

ORIENT TRADELINK LIMITED

TWENTY-FIFTH ANNUAL REPORT

2018 -2019

Company Information As on 31st March 2019**BOARD OF DIRECTORS**

MR. AUSHIM KHETARPAL	:	MANAGING DIRECTOR
MS. ANITA KHETARPAL	:	DIRECTOR
MR. SUNIL ARORA	:	INDEPENDENT DIRECTOR
MR. HARSHAD CHIMANLAL SHAH	:	DIRECTOR
MR. MAHESH KUMAR VERMA	:	INDEPENDENT DIRECTOR
MR. ANISH VINODCHANDRA SHAH	:	NON-EXECUTIVE DIRECTOR

STATUTORY AUDITORS	:	HARISH B GUPTA & CO. CHARTERED ACCOUNTANTS NEW DELHI
---------------------------	---	------------------------------------------------------------

BANKERS	:	HDFC BANK LIMITED
----------------	---	-------------------

SHARES LISTED WITH	:	BSE
---------------------------	---	-----

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

WEBSITE	:	https://www.orienttradelink.in/
EMAIL	:	orient.tradelink@gmail.com
CONTACT NO.	:	09999313918

REGISTRAR & TRANSFER AGENT	:	SKYLINE FINANCIAL SERVICES PRIVATE LTD., D-153A, 1 ST FLOOR, OKHLA INDUSTRIAL AREA, PHASE I, NEW DELHI- 110020.
---------------------------------------	---	-------------------------------------------------------------------------------------------------------------------------------------

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 25TH ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF ORIENT TRADELINK LIMITED WILL BE HELD ON MONDAY, 30TH DAY OF SEPTEMBER, 2019 AT 10:00 A.M. AT HOTEL COMFORT INN PRESIDENT, OPPOSITE MUNICIPAL MARKET, SWASTIK CROSS ROADS, NAVRANGPURA, AHMEDABAD, GUJARAT-380009, TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:**Item No. 1- Adoption of Financial statements**

To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2019 together with the report of Board of Directors ('the Board') and Auditors thereon.

Item No. 2- Appointment of Mr. Aushim Khetarpal as a Director liable to retire by rotation

To consider appointment of a Director in place of Mr. Aushim Khetarpal (DIN: 00060319), who retires by rotation and being eligible, offers himself for reappointment 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 Section 152 and other applicable provisions if any, of the Companies Act, 2013, approval of members of the Company be and is hereby accorded for the reappointment of Mr. Aushim Khetarpal (DIN: 00060319), as Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:**Item No. 3- Appointment of Ms. Rasida Khatun as an Independent Director of the Company.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder read with Schedule IV to the Act, Ms. Rasida Khatun (DIN: 07772553), a Non-Executive Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a term of 5 consecutive years from 15th June, 2019 to 14th June, 2024 and whose period of office shall not be liable to rotation.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this Resolution and to do all acts and take all such steps as may be deemed necessary, proper and expedient to implement this Resolution.”

Item No. 4- Appointment of Mr. Balakrishna Maddur Ramarao as an Independent Director of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder read with Schedule IV to the Act, Mr. Balakrishna Maddur Ramarao (DIN: 00899838), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a term of 5 consecutive years from 11th June, 2019 to 10th June, 2024 and whose period of office shall not be liable to rotation.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this Resolution and to do all acts and take all such steps as may be deemed necessary, proper and expedient to implement this Resolution.”

Item No. 5- To Appoint Anish Vinodchandra Shah as Director

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

“**RESOLVED THAT** Mr. Anish Vinodchandra Shah having (DIN: 00372544) who was appointed by the Board of Directors as an Additional Director with effect from 04th December, 2018 and who holds office upto the date of this Annual General Meeting of the Company, in terms of Section 161 of the Companies Act 2013, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized, to do all such necessary acts, as may be necessary to give effect to the above resolution.”

Item No. 6- To appoint Statutory Auditors to fill the casual vacancy.

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

“**RESOLVED THAT** pursuant to Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s Harish B Gupta & Co, Chartered Accountants (FRN-022464N) be and are hereby appointed as Statutory Auditors of the Company, to fill the casual vacancy caused by the resignation of M/s Mittal Nirbhay & Company, Chartered Accountants.”

“**RESOLVED FURTHER THAT** M/s Harish B Gupta & Co, Chartered Accountants (FRN-022464N), be and are hereby appointed as Statutory Auditors of the Company until the conclusion of 25th Annual General Meeting, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.”

Item No. 7- To appoint Statutory Auditors of the Company and fix their remuneration.

To consider appointment of M/s Harish B Gupta & Co, Chartered Accountants as Statutory Auditor of the Company and if thought fit, to pass, with or without modification(s) the following resolution as an **Special Resolution:**

“**RESOLVED THAT** pursuant to Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory

modification(s) or re-enactment(s) thereof, for the time being in force), M/s Harish B Gupta & Co, Chartered Accountants (FRN 022464N) be and are hereby appointed as Statutory Auditors of the Company from this or a term of 5 (five) consecutive years from the conclusion of 25th Annual General Meeting till the conclusion of 30th Annual General Meeting of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.”

“**RESOLVED FURTHER THAT** Board of Directors of the Company, be and are hereby authorized to do such act, deeds and things and to file necessary e – forms with the concerned Registrar of Companies, to give effect to the aforementioned resolution.”

Item No. 8- To Re-appoint Mr. Aushim Khetarpal as Managing Director.

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

“**RESOLVED THAT** pursuant to Section 152, 196, 197, 198 & 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and such other laws, rules and regulations as may be applicable and other approvals as may be required (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the members be and is hereby accorded for the re-appointment of Mr. Aushim Khetarpal (DIN: 00060319) as Managing Director of the Company for a period and upon such terms and conditions including remuneration as mentioned here in under:

Particulars	Terms & Conditions
Term Period	Upto 5 years w.e.f. 01st September, 2019
Salary	A Gross remuneration of Rs. 1,50,000 (Rupees One Lakh Fifty Thousand Only) per month inclusive of all perks and facilities for a period of 3 years w.e.f. 01 st September, 2019 In addition to fixed gross monthly remuneration as above, contribution to provident fund, superannuation fund or annuity fund, if any, to the extent these either singly or put together are not taxable under the Income Tax Act, 1961. Gratuity & encashment of leave, shall be payable as per policy of the Company
Others	The tenure of Mr. Aushim Khetarpal shall be liable to retire by rotation during his tenure as Managing director of the Company.
Sitting fees	Mr. Aushim Khetarpal shall not be paid any sitting fees for attending meetings of the Board/ Committee thereof, during his tenure as Managing Director of the Company.

RESOLVED FURTHER THAT the revision in remuneration shall be effective from 01st September, 2019, with liberty to the Board to alter and vary these terms and conditions of payment of remuneration as it may deem fit and as may be acceptable to Mr. Aushim Khetarpal, subject to the provisions of the Companies Act, 2013 including the applicable rules or any statutory modification(s) or re-enactments thereof.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the currency of tenure of the appointment, the Managing Director shall be paid salary, perquisites and other allowances as set out in Explanatory Statement.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the 'Board' of the Company (hereinafter referred to include any duly authorized Committee thereof, for the time being exercising the powers conferred on the Board by this resolution be and is hereby authorized to revise, amend, alter and/ or vary the terms and conditions in relation to the above remuneration in such manner as may be permitted in accordance with the provisions of the Act and/ or to the extent as may be required, by the lenders, Central Government or any other persons while according their approval.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby severally authorized to sign and file necessary forms with the Registrar of Companies and to do all such act and things which are ancillary or incidental to give effect to the above resolution.”

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

**Sd/-
Naval
Company Secretary**

**Date: 04.09.2019
Place: New Delhi**

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. THE HOLDER OF PROXY SHALL PROVE HIS IDENTITY AT THE TIME OF ATTENDING THE MEETING.
2. Corporate members intending to send their authorized representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorized under the said Board Resolution to attend and vote on their behalf at the Meeting.
3. The Instrument appointing the proxy, duly completed shall be deposited at the Company’s registered office address not less than 48 hours before the commencement of the meeting. A proxy form for the AGM is enclosed.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
5. The Company is providing facility for voting by electronic means (e-voting) through an electronic voting system which will include remote e-voting as prescribed by the Companies (Management and Administration) Rules, 2014 as presently in force and the business set out in the Notice will be transacted through such voting. Information and instructions including details of user id and password relating to e-voting are provided in the Notice.
6. In terms of Section 152 of the Act, Mr. Aushim Khetarpal, Director, liable to retire by rotation at the Meeting and being eligible, offer themselves for re-appointment. The Nomination and Remuneration Committee of the Board of Directors and the Board of Directors of the Company recommend their respective re-appointments.
7. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India, in respect of the directors seeking appointment/ re-appointment at the ensuing Meeting are provided in the “**Annexure-1**” to the Notice.
8. Members/Proxies/Authorised Representatives are requested to bring to the Meeting necessary details of their shareholding, attendance slip(s), enclosed herewith duly completed and signed and copy(ies) of their Annual Report.
9. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
10. The Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements maintained under Section 170 & 189 respectively of the Companies Act, 2013, will be available for inspection by the members at the AGM.
11. The Register of Members and Share Transfer Books of the Company will remain closed from **Monday, 23rd September, 2019 to Monday, 30th September, 2019 (both day inclusive).**
12. Member holding shares in physical form are requested to intimate/ indicating their respective folio no., the change of their addresses and change of bank accounts etc. to Skyline Financial Services Private Limited, RTA of the Company, while members holding shares in electronic form may write to the respective depository participant for immediate updation.
13. The Company’s Registrar and Share Transfer Agents, Skyline Financial Services Pvt. Ltd, D-153-A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi-110020.
14. With a view to use natural resources responsibly, we request shareholders to update their email address with their Depository Participants to enable the Company to send communications electronically.
15. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment,

Rules 2015, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by Skyline Financial Services Pvt. Ltd. The facility for voting through ballot paper will also be made available at the AGM and members attending the AGM, who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.

16. The Annual Report 2018-19, the Notice of the 25th AGM and instructions for e-voting, along with the Attendance slip and Proxy form, are being sent by electronic mode to all members whose email addresses are registered with the Company / Depository Participant(s), unless a member has requested for a physical copy of the documents. For members who have not registered their email addresses, physical copies of the documents are being sent by the permitted mode.
17. Members may also note that the Notice of the 25th AGM and the Annual Report 2018-19 will be available on the Company's website, <https://www.orienttradelink.in/>. The physical copies of the documents will also be available at the Company's registered office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at: orient.tradelink@gmail.com.
18. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Registrar and Share Transfer Agents, Skyline Financial Services Pvt. Ltd, D-153-A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi-110020.
19. All documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours on working days up to the date of the AGM.
20. M/s Vikas Verma & Associates, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
21. The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting or by ballot form shall be able to exercise their right at the meeting.
22. Members can opt for only one mode of voting, i.e., either by Ballot Form or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Ballot Form shall be treated as invalid.
23. A member who has not received the Ballot Form may request the Company for a duplicate form. The Ballot Form/duplicate Ballot Form duly completed in all respects, enclosed in self addressed, postage pre-paid envelop should reach the Scrutinizer before **5.00 P.M. on Sunday, 29th Day of September, 2019**. The Ballot received after the said date will be treated as not having been received.
24. Route map & landmark of venue of AGM is enclosed with Notice.
25. The shareholder needs to furnish the printed Attendance slip along with a valid identity proof such as the PAN card, passport, AADHAR card or driving license to enter the AGM hall.

26. Instructions for e-voting

Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Company is pleased to provide to its members a facility to exercise their right to vote on resolutions proposed to be passed at the Meeting by electronic means ("e-voting"). The members may cast their vote(s) using an electronic voting system from a place other than the venue of the Meeting ('**remote e-voting**')

The instructions for e-voting are as follows:

The instructions for shareholders voting electronically are as under:

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.

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

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of the Company.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.

6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

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

Please note the following:

A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. 23rd September 2019 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

Other information:

- 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.
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

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.

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

**Sd/-
Naval
Company Secretary**

**Date: 04.09.2019
Place: New Delhi**

**ANNEXURE TO THE NOTICE DATED 04th SEPTEMBER 2019
DETAILS OF DIRECTORS RETIRING BY ROTATION/ SEEKING APPOINTMENT/RE-
APPOINTMENT AT THE
ENSUING ANNUAL GENERAL MEETING**

Particulars	Aushim Khetarpal	Anish Vinodchandra Shah	Balakrishna Maddur Rama Rao	Rasida Khatun
Age	59 years	53 years	59 years	45 Years
Qualifications	BCOM (Hons)	Graduate	BSC, MBA & PHD	Graduate
Experience (including expertise in specific functional area)/Brief Resume	More than 25 years	More than 20 years	More than 25 years	More than 5 years
Terms and Conditions of Appointment /Reappointment	As per Board Resolution	As per Board Resolution	As per Board Resolution	As per Board Resolution
Remuneration last drawn (including sitting fees, if any)	1.50 Lakh P.M.	Nil	Nil	Nil
Date of first appointment on the Board	01.05.2002	04.12.2018	11.06.2019	15.06.2019
Shareholding in the Company as on March 31, 2019	14,46,699	Nil	Nil	Nil
Relationship with other Directors / Key Managerial Personnel	NA	NA	NA	NA
Number of meetings of the Board attended during the year	09	Nil	Nil	Nil
Directorships of other Boards as on March 31, 2019	03	01	03	01
Membership / Chairmanship of Committees of other Boards as on March 31, 2019	01	01	02	Nil

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

**Sd/-
Naval
Company Secretary**

Date: 04.09.2019

Place: New Delhi

EXPLANATORY STATEMENT**ITEM NO. 3**

Ms. Rasida Khatun, aged 45 years, graduated with a Bachelor of Arts degree. Ms. Rasida Khatun is a Non-executive director of our Company. She is a Director on the Board of Pakizaa Business Private Limited. She has good experience of real estate business.

