



Regd. Office: OFFICE ADDRESS: 801-A, 8TH FLOOR, MAHALAYA COMPLEX,
OPP: HOTEL PRESIDENT, B/H. FAIRDEAL HOUSE,
SWASTIK CROSS ROADS, OFF: C.G.ROAD,
NAVRANGPURA, AHMEDABAD: 380 009. **Tel:30025866**

E-Mail: orient.tradelink@gmail.com, Website: www.orienttradelink.in

Date: 08.09.2022

To,
Department of Corporate Affairs,
BSE Limited,
28th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai- 400001

Company Symbol: ORIENTTR
Script Code: 531512

Subject: Submission of Annual Report For The Year 2021-22 In Compliance of Regulation 34 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

Dear Sir,

This is to inform you that the Twenty Eighth Annual General Meeting ("AGM") of the Company will be held on Friday, 30th September, 2022 at 04.00 P.M IST through Video Conferencing/ Other Audio Visual Means in compliance with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

Pursuant to Regulation 30 read with Part A of Schedule III and Regulation 34(1) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, please find enclosed Annual Report of the Orient Tradelink Limited (the 'Company') for the financial year 2021-22 along with the Notice of the 28th Annual General Meeting for the Financial year 2021-22.

Pursuant to Regulation 44 of Listing Regulations, Company is providing facility for remote e-Voting to its members whose names are recorded in Register of Members or Register of Beneficial Owner maintained by the Depositories as on the cut-off date i.e. Friday, 23rd September, 2022 as the "Cut-off Date". The remote e-voting shall commence at 9:00 A.M. on Tuesday, 27th September, 2022 and shall end at 5:00 P.M. on Thursday, 29th September, 2022.

This is for your information and records.

Thanking You.

For and on behalf of
Orient Tradelink Limited

Aushim Khetarpal
(Managing Director)
DIN: 00060319

ORIENT TRADELINK LIMITED

CIN: L65910GJ1994PLC022833

Corporate Office: 141 - A. Ground Floor,
Shahpur Jat Village, New Delhi-110049. Tel: 9999313918

ORIENT TRADELINK LIMITED

TWENTY EIGHT ANNUAL REPORT

2021 -22

COMPANY INFORMATION AS ON 31ST MARCH 2022

BOARD OF DIRECTORS

MR. AUSHIM KHETARPAL	MANAGING DIRECTOR
MR. MAHESH KUMAR VERMA	INDEPENDENT DIRECTOR
MR. BALAKRISHNA RAMARAO MADDUR	INDEPENDENT DIRECTOR
MS. RACHNA PANWAR	NON EXECUTIVE DIRECTOR

STATUTORY AUDITORS : SATISH KUMAR GADDH
CHARTERED ACCOUNTANTS
NEW DELHI

SHARES LISTED WITH : BSE 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 : 141-A Ground Floor, ShahpurJat Village, New Delhi
110049

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

EMAIL : orienttradelink@gmail.com

CONTACT NO. : 09999313918

REGISTRAR & TRANSFER AGENT: **Skyline Financial Services Private Limited**
D-153A, 1st Floor, Okhla Industrial Area, Phase I, New
Delhi- 110020.

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ORIENT TRADELINK LIMITED

CIN: L74999DL1988PLC330668

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Corporate Office: 141-A Ground Floor, ShahpurJat Village, New Delhi 110049

Tel: +91 99993 13918, E-mail: orienttradelink@gmail.com, website: www.orienttradelink.in

NOTICE

(PURSUANT TO SECTION 101 OF THE COMPANIES ACT, 2013)

NOTICE is hereby given that the Twenty-Eight (28th) Annual General Meeting of the members Orient Tradelink Limited will be held on Friday, 30th September, 2022 at 04:00 p.m. through Video Conferencing (“VC”) / Other Audio-Visual means (“OAVM”) to transact the following business:

ORDINARY BUSINESS:

ITEM NO. 1- To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31st, 2022 together with the Report of the Auditors thereon.

ITEM NO.2- To appoint a Director in place of Mr. Aushim Khetarpal, who retires by rotation and being eligible, offers himself for re-appointment.

ITEM NO. 3- TO APPOINT STATUTORY AUDITOR OF THE COMPANY

To consider appointment of M/s. Scan and Company, Chartered Accountants as Statutory Auditor of the Company and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Section 139, 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force), M/s. Scan and Company, Chartered Accountants, (FRN: 113954W), be and are hereby appointed as Statutory Auditors of the Company to hold office for a period of Five (5) consecutive years, from the conclusion of Twenty Eight (28th) Annual General Meeting till the Conclusion of the Thirty Three (33th) 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 the Board of Directors of the Company (including its Committee thereof), be and is hereby authorized to do all such acts, deeds and things necessary e-Forms with the concerned Register of Companies, desirable or expedient to give effect to this resolution.”

SPECIAL BUSINESS:

ITEM NO. 4- TO APPOINT STATUTORY AUDITORS TO FILL THE CASUAL VACANCY

To consider appointment of M/s. Scan and Company, Chartered Accountants as Statutory Auditor of the Company fix their remuneration and if thought fit, to pass, with or without modification(s) the following resolution as an **Ordinary 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. Scan and Company, Chartered Accountants, (FRN: 113954W) be and are hereby appointed as Statutory Auditors of the Company, to fill the casual vacancy caused by the resignation of M/s Satish Kumar Gaddh, Chartered Accountants (FRN:009641)

RESOLVED FURTHER THAT M/s. Scan and Company, be and are hereby appointed as Statutory Auditors of

the Company to hold the office from 13th August, 2022 until the conclusion of 28th 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. 5- APPOINTMENT OF MS. RACHNA PANWAR (DIN: 09492441) AS NON-EXECUTIVE DIRECTOR OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions if any, of Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations Disclosure Requirements) Regulations, 2015 including any statutory modifications or re-enactment thereof and rules made thereunder, (for the time being in force), in accordance with the recommendation of Nomination and Remuneration Committee, Ms. Rachna Narula (DIN: 09492441) who was appointed as an Additional Director in the category of Non-Executive Director w.e.f. February 15, 2022, and who holds office up to the date of this Annual General and who is eligible for appointment and has consented to act as a Director of the Company, be and is hereby appointed as a Non-executive Director of the Company liable to retire by rotation.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby jointly or severally authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

ITEM NO. 6- TO APPROVE THE PAYMENT OF REMUNERATION TO MR. SUBRAMANIAM SANKARAN, CHIEF EXECUTIVE OFFICER (CEO) OF THE COMPANY:

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

“**RESOLVED THAT** pursuant to the provisions of Section 188, Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to payment of remuneration of INR 44,00,000/- per annum effective from August 13th, 2022 to Mr. Subramaniam Sankaran, Chief Executive Officer (CEO), asset out in the statement annexed to the Notice convening this Meeting with the liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to alter and vary the said terms and conditions of appointment and / or remuneration, or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby jointly or severally authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

ITEM NO. 7- TO CONSIDER AND APPROVE THE FUND RAISING THROUGH PREFERENTIAL ISSUE OF CONVERTIBLE WARRANTS INTO EQUITY SHARES:

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

“**RESOLVED THAT** pursuant to the provisions of Section 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 and such others rules and regulations made there under (including any amendments, statutory modification(s) and/or re-enactment thereof for the time being in force) (the “Act”), the provisions of the Memorandum and Articles of Association of the Company and any other rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, Ministry of Corporate Affairs, Reserve Bank of India, Securities and Exchange Board of India (“SEBI”), including the SEBI

(Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (“SEBI Listing Regulations”), SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended or re-enacted from time to time (“SEBI (ICDR) Regulations”) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI Takeover Regulations”) and subject to necessary approvals, permissions, sanctions and consents, if any and as may be required from the any other relevant governmental authorities including from BSE Limited (“Stock Exchange”) and subject to such other approvals, permissions, sanctions and consents as may be necessary under all other statutes, rules, regulations, guidelines, notifications, circulars and clarifications as may be applicable and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents as the case may be required) by any other regulatory authorities which may be agreed to and/or accepted by the Board of Directors of the Company (hereinafter referred to as “Board” which term shall be deemed to include any duly constituted / to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Shareholders of the Company be and is hereby accorded, to create, offer, issue and allot at an appropriate time, in one or more tranches in aggregate and up to 16,00,000 (Sixteen Lakh) Convertible equity warrants (“Warrants”) with each warrant convertible into 1 (one) fully paid up equity share of the company of Face Value of INR 10/- (Indian Rupee Ten Only) each at a price of INR 11/- (Indian Rupees Eleven Only) including premium of INR 1/- (Indian Rupees One Only) each determined as per the provisions of Regulation 164 of SEBI (ICDR) Regulations, 2018 to the persons mentioned below falling under the non-promoter category, in such manner and on such terms and conditions as may be determined by the board in accordance with Chapter V of the SEBI (ICDR) Regulations, 2018 or any other provisions of the law as may be prevailing as on date:

The details of the proposed allottees:

S.No.	Name of Proposed Allottees	Category	No. of Warrants To Be Issued	Amount (Rs.)
1.	Sanjay Sinha	Non- Promoter	5,00,000	55,00,000
2.	Chattar Singh	Non-Promoter	4,00,000	44,00,000
3.	Mahesh Kumar Verma	Non-Promoter	3,00,000	33,00,000
4.	Jasvinder Singh	Non-Promoter	2,00,000	22,00,000
5.	Rama Luthra	Non-Promoter	1,00,000	11,00,000
6.	Ramudagar Kamat	Non-Promoter	1,00,000	11,00,000
	Total		16,00,000	1,76,00,000

RESOLVED FURTHER THAT the “Relevant Date” in accordance with SEBI (ICDR) Regulations would be Wednesday, August 31, 2022, being the date, which is 30 days prior to the date of Annual General Meeting i.e. Friday, September 30, 2022.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Equity Warrants shall be subject to following terms:

- a) The proposed Equity Warrants shall be issued and allotted by the Company to Proposed Allottee within a period of Fifteen (15) days from the date of passing of resolution at AGM. Provided that where the issue and allotment of the proposed Equity Warrants is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of Fifteen (15) days from the date receipt of last of such approvals;
- b) Each Equity Warrant is convertible into One (1) Equity Share and the conversion can be exercised by warrant holder(s) at any time during the period of Eighteen (18) months from the date of allotment of Equity Warrants, in one or more tranches, as the case may be and on such other terms and conditions as applicable;

- c) The Equity Warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of equity shares by way of capitalization of profits or reserves, upon demerger / realignment, rights issue or undertakes consolidation/sub-division/re-classification of equity shares or such other similar event so or circumstances requiring adjustments as permitted under SEBI(ICDR)Regulations and all other applicable regulations from time to time;
- d) The Equity Warrant subscription price equivalent to 25% of the issue price will be payable at the time of subscription of Equity Warrants, as prescribed by the SEBI(ICDR)Regulations, which would be adjusted by the Company and appropriated against the issue price of the Equity Shares. Equity Warrants exercise price equivalent to the 75% of the issue price of the equity shares shall be payable by the warrant holder(s) at the time of exercising conversion of Equity Warrants;
- e) The warrant holder(s) shall be entitled to exercise the option of exercising any or all of the Equity Warrants in one or more tranches by way of a written notice which shall be given to the Company, specifying the number of Equity Warrants proposed to exercise along with the aggregate amount payable thereon, prior to or at the time of conversion. The Company shall accordingly, without any further approval from the members of the Company, issue and allot the corresponding number of Equity Shares and perform such actions as required to credit the Equity Shares to the depository account and entering the name of allottee in the records of the Company as the registered owner of such Equity Shares;
- f) The Equity Shares to be so allotted on exercise of Equity Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing equity shares of the Company;
- g) In the event the warrant holder(s) does not exercise the Equity Warrants within Eighteen (18) months from the date of allotment of the Equity Warrants, then such Equity Warrants shall lapse and the amount paid shall stand forfeited by the Company;
- h) The Equity Warrants issued and allotted to promoter group will be transferable within the Promoter Group subject to compliance of applicable provisions and subject to such other approvals as may be necessary from time to time;
- i) The Equity Shares arising from the exercise of the Equity Warrants will be listed on Stock Exchanges where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be and shall inter-alia be governed by the regulations and guidelines issued by SEBI or any other statutory authority;
- j) The Equity Warrants and the Equity Shares being allotted pursuant to exercise of such Equity Warrants shall be subject to a lock-in for such period as specified under applicable provisions of SEBI (ICDR) Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option by the warrant holder(s).

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deemed necessary, desirable and expedient for such purpose, including without limitation, issuing clarification on the offer, issue and allotment of the equity Warrants convertible into Equity Shares, and listing of equity shares at the Stock Exchanges as per the terms and conditions of SEBI (LODR) Regulations and other applicable Guidelines, Rules and Regulations, to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries and advisor for the Preferential Issue), resolving

all questions and doubt that may arise with respect to the offer, issued and allotment of equity warrants convertible into Equity Shares, and to authorize all such person as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Shareholders of the Company and that the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the power herein conferred, to Mr. Aushim Khetarpal, Managing Director of the Company and/or Company Secretary of the Company including making necessary filings with the Stock Exchanges and Regulatory Authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint Consultants, Professional Advisors and Legal Advisors to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respect.

ITEM NO. 8: TO APPROVE THE ISSUE AND ALLOTMENT OF EQUITY SHARES IN PURSUANT TO CONVERSION OF LOAN

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

“RESOLVED THAT pursuant to the provisions of Sections 42, Section 62, and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with the relevant Rules made thereunder (including any statutory modification or re-enactment thereof, for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and in accordance with the provisions on preferential issue as contained in Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, (“SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), and other applicable regulations of Securities and Exchange Board of India (SEBI), if any, as may be applicable, other applicable rules, notifications, guidelines, regulations issued by various authorities including but not limited to Government of India, SEBI, Reserve Bank of India (RBI), BSE Limited and any other competent authorities and subject to the approval(s), consent(s), permission(s) and/ or sanction(s), if any, of Reserve Bank of India or of any statutory/regulatory authorities, Stock Exchange(s), Securities and Exchange Board of India (“SEBI”), institutions or bodies, as may be required and subject to such terms and condition(s), alteration(s), correction(s), change(s) and/or modification(s) as may be prescribed by any of them while granting such consent(s), permission(s) or approval(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which terms shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this Resolution), and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot on preferential basis, in one or more tranches, to below mentioned person up to maximum of 6,43,000 (Six Lakh Forty Three Thousand) Equity Shares of Face value of INR10/- (Indian Rupees Ten Only) each, fully paid up, at an Issue price of INR 11/- (Indian Rupees Ten only) including premium of INR 1/- (Indian Rupees One Only) per Equity Share, which is in compliance with the provision of Chapter V of SEBI (ICDR) Regulations, aggregating upto INR 70,73,000/- (Indian Rupees Seventy Lakhs Seventy Three Thousand Only) upon the conversion of unsecured loan outstanding as on date i.e. 13th August, 2022.

S.No.	Name of Proposed Allottees	Category	No. of Equity shares to Be Issued	Amount (Rs.)
1.	Aushim Khetarpal	Promoter	4,43,000	48,73,000
2.	Asha Khetarpal	Promoter	1,00,000	11,00,000
3.	Sumeet Sharma proprietor of M/s.Sumeet Enterprises (Proprietorship concern)	Non Promoter	1,00,000	11,00,000

RESOLVED FURTHER THAT the "Relevant Date" as per SEBI ICDR Regulations for the purpose of determining the minimum issue price for the issue of equity shares arising on conversion of unsecured loan is Wednesday, August 31, 2022, the date 30 days prior to the date of passing of special resolution by the shareholders at proposed AGM i.e. September 30, 2022.

1. The said Equity Shares shall be issued and allotted by the Company to Promoter and Non-promoter within a period of 15 (Fifteen) days from the date of passing of this resolution provided that where the allotment of the said Equity Shares is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 (Fifteen) days from the date of such approval.
2. The Equity Shares to be so allotted shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company, and shall rank pari-passu in all respects including dividend, with the existing Equity Shares of the Company.
3. In accordance with the provisions of Chapter-V of SEBI (ICDR) Regulations, 2018, the pre-preferential allotment shareholding (if any) of the Proposed Allottees shall be locked-in from the relevant date up to a period of 90 trading days from the date of trading approval.
4. The Equity Shares to be allotted shall be subject to a lock - in for such period as specified under Chapter V of SEBI ICDR Regulations relating to Preferential Issues.

RESOLVED FURTHER THAT all or any of the powers conferred on the Company and the Board of Directors vide this Resolution may be exercised by the Board or any Committee of the Board (with power to delegate to any Officer of the Company), as the Board or any Committee, for the purpose of giving effect to this Resolution, may in its absolute discretion deem necessary, desirable or expedient, including the Listing Application to the Stock Exchange(s), making application to Reserve Bank of India seeking prior approval for the change in shareholding, if any, filing of requisite forms with Registrar of Companies and to resolve and settle any questions and difficulties that may arise in the proposed offer, issue and allotment of aforesaid securities, utilization of issue proceeds, signing of all deeds and documents as may be required and to do all acts, deeds and things in connection therewith and incidental thereto without being required to seek any further consent or approval of the Members of the Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

ITEM NO. 9: TO CONSIDER AND APPROVE THE ISSUANCE OF SWEAT EQUITY SHARES TO DIRECTORS OF THE COMPANY

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

RESOLVED THAT pursuant to the provisions of Section 54 of the Companies Act, 2013 and the SEBI (Shares Based Employee Benefits and Sweat Equity) Regulations, 2021, (including any statutory modifications or re-enactment thereof for the time being in force)(Listing Regulations) and other applicable laws and subject to necessary approvals from the BSE Limited and such other approvals as may be necessary and in accordance with the recommendations of the Board, consent of the members be and is hereby accorded to Issue of 4,00,000 (Four Lakh) sweat equity share, at a price of INR 11/- (Indian Rupees Eleven only) (Face value of INR 10/- per share including premium of INR 1/-)per sweat equity share aggregating to INR 44,00,000/- (Indian Rupees Forty Four Lakh only) to Mr. Subramaniam Sankaran, CEO of the Company.

RESOLVED FURTHER THAT the Sweat equity shares issued shall be locked in for a period of Six Months from the date of trading approval granted from Stock Exchange. The price of the share shall be calculated as per the guidelines issued by the SEBI, the Valuation Report has been obtained by a merchant banker in regard to valuation of the intellectual property or of the know-how provided or other value addition by Mr. Subramaniam Sankaran, CEO of the Company to whom sweat equity capital is to be issued.

RESOLVED FURTHER THAT subject to the provisions of Section 54 of the Companies Act, 2013 and also in accordance with the SEBI (Shares Based Employee Benefits and Sweat Equity) Regulations, 2021, and also other requisite approvals of appropriate agencies, banks & financial institutions if any 4,00,000 number of equity of shares be and are hereby issued for consideration other than cash for providing know-how or making available rights in the nature of intellectual rights or value additions, by whatever name called) at INR 11 per share to Mr. Subramaniam Sankaran, CEO of the Company, as per the detailed statement and Valuation Report , which is also

duly initialed by the Chairman for identification.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company, be and are hereby severally authorized to intimate Stock exchanges post Member's approval within the permitted time and execute all such forms, documents, instruments, papers and writings etc., on behalf of the Company as may be required from time to time, to do and to perform all such acts, deeds and things as may be necessary to give effect to this resolution and to settle any question, difficulty or doubt, that may arise in giving effect to aforementioned resolution.

ITEM NO. 10: TO ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION AS PER THE PROVISIONS OF THE COMPANIES ACT, 2013:

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

“RESOLVED THAT pursuant to the provisions of Sections 5, 14 and other applicable provisions, if any, of the Companies Act 2013, read with Companies (Incorporation) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force ('the Act') and subject to the necessary approval(s) required under all other applicable laws and regulations if any, consent of the members of the Company be and is hereby accorded to alter the existing Articles of Association of the Company, by replacing, it with the new set of Articles of Association in accordance with Table 'F' of Schedule I of the Act and that the new set of Articles of Association be and is hereby approved and adopted as the Articles of Association of the Company in exclusion and in substitution of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT Any Director and/or Company Secretary be and are hereby jointly and/or severally authorized to do and perform all such acts, deeds, matters and things as may be required or deemed necessary or incidental thereto including signing and filing all the e-forms and other documents with the statutory authorities, and to execute all such deeds, documents, agreements and writings as may be necessary for and on behalf of the Company for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.”

ITEM NO. 11: TO ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION AS PER THE PROVISIONS OF THE COMPANIES ACT, 2013:

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

“RESOLVED THAT pursuant to the provisions of Section 4, 13 and 15 and any other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the members of the company be and is hereby accorded to adopt the new set of Memorandum of Association.

FURTHER RESOLVED THAT any Director and/or Company Secretary of the Company be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution including filing of necessary form(s) with Registrar of Company (RoC).”

ITEM NO. 12: INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY:

To consider and if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 13, 61 & 64 or all other applicable provisions, read with applicable Rules made there under (including amendments or re- enactment thereof), consent of shareholders of the Company be and is hereby accorded to alter and increase the Authorized Share Capital of the Company from existing INR 12,00,00,000/- (Indian Rupees Twelve Crore) divided into 1,20,00,000 (One Crore Twenty Lakh) Equity Shares of INR 10/- (Rupees Ten Only) each to INR 14,00,00,000/- (Indian Rupees Fourteen Crore Only) divided into 1,40,00,000 (One Crore Forty Lakh) Equity Shares of INR 10/- (Rupees Ten Only) each by inserting 20,00,000 (Twenty Lakh) Equity Shares.

RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted by following new Clause:

“V. The Authorized Share capital of the Company is INR 14,00,00,000/- (Indian Rupees Fourteen Crore Only) divided into 1,40,00,000 (One Crore Forty Lakh) Equity Shares of INR 10/- (Rupees Ten Only) each.”

RESOLVED FURTHER THAT Any Director and/or Company Secretary of the Company be and are hereby jointly or severally authorized to sign, execute and file necessary application, forms, deeds, documents and writings as may be necessary for and on behalf of the Company and to settle and finalize all issues that may arise in this regard and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for giving effect to this resolution and to delegate all or any of the powers conferred herein as they may deem fit.”

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

**Place: New Delhi
Date: 06.09.2022**

**Sd/-
Akash Toshniwal
Company Secretary**

NOTES:-

1. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circular No. 20/2020 dated May 5, 2020 in relation to clarification on holding of Annual General Meeting ('AGM') through video conferencing ('VC') or other audio visual means ('OAVM') read with General Circulars Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 19/2021 dated December 8, 2021 and Circular No. 2/2022 dated May 5, 2022 in relation to 'Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID-19' and General Circular No.02/2021 dated January 13, 2021 (collectively referred to as 'MCA Circulars') and the Securities and Exchange Board of India ('SEBI') vide its circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 in relation to 'Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015-COVID-19 pandemic' and Circular Nos. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 (collectively referred to as 'SEBI Circulars') permitted the holding of the Annual General Meeting ('AGM'/'the Meeting') through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('Act'), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and MCA Circulars, the 28th AGM of the Company is being held through VC/OAVM on Friday, September 30, 2022 at 4:00 p.m. IST. The deemed venue for the AGM will be the Registered Office of the Company- 801-A, 8th Floor, Mahalay Building, Behind Fairdeal House, Off: C. G. Road, Swastik Cross Roads, Navrangpura, Ahmedabad, Gujarat-380009.
2. The Explanatory Statement pursuant to Section 102 of the Act in respect of the business under Item Nos. 3 to 9 set out above and the relevant details of the Directors seeking appointment/ re-appointment at this AGM as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('Secretarial Standard') are annexed hereto. Requisite declarations have been received from the Directors seeking appointment/ re-appointment.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND THE SEBI CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.**
5. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.orienttradelink.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.
8. SEBI HAS MANDATED SUBMISSION OF PAN BY EVERY PARTICIPANT IN THE SECURITIES MARKET. MEMBERS HOLDING SHARES IN ELECTRONIC FORM ARE, THEREFORE, REQUESTED TO SUBMIT THEIR PAN DETAILS TO THEIR DEPOSITORY PARTICIPANTS. MEMBERS HOLDING SHARES IN PHYSICAL FORM ARE REQUESTED TO SUBMIT THEIR PAN DETAILS TO THE COMPANY'S RTA.
9. The Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which Directors are interested and other documents referred to in the Notice and explanatory statement, including certificate from the Auditors of the Company under Regulation 13 of the SEBI (Share Based Employee Benefits) Regulations, 2014 will be available electronically for inspection via a secured platform without any fee by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to orient.tradelink@gmail.com.
10. Members are requested to notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
11. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in SH-14 as the case may be.
12. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company's RTA, the details of such folios together with the share certificates along with the requisite KYC documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
13. Non-Resident Indian members are requested to inform RTA / respective DPs, immediately of:
 - a) Change in their residential status on return to India for permanent settlement.
 - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
14. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
15. The Members can opt for only one mode of remote e-voting i.e. either prior to the AGM or during the AGM. The Members present at the Meeting through VC/OAVM who have not already cast their vote by remote e-voting prior to the Meeting shall be able to exercise their right to cast their vote by remote

e-voting during the Meeting. The Members who have cast their vote by remote e-voting prior to the AGM are eligible to attend the Meeting but shall not be entitled to cast their vote again.

16. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on Friday, September 23, 2022 ('cut-off date') shall be entitled to vote in respect of the shares held, by availing the facility of remote e-voting prior to the AGM or remote e-voting during the AGM.
17. The Board of Directors of the Company has appointed Mr. Vivek Rawal, Managing Partner of M/s Vikas Verma & Associates, New Delhi as Scrutinizer to scrutinize the e-voting during the AGM and remote e-voting process in a fair and transparent manner.
18. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting and shall within 48 hours of conclusion of the AGM shall submit a consolidated Scrutinizer's report of the total votes cast in favor of or against, if any, to the Chairman or any other person authorized by the Chairman, who shall countersign the same and declare the result of the voting forthwith.
19. The results along with Scrutinizer's Report, shall be displayed at the Registered Office and Corporate office of the Company and placed on the Company's website at <http://www.orienttradelink.in> and the website of CDSL immediately after the result is declared. The results shall be simultaneously communicated to the Stock Exchanges where the securities of the Company are listed. The resolutions will be deemed to be passed on the date of AGM subject to receipt of the requisite number of votes in favour of the resolutions.
20. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- (i) The voting period begins on Tuesday, September 27, 2022 9.00 A.M. IST and ends on Thursday, September 29, 2022 5.00 P.M. IST. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, September 23, 2022 cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

voting process.

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

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode** is given below:

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

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

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address orienttradelink@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **5 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

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

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

STATEMENT PURSUANT TO REGULATION 36(5) OF SEBI LISTING REGULATIONS:

ITEM NO. 3:

The Board of Directors of the Company, on the recommendation of the Audit Committee, recommended for the approval of the members, the appointment of M/s Scan and Company (Firm Registration No.: 113954W) as Statutory Auditors of the Company for a period of five years from the conclusion of this 28th AGM till the conclusion of the 33rd AGM of the Company, at a remuneration mutually decided by the Board of Directors and Auditor and reimbursement of out of pocket expenses to conduct the Audit for the financial year 2022-23 to 2026-27. The remuneration for the subsequent year(s) of their term shall be determined based on the recommendation of the Audit Committee and as mutually agreed between the Board of Directors of the Company and the Statutory Auditors.

M/s Scan and Company is a firm of Chartered Accountants in New Delhi, India. S&C provides services in the fields of audit and assurance, tax and regulatory, transaction advisory and consulting keeping in mind the regulatory and commercial environment within which the Firm's clients operate.

The Company has obtained a certificate from the auditors of the Company that they meet the criteria of independence, eligibility and qualification as prescribed in section 141 of the Act. As required under the SEBI Listing Regulations, M/s Scan and Company, has confirmed that they hold a valid certificate issued by the Peer Review Board of ICAI.

None of the directors and key managerial personnel or their relatives are interested financially or otherwise in the resolution as set out in item no. 3 of this notice.

The Board recommends the resolution set out at Item No. 3 of the Notice for approval by the Members by way of an Ordinary Resolution.

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

ITEM NO. 4:

M/s. Satish Kumar Gaddh, Chartered Accountants (FRN: 009641) vide their letter dated August 13, 2022 have resigned from the position of Statutory Auditors of the Company, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by Section 139(8) of the Companies Act, 2013.

The Board of Directors at its meeting held on August 13, 2022 as per the recommendation of the Audit Committee, and pursuant to the provisions of Section 139(8) of the Companies Act, 2013, have appointed M/s. Scan and Company, Chartered Accountants (FRN: 113954W), to hold office as the Statutory Auditors of the Company till the Conclusion of the 28th AGM and to fill the casual vacancy caused by the resignation of M/s. Scan and Company, Chartered Accountants subject to the approval by the members in ensuing general Meeting of the Company.

The Company has also received consent and eligibility certificate from M/s. Scan and Company, to act as Statutory Auditors of the Company along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out in Item No. 04 of the Notice for appointment.

The Board recommends an Ordinary Resolution set out in the Notice for approval by the Members.

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

ITEM NO.5:

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors appointed Ms. Rachna Panwar (DIN: 09492441) as an Additional Non-executive Director of the Company w.e.f. February 15, 2022.

Pursuant to the provisions of Section 161(1) of the Act, Ms. Rachna Panwar shall hold office up to the date of this AGM and is eligible to be appointed as a Director. The Company has, in terms of Section 160(1) of the Act, received a notice in writing from a Member, proposing her candidature for the office of Director. Ms. Rachna Panwar, once appointed will be liable to retire by rotation.

Ms. Rachna Panwar has given her declaration to the Board that she is eligible to be appointed as a Director in terms of Section 164 of the Act. She has also given her consent to act as a Director.

The Board considers it desirable and in the interest of the Company to have Ms. Rachna Panwar on the Board of the Company and accordingly the Board recommends the appointment of Ms. Rachna Panwar as an Non-Executive Director as proposed in the resolution set out at Item No. 5 for approval by the Members.

The Documents related to this item shall be open for inspection at the registered office of the Company during working hours.

No Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

ITEM NO. 6:

Pursuant to provisions of Section 196 and 197 of the Companies Act, 2013, read with Section 1, Part II of Schedule V of the Companies Act, 2013 (including any statutory modification(s) or reenactment thereof for the time being in force), and applicable clauses of the Articles of Association of the Company, the above said remuneration requires approval of members of the Company by way of Special Resolution.

Mr. Subramaniam Sankaran was appointed as Chief Executive Officer w.e.f. August 13th, 2022 by the Board of Directors of the Company to strengthen the Management. Mr. Subramaniam Sankaran has rich and versatile experience in the field of Education, which includes extensive experience in specialty. Keeping in view, the vast experience of Mr. Subramaniam Sankaran, the Board of Directors has recommended the payment of remuneration of INR 44,00,000/- per annum effective from the August 13th, 2022. The draft terms and conditions of appointment of Mr. Subramaniam Sankaran as CEO shall be open for inspection at the Registered Office of the Company by any member during normal business hours (8.30 a.m. to 5.30 p.m.) on all working days until the date of the AGM.

No other Director(s) or Key Managerial Personnel of the Company or their relatives is concerned or interested, financial or otherwise, in the Resolution set out at Item No. 6. Disclosure pursuant to regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is set out in the 'Annexure A' to the Explanatory Statement.