Ms. Rasida Khatun (DIN: 07772553) was appointed the Additional Director of the Company with effect from 15th June, 2019. As per Section 152(2) and 161(1) of the Act, she holds office up to the date of ensuing Annual General Meeting and is eligible to be appointed as a Director. Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 152 read with Schedule V and any other applicable provisions of the Act and the SEBI (Listing Obligations Disclosures Requirements) Regulations, 2015, Ms. Rasida Khatun, shall be appointed as a Non-Executive & Independent Director of the Company.

The Company has received from Ms. Rasida Khatun declaration to the effect that she meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013.

The Board is of the view that the appointment of Ms. Rasida Khatun on the Company's Board as director is desirable and would be beneficial to the Company.

Disclosure as per Secretarial Standard- 2 to the extent not covered above:

Age	45 Years
Qualification	Graduate
Experience	More than 5 years
Date of Appointment on the Board	15/06/2019
Relationship with other Directors/Manager/ KMP	NA
No. of Meeting of Board attended during the year	Nil
Directorship, membership/ chairman of Committee of other Board	Directorship in other Companies- 01 Chairman/Member of Committee of other Board- Nil
Shareholding in the Company	Nil

The Board recommends the Resolution at Item No. 3 of this Notice for approval of the Members as an **Special Resolution**.

Except Ms. Rasida Khatun, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution set out at Item No. 3 of this Notice.

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

ITEM NO. 4

Dr. Balakrishna Maddur Ramarao, BSc, MBA, PhD, aged 59 years is a serial entrepreneur in the area of Creative Media & Animation with Brand Promotional Strategies as well as Advertising. He has also

worked extensively in the areas of Education for Values amongst School Children as well as Teachers' Training Modules Development. He even designed and drafted Policy to Government of Karnataka on Animation, VFX, Gaming and Comics. Further he produced and directed about 15 Animation Films in the areas of Indian Culture & Heritage.

He is a Director on the Board of Mediateck I'solutions Private Limited, Samashtee Life Foundation.

Mr. Balakrishna Maddur Rama Rao (DIN: 00899838) was appointed the Additional Director of the Company with effect from 11th June, 2019. As per Section 152(2) and 161(1) of the Act, he holds office up to the date of ensuing Annual General Meeting and is eligible to be appointed as a Director. Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 152 read with Schedule V and any other applicable provisions of the Act and the SEBI (Listing Obligations Disclosures Requirements) Regulations, 2015, Mr. Balakrishna Maddur Rama Rao, shall be appointed as a Non-Executive & Independent Director of the Company.

The Company has received from Mr. Balakrishna Maddur Rama Rao declaration to the effect that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013.

The Board is of the view that the appointment of Mr. Balakrishna Maddur Rao on the Company's Board as director is desirable and would be beneficial to the Company.

Disclosure as per Secretarial Standard- 2 to the extent not covered above

Age	59 Years
Qualification	BSc, MBA, PhD
Experience	More than 25 years
Date of Appointment on the Board	11/06/2019
Relationship with other Directors/Manager/ KMP	NA
No. of Meeting of Board attended during the year	Nil
Directorship, membership/ chairman of Committee of other Board	Directorship in other Companies- 03 Chairman/Member of Committee of other Board- 02
Shareholding in the Company	Nil

The Board recommends the Resolution at Item No. 4 of this Notice for approval of the Members as an **Special Resolution**.

Except Mr. Balakrishna Maddur Ramarao, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution set out at Item No. 4 of this Notice.

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

ITEM NO. 5

Mr. Anish Vinodchandra Shah aged 53 years has 20 Years Experience in Corporate Consultant.

Mr. Anish Vinodchandra Shah (DIN: 00372544) was appointed the Additional Director of the Company with effect from 04th December, 2018. As per Section 152(2) and 161(1) of the Act, he holds office up to the date of ensuing Annual General Meeting and is eligible to be appointed as a Director. Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 152 read with Schedule V and any other applicable provisions of the Act and the SEBI (Listing Obligations Disclosures Requirements) Regulations, 2015, Mr. Anish Vinodchandra Shah, shall be appointed as a Non-Executive & Non-Independent Director of the Company.

The Board is of the view that the appointment of Mr. Anish Vinodchandra Shah on the Company's Board as director is desirable and would be beneficial to the Company.

Disclosure as per Secretarial Standard- 2 to the extent not covered above

Age	53 Years
Qualification	Graduate
Experience	More than 20 years
Date of Appointment on the Board	04/12/2018
Relationship with other Directors/Manager/ KMP	NA
No. of Meeting of Board attended during the year	Nil
Directorship, membership/ chairman of Committee of other Board	Directorship in other Companies- 01 Chairman/Member of Committee of other Board-01
Shareholding in the Company	Nil

The Board recommends the Resolution at Item No. 5 of this Notice for approval of the Members as a **Special Resolution**.

Except Mr. Anish Vinodchandra Shah, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution set out at Item No. 5 of this Notice.

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

ITEM NO. 6 & 7

M/s. Mittal Nirbhay & Company, Chartered Accountants, Statutory Auditor of the Company had tendered their resignation to continue and conduct of audit of the Company for the financial year 2018 - 2019. Hence to fill up the casual vacancy of the Statutory Auditor, the Company had appointed M/s Harish B Gupta & Co, Chartered Accountants in the Board Meeting held on 29th May, 2019.

In order to fill up such casual vacancy, the Company has appointed M/s Harish B Gupta & Co, Chartered Accountants, to conduct the audit for the period 2018 – 2019, in the Board Meeting held on 29th May, 2019.

In pursuance to the provisions of Section 139(8) of the Companies Act, 2013, the Company needs to approve the appointment of M/s Harish B Gupta & Co, Chartered Accountants. Hence, the company has proposed their approval of the members in the item number 6 of the notice.

Further, the Company has proposed their appointment in the item number 6 of the notice, for the period of 5 (five) years.

The Board recommends for approval by the members the resolution as set out at Item No. 6 of the Notice as a Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions, as set out at Item No. 6 & 7 of the Notice.

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

ITEM NO. 8

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Mr. Aushim Khetarpal was re-appointed as Managing Director of the Company w.e.f. 01.09.2019 for a period of 5 years.

It is also being informed that the Nomination & Remuneration Committee of the Company has considered and recommended the above said reappointment in its meeting held on September 04, 2019.

In view of aforesaid facts, the Board of Directors of the Company in its meeting held on September 04, 2019 had approved the appointment of Mr. Aushim Khetarpal as Managing Director of the Company as set out in the Resolution.

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

Mr. Aushim Khetarpal may be deemed to be concerned or interested, financially or otherwise, in respect of his appointment.

Save and except as above, none of the other Directors or Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

STATEMENT PURSUANT TO CLAUSE (B) OF SECTION II OF PART-II OF SCHEDULE V OF THE COMPANIES ACT, 2013

I. GENERAL INFORMATION:

1.	Nature of Industry.	Movies & Entertainment		
2.	Date or Expected Date of Commencement of Commercial Production.	22 nd August, 1998		
3.	In case of New Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable		
4.	Financial performance based on given indicators.	Particulars	2018-19 (Rs. in lacs)	2017-18 (Rs. in lacs)
		Total Income	2222.28	2224.67
		Profit Before Exceptional and Extraordinary Items & Tax	135.27	52.28
		Exceptional Items	Nil	Nil
		Extra Ordinary Items	Nil	Nil
		Profit Before Tax	135.27	52.28
		Tax	73.23	16.20
		Profit After Tax	62.02	36.07
		Equity Capital (No. of Share) (face value Rs. 10)	1,09,65,000	1,09,65,000
5.	Foreign Investments or Collaborators, if any.	The Company did not have any foreign investments or collaborations.		

II. INFORMATION ABOUT THE APPOINTEE:

1. Background Details

Mr. Aushim Khetarpal is BCom (Hons). He is having more than 25 years of experience in the Movies & Entertainment.

2. Past Remuneration:

Last withdrawn remuneration of Mr. Aushim Khetarpal is Rs. 1,50,000. Further details of past remuneration paid to Mr. Aushim Khetarpal are mentioned herein below:

Period	Remuneration Paid (Rs. in Lakhs)
For 2018-19	18

3. Recognition or awards:

Mr. Aushim Khetarpal is well recognized for his leadership, visionary, and entrepreneur skills in managing business activities and has been efficiently managing overall affairs of the Company.

4. Job Profile and his suitability:

In the capacity of Managing Director of the Company Mr. Aushim Khetarpal shall be responsible for defining and executing business strategy, strengthening governance practices and providing overall leadership to the Company's operations or such other roles and responsibilities as may be assigned to him by the Board from time to time.

5. Remuneration proposed:

- a) Gross remuneration of Rupees 1,50,000/- (Rupees One lakh fifty thousand only) per month inclusive of all perks and facilities.
- b) In addition to fixed gross monthly remuneration as above, contribution to provident fund, superannuation fund or annuity fund, if any, to the extent these either singly or put together are not taxable under the Income Tax Act, 1961. Gratuity and encashment of leave, shall be payable as per policy of the Company.

6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.

Since the Company is involved in Movies & Entertainment, it would not be possible to compare the remuneration payable in similar type of Industry.

7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.

Mr. Aushim Khetarpal is holding 14.16% of the equity share capital of the company. In addition to above, his relatives are also holding shares in the company. Accordingly, he may be deemed having pecuniary relation, directly and indirectly, with the company.

Disclosure as per Secretarial Standard- 2 to the extent not covered above

Age	59 years
Qualification	BCom (Hons)
Experience	25 Years
Date of Appointment on the Board	01/05/2002
Relationship with other Directors/Manager/ KMP	None
No. of Meeting of Board attended during the year	09
Directorship, membership/ chairman of Committee of other Board	Directorship in other Companies- Divine Entertainment Limited. AUM Sportainment Private Limited. YS Buildwell Private Limited Chairman/Member of Committee of other Board- 1
Shareholding in the Company	14,46,699 Equity Shares

III. OTHER INFORMATION:**1. Reasons of Loss or Inadequate Profits:**

Due to increase in business expenses of the Company, the Company had earned lower profits during the previous fiscal.

2. Steps taken or proposed to be taken for improvement:

Focus has been placed on diversification of product portfolio so as to increase the sales turnover of the company and efforts are being made to reduce overheads and fixed costs as compared to variable costs and this will result into increase in profits of the company.

3. Expected increase in productivity and profits in measurable terms:

Looking at the past performance and efforts being made during the year, the Company is expecting significant increase in the sales turnover and profits of the Company during the year 2019-20.

IV. REASONS AND JUSTIFICATION FOR PAYMENT BEYOND LIMITS SPECIFIED IN SCHEDULE V:

Proposed remuneration of Mr. Aushim Khetarpal is within the limits as prescribed under the provisions of the Companies Act 2013 and Rules made thereunder.

Approval of shareholders by way of special resolution is required for re-appointment of Mr. Aushim Khetarpal.

The Board recommends for approval by the members the resolution as set out at Item No. 7 of the Notice as a Special Resolution.

Except Mr. Aushim Khetarpal, none of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the resolutions, as set out at Item No. 7 of the Notice.

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

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

**Sd/-
Naval
Company Secretary**

**Date: 04.09.2019
Place: Ahmedabad**

DIRECTORS' REPORT

To,

The Members,

ORIENT TRADELINK LIMITED

Dear Members,

Your Directors have pleasure in presenting you the 25th Annual Report together with the audited statement of Accounts of the Company for the financial year ended 31st March, 2019.

1. FINANCIAL RESULTS:**(In INR)**

PARTICULARS	2018-19	2017-18
Sales and other income	22,22,27,809	22,24,67,463
Profit before tax	1,35,26,821	52,28,650
Less: Current tax	36,52,242	16,20,881
Less: Deferred Tax (Net)	36,71,705	-
Profit after tax	62,02,874	36,07,768

2. RESULTS OF OPERATIONS & STATE OF COMPANY'S AFFAIRS:

- The revenue from operations was decreased during current financial year 2018-19. The revenue generated from operations amounted to Rs. 20,47,14,998 in F.Y. 2018-19 as compared to F.Y. 2017-18, in which revenue generated was amounted to Rs. 22,24,05,787/.
- Net profit before taxation increased from Rs. 36,07,769/- in F.Y. 2017-18 to Rs. 62,02,874 in F.Y. 2018-19.

3. CHANGE IN THE NATURE OF BUSINESS:

There was no Changes in the nature of business of the Company during the current financial year.