ITEM NO. 7:

The Company proposes to raise additional capital up to an aggregate sum of INR 1,76,00,000/- (Indian Rupees One Crore Seventy Six Lakh Only), of which such number of share warrants convertible into equity shares having face value of INR 10/- (Indian Rupees Ten Only) each of the Company ("Equity Shares") Share, for cash at an issue price of INR 11/- (Indian Rupees Eleven Only) per share warrant convertible into Equity Share, is proposed to be issued by way of Convertible warrants through Preferential Issue. The proposed issue of capital is subject to the applicable regulations issued by the Securities and Exchange Board of India and any other government / regulatory approvals as may be required in this regard. Pursuant to Section 62 of the Companies Act and the listing requirements of the Stock Exchanges, whenever it is proposed to increase the subscribed capital of a

company by a further issue of shares, such shares need to be offered to the existing Members in the manner prescribed in the said section and the listing requirements unless the Members decide otherwise by way of a special resolution.

In order to enable the Company to access the capital market through a preferential basis, the approval of the Members is hereby sought pursuant to the provisions of Section 62(1)(c) and other applicable provisions of the Companies Act as well as applicable rules notified by the Ministry of Corporate Affairs and in terms of the provisions of the SEBI Listing Regulations, as amended.

The Board of Directors in their meeting held on September 06, 2022 subject to the necessary approvals, have decided to issue and allot up to 16,00,000 (Sixteen Lakh) convertible equity warrants ('Warrants'), at a price of INR. 11/- (Indian Rupees Eleven only) per Warrant aggregating to INR 1,76,00,000/- (Indian Rupees One Crore Seventy-Six Lakh only), under Non- Promoter Category.

The details of the issue and other particulars as required in terms of the Act and SEBI (ICDR) Regulations, 2018 in relation to the aforesaid Special Resolution are given as under:

1. Objects of the issue:

The Company, with a view to capitalize on available growth opportunities, continues to evaluate avenues for organic and inorganic growth. The proceeds from the issue will be utilized as follows:

- a) Diversification and expansion of business in the various fields including information technologies and Paper Industries by way of acquiring any legal entities.
- b) To meet working capital requirements to acquiring the machineries and inventories for the purpose of new business.
- c) General corporate purposes.
- d) To support the future business plans of the Company and such other purpose as the Board may decide.

2. Maximum number of specified securities to be issued:

It is proposed to issue 16,00,000 (Sixteen Lakh) warrants which are convertible into equal number of equity shares of face value of INR 10/- (Indian Rupees Ten only) each of the Company.

3. Basis on which the price has been arrived at:

Since the shares of the Company are frequently traded, the issue price for the preferential allotment is determined as per the regulation 164 of SEBI (ICDR) Regulations, 2018. Accordingly, the minimum issue price has been calculated on the basis of trading at BSE. Each warrant is convertible into one equity share of Face value of INR 10/- (Indian Rupee Ten only) each fully paid up in accordance with the provisions of the SEBI (ICDR) Regulations, 2018.

In terms of the applicable provisions of SEBI (ICDR) Regulations, 2018 the price at which warrants / equity shares shall be allotted shall not be less than higher of the following:

- a) the 90 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date;
- b) the 10 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date;

Accordingly, as per the Regulation 164 of SEBI (ICDR), Regulations, 2015 minimum price per share calculated is Rs. 10.90 on preceding the relevant date and the price per warrant to be issued is fixed at INR 11/- (Indian Rupees Eleven only) which shall be higher than the price as computed under Regulation 164 of SEBI (ICDR) Regulations, 2018.

Since the equity shares of the Company have been listed on the recognized Stock Exchanges for a period of more

than 90 trading days prior to the Relevant Date, it is not required to re-compute the price per share warrant to be issued and therefore, the Company is not required to submit the undertaking specified under the Regulations 163 (1) (g) and 163 (1) (h) of the SEBI (ICDR) Regulations, 2018.

4. Terms of Issue of the Equity Shares, if any.

The Warrants to be issued and allotted, which are convertible into equal number of Equity Shares in terms of this resolution shall rank pari-passu with existing equity shares of the Company in all respects.

5. The class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to individuals which does not form part of Promoter & Promoter group.

6. Relevant Date:

The “Relevant Date” for the offer, issue and allotment of the warrants by way of a preferential issue, as per the SEBI (ICDR) Regulations, 2018 for determination of minimum price is Wednesday, August 31, 2022 being the date thirty days prior to the date on which the meeting of shareholder’s resolution is passed.

7. Intent of the Promoters, Directors or Key Managerial Personnel to subscribe the offer:

Except Mahesh Kumar Verma Director of the Company, None of the Promoter, Directors or KMPs intends to subscribe to the equity warrant on Preferential Issue basis.

8. The time frame within which the allotment shall be completed:

The warrants convertible into equity shares shall be issued and allotted by the Company to the Proposed Allottees within a period of 15 (Fifteen) days from the date of receipt of Member’s approval, provided that, where the issue and allotment of the said equity shares is pending on account of pendency of any approval by any Regulatory Authority (including, but not limited to the BSE Limited and/or SEBI), MCA or the Government of India, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals or such other time as may be prescribed or permitted by the SEBI, Stock Exchanges or other relevant authorities.

9. Change in control, if any, in the Company that would occur consequent to the preferential offer:

There shall be no change in the management or control of the Company pursuant to the issue of the warrants Convertible into Equity Shares.

10. Number of persons to whom allotment on preferential basis have already been made during the year in terms of no. of securities as well as the price:

No allotment made during the year.

11. The shareholding pattern of the Company before the proposed issue and after the proposed preferential issue of equity shares and conversion of warrants into equity shares as follows:

Sr. No.	Category	Pre Issue		Proposed Issue	Post Issue	
		No. of Shares held	% of Shareholding	Warrants convertible into Equity Shares	No. of Shares held	% of Share holding
A	Promoters’ holding					

1	Indian:				-	-
	Individual	3,17,886	2.90	5,43,000	8,60,886	6.33
	Bodies Corporate	-	-	-	-	-
	Sub-Total	3,17,886	2.90	5,43,000	8,60,886	6.33
2	Foreign Promoters	-	-	-	-	-
	Sub-Total (A)	3,17,886	2.90	5,43,000	8,60,886	6.33
B	Non- Promoters'	-	-	-	-	-
	holding:					
1	Institutional Investors	-	-	-	-	-
2	Non- Institutions	-	-	-	-	-
	Private Corporate Bodies	-	-	-	-	-
	Directors and Relatives	-	-	-	-	-
	Indian Public	89,93,485	82.02	21,00,000	1,10,93,485	81.52
	Any Others					
	Bodies Corporate	3,76,849	3.44	-	3,76,849	2.77
	Non- Resident Indian	17,293	0.16	-	17,293	0.13
	HUF	2,13,636	1.95	-	2,13,636	1.57
	Clearing Members	10,35,785	9.45	-	10,35,785	7.61
	Trust	10,066	0.08	-	10,066	0.07
	Sub-Total (B)	1,06,47,114	97.10	21,00,000	1,27,47,114	93.67
	GRAND TOTAL	1,09,65,000	100	26,43,000	1,36,08,000	100

**The post issue shareholding pattern in the above table prepared on considering proposed allottees mentioned in Item No. 7, Item No. 8 and Item No. 9*

12. The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them:

SI. No .	Name of Proposed Allottees (Non-Promoter Category)	Pre issue holding	% of shares	Number of warrants to be Allotted	Post issue holding	Post Issue Percentage
1.	Sanjay Sinha	57,328	0.52	5,00,000	5,00,000	4.10
2.	Chattar Singh	-	-	4,00,000	4,00,000	2.94
3.	Mahesh Kumar Verma	544	0.00	3,00,000	3,00,544	2.21
4.	Jasvinder Singh	-	-	2,00,000	2,00,000	1.47
5.	Rama Luthra	42,377	0.39	1,00,000	1,00,000	1.05
6.	Ramudagar Kamat	-	-	1,00,000	1,00,000	0.73
	Total	1,00,249	0.91	16,00,000	17,00,249	12.49

13. Report of Registered Valuer:

No report of registered valuer is required for the offer, issue and allotment of the warrants convertible into Equity Shares under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debenture) Rules, 2014, as amended.

14. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered Valuer: Not applicable

15. Identity of natural persons who are the beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees: Not applicable

16. Undertaking that the issuer shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so:

Since, the Company's Equity Shares are listed and traded for a period more than 90 trading days, therefore, there is no need for the Company to re-compute the price of Equity Shares in terms of the provisions of the SEBI (ICDR) Regulations, 2018.

17. Compliance Certificate:

The Certificate from M/s Vikas Verma and Associates, (FRN: P2012DE081400) Practicing Company Secretary, New Delhi confirming that the proposed issue of warrants convertible into equity shares is being made in accordance with the SEBI (ICDR) Regulations, 2018 is obtained and the same will be attached as Annexure-I and will be displayed on the website of the company at the link www.orienttradelink.in.

18. Compliances:

The Company has complied with the requirement of rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 maintaining a minimum of 25% of the paid up capital in the hands of the public.

19. Lock in of Equity Shares:

The proposed allotment of warrants convertible into equity shares shall be subject to lock-in as per the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018. Further, the entire pre-preferential allotment shareholding of all the proposed allottees, if any shall be locked in as per the requirements of SEBI (ICDR) Regulations 2018 as amended from time to time.

20. Disclosure as specified in under Regulation 163 (1) (i) of the SEBI (ICDR) Regulations:

- i. It is hereby confirmed that neither the Company nor its promoters and Directors and to the Company's Knowledge any of its Promoters is a wilful defaulter and Fraudulent Borrower.
- ii. It is hereby confirmed that neither the Company nor its promoters and Directors is declared as fugitive economic offender under Fugitive Economic Offender Act, 2018.

21. The current and proposed status of the allottees post the preferential issues namely, promoter or non-promoter as required under Regulation 163(1) (J) is mentioned below:

Sr. No.	Name of Allottees	Current Status	Status after proposed preferential issue
1.	Sanjay Sinha	Non-Promoter	Non-Promoter
2.	Chattar Singh	Non-Promoter	Non-Promoter
3.	Mahesh Kumar Verma	Non-Promoter	Non-Promoter
4.	Jasvinder Singh	Non-Promoter	Non-Promoter
5.	Rama Luthra	Non-Promoter	Non-Promoter
6.	Ramudagar Kamat	Non-Promoter	Non-Promoter

22. Other disclosure:

- i. The Proposed allottees have not sold/transferred any equity shares during the 90 trading days preceding the Relevant Date.
- ii. During the period, the Company has not issued any securities on preferential basis or Private Placement basis other than mentioned above.
- iii. The Issuer Company has not issued any securities for consideration other than cash and hence, the Valuation Report of the Registered Valuer is not applicable.

The approval of the Members by way of Special Resolution is required in term of the applicable provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, 2018 and accordingly the approval of the Members of the Company is being sought.

The Board recommends that the resolution set out at this item to be passed as **Special Resolution**.

Item No. 8:

The Company is having standing borrowings in its liabilities side to which the company now desires to

convert into the equity capital. The Borrowings worth INR 70,73,000/- (Indian Rupees Seventy Lakh Seventy Three Thousand Only) is now decided to be converted into the 6,43,000 (Six Lakh Forty Three Thousand) equity shares of INR 11/- (Indian Rupees Eleven Only) each including premium of INR 1/- (Indian Rupees One Only) each.

The Board of Directors at their meeting held on August 13, 2022, on the basis of fresh request letter received from the Lender, has decided to convert an amount aggregating to INR 70,73,000 (Indian Rupees Seventy Lakh Seventy Three Thousand Only) from outstanding loan amount due toward the unsecured loan of Lender on preferential basis into the Equity Shares of the Company, subject to approval of Members by way of Special Resolution and such other approvals as may be required under applicable laws.

It is proposed to create, offer, issue and allot on preferential basis to the Lender up to maximum of 6,43,000 (Six Lakh Forty Three Thousand) Equity Shares of Face value of INR 10/- (Indian Rupees Ten Only) each, at a price of INR 11/- (Indian Rupees Eleven only) per Equity Share including premium of INR 1/- (Indian Rupees One Only) each, which is in compliance with the provisions of Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, (“SEBI ICDR Regulations”), aggregating to INR 70,73,000 /- (Indian Rupees Seventy Lakh Seventy Three Thousand only) upon the conversion of whole unsecured loan outstanding as on date.

Pursuant to the provisions of Section 42 and Section 62 of Companies Act, 2013 (“the Act”) and Chapter V of SEBI ICDR Regulations any preferential allotment of Securities needs to be approved by the Members of the Company by way of a Special Resolution. Further, in terms of Chapter V of the SEBI ICDR Regulations, certain disclosures are required to be made to the Members of the Company which forms part of this Explanatory Statement. Details of the Issue are as under:

1. The allotment of the Equity Shares is subject to the Lender not having sold any Equity Shares of the Company during the 90 trading days preceding the Relevant Date (i.e. August 31, 2022). The proposed allottee has represented that it has not sold any Equity Shares of the Company during the 90 trading days preceding the Relevant Date.
2. The relevant disclosures as required under Companies Act, 2013 and Chapter V of the SEBI ICDR Regulations are set out below:

In accordance with the provisions of Section 62(1)(c) of the Companies Act, 2013 and rules made thereon, the company is required to obtain the approval of shareholders by special resolution, for the conversion of the loan into equity shares of the company. The Company proposes to allot the equity shares of the company in the above mentioned manner. In pursuance of the same, your Directors recommend the Resolution No. 8 as Special Resolution. The equity shares proposed to be issued shall rank pari passu with the existing equity shares of a company.

1. Objects of the issue:

The Members are informed that the object of the issue of the Equity Shares by way of the proposed preferential offer is to convert an amount aggregating to INR 70,73,000 /- (Indian Rupees Seventy Lakh Seventy Three Thousand only), from the outstanding amount of unsecured loans given by the Lender to the Company at the request of the Lender. The Board of Directors of the Company have decided to convert unsecured loans in to Equity Shares which is in best interest of the Company and it will also strengthen the financial position of the Company which may increase net worth of the Company. The unsecured loan was used for business expansion and growth of loan portfolio of the Company.

The proposed conversion will help the company in increasing its capital base and reducing the debt

exposure.

2. Maximum number of specified securities to be issued:

It is proposed to issue 6,43,000 (Six Lakh Forty Three Thousand) Equity Shares of face value of INR 10/- (Rupees Ten only) each of the Company.

3. Basis on which the price has been arrived at:

Since the shares of the Company are frequently traded, the issue price for the preferential allotment is determined as per the regulation 164 of SEBI (ICDR) Regulations, 2018. Accordingly, the minimum issue price has been calculated on the basis of trading at BSE. Each warrant is convertible into one equity share of Face value of INR 10/- (Indian Rupee Ten only) each fully paid up in accordance with the provisions of the SEBI (ICDR) Regulations, 2018.

In terms of the applicable provisions of SEBI (ICDR) Regulations, 2018 the price at which warrants / equity shares shall be allotted shall not be less than higher of the following:

- a) the 90 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date;
- b) the 10 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date;

Accordingly, the price per warrant, to be issued, is fixed at INR 11/- (Indian Rupees Eleven only) which shall be higher than the price as computed under Regulation 164 of SEBI (ICDR) Regulations, 2018.

Since the equity shares of the Company have been listed on the recognized Stock Exchanges for a period of more than 90 trading days prior to the Relevant Date, it is not required to re- compute the price per share warrant to be issued and therefore, the Company is not required to submit the undertaking specified under the Regulations 163 (1) (g) and 163 (1) (h) of the SEBI (ICDR) Regulations, 2018.

4. The class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to entity and individuals which is part of Promoter & Promoter group.

5. Relevant Date:

The “Relevant Date” for the offer, issue and allotment of Equity Shares by way of a preferential issue, as per the SEBI (ICDR) Regulations, 2018 for determination of minimum price is Wednesday, August 31, 2022 being the date thirty days prior to the date on which the meeting of shareholders’ resolution is passed.

6. Intent of the Promoters, Directors or Key Managerial Personnel to subscribe the offer:

Except Mr. Aushim Khetarpal, Managing Director of the Company, None of promoters, Director and key Managerial Personnel are interested in the same transaction.

7. The time frame within which the allotment shall be completed:

The Equity Shares shall be issued and allotted by the Company to the Proposed Allottees within a period of 15 (Fifteen) days from the date of receipt of Members’ approval, provided that, where the issue and allotment of the said equity shares is pending on account of pendency of any approval by

any Regulatory Authority (including, but not limited to the BSE Limited and/or SEBI), MCA or the Government of India, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals or such other time as may be prescribed or permitted by the SEBI, Stock Exchanges or other relevant authorities.

8. Change in control, if any, in the Company that would occur consequent to the preferential offer:

There shall be no change in the management or control of the Company pursuant to the issue of the warrants Convertible into Equity Shares.

9. Number of persons to whom allotment on preferential basis have already been made during the year in terms of no. of securities as well as the price:

No allotment made during the year.

10. The shareholding pattern of the Company before the proposed issue and after the proposed preferential issue of equity shares as follows:

Sr. No.	Category	Pre Issue		Proposed Issue	Post Issue	
		No. of Shares held	% of Shareholding	Warrants convertible into Equity Shares	No. of Shares held	% of Share holding
A	Promoters' holding					
1	Indian:				-	-
	Individual	3,17,886	2.90	5,43,000	8,60,886	6.33
	Bodies Corporate	-	-	-	-	-
	Sub-Total	3,17,886	2.90	5,43,000	8,60,886	6.33
2	Foreign Promoters	-	-	-	-	-
	Sub-Total (A)	3,17,886	2.90	5,43,000	8,60,886	6.33
B	Non-Promoters' holding:	-	-	-	-	-
1	Institutional Investors	-	-	-	-	-
2	Non-Institutions	-	-	-	-	-
	Private Corporate Bodies	-	-	-	-	-

	Directors and Relatives	-	-	-	-	-
	Indian Public	89,93,485	82.02	21,00,000	1,10,93,485	81.52
	Any Others					
	Bodies Corporate	3,76,849	3.44	-	3,76,849	2.77
	Non-Resident Indian	17,293	0.16	-	17,293	0.13
	HUF	2,13,636	1.95	-	2,13,636	1.57
	Clearing Members	10,35,785	9.45	-	10,35,785	7.61
	Trust	10,066	0.08	-	10,066	0.07
	Sub-Total (B)	1,06,47,114	97.10	21,00,000	1,27,47,114	93.67
	GRAND TOTAL	1,09,65,000	100	26,43,000	1,36,08,000	100

**The post issue shareholding pattern in the above table prepared on considering proposed allottees mentioned in Item No. 7, Item No. 8 and Item No. 9.*

11. The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them:

SI No.	Name of Proposed Allottees (Non-Promoter Category)	Pre issue holding	% of shares	Number of Equity Shares to be Issued Pursuant to Conversion of Loan	Post issue holding	Post Issue Percentage
1.	Aushim Khetarpal	1,76,554	1.61	4,43,000	6,19,554	4.55
2.	Asha Khetarpal	868	0.01	1,00,000	1,00,868	0.74
3.	Sumeet Sharma proprietor of M/s. Sumeet Enterprises	97	0.00	1,00,000	1,00,097	0.74
	Total	1,77,519	1.62	6,43,000	8,20,422	6.04

12. Report of Registered Valuer:

No report of registered valuer is required for the offer, issue and allotment of the warrants convertible into Equity Shares under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debenture) Rules, 2014, as amended.

13. The justification for the allotment proposed to be made for consideration other than cash together

with valuation report of the registered Valuer: Not applicable

14. Identity of natural persons who are the beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees. Not Applicable

15. Undertaking that the issuer shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so:

Since, the Company's Equity Shares are listed and traded for a period more than 90 trading days, therefore, there is no need for the Company to re-compute the price of Equity Shares in terms of the provisions of the SEBI (ICDR) Regulations, 2018.

16. Compliance Certificate:

The Certificate from M/s Vikas Verma and Associates, (FRN: P2012DE081400) Practicing Company Secretary, New Delhi confirming that the proposed issue of equity shares is being made in accordance with the SEBI (ICDR) Regulations, 2018 is obtained and the same will be attached as Annexure-II and will be displayed on the website of the company at the link www.orienttradelink.in.

17. Compliances:

The Company has complied with the requirement of rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 maintaining a minimum of 25% of the paid up capital in the hands of the public.

18. Lock in of Equity Shares:

The proposed allotment of warrants convertible into equity shares shall be subject to lock-in as per the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018. Further, the entire pre-preferential allotment shareholding of all the proposed allottees, if any shall be locked in as per the requirements of SEBI (ICDR) Regulations 2018 as amended from time to time.

19. Disclosure as specified in under Regulation 163 (1) (i) of the SEBI (ICDR) Regulations:

- i. It is hereby confirmed that neither the Company nor its promoters and Directors and to the Company's Knowledge any of its Promoters is a wilful defaulter and Fraudulent Borrower.
- ii. It is hereby confirmed that neither the Company nor its promoters and Directors is declared as fugitive economic offender under Fugitive Economic Offender Act, 2018.

20. The current and proposed status of the allottees post the preferential issues namely, promoter or non-promoter as required under Regulation 163(1) (J) is mentioned below:

Sr. No.	Name of Allottees	Current Status	Status after proposed preferential issue
1.	Aushim Khetarpal	Promoter	Promoter
2.	Asha Khetarpal	Promoter	Promoter
3.	Sumeet Sharma proprietor of M/s. Sumeet Enterprises	Non-Promoter	Non-Promoter

21. Other disclosure:

- i. The Proposed allottees have not sold/transferred any equity shares during the 90 trading days preceding the Relevant Date.
- ii. During the period, the Company has not issued any securities on preferential basis or Private Placement basis other than mentioned above.
- iii. The Issuer Company has not issued any securities for consideration other than cash and hence, the Valuation Report of the Registered Valuer is not applicable.

The approval of the Members by way of Special Resolution is required in term of the applicable provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, 2018 and accordingly the approval of the Members of the Company is being sought.

ITEM No. 9:

The members of the Company are hereby informed that taking into consideration, the benefits derived/ to be derived by Value Addition **Mr. Subramaniam Sankaran, CEO of the Company, the Board in its meeting held on 13th August, 2022 has decided to issue sweat equity shares to them, The Board of Directors recommends to issue and allot 4,00,000 (Four Lakh) Equity share as Sweat Equity Shares each of INR 10/- (Indian Rupees Ten Only) per Share at a Price of INR 11/- (Indian Rupees Eleven Only) per share to each of Mr. Subramaniam Sankaran.**

In terms of the resolutions of Board of Directors passed on August 13, 2022, the Company has agreed to grant/issue of 4,00,000 (Four Lakh) equity shares at a value of INR 11/- (Indian Rupees Eleven Only) each towards his contribution, making available rights in the nature(intellectual property rights or value additions, by whatever name called) and knowhow provided by Mr. Subramaniam Sankaran, (hereinafter referred as “allottees”) to the Company and valued by vide their Valuation Report enclosed with this notice as Annexure-III

Summary of the proposed issue as per Regulation 32 read with Schedule-II of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and other applicable laws and guidelines as below:

Sr. No.	Particulars	Relevant Disclosures
1.	The total number of shares to be issued as sweat equity.	4,00,000
2.	The current market price of the shares of the company.	7.77*
3.	The valuation of know-how or intellectual property rights or value addition to be received from the employee or director along with the valuation report / basis of valuation.	44 Lakh
4.	The names of the employees or directors or promoters to whom the sweat equity shares shall be issued and their relationship with the company.	Mr. Subramaniam Sankaran, CEO of the Company.

5.	The consideration to be paid for the sweat equity.	No Consideration is to be paid, shares are being issued for value addition.
6.	The price at which the sweat equity shares shall be issued.	INR 11/-
7.	Ceiling on managerial remuneration, if any, which will be affected by issuance of such sweat equity.	The remuneration paid within within the limits under Section 197 read with schedule V of Companies Act, 2013.
8.	A statement to the effect that the company shall conform to the accounting policies as specified by the Board.	The directors hereby affirm and confirm that the Company shall adhere to the accounting policies as specified by the Securities and Exchange Board of India, from time to time, in respect of the treatment and disclosure of this proposed Sweat Equity issue.
9.	Diluted Earnings Per Share pursuant to the issue of securities to be calculated in accordance with Accounting Standards specified by the Central Government. (Based on the Financial Statement of March 31, 2022	0.11

*Market value of shares on BSE Limited considered on the date of August 12, 2022 before the date of Board Meeting for approving the notice of the Annual General Meeting.

The approval of the Members by way of Special Resolution is required in term of the applicable provisions of Sections 54 of the Act read with applicable rules thereto and relevant provisions of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and accordingly the approval of the Members of the Company is being sought.

ITEM NO. 10 & 11:

The existing Memorandum of Association (“MOA”) and Articles of Association (“AOA”) of the Company was framed in terms of the provisions of the Companies Act, 1956. With the enactment of the Companies Act, 2013 major parts of the Companies Act, 1956 is no longer in force. Thus, with the coming into force of the Companies Act, 2013, the existing MOA and AOA require alteration in its several clauses. Hence, it is considered expedient to wholly replace the existing MOA and AOA with the new MOA and AOA in line with the new Companies Act, 2013.

The Memorandum of Association and Articles of Association of the Company, proposed to be amended as stated above, is being uploaded on the Company’s website for perusal by the Shareholders. A copy of the existing and proposed MOA and AOA would be available for inspection by the members at the registered office of the company on all working days (Monday to Saturday) up to 13th March, 2022 (i.e. last date for receiving Postal Ballot Forms by Scrutinizer).

The alteration of MOA & AOA requires the approval of the Shareholders by means of a Special Resolution pursuant to Section 13 and Section 14 of the Companies Act, 2013 and accordingly the approval of the Shareholders is being sought through Postal Ballot.

None of the Directors, Key Managerial Personnel and their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution, except to the extent of their shareholdings in the Company, if any.

ITEM NO. 12:

In view of future expansion plans, the Company proposes to increase its Authorized Share Capital of the Company from existing INR 12,00,00,000/- (Indian Rupees Twelve Crore) divided into 1,20,00,000 (One Crore Twenty Lakh) Equity Shares of INR 10/- (Rupees Ten Only) each to INR 14,00,00,000/- (Indian Rupees Fourteen Crore Only) divided into 1,40,00,000 (One Crore Forty Lakh) Equity Shares of INR 10/- (Rupees Ten Only) each. Accordingly, the Company requires to pass an Ordinary resolution to increase the Authorized Share Capital and alteration of Clause V of the Memorandum of Association of the Company.

The members may also note that pursuant to the provisions of the Companies Act, 2013 and Rules made there under, alteration of Authorized Share Capital of the Company requires approval of Members of the Company.

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

The Board recommends that the resolution set out at Item No. 12 be passed as an Ordinary Resolution.

**By Order of the Board of Directors
OrientTradelink Limited**

**Place: New Delhi
Date: September 06, 2022**

**Sd/-
Akash Toshniwal
Company Secretary**

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

Dear Sir,

Sub: Application for “In-principle approval” prior to issue and allotment of 16,00,000 Convertible Warrants into Equity, 6,43,000 Equity Shares pursuant to conversion of loan and 4,00,000 Sweat Equity Shares on preferential basis under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

We, Vikas Verma & Associates, Practicing Company Secretary have verified the relevant records and documents of Orient Tradelink Limited with respect to the proposed preferential issue by the company as per Chapter V of SEBI (ICDR) Regulations, 2018 and certify that:

- None of the proposed allottee(s) has/ have sold any equity shares of the company during the 90 trading days preceding the relevant date. Further, where the proposed allottee(s) is/ are promoter/ promoter group entity, then none of entities in the promoter and promoter group entities has/ have sold any equity share of the company during the 90 trading days preceding the relevant date.
- The pre-preferential shareholding of each of proposed allottee(s) has been locked in accordance with Regulation 167 (6) SEBI (ICDR) Regulations, 2018. Further, there is no sale/ pledge of pre-preferential holding from (Relevant Date) till (date of lock-in). The details of allottee-wise pre-preferential shareholding and lock-in thereon is as given hereunder:

Name of the Proposed Allottee	DP ID *	Qty	Lock-in details	
			From	To
Aushim Khetarpal	12070600	110	31.08.2022	Upto 90 days from date of trading approval
Aushim Khetarpal	12074200	90	31.08.2022	Upto 90 days from date of trading approval
Aushim Khetarpal	IN300206	254	31.08.2022	Upto 90 days from date of trading approval
Aushim Khetarpal	IN302994	176000	31.08.2022	Upto 90 days from date of trading approval
Aushim Khetarpal	IN303028	100	31.08.2022	Upto 90 days from date of trading approval
Asha Khetarpal	IN300183	868	31.08.2022	Upto 90 days from date of trading approval
Sumeet Sharma	IN300118	97	31.08.2022	Upto 90 days from date of trading approval
Mahesh Kumar Verma	IN302994	544	31.08.2022	Upto 90 days from date of trading approval
Sanjay Sinha	12074200	45361	31.08.2022	Upto 90 days from date of trading approval
Sanjay Sinha	IN300476	11967	31.08.2022	Upto 90 days from date of

				trading approval
Rama Luthra	IN302994	42377	31.08.2022	Upto 90 days from date of trading approval

(*) client id/ folio no in case allottee hold the securities in physical form

- c) None of the proposed allottees belonging to promoter(s) or the promoter group is ineligible for allotment in terms of Regulations 159 of SEBI (ICDR) Regulations, 2018.
- d) The proposed issue is being made in accordance with the requirements of Chapter V of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018, Section 42 and 62 of the Companies Act 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other requirements of Companies Act, 2013. Further, the company has complied with all legal and statutory formalities and no statutory authority has restrained the company from issuing these proposed securities.
- e) The proposed preferential issue is being made in compliance with the provisions of Memorandum of Association (MoA) and Article of Association (AoA) of the company. It is further confirmed that for the proposed preferential issue, the price of the equity shares of the company has been determined in compliance with the valuation requirement as mentioned in the AoA of the company.”
- f) The total allotment to the allottee or allottees acting in concert in the present preferential issue or in the same financial year i.e. 2022-23 is more than 5% of the post issue fully diluted share capital of the issuer.

**For & on behalf of
Vikas Verma & Associates
Company Secretaries
(FRN: P2012DE081400)**

**Date: 05.09.2022
Place: New Delhi
UDIN: F009192D000929056**

**Sd/-
Vivek Rawal
Partner
Membership No. A43231
CP No. 22687**

Valuation Report Sweat Equity Shares:

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DISCLAIMER AND CONFIDENTIALITY

This valuation report (“Report”) is being furnished on the request of the management of Orient Tradelink Limited (herein referred to as “Company”) to determine the value addition of allottees under Regulation 34 of SEBI (Share Based Employee Benefits and Sweat Equity) Regulation, 2021 and Regulation 8 (1) of SEBI (Issue of Sweat Equity Shares) Regulations, 2021.

The report has been prepared by Fast Track Finsec Private Limited (“Fasttrack”) from information extracted from desk research, discussions with management and other data supplied by the management of the company and other sources believed to be reliable and true. Our scope is limited to the data supplied by the management. The report cannot be distributed, published, reproduced or used, without the prior express written consent of “Fasttrack”, for any purpose except as mentioned in the report.

The valuation has been derived using details as received from management & other information as have been detailed in later part of the report. While the information provided herein is believed to be true and reliable to the best of our knowledge, we do not make any representations or warranties express or implied, as to the accuracy or completeness of such information. In case of any future inquiry or proceedings before any regulatory authority in regard to accuracy of data, whatsoever, Fasttrack shall not be answerable directly or indirectly. However, for any future representation, if required, before any regulatory authority, it shall be on chargeable basis.

In furnishing the report, Fasttrack reserves the right to amend or replace the report at any time. The information contained herein is based on certain assumptions and management’s analysis of information available at the time thereon report was prepared. Fasttrack does not purport to give any representation, warranty or other assurance in relation to his document.