4. SHARE CAPITAL:

The Authorized Share Capital of the Company is Rs. 12,00,00,000/-. During the year under review, there was no change in the Company's issued, subscribed and paid-up equity share capital. On March 31, 2019, the paid-up capital stood at Rs. 10,96,50,000/- divided into 1,09,65,000 Equity Shares of Rs. 10/- each.

The Board of Directors of the Company in their meeting held on February 28, 2019 considered and approved the sub-division of 1 (One) Equity Share of the Company having a face value of Rs. 10/- (Rupees Ten only) each into 5 (Five) Equity Shares of face value of Rs. 2/- (Rupees Two only). The Company has obtained the approval of shareholders of the Company through postal ballot/ e-voting and the resolutions are deemed to have been passed on April 06, 2019. Accordingly, the Authorized Share Capital of the Company is Rs. 12,00,00,000 divided into 6,00,00,000 Equity Shares of Rs. 2 and Issued, Subscribed and Paid-up Equity Share Capital is Rs. 10,96,50,000 divided into 5,48,25,000 Equity Shares of Rs. 2 each.

5. DIVIDEND:

The Board of Directors has not recommended any dividend for the financial year ended on March 31, 2019. Since the Board has considered it financially prudent in the long-term interest of the company to re-invest the profits into the business of the company to build a strong reserve base and to grow the business of the company.

6. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND:

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no dividend declared and paid last year.

7. TRANSFER TO RESERVES:

During the current year, the company has not transferred any profit into the General Reserve of the Company.

8. MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN THE END OF THE FINANCIAL YEAR AND DATE OF REPORT:

There have been no material changes and commitments during the current financial year, which materially affect the financial position of the Company till the date of this report.

9. DEPOSITS:

The Company has not accepted any deposits from the public and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet for the F.Y.2018-19. The Company has accepted deposits from (a) its Directors, which are exempt deposit under Rule 2(1)(c)(viii) of Companies (Acceptance of Deposits) Rules, 2014 and (b) from Companies, which are exempt deposits under Rule 2(1)(c)(vi) of the Companies (Acceptance of Deposits) Rules, 2014.

10. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE U/S 186 OF THE COMPANIES ACT, 2013:

The particulars of loans, guarantees and investments, wherever required, have been disclosed in the financial statements, which also form part of this report.

11. CORPORATE SOCIAL RESPONSIBILITY:

The Company has not developed and implemented any Corporate Social Responsibility Initiatives as provisions of section 135(1) of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014 are not applicable on the Company.

12. CONSERVATION OF ENERGY, RESEARCH AND DEVELOPMENT, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

The particulars as prescribed under sub-section (3)(m) of section 134 of the Companies Act, 2014 read with Rule 8(3) of Companies (Accounts) Rules, 2014 are annexed herewith at **Annexure I**.

13. DIRECTORS:

As on March 31, 2019 the Board of Directors of the Company is comprised of following directors:

DIRECTORS	
Shri. Aushim Khetarpal	Managing Director
Mrs. Anita Khetarpal*	Director
Shri. Sunil Arora*	Non-Executive & Independent Director
Shri. Harshad Chimanlal Shah*	Director
Mrs. Mahesh Kumar Verma	Non-Executive & Independent Director
Mr. Anish Vinodchandra Shah	Non-Executive & Non- Independent Director

* Mrs. Anita Khetarpal was resigned from the Company w.e.f. June 15, 2019;

* Mr. Sunil Arora was resigned from the Company w.e.f. June 11, 2019;

* Mr. Harshad Chimanlal Shah was resigned from the Company w.e.f. April 01, 2019;

Ms. Rasida Khatun was appointed as additional director w.e.f. June 15, 2019;

Mr. Balakrishna Maddur Rama Rao was appointed as additional director w.e.f. June 11, 2019;

14. POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION AND OTHER DETAILS:

Pursuant to Section 178(3) of the Companies Act, 2013, the Nomination and Remuneration Committee constituted by the Board of Directors have laid down the following policies:

- a. Criteria for nomination as Director, Key Managerial Personnel and Independence of a Director:
- b. Criteria for determining Remuneration of Directors, Key Managerial Personnel and Senior Management Other Employees of the Company.
- c. Evaluation of performance of the members of the Board, Key Managerial Personnel.

The following directors are the members of the Nomination and Remuneration Committee:

Mr. Mahesh Kumar Verma	- Chairman
Mr. Sunil Arora	- Member
Mr. Anish Vinodchandra Shah	- Member

2 meetings of the Nomination and Remuneration Committee were held during the year. The dates on which the said meetings were held: 27/08/2018, 04/12/2018. The attendance details of the Nomination and Remuneration Committee meetings are as follows:

NAMES OF DIRECTORS	DESIGNATION	NO. OF MEETINGS ATTENDED
Mr. Sunil Arora [DIN No. 03517899]	Non-Executive & Independent Director	2
Mr. Aushim Khetarpal [DIN No. 00060319]	Managing Director	2
Mr. Mahesh Kumar Verma [DIN No. 07892196]	Non-Executive & Independent Director	2

Nomination & Remuneration Policy is uploaded on the website of the Company i.e. at <https://www.orienttradelink.in/>.

15. KEY MANAGERIAL PERSONNEL:

Company Secretary:

- Ms. Divya Guliani, was appointed as Company Secretary of the company w.e.f 27/08/2018 and resigned w.e.f 29/03/2019.

- Mr. Naval was appointed as Company Secretary of the company w.e.f 26/04/2019.

16. INDEPENDENT DIRECTOR'S DECLARATION:

The Company is having following persons as Independent Directors of the Company u/s 149(6) of the Companies Act, 2013:

NAMES OF INDEPENDENT DIRECTORS	DATE OF APPOINTMENT / RE-APPOINTMENT
Mr. Sunil Arora [DIN No. 03517899]	30.09.2010
Mr. Mahesh Kumar Verma [DIN No. 07892196]	01.08.2017

The Company has received requisite declaration from above said Independent Directors confirming that they meet the criteria of independence as per Section 149 of the Companies Act, 2013.

17. REMUNERATION OF DIRECTORS:

The Company has paid Remuneration to Whole Time Directors of the Company in pursuant to applicable provisions of the Companies Act 2013 and Rules made thereunder.

18. BOARD EVALUATION:

As per provisions of section 134(3) of the Companies Act, 2013 and Rules made thereunder, the Board of Directors has carried out an annual evaluation of its own performance, Board Committees and individual directors.

The performance of the Board of Directors and its Committees were evaluated on various parameters such as structure, composition, experience, performance of specific duties and obligations, quality of decision making and overall effectiveness.

The performance of individual Directors was evaluated on parameters, such as meeting attendance, participation and contribution and independent judgment.

The Board members noted from time to time the suggestions/ inputs of Independent Directors, Nomination Committee and Audit Committee and also discussed various initiatives to further improve the Board effectiveness.

In a separate meeting of Independent Directors held on 11/02/2019 performance of non-independent directors, performance of the Board as a whole and performance of the Chairman was evaluated.

19. NUMBER OF MEETINGS OF THE BOARD:

During the year the Board met 10 (Ten) times to deliberate on various matters on 21/04/2018, 29/05/2018, 21/07/2018, 14/08/2018, 27/08/2018, 14/11/2018, 04/12/2018, 21/01/2019, 13/02/2019 & 28/02/2019. The maximum interval between any two meetings did not exceed 120 days.

S. No	Name of the Director	No of board Meetings held during the year	No. of Meetings attended during the year
1	Mr. Aushim Khetarpal	9	9
2	Mr. Anish Vinodchandra Shah	9	3
3	Mr. Mahesh Kumar Verma	9	9
4	Ms. Anita Khetarpal	9	9
5	Mr. Sunil Arora	9	9

20. AUDIT COMMITTEE:

The Board of Directors of the Company has constituted Audit Committee u/s 177 of the Companies Act, 2013 consisting of 3 members Mr. Mahesh Kumar Verma (Non-Executive Independent Director), Mr. Anish Vinodchandra Shah (Non-Executive Independent Director) & Mr. Sunil Arora (Non-Executive Independent Director). Mr. Mahesh Kumar Verma is the Chairman of the Audit Committee.

The Company Secretary acts as the Secretary to the Audit Committee. The primary objective of the Audit Committee is to monitor and provide an effective supervision of the management's financial reporting process, to ensure accurate and timely disclosures, with the highest levels of transparency, integrity and quality of financial reporting. The Audit Committee oversees the work carried out in the financial reporting process by the management, the internal Auditors and the Independent Auditors and notes the processes and safeguards employed by each of them. All possible measures must be taken by the Audit Committee to ensure the objectivity and independence of the independent auditors.

The Board has accepted all recommendations of Audit Committee.

21. AUDIT COMMITTEE ATTENDANCE:

The Audit Committee held 4 (Four) meetings during the year ended 31.03.2019. These were held on 29/05/2018, 14/08/2018, 14/11/2018, and 13/02/2019. The attendance details of the Audit Committee meetings are as follows:

NAMES OF DIRECTORS	DESIGNATION	POST HELD	NO OF MEETINGS HELD	NO OF MEETINGS ATTENDED
Mr. Sunil Arora [DIN No. 03517899]	Non-Executive Independent Director	Member Audit Committee	4	4
Mr. Mahesh Kumar Verma [DIN No. 07892196]	Non-Executive Independent Director	Chairman Audit Committee	4	4
Mr. Anish Vinodchandra Shah [DIN No. 00372544]	Non-Executive Independent Director	Member Audit Committee	4	1

22. RISK MANAGEMENT POLICY:

The Company is taking every care for minimizing the risk involved in the manufacturing process of the unit. Responsible staff employed to take every care to minimize the risk factor in the factory. Our company does not have any separate Risk Management Policy as the unit run by it is small in size and the elements of risk threatening the company's existence is almost negligible.

23. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES:

Particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act, 2013 read with Rule 8(2) of Companies (Accounts) Rules, 2014 in prescribed Form AOC-2 is annexed herewith at **Annexure II**.

24. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES:

The company does not have any Subsidiary, Joint Venture or Associate Company; hence, provisions of section 129(3) of the Companies Act, 2013 relating to preparation of consolidated financial statements are not applicable.

25. VIGIL MECHANISM / WHISTLE BLOWER POLICY:

As per the provisions of Companies Act, 2013, every Listed Company shall establish a vigil mechanism (similar to Whistle Blower mechanism). In pursuance of the provisions of section 177(9) & (10) of the Companies Act, 2013, a vigil mechanism/ whistle blower policy for directors and employees to report genuine concerns has been established and approved by Board.

26. PARTICULARS OF EMPLOYEES U/S 197(12) OF THE COMPANIES ACT, 2013:

The Information & Statement of Particulars of employees pursuant to Section 197 of the Companies Act, 2013 and Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed as **Annexure III**.

27. DIRECTORS' RESPONSIBILITY STATEMENT AS REQUIRED U/S 134(3)(c)

In terms of section 134(5) of the Companies Act, 2013, your directors state that: -

- (a) in the preparation of the annual accounts, the applicable accounting standards have been followed;
- (b) 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 and loss of the company for that period;
- (c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the Directors have prepared the annual accounts on a going concern basis.
- (e) the Directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively
- (f) the Directors have devised proper system to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

28. AUDITORS & AUDITORS' REPORT:**Statutory Auditors**

As the Members are aware that M/s. Mittal Nirbhay & Company, Chartered Accountants has resigned and M/s. Harish B Gupta & Co (FRN No. 022464N) were appointed as Statutory Auditors to fill the Casual vacancy till the conclusion of ensuing Annual General Meeting. M/s. Harish B Gupta & Co (FRN No. 022464N), Statutory Auditors, being eligible offer themselves for re-appointment. The Company has obtained a written consent from the Statutory Auditors under Section 139(1) of the Companies Act, 2013 to the effect that their re-appointment, if made, would be in accordance with the conditions as may be prescribed and they fulfill the criteria laid down in Section 141 of the Companies Act, 2013. The Board recommends the appointment of M/s. Harish B Gupta & Co (FRN No. 022464N), Chartered Accountants, as Statutory Auditors of the Company, to hold office till the conclusion of the Annual General Meeting to be held in the year 2024.

The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments u/s 134(3)(f)(i) of the Companies Act, 2013. The Auditors' Report does not contain any qualification, reservation or adverse remark.

Internal Auditor

In terms of Section 138 of the Act and Rules made there under, AM Sharma & Associates, Chartered Accountants having its head Office at SCO 32, D248/10, Balaji Complex, Laxmi Nagar, Delhi-110092 were appointed as Internal Auditors for the financial year 2018-19.

Secretarial Auditor

In terms of Section 204 of the Act and Rules made there under, Vikas Verma & Associates (Company Secretaries) having its Registered Office at B-502, Statesman House, 148, Barakhamba Road, New Delhi -110001, were appointed as Secretarial Auditors for the financial year 2018-19. The Secretarial Audit's Report for the financial year ended on March 31, 2019 is annexed herewith marked as **Annexure IV** to this Report.

29. INTERNAL FINANCIAL CONTROL SYSTEM:

According to Section 134(5) (e) of the Companies Act, 2013, the term financial control (IFC) means the policies and procedures adopted by the Company for ensuring the orderly and efficient conduct of business, including adherence to the company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records and timely preparation of reliable financial information.

The Company has a well-placed, proper and adequate Internal Financial Control System which ensures that all the assets are safeguarded and protected and the transactions are authorized, recorded and reported correctly.