This report and the information contained herein are confidential. It is intended only for the sole use and information of Client and only for the purpose mentioned herein. We are not responsible to any other user of the report for any decision of such user based on this report. Any user intending to provide finance / invest in the shares/business of the company and/or the client, its subsidiaries, if any, shall do so after seeking their own professional advice and after carrying out their own due diligence procedures to ensure that they are making an informed decision.

EXECUTIVE SUMMARY

Our current scope of work for this exercise includes:

- To evaluate the value addition of Mr. Subramanian Sankaran under Regulation 34 of SEBI (Share Based Employee Benefits and Sweat Equity) Regulation, 2021 and Regulation 8 (1) of SEBI (Issue of Sweat Equity Shares) Regulations, 2021 for the purpose of issuing sweat equity shares. The valuation has been arrived at by following the globally acceptable pricing methodology.

As such the report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to in this report. While utmost care has been taken, however, our report is subject to the limitations detailed hereinafter:

- a. Valuation Date of the Report** – Valuation analysis and results are specific to the cut-off date i.e., **31st March 2022 contemplated on the basis of audited financial statement as on 31st March, 2022**
- b. Reliance on the Information provided** – We have been provided with certain written and verbal information and assumptions from the management of the company. We have relied on the information provided by the management and experts and have not conducted any detailed enquiry. **Accordingly, we do not express any opinion or offer any form of assurance regarding its accuracy and completeness.**
- c. Valuation Analysis** – Valuation of claims is not a precise art and the conclusions arrived at will be subjective and dependent on the exercise of individual judgment.
- d. Caution to users of the Report** – This report and the information contained herein are confidential. It is intended only for the sole use of the purpose mentioned in this report.

DATA RELIED UPON

For the purpose of the Report, documents and information, as provided by the management of company have been relied upon and we have not verified the same.

We have relied upon the following information provided to Fasttrack:

1. Standalone Audited Financial Statements of Orient Tradelink Limited as on 31st March, 2022.
2. Value Addition in percentage terms
3. Management representation letter provided by the management.
4. MOA & AOA of the Company.
5. Brief profile of allottees.
6. Other information considered useful during the course of assignment.

Wherever required, all the accounts, projections and schedules listed above have been certified by the management of company.

We have also relied upon verbal explanation and information given to us by the management of the Company during the course of our exercise.

COMPANY OVERVIEW

Orient Tradelink Limited was incorporated on 22nd August 1994, with the Registrar of Companies, Ahmedabad. The Corporate Identification Number of the Company is L65910GJ1994PLC022833. The registered office of the Company is situated at 801-A, 8th Floor, Mahalay Building, Behind Fairdeal House, Off: C. G. Road, Swastik Cross Roads Navrangpura, Ahmedabad, Gujrat-380009 India.

List of Directors

DIN	Name of Director	Start Date
00060319	Aushim Khetarpal	01/05/2002
00899838	Balakrishna Ramarao Maddur	11/06/2019
07892196	Mahesh Kumar Verma	01/08/2017
09492441	Rachna Panwar	15/02/2022

VALUATION METHODOLOGY

Globally Acceptable Pricing Methodology (i.e. Net Asset Value Method).

The net worth of the Company is determined based on the Net equity plus the reserve and surplus/retained earning and notes collectively.

VALUATION OF “VALUE ADDITION”

The valuation of value addition is as follows:

Sr. No.	Name of proposed allottees	Amount (Rs. Lakhs)
1.	Subramanian Sankaran	44.00

Working:

ORIENT TRADELINK LIMITED				
S.NO.	PARTICULARS	SOURCE	DETAILS	AMOUNT (RS. LAKHS)
1	Paid Up Share Capital	Balance Sheet	31.03.2022	1,096.50
2	Reserves & Surplus	Balance Sheet	31.03.2022	(87.80)
3	Net-Worth	Total (1+2)	31.03.2022	1,008.70
4	Value Addition by Subramanian Sankaran being add as remuneration as Ratio of Net Worth	Management	4.36%	43.98
5	Value Addition by Subramanian Sankaran being add as remuneration as ratio of Paid Up Share Capital	Management	4.00%	43.86

It is seen that the company estimates the value addition to be done by Mr. Sankaran to be either 4.36% of Net-Worth or 4% of Paid up capital. Thus, the value addition turns out to be **Rs. 44 Lakhs (Rounded Off)**.

ANNEXURE

INFORMATION IN PURSUANT REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECETARIAL STANDARDS (SS-2) OF GENERAL MEETING OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT/ RETIRING BY ROTATION AT THE ENSUING ANNUAL GENERAL MEETING ARE AS FOLLOW INFORMATION:

Particulars	Ms. Rachna Panwar
Age	36
Qualifications	She is a Graduate
Experience (including expertise in specific functional area)/Brief Resume	5 years
Terms and Conditions of Appointment /Reappointment	As per the resolution passed by the Board of director of the company on February 15, 2022 Ms. Rachna Panwar was appointed as an Additional Non-Executive Director.
Remuneration last drawn (including sitting fees, if any)	-
Date of first appointment on the Board	15/02/2022
Shareholding in the Company as on March 31, 2022	-
Relationship with other Directors / Key Managerial Personnel	-
Number of meetings of the Board attended during the year	3 (Three)
Directorships of other Boards as on March 31, 2022	1 (One)
Membership / Chairmanship of Committees of other Boards as on March 31, 2022	-

DIRECTORS' REPORT

To,

The Members,
ORIENT TRADELINK LIMITED

Dear Members,

Your Directors have pleasure in presenting you the 28th Annual Report together with the audited statement of Accounts of the Company for the financial year ended 31st March, 2022.

1. FINANCIAL RESULTS:

(In INR)

PARTICULARS	2021-22	2020-21
Revenue from operation	1133.89	986.07
Other income	119.64	85.81
Total Revenue	1253.52	1071.88
Purchase of Stock in trade	1047.98	681.23
Change in inventories of finished goods	(80.34)	(93.62)
Employee benefits expenses	34.26	52.39
Depreciation and amortization expenses	94.38	94.47
Other Expenses	43.53	226.51
Total Expenses	1139.55	960.97
Profit before tax	113.97	110.91
Less: Tax Expenses	55.34	39.06
Profit after tax	58.63	71.85
Other Comprehensive Income	-	-
Total Comprehensive Income/(Loss) for the Year	58.63	71.85
Earning per Shares (Basic)	0.11	0.13
Earning per Shares (Diluted)	0.11	0.13

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

- The revenue generated from operations amounted to INR 1,133.89/- Lakhs in F.Y. 2021-22 as compared to F.Y. 2020-21, in which revenue generated was amounted to INR 986.07/- Lakhs.
- Net profit after tax is INR 58.63/- Lakhs in F.Y. 2021-22 in Comparison to INR 71.85/- Lakhs in F.Y. 2020-21.

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 INR 12,00,00,000/- (Rupees Twelve Crore). During the year under review, there was no change in the Company's issued, subscribed and paid-up equity share capital. On March 31, 2022, the paid-up capital stood at INR 10,96,50,000/- (Rupees Ten Crore Ninety Six Lakh Fifty Thousand) divided into 1,09,65,000 (One Crore Nine Lakh Sixty Five Thousand) Equity Shares of INR 10/- (Rupee Ten Only) each.

5. DIVIDEND:

The Board of Directors has not recommended any dividend for the financial year ended on March 31, 2022.

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 outstanding unclaimed/unpaid dividend as on 31st March 2022.

7. TRANSFER TO RESERVES:

During the current year, the company has transferred INR 58.63/- Lakhs into the General Reserve of the Company and the closing balance of General Reserve as on 31st March 2022 stands INR -58.63/-Lakh only.

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

The impact of COVID-19 on the Company's financial statements has been given in Note No. 2 of the Notes to financial statements for the year ended March 31, 2022. Based on the Company assessment, no material impact has been noted. Considering that it is a dynamic and evolving situation, the management will continue to closely monitor and evaluate the impact of any material change in macro-economic and other related factors which may have bearing on the company's operations.

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.2021-22.

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 AND KEY MANAGERIAL PERSONNEL OF THE COMPANY:

Appointment/ Re-appointment/Resignation:

During the Financial Year under review Mr. Sunny Panwar (DIN: 09091045) resigned from the post of Non-Executive Independent Director on the Board of the Company with effect from September 28, 2021.

Ms. Rachna Narula (DIN: 06920054) resigned from the post of Non-Executive (Non-Independent) Director on the Board of the Company with effect from September 28, 2021.

Ms. Rachna Panwar (DIN: 09492441) appointed as Additional and Non-Executive (Non Independent) Director on the Board of the company with effect from February 15, 2022, liable to retire by Rotation subject to approval of Members at this AGM.

In accordance with provisions of the Act and the Articles of Association of the Company, Mr. Aushim Khetarpal, (DIN: 00060319), Executive Director retires by rotation at the ensuing AGM and being eligible offers himself for re-appointment.

Independent Director:

In terms of Section 149 of the Act and SEBI Listing Regulations, Mr. Mahesh Kumar Verma and Mr. Balakrishna Ramarao Maddur are the Independent Directors of the Company as on date of this report.

All Independent Directors of the Company have given requisite declarations under Section 149(7) of the Act, that they meet the criteria of independence as laid down under Section 149(6) of the Act along with Rules framed thereunder, Regulation 16(1)(b) of SEBI Listing Regulations and have complied with the Code of Conduct of the Company as applicable to the Board of directors and Senior Managers. In terms of Regulation 25(8) of the SEBI Listing Regulations, the Independent Directors have confirmed that they are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence. The Company has received confirmation from all the Independent Directors of their registration on the Independent Directors Database maintained by the Indian Institute of Corporate Affairs, in terms of Section 150 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

In the opinion of the Board, the Independent Directors possess the requisite expertise and experience and are persons of high integrity and repute. They fulfill the conditions specified in the Act as well as the Rules made thereunder and are independent of the management.

Key Managerial Personnel:

In terms of Section 203 of the Act, the Key Managerial Personnel (KMPs) of the Company during FY 2021-22 are:

- Mr. Akash Toshniwal was the Company Secretary w.e.f. 15/07/2020
- Mr. Mukesh Bhatnagar resigned from the post of chief financial officer w.e.f. 09/04/2021 and Mr. Aushim Khetarpal was appointed as chief financial officer of the company w.e.f. 20/04/2021

14. NUMBER OF MEETINGS OF THE BOARD:

During the year the Board met 6 (Six) times to deliberate on various matters on 28/06/2021, 12/08/2021, 12/11/2021, 12/02/2022, 15/02/2022 and 29/03/2022. For details, please refer to the Report on Corporate Governance, which forms a part of this Annual Report.

15. COMMITTEES OF THE BOARD:

The Committees of the Board focus on certain specific areas and make informed decisions in line with the delegated authority.

The following Committees constituted by the Board function according to their respective roles and defined scope:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholder Relationship Committee

Details of composition, terms of reference and number of meetings held for respective committees are given in the Report on Corporate Governance, which forms a part of this Annual Report. Further, during the year under review, all recommendations made by the various committees have been accepted by the Board.

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

The Company's Policy on Directors' appointment and remuneration and other matters provided in Section 178(3) of the Act has been briefly disclosed hereunder and in the Report on Corporate Governance, which is part of this Annual Report.

The NRC is responsible for developing competency requirements for the Board based on the industry and strategy of the Company. The Board composition analysis reflects in-depth understanding of the Company, including its strategies, environment, operations, financial condition and compliance requirements.

In terms of the provisions of Section 178(3) of the Act, and Regulation 19 of the SEBI Listing Regulations, the NRC has formulated the criteria for determining qualifications, positive attributes and independence of Directors, the key features of which are as follows:

- Qualifications – The Board nomination process encourages diversity of thought, experience, knowledge, age and gender. It also ensures that the Board has an appropriate blend of functional and industry expertise.
- Positive Attributes - Apart from the duties of Directors as prescribed in the Act, the Directors are expected to demonstrate high standards of ethical behavior, communication skills and independent judgment. The Directors are also expected to abide by the respective Code of Conduct as applicable to them

The Directors affirm that the remuneration paid to Directors, Key Managerial Personnel and employees is as per the Remuneration Policy of the Company.

The said Policy is also available on the website of the Company i.e. <https://www.orienttradelink.in/>.

17. BOARD EVALUATION:

The annual evaluation process of the Board of Directors, individual Directors and Committees was conducted in accordance with the provisions of the Act and the SEBI Listing Regulations.

The Board evaluated its performance after seeking inputs from all the Directors on the basis of criteria such as the Board composition and structure, effectiveness of Board processes, information and functioning, etc. The performance of the Committees was evaluated by the Board after seeking inputs from the committee members on the basis of criteria such as the composition of committees, effectiveness of committee meetings, etc. The above criteria are broadly based on the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India.

The Board and the NRC reviewed the performance of individual Directors on the basis of criteria such as the contribution of the individual Director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.

In a separate meeting of independent directors, performance of Non-Independent Directors and the Board as a whole was evaluated. Additionally, they also evaluated the Chairman of the Board, taking into account the views of Executive and Non-executive Directors in the aforesaid meeting. The Board also assessed the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties. The above evaluations were then discussed in the Board meeting and performance evaluation of Independent directors was done by the entire Board, excluding the Independent Director being evaluated.

18. FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

Pursuant to the provisions of Regulation 25(7) and Regulation 46 of the SEBI Listing Regulations, kindly refer to the Company's website <https://www.orienttradelink.in/pdf/familiarisation-policy.pdf> for details of the familiarization program for IDs on their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and related matters.

19. 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. The risk management policy of the company can be accessed at company website i.e, <https://www.orienttradelink.in/pdf/risk-management-policy.pdf>

20. 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**.

21. 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.

22. VIGIL MECHANISM / WHISTLE BLOWER POLICY

Pursuant to Section 177(9) of the Act, a vigil mechanism was established for directors and employees to report to the management instances of unethical behavior, actual or suspected, fraud or violation of the Company's code of conduct or ethics policy. The Vigil Mechanism provides a mechanism for employees of the Company to approach the Chairperson of the Audit Committee of the Company for redressal. No person has been denied access to the Chairperson of the Audit Committee.

23. 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) & 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed as **Annexure III**.

24. 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.

25. AUDITORS & AUDITORS' REPORT:

Statutory Auditors

During the year, M/s. Harish B Gupta & Co., Chartered Accountants having Firm Registration No. 022464N has resigned from Statutory Auditors of the Company on September 30, 2021.

Pursuant to Section 139(8) and other applicable provision of the Companies Act, 2013 and the rules made there under, Satish Kumar Gaddh, Chartered Accountant having Firm Registration No. 009641 were proposed to be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the M/s. Harish B Gupta & Co., Chartered Accountant till conclusion of ensuring Annual General Meeting.

The Statutory Auditor's report does not contain any qualifications, reservations, adverse remarks or disclaimers, which would be required to be dealt with in the Boards' Report.

Internal Auditor

Pursuant to 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 2020-21.

Secretarial Auditor

Pursuant to Section 204 of the Act and Rules made there under, the Board of Directors of the Company had appointed M/s Vikas Verma & Associates (Registration No. P2012DE081400) Practicing Company Secretary having its Registered Office at B-502, Statesman House, 148, Barakhamba Road, New Delhi - 110001, to conduct Secretarial Audit of the Company for the financial year 2020-21. The Report of the Secretarial Audit is annexed herewith as **Annexure -IV**.

Cost Audit

Maintenance of cost records and requirement of cost audit as prescribed under the provisions of Section 148(1) of the Act are not applicable for the business activities carried out by the Company.

26. INTERNAL CONTROL SYSTEM & THEIR ADEQUACY:

According to Section 134(5) (e) of the Companies Act, 2013, the Internal 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.

Based on the results of such assessments carried out by management, no reportable material weakness or significant deficiencies in the design or operation of internal financial controls was observed.

27. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

Company has adopted a policy on prevention, prohibitions and redressal of sexual harassment at workplace in line with the provision of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and has set up Committee for implementation of said policy. During the year Company has not received any complaint of harassment.

28. 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.

29. MANAGEMENT DISCUSSIONS & ANALYSIS REPORT

As per SEBI Listing Regulations, Management Discussion and Analysis Report is annexed herewith at **Annexure -V**.

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

Pursuant to Section 92(3) of the Act and Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return for FY 2020-21 is available on Company's website at <https://www.orienttradelink.in/>.

31. SECRETARIAL STANDARDS

During the year under review the Company has complied with Secretarial Standards on Board and General Meetings issued by Institute of Company Secretaries of India.

32. CORPORATE GOVERNANCE

Pursuant to Regulation 34 of the SEBI Listing Regulations, Report on Corporate Governance along with the certificate from a Practicing Company Secretary certifying compliance with conditions of Corporate Governance is part to this Report in **Annexure-VI**.

33. GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following matters as there were no transactions on these items during the year under review:

- There are no significant material orders passed by the Regulators or Courts or Tribunal, which would impact the going concern status of the Company and its future operation

- No fraud has been reported by the Auditors to the Audit Committee or the Board.
- There has been no application made or pending under Insolvency and Bankruptcy Code, 2016

34. ACKNOWLEDGEMENT:

The Board of Directors wish to place on record its deep sense of appreciation for the committed services by all the employees of the Company. The Board of Directors would also like to express their sincere appreciation for the assistance and co-operation received from the financial institutions, banks, government and regulatory authorities, stock exchanges, customers, vendors, members during the year under review.

For & on behalf of
Orient Tradelink Limited

Date: 13th August 2022
Place: New Delhi

Sd/-
Mahesh Kumar Verma
Independent Director
DIN: 07892196

Sd/-
Aushim Khetarpal
Managing Director
DIN: 00060319

Annexure I**Conservation of Energy, Technology Absorption, Foreign Exchange Earning 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

For & on behalf of
Orient Tradelink Limited

Date: 13th August 2022
Place: New Delhi

Sd/-
Mahesh Kumar Verma
Independent Director
DIN: 07892196

Sd/-
Aushim Khetarpal
Managing Director
DIN: 00060319

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 2021-22.

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

For Details of material contracts or arrangements or transactions at arm's length basis of Orient Tradelink Limited for the financial year 2021-22 please refer financial statement.

For & on behalf of
Orient Tradelink Limited

Sd/-
Mahesh Kumar Verma
Independent Director
DIN: 07892196

Sd/-
Aushim Khetarpal
Managing Director
DIN: 00060319

Date: 13th August 2022
Place: New Delhi

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.	Aushim Khetarpal (Managing Director) – 5.23 Mahesh Kumar Verma (Independent Director) – 1.08
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.	The overall percentage change in remuneration of directors is 28.6 %
3	The percentage increase in the median remuneration of employees in the financial year	-
4	The number of permanent employees on the rolls of company	5 (Five)
5	The explanation on the relationship between average increase in remuneration and company performance.	-
6	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.	Salary paid to employees during the reporting period is 29,00,331/- (Rupee Twenty Nine Lakh Three Hundred and Thirty One) against salary paid in last year was INR 50,77,007/- (Rupee Fifty Lakh Seventy Seven Thousand and Seven)
7	Affirmation that the remuneration is as per the remuneration policy of the company	The Board of Directors affirm that the remuneration paid to Directors, KMPs and employees is as per the Remuneration Policy of the Company

For & on behalf of
Orient Tradelink Limited

Date:13th August 2022
Place: New Delhi

Sd/-
Mahesh Kumar Verma
Independent Director
DIN: 07892196

Sd/-
Aushim Khetarpal
Managing Director
DIN: 00060319

**FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31/03/2022**

[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, 2022 has possibly 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, 2022 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, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; *(No transaction has been recorded during the Audit Period)*
 - d) The Securities and Exchange Board of India (Share Based Employee Benefits and sweat equity) Regulations, 2021; *(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 (Issue and Listing of Debt Securities) Regulations, 2008
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; *(No transaction has been recorded during the Audit Period)*

- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 *(No transaction has been recorded during the Audit Period)*

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 with respect to board and general meetings.
2. The Listing Agreement entered into by the Company with BSE Limited read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

During the period under review, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, standards etc. mentioned above except in respect of matters specified below:

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 76 of the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.	Delay in filing Reconciliation of Share Capital Audit Report for the quarter ended December, 2021	Submitted on 05th April, 2022
2.	Regulation 30 & 33 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Current Statutory Auditor is non peer review. Approval from shareholders is pending for appointment of Statutory Auditor.	<ul style="list-style-type: none"> • During the financial year 2021-2022 company has appointed the non- review statutory auditor by the audit committee and board of company due to casual vacancy arise. • However due to unavoidable circumstance company was not able to take the approval from shareholders within prescribed timelines for appointment of Auditor.

We further report that:

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.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2022 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

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 except the following:

The company did Consolidation of 5 (Five) Equity Share of the Company having a face value of INR 2/- (Rupees Two only) each into 1 (One) Equity Shares of face value of Rs.10/- (Rupees Ten only). And for the approval of same company has filed E-form SH-7 to Registrar of companies, Ahmedabad which was required to be filed within 30 days after the approval of members is obtained. But due to inadvertent error this form got delayed and the company is in the process of compounding this delay with central government.

**For M/s Vikas Verma & Associates
Company Secretaries
(FRN: P2012DE081400)**

**Date: August 13, 2022
Place: New Delhi
UDIN: F009192D000801962**

**Sd/-
Vivek Rawal
Partner
Membership No. A43231
CP No. 22687**

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

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 is to be read along with this letter.

- I. 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.
- II. We have followed 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.
- III. We have not verified the correctness and appropriateness of financial records and books of the accounts of the company.
- IV. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
- V. 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.
- VI. 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 M/s Vikas Verma & Associates
Company Secretaries
(FRN: P2012DE081400)

Date: August 13, 2022
Place: New Delhi
UDIN: F009192D000801962

Sd/-
Vivek Rawal
Partner
Membership No. A43231
CP No. 22687

MANAGEMENT DISCUSSION AND ANALYSIS

1. Industry structure and developments

The Indian Media and Entertainment (M&E) industry is a sunrise sector for the economy and is making significant strides. Proving its resilience to the world, Indian M&E industry is on the cusp of a strong phase of growth, backed by rising consumer demand and improving advertising revenue. The M&E industry comprises businesses that produce, distribute and offer ancillary digital services and products for - Motion Pictures, Video & Audio Recordings, Television Programmes and Commercials. It also includes Streaming Content, Music, eSports, Broadcast, Radio, and Text and Book Publishing sectors. The industry is backed by a shift in consumer preferences and change in demand supported by dynamic technology, innovation, and intense competition

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 center 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, 2022 is expected to see a rush of foreign direct investments (FDI) coming into India supported by FII inflows, thanks to liberalizing the defense, insurance and construction sectors etc. 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.

For & on behalf of
Orient Tradelink Limited

Date: 13th August 2022
Place: New Delhi

Sd/-
Mahesh Kumar Verma
Independent Director
DIN: 07892196

Sd/-
Aushim Khetarpal
Managing Director
DIN: 00060319

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.

MANDATORY REQUIREMENTS

BOARD OF DIRECTORS: The Board of Directors is the apex body constituted by shareholders, for overseeing the Company’s overall functioning. It provides strategic direction, leadership and guidance to the Company’s management as also monitors the performance of the Company with the objective of creating long-term value for the Company’s stakeholders.

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 4 (Four) Directors, out of which 1 is Executive Director, 1 Non- Executive Non Independent director and 2 are Non- Executive Independent Directors. Except the Independent Director,

all other Directors are liable to retire by rotation as per provisions of the Companies Act, 2013. In compliance with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, half of the Board comprises of independent directors.

During the year under review, 6 (Six) Board Meetings were held on June 28, 2021, August 12, 2021, November 12, 2021, February 12, 2022, February 15, 2022 and March 29, 2022.

The following table, illustrates the composition of the Board, Director's attendance at Board Meetings held during the financial year under review and at the last AGM, number of Directorships held in other public companies, total number of committee positions held in other public companies, and names of other listed entities in which Directorship is held, including category of Directorships, as at March 31, 2022.

Name of Director & DIN	Category	No. of Board Meetings attended during the year	Attendance at last AGM	No. of Directorship in other Companies	No. of Committee position in other public Companies
Aushim Khetarpal DIN: 00060319	Managing Director	6	Yes	4	-
Mahesh Kumar Verma DIN: 07892196	Independent Director	6	Yes	2	-
Balakrishna Ramarao Maddur DIN: 00899838	Independent Director	6	Yes	2	-
Sunny Panwar DIN: 09091045 (Resigned on September 28, 2021)	Independent Director	2	No	-	-
Rachna Narula DIN: 06920054 (Resigned on September 28, 2021)	Director	2	No	-	-
Rachna Panwar DIN: 09492441 (Appointed on February 15, 2022)	Director	2	No	-	-

SEPARATE MEETING OF INDEPENDENT DIRECTORS

The Company's Independent Directors met once during the financial year 2021-22 on March 14, 2022. Such meeting was conducted to enable the Independent Directors to discuss matters pertaining to the Company's affairs and put forth their views as well as on matters prescribed under Schedule IV of the Act.

COMMITTEE OF DIRECTORS:

Given below is the composition and the terms of reference of various Board constituted Committees, inter alia including the details of meetings held during the year and attendance thereat. All Committee decisions are taken, either at the meetings of the Committee or by passing of circular resolutions. The Company Secretary acts as the secretary for all Board constituted Committees.

AUDIT COMMITTEE:

The Audit Committee functions according to its Charter that defines its composition, authority, responsibility and reporting functions in accordance with Section 177 of the Act, Regulation 18(3) read with Part C of Schedule II of the SEBI Listing Regulations and US regulations applicable to the Company and is reviewed from time to time. Whilst, the terms of reference is available on the Company's website <https://www.orienttradelink.in/management-policies.htm>, given below is a gist of the responsibilities of the Audit Committee, after incorporating therein the regulatory changes mandated under the Listing Regulation:

- i. Reviewing with the management, quarterly/annual financial statements before submission to the Board, focusing primarily on:
 - The Company's financial reporting process and the disclosure of its financial information, including earnings, press release, to ensure that the financial statements are correct, sufficient and credible;
 - Reports on the Management Discussion and Analysis of financial condition, results of Operations and the Directors' Responsibility Statement;
 - Major accounting entries involving estimates based on exercise of judgment by Management;
 - Compliance with accounting standards and changes in accounting policies and practices as well as reasons thereof;
 - Draft Audit Report, qualifications, if any and significant adjustments arising out of audit;
 - Scrutinise inter corporate loans and investments; and;
 - Approval or any subsequent modification of transactions with related parties, including omnibus related party transactions.
- ii. Review the statement of uses/applications of funds by major category and the statement of funds utilized for purposes other than as mentioned in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights or private placement issue, and make appropriate recommendations to the Board to take up steps in this matter. These reviews are to be conducted till the money raised through the issue has been fully spent.
- iii. Review with the management, statutory auditor and internal auditor, adequacy of internal control systems, identify weakness or deficiencies and recommending improvements to the management.
- iv. Recommend the appointment/removal of the statutory auditor, cost auditor, fixing audit fees and approving nonaudit/consulting services provided by the statutory auditors' firms to the Company and its subsidiaries; evaluating auditors' performance, qualifications, experience, independence and pending proceedings relating to professional misconduct, if any.
- v. Review the adequacy of internal audit function, including the structure of the internal audit department, staffing and seniority of the chief internal auditor, coverage and frequency of internal audit, appointment, removal, performance and terms of remuneration of the chief internal auditor.
- vi. Discuss with the internal auditor and senior management, significant internal audit findings and follow-up thereon.
- vii. Review the findings of any internal investigation into matters involving suspected fraud or irregularity or a failure of internal control systems of a material nature and report the matter to the Board.
- viii. Discuss with the statutory auditor before the audit commences, the nature and scope of audit, as well as conduct post-audit discussions to ascertain any area of concern.

- ix. Review the functioning of the Vigil Mechanism under the Whistle-Blower policy of the Company.
- x. Review the financial statements and investments made by subsidiary companies and subsidiary oversight relating to areas such as adequacy of the internal audit structure and function of the subsidiaries, their status of audit plan and its execution, key internal audit observations, risk management and the control environment.
- xi. Look into reasons for any substantial defaults in payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividend) and creditors, if any.
- xii. Review the effectiveness of the system for monitoring compliance with laws and regulations.
- xiii. Approve the appointment of CFO after assessing the qualification, experience and background etc. of the candidate.
- xiv. To approve and review policies in relation to the implementation of the Tata Code of Conduct for Prevention of Insider Trading and Code of Corporate Disclosure Practices ("Code") to note the dealings by Designated Persons in securities of the Company and to provide directions on any penal action to be initiated, in case of any violation of the Code.

As on date of this report, the Committee comprises 3 (Three) members, all being IDs, who are financially literate and have relevant finance and/or audit exposure. During the period under review, 5 (Five) Audit Committee Meetings were held on June 28, 2021, August 12, 2021, November 10, 2021, November 12, 2021 and February 12, 2022.

The composition of the Audit Committee and attendance of its Members at its meetings held during the year is as follows:

Name of Member	Category	No. of meetings held during the year	No. of meetings attended
Mahesh Kumar Verma	Chairperson	5	5
Balakrishna Ramarao Maddur	Member	5	5
Sunny Panwar (Resigned on September 28, 2021)	Member	5	1
Aushim Khetarpal	Member	5	3

NOMINATION AND REMUNERATION COMMITTEE:

The NRC of the Company functions according to its terms of reference, that defines its objective, composition, meeting requirements, authority and power, responsibilities, reporting and evaluation functions in accordance with Section 178 of the Act and Regulation 19 read with Part D of Schedule II of the SEBI Listing Regulations. The suitably revised terms of reference enumerated in the Committee Charter, after incorporating therein the regulatory changes mandated under the SEBI Listing Regulations, are as follows:

- Recommend the set up and composition of the Board and its Committees including the "formulation of the criteria for determining qualifications, positive attributes and independence of a director". The Committee

periodically reviews the composition of the Board with the objective of achieving an optimum balance of size, skills, independence, knowledge, age, gender and experience.

- Support the Board in matters related to the setup, review and refresh of the Committees.
- Devise and review a policy on Board diversity.
- Recommend the appointment / reappointment or removal of Directors, in accordance with the criteria laid down, including IDs on the basis of their performance evaluation report.
- Identify and recommend to the Board appointment or removal of Key Managerial Personnel ('KMP') and Senior Management of the Company in accordance with the criteria laid down. In case of appointment of CFO the Committee shall identify persons, to the Audit Committee and the Board of Directors of the Company.
- Carry out evaluation of every Director's performance and support the Board, its Committees and individual Directors, including "formulation of criteria for evaluation of Independent Directors and the Board"
- Oversee the performance review process for the KMP and Senior Management of the Company with a view that there is an appropriate cascading of Company's goals and targets and on an annual basis, review the performance of the Directors, KMP and Senior Management and recommend their remuneration.
- Recommend the Remuneration Policy for Directors, KMP, Senior Management and other employees.

As on date of this report the Committee comprises 2 Independent Director and 1 Non-Executive (Non-Independent) Director. The Chairperson of the NRC also attended the last Annual General Meeting of the Company. During the period under review, 2 NRC meetings were held on August 12, 2021 and February 15, 2022. The requisite quorum was present for all the meetings.

The composition of the NRC and attendance of its Members at its meetings held during the year is as follows:

Name of Member	Category	No. of Meeting held during the year	No. of meeting attended
Mahesh Kumar Verma	Chairman	2	2
Balakrishna Ramarao Maddur	Member	2	2
Sunny Panwar (Resigned on September 28, 2021)	Member	2	1
Aushim Khetarpal (Appointed on October 11, 2021 and resigned on February 15, 2022)	Member	2	1
Rachna Panwar (Appointed on February 15, 2022)	Member	2	-

The performance evaluation criteria for Non-Executive Directors, including IDs, is determined by the NRC. An indicative list of factors that were evaluated include participation and contribution by a director, commitment, effective deployment of knowledge and expertise, effective management of relationship with stakeholders, role in Board constituted committees, integrity and maintenance of confidentiality and independence of behavior and judgment.