To further strengthen the internal control process, the company has developed the very comprehensive compliance management tool to drill down the responsibility of the compliance from top management to executive.

30. SIGNIFICANT AND MATERIAL ORDER PASSED BY REGULATORS:

There are no significant and material order passed by the regulators or Courts or Tribunal's impacting the going concern status of your Company and its operation in future.

31. INFORMATION REQUIRED UNDER SEXUAL HARASSMENT OF WOMEN AT WORK PLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013:

Your Company has a policy and framework for employees to report sexual harassment cases at workplace and the process ensures complete anonymity and confidentiality of information. No complaint of sexual harassment is raised in the financial year 2018-19.

32. CODE OF CONDUCT:

Commitment to ethical professional conduct is a must for every employee, including Board Members and Senior Management Personnel of the Company. The Code is intended to serve as a basis for ethical decision-making in conduct of professional work. The Code of Conduct enjoins that each individual in the organization must know and respect existing laws, accept and provide appropriate professional views, and be upright in his conduct and observe corporate discipline. The duties of Directors including duties as an Independent Director as laid down in the Companies Act, 2013 also forms part of the Code of Conduct. All Board members and Senior Management Personnel affirm compliance with the Code of Conduct annually.

33. MANAGEMENT DISCUSSIONS & ANALYSIS REPORT:

As per SEBI Listing Regulations, Management Discussion and Analysis Report is annexed herewith at **Annexure No V**.

34. EXTRACT OF THE ANNUAL RETURN AS PROVIDED UNDER SUB-SECTION (3) OF SECTION 92

As per the requirement of Section 92, the extract of Annual Return is available on the website of the Company i.e. at <https://www.orienttradelink.in/>. Extract of Annual Return is annexed herewith marked as **Annexure VI** to this Report.

35. APPRECIATION:

Your Directors would like to place on record their appreciation for the support received from the Shareholders, Central Government, State Government, Bankers and customers for their support and co-operation.

Date: 04.09.2019

Place: New Delhi

For & on behalf of
Orient Tradelink Limited
Sd/-

Aushim Khetarpal
Managing Director
DIN: 00060319

Annexure I

**CONSERVATION OF ENERGY, RESEARCH AND DEVELOPMENT, TECHNOLOGY
ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

[Pursuant to Section 134 (3)(m) read with Rule 8(3) of 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
(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 not taken place, and the reasons thereof; and	NIL
(iv)	The expenditure incurred on Research and Development.	NIL

(C) Foreign exchange earnings and Outgo-

(i)	The Foreign Exchange earned in the terms of actual inflows during the year;	NIL
(ii)	Foreign Exchange outgo during the year in terms of actual outflow.	NIL

Date: 04.09.2019

Place: New Delhi

For & on behalf of
Orient Tradelink Limited
Sd/-
Aushim Khetarpal
Managing Director
DIN: 00060319

Annexure II**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 transactions under third proviso thereto:

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

Orient Tradelink Limited has not entered into any contract or arrangement or transaction with its related parties which is not at arm's length during financial year 2018-19.

2. Details of material contracts or arrangements or transactions at arm's length basis: Orient Tradelink Limited has entered into following contract or arrangement or transaction with its related parties which is at arm's length during financial year 2018-19.

Names of the Related Party and Nature of Relationship	Nature of Contracts/ Arrangements/ Transaction	Duration of the contracts/ arrangements / transaction	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board, if any	Amount paid as advances, if any`
(a)	(b)	(c)	(d)	(e)	(f)
Name: Aum Sportainment Private Limited (ASPL) Nature of Relation: Commonly controlled Enterprise	(a) Sale of Goods (b) Purchase of Distribution rights. (c) Payment by OTL on behalf of ASPL. (d) Commission Income (e) Purchase of Goods (f) Payment made ASPL On behalf of Orient (g) Purchase of rights of Radio Talk show (h) Sale of service-Hoarding (i) Regarding	2 nd April 2018-31 st March 2019 (Applicable For all points except – g, k)	As per the Board resolution	21 st April 2018	(a) 8,95,02,821.00 (b) 1,70,00,000.00 (c) 93,93,483.00 (d) 45,000.00 (e) 2,27,998.00 (f) 6,29,145.00 (g) 1,50,00,000.00 (h) 3,88,00,000.00 (i) 1,30,00,000.00

	Advertisement Expenses				(j) 69,01,200.00
	(j) Payment for Baba Ramsaa Peer				(k) 10,00,000.00
	(k) Purchase of right of Sai Baba Comics				(l) 10,00,000.00
	(l) Purchase of Sai Bhakton ki Kahaniya Book				
Name: Aarti Khetarpal Nature of Relation – Daughter of Mr. Aushim Khetarpal	(a) Payment made through bank	2 nd April 2018-31 st March 2019 (Applicable For all points except – g, k)	As per the Board resolution	21 st April 2018	3,83,300.00
Name: Radhika khetarpal Nature of Relation – Daughter of Mr. Aushim Khetarpal	(a) Payment made through bank & cash	2 nd April 2018-31 st March 2019 (Applicable For all points except – g, k)			1,45,100.00
Name: Aushim Khetarpal Nature of Relation – Director	(a) Reimbursement (b) Director's Remuneration (c) Bank Transfers made during the year (d) Payment made on behalf of Aushim Khetarpal (e) Purchase of rights for book	2 nd April 2018-31 st March 2019 (Applicable For all points except – g, k)	As per the Board resolution	21 st April 2018	(a) 8,457.00 (b) 18,00,000.00 (c) 60,52,427.00 (d) 10,99,900.00 (e) 5,00,000.00 (f) 10,00,000.00

	publishing				(g)3,47,333.00
	(f)Purchase of rights for Krishna & Sai Books				
	(g)Mentoring Fees				(a)1,18,900.00
Asha Khetarpal					
Relation: Mother of Mr.Aushim Khetarpal	(a) Payment of loan	2 nd April 2018-31 st March 2019 (Applicable For all points except – g, k)	As per the Board resolution	21 st April 2018	(a) 5,52,71,167.00
Sai Baba foundation					(b) 550.00
Nature of Relation: Commonly controlled Enterprise	(a)Sale of goods	2 nd April 2018-31 st March 2019 (Applicable For all points except – g, k)	As per the Board resolution	21 st April 2018	(c) 17702.00
	(b) Royalty Expenses				(d) 1,48,01,580.00
	(c) Bank receipt				
	(d)Reimbursement of expenses				(e) 23,61,800.00
	(e)Banking Transaction made during the year				

Date: 04.09.2019

Place: New Delhi

For & on behalf of
Orient Tradelink Limited
Sd/-
Aushim Khetarpal
Managing Director
DIN: 00060319

Annexure III

Information of Particulars of employees pursuant to Section 197 of the Companies Act, 2013 and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

S. No.	PARTICULARS	REMARKS				
1.	The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year.	Mr. Aushim Khetarpal –Rs 18,00,000/-				
2	The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year.	NIL				
3	The percentage increase in the median remuneration of employees in the financial year	NIL				
4	The number of permanent employees on the rolls of company					
5	The explanation on the relationship between average increase in remuneration and company performance.	NIL				
6	Comparison of the remuneration of the Key Managerial Personnel against the performance of the company	NIL				
7	Variations in the market capitalization of the company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the company as at the close of the current financial year and previous financial year.	<p>Net Worth:</p> <table border="1"> <tr> <td>F.Y. 2017-18</td> <td>7,44,73,849</td> </tr> <tr> <td>F.Y. 2018-19</td> <td>8,37,75,329</td> </tr> </table>	F.Y. 2017-18	7,44,73,849	F.Y. 2018-19	8,37,75,329
F.Y. 2017-18	7,44,73,849					
F.Y. 2018-19	8,37,75,329					
8	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	NIL.				
9	Comparison of the each remuneration of the Key Managerial Personnel against the performance of the company	N.A.				
10	The key parameters for any variable component of remuneration availed by the directors	N.A.				

11	The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year	N.A.
12	Affirmation that the remuneration is as per the remuneration policy of the company	YES

Date: 04.09.2019

Place: New Delhi

For & on behalf of
Orient Tradelink Limited
Sd/-
Aushim Khetarpal
Managing Director
DIN: 00060319

Annexure- IV

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31/03/2019

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

To,

The Board,
Orient Tradelink Limited,
801-A, 8th Floor, Mahalay Building,
Behind Fairdeal House, Off: C. G. Road,
Swastik Cross Roads Navrangpura,
Ahmedabad, Gujarat-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 us a reasonable basis for evaluating the corporate conducts/statutory compliances and accordingly, expressing my opinion thereon.

Based on our inspection, verification of **Company's** 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, 2019 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 the Company for the Financial Year ended on March 31, 2019 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under.
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (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 thereunder 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; *(No transaction has been recorded during the Audit Period)*
- d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; *(No transaction has been recorded during the Audit Period)*
- e) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- f) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; *(No transaction has been recorded during the Audit Period)*
- g) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; *(No transaction has been recorded during the Audit Period)*
- h) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
- i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993

As informed to us the following other laws specifically applicable to the Company as under and as confirmed & declared by the management, the Company has duly complied the same:-

1. The Employees Provident fund and Miscellaneous Provisions Act, 1952 along with labour laws
2. Employees State Insurance Act, 1948
3. Maternity Benefit Act, 1961
4. Payment Gratuity Act, 1972
5. Factories Act, 1949
6. Environmental Act, 1986 and its allied applicable laws

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

1. Secretarial Standard issued by The Institute of Company Secretaries of India.

In respect to the other applicable laws specifically applicable to the Company, We have relied on information / records / declaration produced/furnished by the Company during the course of our audit and the reporting is limited to the extent.

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 there exist the system for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions of the Board were unanimous and the same are captured and recorded as part of the minutes.

We further report that there is scope to improve the systems and processes in the company and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the period there were no specific instances / events pursuance of the above referred laws, rules, regulations, guidelines, etc., having a major bearing on the Company's affairs.

**For Vikas Verma & Associates
Company Secretaries**

Date: 04.09.2019

Place: New Delhi

**Sd/-
Vikas Kumar Verma
Managing Person
CP No. 10786
Membership No. F9192**

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

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, Gujarat- 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.

**For Vikas Verma & Associates
Company Secretaries**

Sd/-

Vikas Kumar Verma
Managing Person

CP No. 10786

Membership No. F9192

Date: 04.09.2019

Place: New Delhi

Annexure-VMANAGEMENT DISCUSSION AND ANALYSIS**1. Industry structure and developments**

Indian economy is going through a period of rapid 'financial liberalisation'. Today, the 'intermediation' is being conducted by a wide range of financial institutions through a plethora of customer friendly financial products.

Over the years, our company has built a strong presence in the market through its cumulative experience, strong distribution network as well as sound systems and processes.

2. Opportunities and threats

Being an entertainment company, our company is exposed to specific risks that are particular to its business and the environment within which it operates including interest rate volatility, economic cycle, and market risk.

3. Segment-wise or product-wise performance

During the year under review, since company is being working in a single segment therefore the specific performance does not stand eligible.

4. Outlook

The presence of a stable government at the centre will be a major catalyst in taking major decisions which would push forward the pace of reforms and thereby directly improving the macro-economic environment. It is now being forecasted that in the near future, the Indian economy will become the fastest growing emerging market.

The Government is looking at easing investment conditions in India and focusing on project clearances. Also, 2020 is expected to see a rush of foreign direct investments (FDI) coming into India supported by FII inflows, thanks to liberalising the defence, insurance and construction sectors etc. It is expected that Government's major structural/economic liberalization policies will be reflected in 2020 Union Finance Budget and the same is expected to further boost the industry sentiments.

Looking at the Indian economy the company has plans to diversify its business in future.

5. Risks and areas of concern

Our strength is our determination and team work, weakness is the low equity base, opportunities are multiples and threats are the vibrations in the economy and government policies.

In any business, risks and prospects are inseparable. As a responsible management, the Company's principal endeavor is to maximize returns. The Company continues to take all steps necessary to minimize its expenses through detailed studies and interaction with experts.

6. Internal control systems and their adequacy

The Company has carried out the internal audit in-house and has ensure that recording and reporting are adequate and proper, the internal controls exist in the system and that sufficient measures are taken to update the internal control system. The system also ensures that all transaction are appropriately authorized, recorded and reported. Exercises for safeguarding assets and protection against unauthorized use are undertaken from time to time. The Company's audit Committee reviewed the internal control system. All efforts are being made to make the internal control systems more effective. All these measures are continuously reviewed by the management and as and when necessary improvements are affected.

7. Discussion on financial performance with respect to operational performance

The financial statements have been prepared in compliance with the requirements of the Companies Act, 2013 and Generally Accepted Accounting Principles in India. Further, the financial performance during the year under reference has been impressive in terms of sales. Even though there has been a decent increase in the turnover, the volume of profits has also increased as compared to last year.

8. Material developments in human resources/industrial relations front, including number of people employed.

The Company had sufficient numbers of employees at its administrative office. The company recognizes the importance of human value and ensures that proper encouragement both moral and financial is extended to employees to motivate them. The company enjoyed excellent relationship with workers and staff during the last year.

9. Cautionary Statement

The statements in the "Management Discussion and Analysis Report" section describes the Company's objectives, projections, estimates, expectations and predictions, which may be "forward looking statements" within the meaning of the applicable laws and regulations. The annual results can differ materially from those expressed or implied, depending upon the economic and climatic conditions, Government policies and other incidental factors.

Date: 04.09.2019

Place: New Delhi

For & on behalf of
Orient Tradelink Limited
Sd/-
Aushim Khetarpal
Managing Director
DIN: 00060319

'Annexure – VI'

**FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN**

as on financial year ended on 31.03.2019

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management Administration) Rules, 2014.

I. REGISTRATION & 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/ Non-Govt Company
v	Address of the Registered office& contact details	801-A, 8th Floor, Mahalay Building, Behind Fairdeal House, Off: C. G. Road, Swastik Cross Roads Navrangpura, Ahmedabad, Gujarat-380009
vi	Whether listed company	Listed
vii	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Skyline Financial Services Private Ltd., D 153A, 1 st Floor, Okhla Industrial Area, Phase- I, New Delhi- 110020. Tel:- 011-26812682

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

SL No	Name & 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 & ASSOCIATE COMPANIES

Sl. No	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	NA	NA	NA	NA	NA

IV.SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)**Category-wise Shareholding**

Category of Shareholders	No. of Shares Held at the beginning of the Year				No. of Shares held at the End of the Year				% Change
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(I) Indian									
a) Individual HUF	1834307	0	1834307	16.73	1446699	0	1446699	13.19	-3.54
b) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
c) State Government	0	0	0	0.00	0	0	0	0.00	0.00
d) Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
e) Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00
f) Any Other	0	0	0	0.00	0	0	0	0.00	0.00
Sub-Total (A)(1)	1834307	0	1834307	16.73	1446699	0	1446699	13.19	-3.54
Foreign									
NRI Individuals	0	0	0	0.00	0	0	0	0.00	0.00
Other Individuals	0	0	0	0.00	0	0	0	0.00	0.00
Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
Banks /FI	0	0	0	0.00	0	0	0	0.00	0.00
Any Other	0	0	0	0.00	0	0	0	0.00	0.00
Sub-Total (A)(2)	0	0	0	0.00	0	0	0	0.00	0.00
Total Shareholding of Promoters(A)	1834307	0	1834307	16.73	1446699	0	1446699	13.19	-3.54
Public Shareholding Institutions									
Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00
Central Government	0	0	0	0.00	0	0	0	0.00	0.00
State Government	0	0	0	0.00	0	0	0	0.00	0.00
Venture Capital Fund	0	0	0	0.00	0	0	0	0.00	0.00
Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
FII's	0	0	0	0.00	0	0	0	0.00	0.00
Foreign Venture Capital Fund	0	0	0	0.00	0	0	0	0.00	0.00
Any Other Foreign	0	0	0	0.00	0	0	0	0.00	0.00
Any Other	0	0	0	0.00	0	0	0	0.00	0.00
Sub-Total (B)(1)	0	0	0	0.00	0	0	0	0.00	0.00

Non-Institutions									
Bodies Corporate									
Indian	641526	0	641526	5.85	638599	0	638599	5.82	-0.03
Overseas	0	0	0	0.00	0	0	0	0.00	0.00
Individuals									
Individual shares holders having nominal share capital upto Rs. 2,00,000	240772	47088	287860	2.63	1567511	47088	1614599	14.73	12.10
Individual shares holders having nominal share capital Excess of Rs. 2,00,000	8150298	51009	8201307	74.80	6430144	51012	6481156	59.11	-15.69
Others									
HUF	0	0	0	0	253757	0	253757	2.31	2.31
Non Resident Indian	0	0	0	0	10745	0	10745	0.10	0.10
Foreign National	0	0	0	0	0	0	0	0.00	0.00
Clearing Members	0	0	0	0	519445	0	519445	4.74	4.74
Trust	0	0	0	0.00	0	0	0	0.00	0.00
Foreign Bodies-DR	0	0	0	0.00	0	0	0	0.00	0.00
NBFC Registered With RBI	0	0	0	0.00	0	0	0	0.00	0.00
Sub-Total (B)(2)	9032596	98097	9130693	83.27	9420201	98100	9518301	86.81	3.43
Total Public Shareholding (B)	9032596	98097	9130693	83.27	9420201	98100	9518301	86.81	3.54
Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
IEPF	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total	10866903	98097	10965000	100.00	10866900	98100	10965000	100.00	0.00

ii. SHAREHOLDING OF PROMOTERS

S. No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of shares	% of total shares of the company	% of shares pledged encumbered to total shares	No. of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
1	Aushim Khetarpal	1834307	16.73	0	1446699	13.19	0	

CHANGE IN PROMOTERS' SHAREHOLDING (SPECIFY IF THERE IS NO CHANGE): No Change

	Shareholding at the beginning of the year		Date	Increase/ Decrease in Shareholding	Reason	Cumulative Shareholding during the year	
	No. of shares held	% of total shares of the company				No of shares	% of total shares of the company
Aushim Khetarpal	1834307	16.73	During the FY 2018-19	-387608	Sale	1446699	13.19
					Balance	1446699	13.19

iv. SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS & HOLDERS OF GDRS & ADRS)

For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Date	Increase/ Decrease in Shareholding	Reason	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							
1. Nikunj Stock Brokers Limited	0	0	01/06/2018	40000	Purchase		
			22/06/2018	60993	Purchase		
			29/06/2018	115432	Purchase		
			06/07/2018	48738	Purchase		
			13/07/2018	285	Purchase		

			20/07/2018	-6340	Sale		
			27/07/2018	26000	Purchase		
			03/08/2018	17100	Purchase		
			10/08/2018	32140	Purchase		
			21/08/2018	-76433	Sale		
			24/08/2018	-8800	Sale		
			30/08/2018	-153115	Sale		
			07/09/2018	144160	Purchase		
			14/09/2018	-214060	Sale		
			17/09/2018	-25800	Sale		
			21/09/2018	44991	Purchase		
			28/09/2018	51364	Purchase		
			12/10/2018	64925	Purchase		
			19/10/2018	18510	Purchase		
			26/10/2018	95100	Purchase		
			02/11/2018	15300	Purchase		
			09/11/2018	129250	Purchase		
			16/11/2018	-42850	Sale		
			23/11/2018	-183673	Sale		
			30/11/2018	6982	Purchase		
			07/12/2018	2450	Purchase		
			14/12/2018	7495	Purchase		
			21/12/2018	-46799	Sale		
			28/12/2018	84157	Purchase		
			31/12/2018	6815	Purchase		
			01/03/2019	21371	Purchase		
			08/03/2019	-42674	Sale		
			15/03/2019	-577	Sale		
			22/03/2019	15117	Purchase		
			29/03/2019	-16865	Sale		
			31/03/2019	-29000	Sale		
					Balance	201689	0.37
2. ARMINDER SINGH	0	0.00	30/08/2018	31499	Purchase		
			14/09/2018	7901	Purchase		
			21/09/2018	93100	Purchase		
			28/09/2018	224000	Purchase		
			05/10/2018	500	Purchase		
			12/10/2018	38480	Purchase		
			19/10/2018	23800	Purchase		
			26/10/2018	71380	Purchase		
			16/11/2018	21975	Purchase		

			23/11/2018	10541	Purchase		
			30/11/2018	4610	Purchase		
			07/12/2018	32960	Purchase		
			14/12/2018	17000	Purchase		
			28/12/2018	5000	Purchase		
			01/03/2019	52187	Purchase		
			29/03/2019	-5660	Sale		
					Balance	629273	1.15
3. TEJPAL SINGH	0	0.00	28/09/2018	45500	Purchase		
			05/10/2018	19346	Purchase		
			19/10/2018	23775	Purchase		
			26/10/2018	71775	Purchase		
			09/11/2018	2455	Purchase		
			16/11/2018	28600	Purchase		
			30/11/2018	25961	Purchase		
			07/12/2018	19200	Purchase		
			28/12/2018	25079	Purchase		
			01/03/2019	387910	Purchase		
			08/03/2019	2070	Purchase		
			15/03/2019	3560	Purchase		
			22/03/2019	1205	Purchase		
					Balance	656436	1.20
4. DAVINDER SINGH BEDI	0	0.00	16/11/2018	145000	Purchase		
			23/11/2018	159737	Purchase		
			30/11/2018	80510	Purchase		
			07/12/2018	148041	Purchase		
			14/12/2018	81251	Purchase		
			21/12/2018	6738	Purchase		
			28/12/2018	-11000	Sale		
			01/03/2019	291700	Purchase		
			08/03/2019	-15500	Sale		
			15/03/2019	-25000	Sale		
					Balance	861477	1.57
5. RAVINDER KAUR BEDI	0	0.00	07/09/2018	100	Purchase		
			05/10/2018	100000	Purchase		
			12/10/2018	184771	Purchase		
			19/10/2018	144570	Purchase		
			26/10/2018	124861	Purchase		
			02/11/2018	249752	Purchase		
			09/11/2018	18000	Purchase		

			16/11/2018	170696	Purchase		
			23/11/2018	-5000	Sale		
			30/11/2018	-32700	Sale		
			07/12/2018	-32471	Sale		
			14/12/2018	-8773	Sale		
			21/12/2018	-43066	Sale		
			28/12/2018	-184722	Sale		
			01/03/2019	12947	Purchase		
			15/03/2019	-13825	Sale		
			22/03/2019	-2100	Sale		
			29/03/2019	3760	Purchase		
					Balance	686800	1.25
6. NIRMALA THAKUR	0	0.00	30/08/2018	27000	Purchase		
			14/09/2018	-500	Sale		
			28/09/2018	635	Purchase		
			05/10/2018	20199	Purchase		
			12/10/2018	11	Purchase		
			19/10/2018	18454	Purchase		
			26/10/2018	21410	Purchase		
			02/11/2018	25480	Purchase		
			09/11/2018	39	Purchase		
			16/11/2018	32340	Purchase		
			23/11/2018	50	Purchase		
			30/11/2018	50615	Purchase		
			14/12/2018	52760	Purchase		
			21/12/2018	17300	Purchase		
			01/03/2019	91285	Purchase		
			15/03/2019	8300	Purchase		
					Balance	365378	0.67
7.PRASHANT SONI	0	0.00	28/12/2018	169543	Purchase		
			01/03/2019	18575	Purchase		
			22/03/2019	98344	Purchase		
					Balance	286462	0.52
8. GAGAN PREET SINGH	0	0.00	24/08/2018	7300	Purchase		
			30/08/2018	16914	Purchase		
			31/08/2018	11000	Purchase		
			07/09/2018	31700	Purchase		
			21/09/2018	261888	Purchase		
			28/09/2018	27289	Purchase		
			05/10/2018	106190	Purchase		

			12/10/2018	19119	Purchase		
			19/10/2018	-4100	Sale		
			26/10/2018	-43600	Sale		
			02/11/2018	800	Purchase		
			14/12/2018	-50000	Sale		
			01/03/2019	-80001	Sale		
			15/03/2019	-10000	Sale		
			29/03/2019	-15100	Sale		
					Balance	279399	0.51
9. MANJINDER KAUR	0	0.00	01/03/2019	187300	Purchase		
			08/03/2019	650	Purchase		
			15/03/2019	52559	Purchase		
			22/03/2019	60	Purchase		
					Balance	240569	0.44
10. JATINDER KAUR	0	0.00	07-09-2018	5850	Purchase	5850	
			14-09-2018	17536	Purchase		
			05-10-2018	-2386	Sale		
			19-10-2018	900	Purchase		
			26-10-2018	5300	Purchase		
			02-11-2018	14980	Purchase		
			16-11-2018	9700	Purchase		
			23-11-2018	28400	Purchase		
			21-12-2018	118223	Purchase		
			28-12-2018	5200	Purchase		
			01-03-2019	-2500	Sale		
					Balance	201203	0.37

V) SHAREHOLDING OF DIRECTORS & KEY MANAGERIAL PERSONNEL

Sl. No	For Each of the Directors & KMP	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
1	Aushim Khetarpal				
	At the beginning of the year	1834307	16.73	1446699	13.19

Date wise increase/decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	During FY 2018-19			
At the end of the year			1446699	13.19

VI. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment				
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	Nil	Nil	Nil	Nil
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	Nil	Nil	Nil	Nil
Change in Indebtedness during the financial year				
Additions	Nil	Nil	Nil	Nil
Reduction	Nil	Nil	Nil	Nil
Net Change				
Indebtedness at the end of the financial year				
i) Principal Amount	Nil	Nil	Nil	Nil
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	Nil	Nil	Nil	Nil

VII. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. REMUNERATION TO MANAGING DIRECTOR, WHOLE TIME DIRECTOR AND / OR MANAGER:

Sl. No	Particulars of Remuneration	Name of the MD/WTD/Manager	Total Amount
1	Gross salary	Aushim Khetarpal (Managing Director)	
	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	18,00,000	18,00,000

	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	Nil	Nil
Nil	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	Nil	Nil
Nil	Stock option	Nil	Nil
Nil	Sweat Equity	Nil	Nil
Nil	Commission	Nil	Nil
Nil	as % of profit	Nil	Nil
Nil	others (specify)	Nil	Nil
Nil	Others, please specify	Nil	Nil
	Total (A)	18,00,000	18,00,000
	Ceiling as per the Act		

B. REMUNERATION TO OTHER DIRECTORS:

Sl. No	Particulars of Remuneration	Name of the Directors			Total Amount	
1	Independent Directors	NA	NA	NA	NA	NA
	(a) Fee for attending board committee meetings	NA	NA	NA	NA	NA
	(b) Commission	NA	NA	NA	NA	NA
	(c) Others, please specify	NA	NA	NA	NA	NA
	Total (1)	NA	NA	NA	NA	NA
2	Other Non-Executive Directors					
	(a) Fee for attending board committee meetings	NA	NA	NA	NA	NA
	(b) Commission	NA	NA	NA	NA	NA
	(c) Others please specify.	NA	NA	NA	NA	NA
	Total (2)	NA	NA	NA	NA	NA
	Total (B)= (1+2)	NA	NA	NA	NA	NA
	Total Managerial Remuneration	NA	NA	NA	NA	NA
	Overall Ceiling as per the Act.					