STAKEHOLDERS' RELATIONSHIP COMMITTEE ('SRC')

The SRC functions in accordance with Section 178 of the Act and Regulation 20 read with Part D of Schedule II of the SEBI Listing Regulations. The suitably revised terms of reference enumerated in the Committee Charter, after incorporating therein the regulatory changes mandated under the SEBI Listing Regulations, are as follows:

- Approve issue of duplicate certificates for securities and transmission of securities.
- Resolve grievances of security holders of the Company, including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- Review measures taken for effective exercise of voting rights by shareholders.
- Review adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the Shareholders of the Company.
- Carry out any other function as is referred by the Board from time to time or enforced by any statutory notification / amendment or modification as may be applicable.

As on date of this report, the Committee comprises 2 Independent Directors and Non-Executive (Non Independent) Director. The Chairperson of the SRC also attended the last Annual General Meeting of the Company. During the period under review, 1 SRC meetings were held on February 12, 2022. The requisite quorum was present for all the meetings.

The composition of the SRC and attendance of its Members at its meetings held during the year is as follows:

Name of the Member	Category	No. of meetings held during the year	No. of meetings attended
Mahesh Kumar Verma	Chairman	1	1
Balakrishna Ramarao Maddur	Member	1	1
Sunny Panwar (Resigned on September 28, 2021)	Member	1	-
Aushim Khetarpal (Appointed on October 11, 2021 and resigned on February 15, 2022)	Member	1	1
Rachna Panwar (Appointed on February 15, 2022)	Member	1	-

COMPLIANCE OFFICER OF THE COMPANY:

Mr. Akash Toshniwal, 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.

CODE OF CONDUCT:

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 March 31, 2022 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.

GENERAL BODY MEETINGS:

Annual General Meetings:

Date of AGM	Year	Special Resolution Passed	Venue
September 30, 2019 at 10:00 AM	2018-19	<ul style="list-style-type: none"> • Appointment of Ms. Rasida Khatun as an Independent Director • Appointment of Mr. Balakrishna Maddur Ramarao as an Independent Director • To Appoint Anish Vinodchandra Shah as Director • To appoint Statutory Auditors to fill the casual vacancy • To appoint Statutory Auditors of the Company and fix their remuneration • To Re-appoint Mr. Aushim Khetarpal as Managing Director 	Hotel Comfort Inn President, Opposite Municipal Market, Swastik Cross Roads, Navrangpura, Ahmedabad-380009
30 th September, 2020 At 3:00 PM	2019-20	<ul style="list-style-type: none"> • Shifting of registered office • Consolidation of share • Issue of share by way of preferential issue • Modification in T&C of loan taken by company from its Managing director 	Due to COVID-19 Virus Pandemic held through video conferencing ('VC') /other audio visual means ('OAVM')
September 28, 2021	2020-21	<ul style="list-style-type: none"> • Shifting of registered office of the company 	Due to COVID-19 Virus Pandemic held through video conferencing ('VC') /other audio visual means ('OAVM')

There were no special resolutions proposed to be passed through Postal Ballot during FY 2021-22 or at the forthcoming AGM.

All resolutions moved at the last years' AGM, were passed by means of electronic voting, by the requisite majority of members.

MEANS OF COMMUNICATIONS:

The Company recognizes communication as a key element to the overall Corporate Governance framework, and therefore emphasizes on prompt, continuous, efficient and relevant communication to all external constituencies.

Financial Results: The Quarterly, Half Yearly and Annual Results are regularly submitted to the BSE Limited (BSE) as well as uploaded on the Company's website and are published in newspapers, namely the Financial Express and Financial Express (Gujrati).

Additionally, the results and other important information are also periodically updated on the Company's website www.orienttradelink.in.

Website: The Company's website is a comprehensive reference on its leadership, management, vision, policies, corporate governance, sustainability and investor relations. The Members can access the details of the Board, the Committees, Policies, Board committee Charters, financial information, statutory filings. In addition, various downloadable forms required to be executed by the shareholders have also been provided on the website of the Company.

Annual Report: The information regarding the performance of the Company is shared with the shareholders vide the Annual Report. The Annual Reports for FY 2021-22 are being sent in electronic mode, to all members who have registered their email ids for the purpose of receiving documents / communication in electronic mode with the Company and / or Depository Participants. The Annual Reports are also available in the Company's website www.orienttradelink.in.

Electronic Communication: The Company had during FY 2021-22 sent various communications including Annual Reports, by email to those shareholders whose email addresses were registered with the Company / Depositories. In support of the 'Green Initiative' the Company encourages Members to register their email address with their Depository Participant or the Company, to receive soft copies of the Annual Report, Notices and other information disseminated by the Company, on a real-time basis without any delay.

Scores: A centralised web based complaints redress system 'Scores' which serves as a centralised database of all complaints received, enables uploading of Action Taken Reports by the concerned companies and online viewing by the investors of actions taken on complaint and its current status.

GENERAL INFORMATION FOR MEMBERS:

ANNUAL GENERAL MEETING:

Date and Time:	Friday, September 30, 2022
Venue:	In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs and SEBI vide its relevant circulars, has permitted the holding of the Annual General Meeting through video-conferencing / other audio visual means ('VC / OAVM'), without the physical presence of the Members at a common venue. In compliance with the provisions of the Act, MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC / OAVM.

As required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards 2 on General Meetings, details of Director seeking appointment / re-appointment at this AGM are given in the Annexure to the Notice of the forthcoming AGM.

FINANCIAL YEAR: Ending March 31

LISTINGS

The Company's shares are listed on the BSE Ltd. (BSE). The following are the details of the Company's shares:

Type	Equity Shares
ISIN	INE681D01039
Scrip Code	531512
Symbol	ORIENTTR

MARKET INFORMATION

Market price data - monthly high/low of the closing price and trading volumes on BSE depicting liquidity of the Company's Ordinary Shares on the said exchanges is given hereunder:-

Month	High Price	Low Price	No. of Shares	No. of Trades
Apr-21	8.22	4.71	24439	232
May-21	4.72	4.12	190942	844
Jun-21	7.15	4.2	651796	1573
Jul-21	6.75	5.39	335318	1093
Aug-21	8.49	5.95	472736	1589
Sep-21	7.39	5.5	209828	816
Oct-21	6.45	5.3	290439	874
Nov-21	9.98	4.8	676399	2126
Dec-21	11.86	6.91	931559	3930
Jan-22	10.2	7.5	819666	3624
Feb-22	9.03	7.34	395092	1366
Mar-22	8.29	6.12	294970	1046

REGISTRAR AND TRANSFER AGENTS

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.

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.

NO DISQUALIFICATION CERTIFICATE FROM COMPANY SECRETARY IN PRACTICE

The Company has obtained a Certificate from M/s. Vikas Verma and Associates, Company

Secretaries confirming that none of the Directors on the board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Board/Ministry of Corporate Affairs or any such statutory authority, as stipulated under Regulation 34 (3) of SEBI (LODR) which forms part of this Report as **Annexure - A**.

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.

DEMATERIALISATION OF SHARES AND LIQUIDITY

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

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 76 of Depository Participants Act, is carried out by a Company Secretary in Practice on Quarterly basis.

For **Orient Tradelink Limited**

Sd/-

Aushim Khetarpal
Managing Director

Date: 13th August, 2021

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, 2022, 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 **Orient Tradelink Limited**

Sd/-

Aushim Khetarpal

Managing Director

Date: 13th August, 2021

Place: New Delhi

CEO/CFO CERTIFICATION IN RESPECT OF FINANCIAL STATEMENTS AND CASH FLOW STATEMENT (PURSUANT TO REGULATION 17 (8) OF SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS), REGULATIONS, 2015 FOR THE FINANCIAL YEAR ENDED MARCH 31, 2022

We have reviewed the Financial Statements and the Cash Flow Statement for the year ended 31st March 2022 and we hereby certify and confirm to the best of our knowledge and belief the following:

- a. The Financial Statements and Cash Flow statement do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
- b. The Financial Statements and the Cash Flow Statement together present a true and fair view of the affairs of the Company and are in compliance with existing accounting standards, applicable laws and regulations.
- c. There are no transactions entered in to by the Company during the year ended 31st March 2022 which are fraudulent, illegal or violative of Company's Code of Conduct.
- d. We accept responsibility for establishing and maintaining internal controls for Financial Reporting and we have evaluated the effectiveness of these internal control systems of the Company pertaining to financial reporting. Deficiencies noted, if any, are discussed with the Auditors and Audit Committee, as appropriate, and suitable actions are taken to rectify the same.
- e. There have been no significant changes in the above-mentioned internal controls over financial reporting during the relevant period.
- f. That there have been no significant changes in the accounting policies during the relevant period.
- g. We have not noticed any significant fraud particularly those involving the, management or an employee having a significant role in the Company's internal control system over Financial Reporting.

For **Orient Tradelink Limited**

Sd/-

Aushim Khetarpal

CFO

Date: 13th August, 2022

Place: New Delhi

PRACTISING COMPANY SECRETARIES' CERTIFICATE ON 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, 2022 as stipulated under Regulations 17 to 27, clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 and para C, D & E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

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

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the Directors and the Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the year ended on March 31, 2022 except that during the year Mr. Sunny Panwar, Non-Executive (Non Independent) Director resigned from the post of director after that

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.

**For M/s Vikas Verma & Associates
Company Secretaries
(FRN: P2012DE081400)**

**Date: August 13, 2022
Place: New Delhi
UDIN: F009192D000918837**

**Sd/-
Vivek Rawal
Partner
Membership No. A43231
CP No. 22687**

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

Dear Sir,**Sub: Certificate pursuant to Clause 10(i) of Part C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Orient Tradelink Limited (CIN: L65910GJ1994PLC022833) (“the Company”), a Listed Public Limited Company incorporated under the provisions of the erstwhile Companies Act, 1956 whose equity shares are listed on the BSE Limited (“BSE”), has approached us to issue certificate confirming that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as director of the Company by the Securities and Exchange Board of India (SEBI or Board)/Ministry of Corporate Affairs or any such statutory authority and based on the individual confirmations received from the Board of Directors of the Company who were in their respective office as on March 31, 2022 viz.

S. No.	Name of the Director	DIN
1	Mr. Aushim Khetarpal	00060319
2	Mr. Balakrishna Ramarao Maddur	00899838
3	Mr. Mahesh Kumar Verma	07892196
4	Ms. Rachna Panwar	09492441

and we certify that, none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority.

This certificate is issued by us only for the purpose of disclosure to be furnished in the Corporate Governance Report of the Company for the financial year ended March 31, 2022, pursuant to Clause 10(i) of Part C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and should not be used for any other purpose.

**For M/s Vikas Verma & Associates
Company Secretaries
(FRN: P2012DE081400)**

**Date: September 13, 2022
Place: New Delhi
UDIN: F009192D000918771**

**Sd/-
Vivek Rawal
Partner
Membership No. A43231
CP No. 22687**



Satish Kumar Gaddh

B. Com F.C.A.
Chartered Accountant

D-602, Ibiza Town, Suraj Kund,
Faridabad Haryana -121009

M.: +91-9871075250

Email: ca.satishgaddh@gmail.com

INDEPENDENT AUDITOR'S REPORT

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 31st March 2022, and the statement of Profit and Loss and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

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 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 March 31, 2022, and its profit/loss, 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 Companies Act, 2013. Our responsibilities under those Standards 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 Companies Act, 2013 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 on the financial statement.



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 separate opinion on these matters. Following are our observations: -

- a) The company had delayed in filling of GST Returns, no provision had been made for penalty and interest for delayed payment, no provision had been made for input reversal and for non-payment to vendors within 180 days as per section 16(2) of CGST Act had not been made. The company had not complied provisions of Rule 36(4) of the CGST Act and had claimed ITC in violation of the said rule.
- b) The company had not complied with the provisions of TDS Laws and no provision had been made for penalty and interest for delayed and non-compliance.
- c) Inventory, balances of debtors, creditors, valuation of Intangible Assets and their amortisation there off reported in Financial statement is as certified by the management.

How the key matters is addressed in our audit

Our audit procedures 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 litigations 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 correspondence 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 disclosure of contingent Liabilities
- 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 disclosure 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 included in the financial statements and our auditor's report thereon. The Company's annual report is expected to be made available to us after the date of this auditor's report.

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 identified above when it becomes available 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 misstatements of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's and Board of Director's Responsibilities for the Financial Statement

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the state of affairs, profit/loss and other comprehensive income and cash flow of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards 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, the 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are 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 scepticism 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 Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statement ~~system~~ 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 and Board of Director.
- Conclude on the appropriateness of management and Board of Director use of the going concern basis of accounting in preparation of financial statement 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.



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 ~~standalone~~ financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's 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 (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. 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), and the Cash Flow Statement dealt with by this Report are in agreement with the books of account .
 - d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards 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 31st March, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2022 from being appointed as a director in terms of Section 164(2) of the Act.



- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in **"Annexure B"**. 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 Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- a) The Company has disclosed the impact of pending litigations on its financial position in its financial statements. Refer Note to the financial statement.
- b) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

C. With respect matters to be included in the Auditor's Report under section 197(16) of the Act,

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.



CA Satish Kumar Gaddh
(Chartered Accountant)
Membership No- 009641
Date: 31/05/2022
Place: New Delhi
UDIN: -22009641AMSDNV3839



An Annexure "A" to the Auditor's Report

The Annexure referred to in Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31 March 2022, we report that:

i. **In respect of its fixed assets:**

- a. (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, plant and equipment.
(B) The Company has maintained proper records showing full particulars of Intangible assets.
- b. 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 a regular programme of physical verification of its Property, plant and equipment by which all Property, plant and equipment are verified in a phased manner over a period of three years. In accordance with this programme, certain Property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- c. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the Company.
- d. 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 revalued its Property, plant and equipment (including Right-of-use assets) or Intangible assets or both during the year.
- e. According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.



ii. **In respect of its inventories:**

- a. The inventory has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were 10% or more in the aggregate for each class of inventory.
- b. 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 been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks on the basis of security of current assets. Thus, paragraph 3(ii)(b) of the Order is not applicable to the Company.
- iii. 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 investments, provided guarantee or security or granted any loan or advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year. Thus, paragraph 3(iii)(a) to (f) of the Order is not applicable to the Company.
- iv. According to the information and explanations given to us and on the basis of our examination of the records, the Company has complied with the provisions of Section 185 and 186 of the Act, with respect to the loans given, investments made, guarantees and securities given.
- v. The Company has not accepted any deposits from the public within the meaning of the directives issued by the Reserve Bank of India, provisions of Section 73 to 76 of the Act, any other relevant provisions of the Act and the relevant rules framed there under. Accordingly, clause 3(v) of the Order is not applicable.
- vi. According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Companies Act, 2013 for the products manufactured by it (and/ or services provided by it). Accordingly, clause 3(vi) of the Order is not applicable.

vii. **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 Goods & Services Tax , Provident fund, Employees' State Insurance, Income-tax, sales Tax, Service Tax, duty of Customs, duty of excise , value added tax, Cess and other material statutory dues have generally been regularly deposited except in the case of Tax Deducted at source (TDS) and Tax



Collected at source (TCS), during the year by the Company with the appropriate authorities.

(b) According to the information and explanations given to us, no undisputed amounts payable in respect of Goods & Services Tax , Provident fund, Employees' State Insurance, Income-tax, sales Tax, Service Tax, duty of Customs, duty of excise , value added tax, Cess and other material statutory dues were in arrears as at 31 March 2022 except for the instance of Tax Deducted at source (TDS), for a period of more than six months from the date they became payable.

viii. 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 surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income-tax Act, 1961 as income during the year.

ix.