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

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
1	Gross Salary	CEO	Company Secretary	CFO	Total
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	1332000	NA	NA	NA
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	NA	NA	NA

	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	NA	NA	NA
2	Stock Option	-	NA	NA	NA
3	Sweat Equity	-	NA	NA	NA
4	Commission	-	NA	NA	NA
	as % of profit	-	NA	NA	NA
	others, specify	-	NA	NA	NA
5	Others, please specify	-	NA	NA	NA
	Total	1332000			

VIII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment/Compounding fees imposed	Authority (RD/NCLT/Court)	Appeal made if any (give details)
A. COMPANY					
Penalty	NA	NA	NA	NA	NA
Punishment	NA	NA	NA	NA	NA
Compounding	NA	NA	NA	NA	NA
B. DIRECTORS					
Penalty	NA	NA	NA	NA	NA
Punishment	NA	NA	NA	NA	NA
Compounding	NA	NA	NA	NA	NA
C. OTHER OFFICERS IN DEFAULT					
Penalty	NA	NA	NA	NA	NA
Punishment	NA	NA	NA	NA	NA
Compounding	NA	NA	NA	NA	NA

For & on behalf of
ORIENT TRADELINK LIMITED
 Sd/-

Aushim Khetarpal
 Managing Director
 DIN: 00060319

Date: 04/09/2019
 Place: New Delhi

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 prescribed under Regulation 26 of the SEBI (Listing Obligation and Disclosure Requirement) 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 1 is Executive Directors, and 3 are Non- Executive Independent Directors and 1 is Non- Executive Non-Independent Director. Except the Managing Director, all other Directors are not 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.

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. 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 disc losable 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.

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.

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, nonreceipt 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.

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.

SUB-DELEGATION

In order to expedite the process of shares transfers, the Board has appointed Skyline Financial 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 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, 2019 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.

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

COMPLIANCE OFFICER OF THE COMPANY

Mr. Naval, Company Secretary 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, Gujarat- 380009

Corporate Office:

141A, Ground Floor,
Shahpur Jat, New Delhi- 10049

GENERAL MEETINGS:

Location and time for the last 3 AGM's were as follows:

Particulars	F.Y. 2015-16	F.Y. 2016-17	F.Y. 2017-18
Date and Time	30 th September, 2016 at 02:00 PM	30 th September, 2017 at 02:00 PM	28 th September, 2018 at 03:30 PM
Venue	801-A, 8 th Floor, Mahalay Building, Behind Fairdeal House, Off: C. G. Road, Swastik Cross Roads, Navrangpura, Ahmedabad, Gujarat- 380009	801-A, 8 th Floor, Mahalay Building, Behind Fairdeal House, Off: C. G. Road, Swastik Cross Roads, Navrangpura, Ahmedabad, Gujarat- 380009	Hotel Comfort Inn President, Opposite Municipal Market, Swastik Cross Roads, Navrangpura, Ahmedabad- 380009

POSTAL BALLOT

During the year under review, we have conducted postal ballot in pursuance of Section 108 of the Companies Act, 2013 and Companies (Passing of the Resolution by Postal Ballot) Rules, 2001 for passing necessary resolution with respect to shifting of registered office of the Company from State of Gujarat to NCT of Delhi NCR and for splitting of equity shares of Rs. 10 each to Rs. 2 each.

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 and the same will be available on the website of the Company.

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 Related Party Transaction 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 management and mitigation plan from time to time.

DEMATERIALIZATION 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: INE681D01020.

ADDRESS FOR CORRESPONDENCE**Corporate Office:**

141A, Ground Floor, Shahpur Jat, New Delhi-110049

Website: www.orienttradelink.in

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

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.

CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION

I, Mukesh Bhatnagar, CFO 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.

For **Orient Tradelink Limited**

Sd/-
Mukesh Bhatnagar
CFO

Date: 04/09/2019
Place: New Delhi

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, 2019, 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, 2019.

For Orient Tradelink Limited

Sd/-
Mahesh Kumar Verma
Director
DIN: 07892196
Address: D-3, Street No. 2 Brijpuri Dayalpur
Delhi 110094

Place: New Delhi
Date: 04/09/2019

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, 2019 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 2019, 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: 30/05/2018

For **Harish B Gupta & Co.,**
Chartered Accountants,

Sd/-
(Harish Gupta)
Proprietor
Membership No. 512097
FRN No. 022464N

Independent Auditor's Report on Financial Results of the Company

To the Members of

ORIENT TRADELINK LIMITED**Report on the Audit of the Financial Statements Opinion**

We have audited the accompanying financial statements of **Orient Tradelink Limited** ("the Company"), which comprise the balance sheet as at 31 March 2019, and the statement of profit and loss (including other comprehensive income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "financial statements").

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 Companies Act, 2013 ("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 31 March 2019, and profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

How the key matters is addressed in our audit

Our audit procedure on key matters includes the following:

- Obtained the outstanding litigations list as compared to the previous year. Enquired and obtained explanations for movement in litigations during the year.

- Inquired with management regarding the status of significant litigations and claims including obtaining legal teams views on the likely outcome of each litigation and claim and the magnitude of potential exposure.
- Examined the Company's legal expenses and read the minutes of Board meetings, to evaluate the completeness of list of the open litigations.
- Read the latest correspondences between the Company and tax/legal authorities and reviewed legal opinions obtained by management, where applicable, for significant matters and considered the same in evaluating the appropriateness of the Company's provisions or disclosures on such matters.
- With respect to tax matters, we involved tax specialists to evaluate the significant cases and the technical grounds for Management's conclusions on provisions or disclosure of contingent liabilities.
- For non-tax matters, we evaluated Management's decisions and rationale for provisions established or disclosures made for contingent liabilities.

Other Information

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and our auditors' report thereon. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Financial Statements

The Company's management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the state of affairs, profit/loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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.

In preparing the financial statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit.

We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government in terms of section 143 (11) of the Act, we give in the

“Annexure A” a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

A) 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 (including other comprehensive income), the statement of changes in equity and the statement of cash flows dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under section 133 of the Act, read with rule 7 of the companies (accounts) rules, 2014
- e) On the basis of the written representations received from the directors as on 1 April 2019 except for one director whose written representation has been received on 1 April 2018, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2019 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 with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure B”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the company’s internal financial controls over financial reporting

(B) With respect to the other matters to be included in the Auditors’ 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 has disclosed the impact of pending litigations on its financial position in its financial statements – **Refer Note** to the financial statements.
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
- iii. The Company has no instance of transferring the amounts, required to be transferred, to the Investor Education and Protection Fund by the Company:

- iv. The disclosures in the financial statements regarding holdings as well as dealings in specified bank notes during the period from 08th No 2016 to 20th Dec 2016 have not been made in these financial statements since they do not pertain to the financial year ended 31 March 2019.
- (C) With respect to the matter to be included in the Auditors' Report under Section 197 (16) of the Act, as amended we report that:
- i. In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the company to its directors during the year is in accordance with the provisions of section 197 of the act; and
 - ii. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

For Harish B Gupta & Co.

Chartered Accountants

FRN: 022464N

Sd/-

CA. Harish Gupta

Proprietor

M. No. 512097

Place: New Delhi

Date: May 30, 2019

**Annexure A to the Independent Auditors' Report
(On the financial statements of Orient Tradelink Limited for the year ended 31
March 2019)**

With reference to Annexure A referred to in paragraph 1 in "Report on Other Legal and Regulatory Requirements" of the Independent Auditors' Report to the Members of the Company on the financial statements for the year ended 31 March 2019, we report that:

- (i) In respect of the company's fixed assets:
 - a. The Company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets;
 - b. All the assets are physically verified by the Management during the year. No material discrepancies have been noticed on such verification;
 - c. According to the information and explanations given to us, the records examined by us and based on the examination of the conveyance deeds/ registered sale deed provided to us, we report that, the title deeds, comprising all the immovable properties of Land & building which are free hold, are held in the name of the company as on the balance sheet date. In respect of Immovable properties of Land & building that have been taken on lease and disclosed as fixed assets in the financial statements, the lease agreements are in the name of the company.
- (ii) The inventory, except goods in transit, has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable. The discrepancies noted were not material and have been properly dealt with in the books of accounts.
- (iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Act. Accordingly, paragraph 3(iii) of the Order is not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act with respect to loans, investments, guarantees and security, as applicable.
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of Sections 73 to 76 of the Act and the Rules made thereunder.

(vi) We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014 prescribed by the Central Government under Section 148(1) of the Act, and are of the opinion that, prima facie, the prescribed records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.

(vi) According to the information and explanations given to us, in respect of statutory dues:

(a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including Provident fund, Employees' state insurance, Income tax, Duty of customs, Goods and Services Tax and other material statutory dues have generally been regularly deposited during the year by the Company with the appropriate authorities, except for one instance of delay in payment of Income Tax. According to the information and explanations given to us, no undisputed amounts payable in respect of Provident fund, Employees' state insurance, Income tax, Duty of customs, Goods and Service Tax and other material statutory dues were in arrears as at 31 March 2019, for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there are no dues of Income tax, Service tax, Sales tax, Value Added Tax, Duty of customs, Duty of excise and Goods and Service Tax which have not been deposited by the Company on account of disputes.

(viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings to any bank. The Company does not have any loans or borrowings from government, debenture holders or financial institutions during the year.

(ix) In our opinion and according to the information and explanations given to us, the Company has not raised any money by way of initial public offer or further public offer (including debt instruments). The money raised by way of term loans have been applied for the purposes for which they were obtained.

(x) According to the information and explanations given to us, no fraud by the Company and no material 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 give to us, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.

(xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, paragraph 3 (xii) of the Order is not applicable to the Company.

(xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with related parties are in compliance with Sections 177 and 188 of the Act, where applicable, and the details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

(xiv) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, paragraph 3(xiv) of the Order is not applicable to the Company.

(xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with the directors or persons connected with them during the year. Accordingly paragraph 3(xv) of the Order is not applicable to the Company.

(xvi) In our opinion and according to the information and explanations given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India, 1934.

For Harish B Gupta & Co.

Chartered Accountants

FRN: 022464N

Sd/-

CA. Harish Gupta

Proprietor

M. No. 512097

Place: New Delhi

Date: May 30, 2019

**Annexure B to the Independent Auditors' report
(On the financial statements of Orient Tradelink Limited for the year ended 31 March
2019)**

Report on the internal financial controls with reference to the aforesaid financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013

**(Referred to in paragraph 1A (f) under 'Report on Other Legal and Regulatory Requirements'
Section of our report of even date) Opinion**

We have audited the internal financial controls with reference to financial statements of Orient Tradelink Limited ("the Company") as of 31 March 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2019, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's Responsibility for Internal Financial Controls

The Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (hereinafter referred to as "the Act").

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under

section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and whether such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial controls with Reference to Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial controls with Reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal

financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For Harish B Gupta & Co.

Chartered Accountants

FRN: 022464N

Sd/-


CA. Harish Gupta

Proprietor

M. No. 512097

Place: New Delhi

Date: May 30, 2019

 ORIENT TRADELINK LIMITED Regd. Address: 801-A, Mahalay Building, Behind Fairdeal House, Off: C. G. Road, Swastik Cross Roads, Navrangpura Ahmedabad GJ 380009 IN email: orienttradelink@gmail.com; contact: +91 9999313918 CIN: L65910GJ1994PLC022833			
Audited Balance Sheet as at March 31, 2019			
<i>(Amount in Rs)</i>			
Particulars	Note	Current Reporting Period (As at 31 March, 2019)	Previous Reporting Period (As at 31 March, 2018)
A EQUITY AND LIABILITIES			
1 Shareholders' Funds			
(a) Share capital	2	10,96,50,000	10,96,50,000
(b) Reserves and surplus	3	(2,58,74,671)	(3,51,76,151)
(c) Money received against share warrants		-	-
		8,37,75,329	7,44,73,849
2 Share Application Money Pending Allotment			
		-	-
3 Non-Current Liabilities			
(a) Long-term borrowings	4	1,96,59,752	8,45,62,883
(b) Deferred tax liabilities (net)		36,71,705	29,095
(c) Other long-term liabilities	5	3,80,51,689	-
		6,13,83,146	8,45,91,978
4 Current Liabilities			
(a) Trade payables	6	28,22,43,415	37,85,02,259
(b) Other current liabilities	7	1,04,35,827	5,97,07,884
(c) Short-term provisions	8	36,52,242	30,69,511
		29,63,31,484	44,12,79,654
TOTAL LIABILITIES		44,14,89,959	60,03,45,482
B ASSETS			
1 Non-Current Assets			
(a) Fixed assets			
(i) Tangible assets	9	1,84,34,465	1,97,08,292
(ii) Intangible assets		6,68,64,321	6,20,77,305
(iii) Capital work-in-progress		6,69,36,735	6,60,02,735
		15,22,35,521	14,77,88,332
(b) Non-current investments	10	1,10,58,810	1,10,58,812
(c) Long-term loans and advances		-	-
(d) Other non-current assets		-	-
2 Current Assets			
(a) Current investments			
(b) Inventories	11	8,83,54,654	18,57,89,729
(c) Trade receivables	12	8,09,22,867	10,24,27,665
(d) Cash and cash equivalents	13	2,38,411	72,714
(e) Short-term loans and advances	14	1,49,32,113	50,000
(f) Other current assets	15	9,37,47,483	15,31,58,231
		27,81,95,528	44,14,98,339
TOTAL ASSETS		44,14,89,859	60,03,45,483
Summary of significant accounting policies Notes forming integral part of financial statements	1-21		
As per our report of even date			
For Harish B Gupta & Co Chartered Accountants FRN: 022464N -Sd- CA. Harish Gupta Proprietor M.No. 512097 Place: New Delhi Date: May 30, 2019		For and on behalf of the Board of Directors Orient Tradelink Limited CIN: L65910GJ1994PLC022833 -Sd- Aushim Khetrpal Director DIN: 00060319 -Sd- Mukesh Bhatnagar CFO Place: New Delhi Date: May 30, 2019	
		-Sd- Mahesh Kumar Verma Director DIN: 07892196 -Sd- Naval Company Secretary M.No. A44392	



ORIENT TRADELINK LIMITED
 Regd. Address: 801-A, Mahalay Building, Behind Fairdeal House, Off: C. G. Road, Swastik Cross Roads,
 Navrangpura Ahmedabad GJ 380009 IN
 email: orienttradelink@gmail.com; contact: +91 9999313918
 CIN: L65910GJ1994PLC022833

Audited Statement of Profit and Loss for the year ended March 31, 2019

(Amount in Rs)

Particulars		Note	Current Reporting Period (year ended 31 March, 2019)	Previous Reporting Period (year ended 31 March, 2018)
A	CONTINUING OPERATIONS:			
1	INCOME:			
	(a) Revenue from operations (incl. excise duty)	16	20,47,14,998	22,24,05,787
	(b) Other non operating ncome	17	1,75,12,811	61,676
	Total Revenue		22,22,27,809	22,24,67,463
2	EXPENDITURE:			
	(a) Cost of materials consumed		-	-
	(b) Purchases of stock-in-trade		25,57,487	10,22,09,558
	(c) Changes in inventories of finished goods, WIP and stock-in-trade	18	9,74,35,075	(8,90,08,038)
	(d) Employee benefits expense	19	50,22,227	57,28,063
	(e) Finance costs	20	1,20,078	1,71,990
	(f) Foreign Exchange Loss		-	-
	(g) Depreciation and amortisation expense	9	1,69,95,410	1,44,04,673
	(h) Other expenses	21	8,65,70,711	18,37,32,567
	Total Expenditure		20,87,00,988	21,72,38,813
3	Profit / (Loss) before exceptional and extraordinary items and tax		1,35,26,821	52,28,650
	Exceptional items		-	-
4	Profit / (Loss) before extraordinary items and tax		1,35,26,821	52,28,650
	Extraordinary items		-	-
5	Profit / (Loss) before tax		1,35,26,821	52,28,650
6	Tax expense:			
	(a) Current tax expense for current year		(36,52,242)	(16,20,881)
	(b) Deferred tax		(36,71,705)	-
7	Profit / (Loss) from continuing operations (5 + 6)		62,02,874	36,07,769
8	Profit / (Loss) for the year (7 ± 6)		62,02,874	36,07,769
9	Earnings per share (of Rs 10/- each):			
	(a) Basic			
	- Net Profit / (loss) after tax (Total Comprehensive Income)		62,02,874	36,07,769
	- Weighted Average Number of equity shares		1,09,65,000	1,09,65,000
			0.57	0.33
	(b) Diluted			
	- Net Profit / (loss) after tax (Total Comprehensive Income)		62,02,874	36,07,769
	- Weighted Average Number of equity shares		1,09,65,000	1,09,65,000
			0.57	0.33
	Summary of significant accounting policies			
	Notes forming integral part of financial statements	1-21		

As per our report of even date

For Harish B Gupta & Co

Chartered Accountants
FRN: 022464N

-Sd-

CA. Harish Gupta
Proprietor
M.No. 512097

Place : New Delhi

Date : May 30, 2019

For and on behalf of the Board of Directors

Orient Tradelink Limited
CIN: L65910GJ1994PLC022833

-Sd-

Aushim Khetrapal
Director
DIN: 00060319

-Sd-

Mukesh Bhatnagar
CFO

Place: New Delhi


Date: May 30, 2019

-Sd-

Mahesh Kumar Verma
Director
DIN: 07892196

-Sd-

Naval
Company Secretary
M.No. A44392

ORIENT TRADELINK LIMITED		
 <p>Regd. Address: 801-A, Mahalay Building, Behind Fairdeal House, Off: C. G. Road, Swastik Cross Roads, Navrangpura Ahmedabad GJ 380009 IN email: orienttradelink@gmail.com; contact: +91 9999313918 CIN: L65910GJ1994PLC022833</p>		
Cash Flow Statement for the year ended March 31, 2019		
(Amount in Rs)		
Particulars	Current Reporting Period (As at 31 March, 2019)	Previous Reporting Period (As at 31 March, 2018)
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit before tax	1,35,26,821	52,28,649
Non-cash adjustment to reconcile profit before tax to net cash flows		
Depreciation/ amortization	1,69,95,410	1,44,04,673
Non-Operating adjustments		
Interest expense	1,20,078	1,71,990
Operating profit before working capital changes	3,06,42,309	1,98,05,313
Movements in working capital :		
Increase/ (decrease) in trade payables	(9,62,58,846)	17,62,51,192
Decrease / (increase) in trade receivables	2,15,04,798	(6,89,61,260)
Decrease / (increase) in current loans and advances	-	-
Increase/ (decrease) in Current Provision		16,20,918
Decrease / (increase) in inventories	9,74,35,075	(8,90,08,038)
Decrease / (increase) in other current Liabilities	(4,92,72,057)	3,76,26,180
Decrease / (increase) in Short Term Loan & Advances	(1,48,82,113)	(16,20,882)
Decrease / (increase) in other current assets	5,94,10,749	(3,97,93,598)
Cash generated from / (used in) operations	4,85,79,915	3,59,19,825
Net cash flow from/ (used in) operating activities	4,85,79,915	3,59,19,825
CASH FLOWS FROM INVESTING ACTIVITIES		
Decrease/(Increase) in Capital Work In Progress	(9,34,000)	3,40,00,000
Increase in Fixed Asset	(2,05,08,598)	(9,57,61,127)
Net cash flow from/ (used in) investing activities	(2,14,42,598)	(6,17,61,127)
CASH FLOWS FROM FINANCING ACTIVITIES		
Receipt/(Payment) of Long Term Borrowing	(6,49,03,131)	2,08,54,878
Receipt/(Payment) of Other Long Liabilities	3,80,51,689	-
Income Tax Paid	-	-
Finance Cost	(1,20,078)	(1,71,990)
Net cash flow from/ (used in) in financing activities	(2,69,71,520)	2,06,82,888
Net increase/(decrease) in cash and cash equivalents (A + B + C)	1,65,796	(51,58,414)
Cash and cash equivalents at the beginning of the period	72,714	52,31,129
Cash and cash equivalents at the end of the period	2,38,509	72,714
Components of cash and cash equivalents		
Cash on hand	2,16,025	50,366
With banks- on current account	22,386	22,348
With others	-	-
With banks- on deposit accounts	-	-
Total cash and cash equivalents (note 12)	2,38,411	72,714
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).		
See accompanying notes 1 to 21 which form an integral part of the financial statements As per our attached report of even date		
For Harish B Gupta & Co Chartered Accountants FRN: 022464N -Sd- CA. Harish Gupta Proprietor M.No. 512097 Place: Delhi Date: May 30, 2019	For and on behalf of the Board of Directors Orient Tradelink Limited CIN: L65910GJ1994PLC022833 -Sd- Aushim Khetrupal Director DIN: 00060319 -Sd- Mukesh Bhatnagar CFO Place: Delhi Date: May 30, 2019 -Sd- Mahesh Kumar Verma Director DIN: 07892196 -Sd- Naval Company Secretary M.No. A44392	

Note 2 : Share Capital				
Share Capital	As at 31 March 2019		As at 31 March 2018	
	Number	Rs	Number	Rs
Authorised Equity Shares of Rs. 10 each	1,20,00,000	12,00,00,000	1,20,00,000	12,00,00,000
Issued, Subscribed & Paid up Equity Shares of Rs. 10 each	1,09,65,000	10,96,50,000	1,09,65,000	10,96,50,000
Total	1,09,65,000	10,96,50,000	1,09,65,000	10,96,50,000
Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company				
Name of Shareholder	As at 31 March 2019		As at 31 March 2018	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Aushim Parsotam Khetarpal	14,46,699	13.194%	18,34,307	16.729%
Reconciliation statement of share				
Equity Shares	As at 31 March 2019	As at 31 March 2018		
(a) Opening	1,09,65,000	1,09,65,000		
(b) Addition: Fresh issue of share Capital		-		
(c) Deletion: Share Buy Back		-		
(D) Closing Number of shares	1,09,65,000	1,09,65,000		
Note 3 : Reserves & Surplus				
Reserves & Surplus	As at 31 March 2019	As at 31 March 2018		
	Rs	Rs		
a. General Reserves				
Opening Balance	(3,51,76,151)	(3,87,83,919)		
(+) Current Year Transfer	62,02,874	36,07,768		
(+) TDS Adjustment	-	-		
(+) Provision transfer of Previous year	30,98,606	-		
(-) Written Back in Current Year				
Closing Balance	(2,58,74,671)	(3,51,76,151)		
Total	(2,58,74,671)	(3,51,76,151)		

ORIENT TRADELINK LIMITED

Notes forming part of Financial Statements

Note 4 :Long Term Borrowing*(Amount in Rs)*

Particulars	Current Reporting Period (As at 31 March, 2019)	Previous Reporting Period (As at 31 March, 2018)
Unsecured Loan		
(a) From Related Parties	19659752	78533183
(b) From Others	-	60,29,700
Total	1,96,59,752	8,45,62,883

Note 5 :Other Long Term Liabilities*(Amount in Rs)*

Particulars	Current Reporting Period (As at 31 March, 2019)	Previous Reporting Period (As at 31 March, 2018)
(a) Long Term Borrowings From Others	3,80,51,689	
Total	3,80,51,689	-

Note 6 : Trade Payable*(Amount in Rs)*

Particulars	Current Reporting Period (As at 31 March, 2019)	Previous Reporting Period (As at 31 March, 2018)
Dues to Micro Enterprises and Small Enterprises *	46,13,770	2,50,002
Dues to Others	27,76,29,645	37,82,52,257
Total	28,22,43,415	37,85,02,259

* The information has been given in respect of such vendors to the extent they could be identified as Micro and Small enterprises on the basis of information available with the company on records.

* The amount mentioned is principle only

Note 7 : Other Current Liabilities*(Amount in Rs)*

Particulars	Current Reporting Period (As at 31 March, 2019)	Previous Reporting Period (As at 31 March, 2018)
Statutory Dues Payable To Govt.		
Salary Payable	-	4,74,80,019
Others Payable	1,04,35,827	1,22,27,865
Total	1,04,35,827	5,97,07,884

Note 8 : Short Term Provision		
<i>(Amount in Rs)</i>		
<u>Particulars</u>	Current Reporting Period (As at 31 March, 2019)	Previous Reporting Period (As at 31 March, 2018)
Provision for Taxation	36,52,242	30,69,511
Total	36,52,242	30,69,511
Note 9 : Capital Work in Progress		
<i>(Amount in Rs)</i>		
<u>Particulars</u>	Current Reporting Period (As at 31 March, 2019)	Previous Reporting Period (As at 31 March, 2018)
MEDIA LIABRARY Film Serial Movies	6,69,36,735	6,60,02,735
Total	6,69,36,735	6,60,02,735
Note 10 : Non Current Investments		
<i>(Amount in Rs)</i>		
<u>Particulars</u>	Current Reporting Period (As at 31 March, 2019)	Previous Reporting Period (As at 31 March, 2018)
Investments in Equity Shares		
- Quoted Investment - Wellworth Overseas Limited	39,98,810	39,98,812
- UnQuoted Investment	70,60,000	70,60,000
Total	1,10,58,810	1,10,58,812
Note 11 : Inventories		
<i>(Amount in Rs)</i>		
<u>Particulars</u>	Current Reporting Period (As at 31 March, 2019)	Previous Reporting Period (As at 31 March, 2018)
a. Finished goods (Valued at Cost) **	8,83,54,654	18,57,89,729
Total	8,83,54,654	18,57,89,729
<i>** (as taken valued and certified by management)</i>		
Note 12 : Trade Receivables		
<i>(Amount in Rs)</i>		
<u>Particulars</u>	Current Reporting Period (As at 31 March, 2019)	Previous Reporting Period (As at 31 March, 2018)
Trade receivables outstanding for a period exceeding six months from the date they are due for payment - Unsecured (considered good)	3,27,95,283	2,58,94,083
Trade receivables outstanding for a period less than six months from the date they are due for payment - Unsecured considered good	4,81,27,584	7,65,33,582
Total	8,09,22,867	10,24,27,665

Note 13 : Cash and cash equivalents		
<i>(Amount in Rs)</i>		
<u>Particulars</u>	Current Reporting Period (As at 31 March, 2019)	Previous Reporting Period (As at 31 March, 2018)
a. Balances with banks	22,386	22,348
b. Cash in hand	2,16,025	50,366
	2,38,411	72,714
Note 14 : Short-term loans and advances		
<i>(Amount in Rs)</i>		
<u>Particulars</u>	Current Reporting Period (As at 31 March, 2019)	Previous Reporting Period (As at 31 March, 2018)
Inter-Corporates Loans & Advances	35,50,000	50,000
Other Loans & Advances	1,13,82,113	-
	1,49,32,113	50,000
Note 15 : Other current assets		
<i>(Amount in Rs)</i>		
<u>Particulars</u>	Current Reporting Period (As at 31 March, 2019)	Previous Reporting Period (As at 31 March, 2018)
Balances with Revenue Authorities	33,79,995	4,89,40,867
Other Unsecured and Considered Good	9,03,67,488	10,42,17,364
Total	9,37,47,483	15,31,58,231
Note 16 : Revenue from Operations		
<i>(Amount in Rs)</i>		
<u>Particulars</u>	Current Reporting Period (As at 31 March, 2019)	Previous Reporting Period (As at 31 March, 2018)
Sale of Stock	16,25,69,998	3,27,16,892
Sale of Services	4,21,45,000	18,96,88,895
Total	20,47,14,998	22,24,05,787
Note 17 : Other Income		
<i>(Amount in Rs)</i>		
<u>Particulars</u>	Current Reporting Period (As at 31 March, 2019)	Previous Reporting Period (As at 31 March, 2018)
Other Non Operating Income	1,75,12,811	61,676
Total	1,75,12,811	-
Note 18 : Change In Inventory		
<i>(Amount in Rs)</i>		
<u>Particulars</u>	Current Reporting Period (As at 31 March, 2019)	Previous Reporting Period (As at 31 March, 2018)
Opening Stock	18,57,89,729	9,67,81,691
Less: Closing Stock	-8,83,54,654	-18,57,89,729
Total	9,74,35,075	-8,90,08,038

Note 19 : Employee Benefits Expense*(Amount in Rs)*

Particulars	Current Reporting Period (As at 31 March, 2019)	Previous Reporting Period (As at 31 March, 2018)
(b) Salaries to Directors	18,00,000	18,00,000
(b) Salaries to Others	31,81,727	34,22,128
(c) Staff Welfare	40,500	5,05,935
Total	50,22,227	57,28,063

Note 20 : Finance Costs*(Amount in Rs)*

Particulars	Current Reporting Period (As at 31 March, 2019)	Previous Reporting Period (As at 31 March, 2018)
Bank Charges	52,234	46,841
Interest Charges	67,844	1,25,149
Total	1,20,078	1,71,990

Note 21 : Other Expenses*(Amount in Rs)*

Particulars	Current Reporting Period (As at 31 March, 2019)	Previous Reporting Period (As at 31 March, 2018)
Audit Fee	50,000	25,000
Administrative Expenses	12,22,358	11,65,476
Telephone & Mobile Expenses	73,907	1,10,408
Conveyance & Travelling Expenses	10,76,928	12,69,828
Subscription and Membership Fee & Branding Charges	16,18,964	94,48,176
Advertisement Charges	1,31,92,320	5,09,36,969
Direct On Site Related Expenses	17,79,975	44,366
Sponsorship Expenses	-	13,66,100
Media & Entertainment	4,48,52,589	2,71,18,000
CSR Activities Expenses - Welfare of Athelits	4,50,000	1,70,000
Purchase of rights of Radio Talk Shows	1,50,00,000	-
Event Exp	37,34,669	41,200
Royalty Expenses	550	1,55,00,000
Hording Expenses	-	6,30,00,000
Other Expenses	35,18,451	1,35,37,043
Total	8,65,70,711	18,37,32,567

ORIENT TRADELINK LIMITED											
Notes forming part of Financial Statements											
Note 9: Fixed Assets											
	Fixed Assets	Gross Block				Accumulated Depreciation				Net Block	
		Balance as at 1 April 2018	Additions during the year	Dispos als during the year	Balance as at 31 March 2019	Balance as at 1 April 2018	Depreciati on charge for the year*	On dispos als	Balance as at 31 March 2019	Balance as at 31 March 2019	Balance as at 31 March 2018
		Rs	Rs	Rs	Rs	Rs	Rs	Rs	Rs	Rs	Rs
a	Tangible Assets										
	BUILDING (1.63%)										
	Office Premises	2,00,000	-	-	2,00,000	61,939	3,260	-	65,199	1,34,801	1,38,061
	COMPUTERS (16.21%)										
	Computer	5,65,098	8,598	-	5,73,696	5,65,097	1,806	-	5,66,903	6,793	1
	VEHICLES (9.50%)										
	Car Honda City	2,68,000		-	2,68,000	38,458	25,728		64,186	2,03,814	2,29,542
	FURNITURE AND FIXTURES (6.33%)										
	Furniture and Fixtures	1,40,575		-	1,40,575	1,22,926	8,898	-	1,31,824	8,751	17,649
	Plant & Machinery (6.33%)										
	Old Machinery	1,96,17,515	-		1,96,17,515	3,10,447	12,41,789		15,52,236	1,80,65,279	1,93,07,068
	OFFICE EQUIPEMENTS (4.75%)										
	Mobiles	19,912	-	-	19,912	3,940	946	-	4,886	15,026	15,972
	Total (a)	2,08,11,100	8,598	-	2,08,19,698	11,02,807	12,82,426	-	23,85,234	1,84,34,465	1,97,08,293
	Previous Year (i)	-	-	-	-	-	-	-	-	-	-
b	Intangible Assets	7,61,16,920.00	2,05,00,000.00	-	9,66,16,920.00	1,40,39,615.00	1,57,12,984.00	-	2,97,52,599.00	6,68,64,321.00	6,20,77,305.00
	Total (b)	7,61,16,920.00	2,05,00,000.00	-	9,66,16,920.00	1,40,39,615.00	1,57,12,984.00	-	2,97,52,599.00	6,68,64,321.00	6,20,77,305.00
	Previous Year (ii)										
c	Capital Work In Progress	6,60,02,735.00	9,34,000.00	-	6,69,36,735.00	-	-	-	-	6,69,36,735.00	6,60,02,735.00

	Total (c)	14,21,19,655 .00	2,14,34,000 .00	-	16,35,53,655 .00	1,40,39,615. 00	-	-	2,97,52,59 9.00	6,69,36,735.0 0	12,80,80,040 .00
	Previous Year (iii)	-	-	-	-	-	-	-	-	-	-
	Current Year Total (a+b+c)	23,90,47,675. 00	4,19,42,598 .00	-	28,09,90,273. 00	2,91,82,037. 00	1,69,95,410 .00	-	6,18,90,432. 00	15,22,35,521. 00	20,98,65,63 8.00
	Previous Year Total (i+ii+iii)	-	-	-	-	-	-	-	-	-	-

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 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 Standard (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 measurement 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, 2019.

3. The figures of the quarter ended March 31, 2019 and March 31, 2018 are the balancing figures between audited figures in respect of the full financial year upto March 31, 2019 and March 31, 2018 respectively and the unaudited published year to date figures upto December 31, 2018 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, 2018 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. 18,00,000/- (Previous Year Rs. 18,00,000/-)

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:

Auditor Remuneration	2019	2018
Audit Fees	50,000	25,000
Tax Audit Fees	-	-
Company Law Matters	-	-
Service Tax	-	-
Total	50,000	25,000

5. The Company has invested in stocks for Sai Kalyan Kendra in the current 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 Nil Nil

10. Earning in Foreign Exchange Nil Nil

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. SO447(E) Dated 28th February, 2011 and SO653(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

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 31st March 2019	As at 31st March 2018
	Amount in (Rs)	Amount in (Rs)
Aushim Khetarpal	17,214,087	11,161,660
Asha Khetarpal	1,222,100	1,341,000
Umang Khetarpal	1,223,565	1,222,565
Shirdi Sai Baba Foundation	30,753,129	64,806,958
Director Remuneration	18,00,000	18,00,000

For Harish B Gupta & Co.

Chartered Accountants

FRN: 022464N

Sd/-

CA. Harish Gupta

Proprietor

M. No. 512097

For Orient Tradelink Limited

Sd/-

Aushim Khetarpal

Managing Director

DIN: 00060319

Sd/-

Mahesh Kumar Verma

Director

DIN: 07892196

Place: New Delhi

Date: May 30, 2019

ORIENT TRADELINK LIMITED**Registered office & Works:**

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

Ph. No.: 09999313918

Website: <https://www.orienttradelink.in/>

E-mail: orient.tradelink@gmail.com

To

Dear Member

You are the shareholder of Equity Shares of Orient Tradelink Limited. We wish to inform that your Company being Listed on BSE Limited is mandatorily required to comply with circular no. **SEBI/Cir/ISD/1/2010** issued by Securities and Exchange Board of India (SEBI) dated September 02, 2010 directing that the Equity Shares should be held by the owner in Dematerialized mode in order to stabilize the price movements in shares of the Company. Also, holding of shares in Demat mode by you, will make your trading transactions convenient and economical.

In this regard, we accordingly request you to convert your Physical Shares into Dematerialized Mode. The Company's ISIN is INE681D01021 and in case of any query; kindly contact our Registrar and Transfer Agent (RTA) Skyline Financial Services Pvt. Ltd whose contact details are given below:

1. Email Id: admin@skylinerta.com,
2. Telephone No: 011 - 26812682

You are also requested to provide us with self-attested copy of PAN, Mobile/Telephone No. and Email Id for our records.

Thanking You,

For and on behalf of
Orient Tradelink Limited

Sd/-
Naval
(Company Secretary)
M. No- A44392

ATTENDANCE SLIP

I certify that I am a member / proxy / authorized representative for the member of the Company.

I hereby record my presence at the 25th Annual General Meeting of the Company held on Monday, 30th Day of September 2019, at 10:00 A.M. at Hotel Comfort Inn President, Opposite Municipal Market, Swastik Cross Roads Navrangpura Ahmedabad, Gujarat-380009

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

Note: Please fill this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copy of Annual Report to the Annual General 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]

ORIENT TRADELINK LIMITED**L65910GJ1994PLC022833**

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

orient.tradelink@gmail.com

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

I/We, being the member(s) holding _____ Equity shares of the above named company, hereby
appoint

1. Name:

Address:

E-mail Id:

Signature:

Or falling him/her

2. Name:.....

Address:

E-mail Id:

Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25TH Annual
General Meeting of the Company, to be held on Monday, 30th Day of September, 2019 at 10:00 A.M. at
Hotel Comfort Inn President, Opposite Municipal Market, Swastik Cross Roads Navrangpura
Ahmedabad, Gujarat-380009, and at any adjournment thereof in respect of such resolutions as are
indicated below:

Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2019, the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Aushim Khetarpal, who liable to retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

3. To Appoint Ms. Rasida Khatun as an Independent Director of the Company.
4. To Appoint of Mr. Balakrishna Maddur Ramarao as an Independent Director of the Company.

5. To Appoint Mr. Anish Vinodchandra Shah as Director of the Company.
6. To appoint Statutory Auditors to fill the casual vacancy.
7. To appoint Statutory Auditors of the Company and fix their remuneration.
8. To Re-appoint Mr. Aushim Khetarpal as Managing Director of the Company.

Signed this day of 2019

Signature of shareholder

Signature of Proxy holder(s)

Affix Revenue Stamp

Note:

- *This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.*

-----TEAR HEAR-----

ATTENDANCE SLIP

Regd. Folio/ DP ID & Client ID	
Name and Address of the member	
Number of Shares	

I certify that I am a member / proxy / authorized representative for the member of the Company.

I hereby record my presence at the 25th Annual General Meeting of Orient Tradelink Limited held on Monday, 30th Day of September 2019, at 10:00 A.M. at Hotel Comfort Inn President, Opposite Municipal Market, Swastik Cross Roads Navrangpura Ahmedabad, Gujarat-380009.

Member's/Proxy's name in Block Letters
Signature

Member's/Proxy's

Note: Please fill this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copy of Annual Report to the Annual General Meeting.

ROUTE MAP OF VENUE

Orient Tradelink Limited
Hotel Comfort Inn President
Opposite Municipal Market
Swastik Cross Roads
Navrangpura, Ahmedabad- 380009