(a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company did not have any loans or borrowings from any lender during the year. Accordingly, clause 3(ix)(a) of the Order is not applicable.

(b) 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 been declared a willful defaulter by any bank or financial institution or government or government authority.

(c) According to the information and explanations given to us by the management, the Company has not obtained any term loans. Accordingly, clause 3(ix)(c) of the Order is not applicable.

(d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds have been raised on short-term basis by the Company. Accordingly, clause 3(ix)(d) of the Order is not applicable.

(e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(e) of the Order is not applicable.

(f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the



year on the pledge of securities held in its subsidiaries as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(f) of the Order is not applicable.

x.

(a) In our opinion and according to the information and explanations given to us, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (x)(a) of the Order is not applicable

(b) 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, clause 3(x)(b) of the Order is not applicable.

xi.

(a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.

(b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) We have taken into consideration the whistle blower complaints received by the Company during the year while determining the nature, timing and extent of our audit procedures.

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

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

xiv.

(a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.



- (b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- xv. In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi.
- (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.
- (b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
- (d) According to the information and explanations provided to us during the course of audit, the Group does not have any CIC. Accordingly, the requirements of clause 3(xvi)(d) are not applicable.
- xvii. The Company has not incurred cash losses in the current and in the immediately preceding financial year.
- xviii. According to the information and explanations given to us and based on our examination of the records of the Company outgoing auditor has not raised any objections or concerns.
- xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.



- xx. In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Companies Act, 2013 pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.



CA Satish Kumar Gaddh
(Chartered Accountant)
Membership No- 009641
Date: 30/05/2022
Place: New Delhi
UDIN: -22009641AMSDNV3839



Annexure: B” to the Independent Auditor’s Report

Report on the Internal Financial Controls with reference to aforesaid financial statement under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

(Referred to in paragraph 2(A)(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)

Opinion

We have audited the internal financial controls over financial reporting of **ORIENT TRADELINK LIMITED** (“the Company”) as of March 31, 2022 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 standalone financial statements and such internal financial controls were operating effectively as at 31 March 2022, 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 with reference to financial statement based on the 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.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls with reference to financial statement based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to financial statement. 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 was established and maintained and if 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 system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control 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 control with reference to financial statements includes 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 Over Financial Reporting

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 control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.



CA Satish Kumar Gaddh
(Chartered Accountant)
Membership No- 009641
Date: 30/05/2022
Place: New Delhi
UDIN: -22009641AMSDNV3839

Orient Tradelink Ltd.
CIN - L65910GJ1994PLC022833
801 - A , Mahalaya Building ,Behind Fairdeal House,Off: C.G. Road , Swastik Cross Roads,
Navrangpura , Ahmedabad GJ 380009 IN

Balance Sheet as at 31st March ' 2022

(Amount in Lakhs)

Particulars	Note No.	As at 31/03/2022	As at 31/03/2021
I. Equity and Liabilities			
(1) Shareholders' funds			
(a) Share capital	1	1,096.50	1,096.50
(b) Reserves and surplus	2	(87.80)	(142.57)
(c) Money received against share warrants			
(2) Share application money pending allotment			
(3) Non-current liabilities			
(a) Long-term borrowings	3	323.27	302.41
(b) Deferred tax liabilities (Net)	7(b)	62.58	45.80
(4) Current liabilities			
(a) Short-term borrowings			
(b) Trade payables:-	4		
(A) total outstanding dues of micro enterprises and small enterprises; and		2,445.46	2,535.04
(B) total outstanding dues of creditors other than micro enterprises and small		-	276.67
(c) Other current liabilities	5	61.10	101.71
(d) Short-term provisions	6	63.87	20.76
Total		3,965.00	4,235.31
II. Assets			
(1) Non-current assets			
(1)(a) Property Plant & Equipment and intangible assets			
(i) Property Plant & Equipment	7(a)	0.15	0.15
(ii) Intangible assets	7(a)	849.06	894.66
(iii) Capital work-in-progress	7(a)	660.03	660.03
(iv) Intangible assets under development	7(a)	1,389.33	1,386.56
(2) Current assets			
(a) Current investments			
(b) Inventories		388.79	308.45
(c) Trade receivables	8	669.64	959.62
(d) Cash and cash equivalents	9	0.68	2.35
(e) Other current assets	10	7.31	23.50
Total		3,965.00	4,235.31

Summary of Significant Accounting Policies

The accompanying notes form an integral part of these financial statements
As per our Report of even date attached.

0.00

FOR SATISH KUMAR GADDH
Chartered Accountants
Membership No. 009641

CA Satish Kumar Gaddh
Proprietor



For ORIENT TRADELINK LTD

For and on Behalf of Board of Directors of
M/s Orient Tradelink Limited

Aashim Khetrapal
Aashim Khetrapal
Managing Director and CFO
DIN - 00060319

Mahesh Kumar Verma
DIRECTOR
Mahesh Kumar Verma
Director
DIN - 07892196

Aakash
Akash Toshniwal
Company Secretary

Date: 30/05/2022
Place: New Delhi
UDIN: 22009641AMSDNV3839


Orient Tradelink Ltd.
CIN - L65910GJ1994PLC022833
801 - A , Mahalaya Building ,Behind Fairdeal House,Off: C.G. Road , Swastik Cross Roads,
Navrangpura , Ahmedabad GJ 380009 IN

Statement of Profit and Loss for the Year ending 31st March 2022

(Amount in Lakhs)

Particulars	Note No.	As at 31/03/2022	As at 31/03/2021
1	2	3	4
I. Revenue from operations	<u>11</u>	1,133.89	986.07
II. Other income	<u>12</u>	119.64	85.81
III. Total Income (I + II)		1,253.52	1,071.88
IV. Expenses:			
Cost of materials consumed			
Purchases of Stock-in-Trade		1,047.98	681.23
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	<u>13</u>	(80.34)	(93.62)
Employee benefits expense	<u>14</u>	34.01	52.39
Finance costs		-	-
Depreciation and amortisation expense	<u>7(a)</u>	94.38	94.47
Other expenses	<u>15</u>	43.53	226.51
Total expenses		1,139.55	960.97
V. Profit before exceptional and extraordinary items and tax (III - IV)		113.97	110.91
VI. Exceptional items			
VII. Profit before extraordinary items and tax (V - VI)		113.97	110.91
VIII. Extraordinary items			
IX. Profit before tax (VII- VIII)		113.97	110.91
X. Tax expense:		55.34	
a) Current Tax		38.56	20.76
b) Deferred Tax		16.78	18.30
XI. Profit (Loss) for the period from continuing operations (VII-VIII)		58.63	71.85
XII. Profit/(loss) from discontinuing operations			
XIII. Tax expense of discontinuing operations			
XIV. Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)		-	-
XV. Profit (Loss) for the period (XI + XIV)		58.63	71.85
Earnings per equity share:			
(1) Basic	<u>16</u>	0.11	0.13
(2) Diluted	<u>17</u>	0.11	0.13

The accompanying notes form an integral part of these financial statements
As per our Report of even date attached.

FOR SATISH KUMAR GADHDH
Chartered Accountants
Membership No. 009641

CA Satish Kumar Gaddh
Proprietor



For ORIENT TRADELINK LTD

For and on Behalf of Board of Directors of
M/s Orient Tradelink Limited


Aushim Khetrpal
Managing Director and CFO
DIN - 00060319


DIRECTOR
Mahesh Kumar Verma
Director
DIN - 07892196

Date: 30/05/2022
UDIN: 22009641AMSDNV3839


Akash Toshniwal
Company Secretary

Balance Sheet as at 31st March ' 2022

(Amount in Rs.)

Statement of Cash Flows for the year ended March 31, 2022		
Particular	31-03-2022	31-03-2021
Cash flows from operating activities		
Profit before taxation	113.97	110.91
Adjustments for:		
Depreciation	94.38	94.47
Interest Income	-	-
Interest Expense	-	-
Reserves & Surplus	-	-
Working capital changes:		
(Increase) / Decrease in Trade and Other Receivables	289.98	(206.95)
(Increase) / Decrease in Inventories	(80.34)	(93.62)
(Increase) / Decrease in Short Term Loans & Advances	-	-
(Increase) / Decrease in Other Current Assets	16.20	(7.73)
(Increase) / Decrease in Other Financial Assets	-	(1.21)
Increase / (Decrease) in Trade Payables	(365.55)	106.65
Increase / (Decrease) in Other Current Liabilities	(40.61)	9.31
Increase / (Decrease) in Long Term Borrowings	-	-
Increase / (Decrease) in Short Term Provisions	-	-
Cash generated from operations	28.02	12
Income taxes paid	-	-
Net cash from operating activities	28.02	12
Cash flows from investing activities		
Purchase of property, plant and equipment	(50.77)	(50.00)
Proceeds from sale of equipment	0.22	-
Acquisition of portfolio investments	-	-
Investment income	-	-
Interest Income	-	-
Net cash used in investing activities	(50.55)	(50)
Cash flows from financing activities		
Proceeds from issue of share capital	-	-
Receipt/(Payment) of Long term Borrowings	20.86	40.01
Income taxes paid (Last Year)	-	(2.73)
Increase in Security premium	-	-
Interest Expense	-	-
Net cash used in financing activities	20.86	37
Net increase in cash and cash equivalents	(1.66)	(0.89)
Cash and cash equivalents at beginning of period	2.35	3.23
Cash and cash equivalents at end of period	0.68	2.35

FOR SATISH KUMAR GADDH
Chartered Accountants
Membership No. 009641

CA Satish Kumar Gaddh
Proprietor

Date: 30/05/2022
UDIN: 22009641AMSDNV3839



For and on Behalf of
M/s Orient Tradelink Limited

For ORIENT TRADELINK LTD

Aushim Khetrapal
Managing Director and
DIN - 00060319

Akash
Akash Toshniwal
Company Secretary

Mahesh Kumar Verma
DIRECTOR
Director
DIN - 07892196

Notes to the Accounts for the Year Ended 31st March' 2022

Corporate Information

The Company was incorporated in Ahmedabad under the provisions of Companies Act 1956. The Company is majorly engaged in the business of sale of spiritual books.

A. Accounting Policies and Basis of Preparation

These financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis. GAAP comprises mandatory accounting standards as prescribed by the Companies (Accounting Standards) Rules, 2006, the provisions of the Companies Act, 2013. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

B. USE OF ESTIMATES

The preparation of the financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent liabilities as at the date of the financial statements and reported amounts of income and expenses during the period. Although these estimates are based on management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future period.

C. PROPERTY, PLANT, AND EQUIPMENT

Property, Plant, and Equipment are stated at cost net of recoverable taxes and includes amounts added on revaluation, less accumulated depreciation and impairment loss, if any. All costs, including financing costs till commencement of commercial production, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the fixed assets are capitalized.

D. INTANGIBLE ASSETS

Intangible Assets are stated at cost of acquisition net of recoverable taxes less accumulated amortization / depletion. All costs, including financing costs till commencement of commercial production, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the intangible assets are capitalized.

E. DEPRECIATION

- i. Depreciation on fixed assets is provided to the extent of depreciable amount on written down value method (WDV) at the rates and in the manner prescribed in Schedule II to the Co. Act, 2013 over their useful life.
- ii. Premium on leasehold land is amortized over the period of lease.
- iii. Intangible Assets are amortized on a straight line basis over the estimated useful Economic Life.

F. LEASES

(i) Operating Lease Payments are recognized as an expense in the Statement of Profit & Loss on a straight line basis over the lease term. (ii) Assets under Financial Lease are capitalized at the inception of the lease term at the lower of fair value of the leased property and present value of minimum lease payments. (iii) Asset given under operating Leases are included under Fixed Assets. Lease income on these assets is recognized in the statement of Profit & Loss on a straight line basis over the lease term.

G. BORROWING COST

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to Statement of Profit and Loss.

H. IMPAIRMENT OF ASSETS

An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

I. GOVERNMENT GRANT & SUBSIDIES

Grants & Subsidies from the Government are recognized when there is reasonable assurance that the Company will comply with the conditions attached to them and the grant / subsidy will be received. Government Grants related to depreciable assets are treated as deferred income and recognized in the Statement of Profit & Loss in equal amounts over the expected useful life of the related assets. Government Grants related to revenue are recognized on systematic basis in statement of Profit & Loss over the period necessary to match them with the related costs which they are intended to compensate.

J. INVESTMENTS

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments. All investments are usually measured at cost. Current investments are carried in the financial statements at lower of the cost and fair value determined in on an individual investment basis. Long term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the



K. INVENTORIES

Raw Material, Stores, Work in Progress and Finished goods are valued at lower of Cost and net realizable Value on FIFO Basis.

L. REVENUE RECOGNITION

Revenue is recognized only when it can be reliably measured and it is reasonable to expect ultimate collection. Dividend income is recognized when right to receive is established. Interest income is recognized on time proportion basis taking into account the amount outstanding and rate applicable.

M. INCOME TAXES

Tax expenses comprise current and deferred tax. Current tax comprises Company's tax liability for the current financial year as well as additional tax paid, if any, during the year in respect of earlier years on receipt of demand from the authorities. For computation of taxable income under the Income Tax Act, 1961, accrual basis of accounting has been adopted and consistently followed by the Company. Deferred tax assets and liabilities are computed on the basis of timing differences at the Balance Sheet date using the tax rate and tax laws that have been enacted or substantially enacted by the Balance Sheet date. Deferred tax assets are recognized based on management estimates of reasonable certainty that sufficient taxable income will be available against which such deferred tax assets can be realized. Unrecognized deferred tax assets of earlier years are re-assessed and recognized to the extent that it has become reasonably certain that future taxable income will be available against which such deferred tax assets can be realized.

N. PROVISIONS & CONTINGENT LIABILITIES

The Company recognized a provision when there is a present obligation as a result of past event, and a reliable estimate can be made of the amount of the obligation. Provisions are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. The liabilities or obligations, which cannot be crystallized but loom in horizon, are disclosed as contingent liabilities.

O. FOREIGN CURRENCY TRANSACTION

- i. Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction or that approximates the actual rate at the date of the transaction.
- ii. Monetary items denominated in foreign currencies at the year end are restated at year end rates. In case of items which are covered by forward exchange contracts, the difference between the year end rate and rate on the date of the contract is recognized as exchange difference and the premium paid on forward contracts is recognized over the life of the contract.
- iii. Non monetary foreign currency items are carried at cost.
- iv. Any income or expense on account of exchange difference either on settlement or on translation is recognized in the Statement of Profit & Loss except in case of long term liabilities, where they relate to acquisition of fixed assets, in which case they are adjusted to the carrying cost of such assets.

P. RETIREMENT AND EMPLOYEE BENEFITS

- I. Short-term employee benefits are recognized as an expense at the undiscounted amount in the Statement of Profit & Loss of the year in which the related service is rendered.
- II. Post employment and other long term employee benefits are recognized as an expense in the Profit and Loss account for the year in which the employee has rendered services. The expense is recognized at the present value of the amounts payable determined using actuarial valuation techniques. Actuarial gains and losses in respect of post employment and other long term benefits are charged to the Statement of Profit and Loss.

Q. RESEARCH AND DEVELOPMENT

Expenditure on research phase is recognized as an expense when it is incurred. Expenditure on development phase is recognized as an intangible asset if it is likely to generate probable future economic benefits.

R. EARNING PER SHARE

Basic and diluted earnings per share are computed by dividing the net profit attributable to equity shareholders for the year, by the weighted average number of equity shares outstanding at the end of the year. There are no diluted potential equity shares.

FOR SATISH KUMAR GADHDH
Chartered Accountants
Membership No. 009641

CA Satish Kumar Gaddh
Proprietor

Date: 30/05/2022
UDIN: 22009641AMS DNV3839



For ORIENT TRADELINK LTD
For and on Behalf of Board of Directors of
M/s Orient Tradelink Limited

Aushim Khetrapal
Managing Director and CI
DIN - 00060319

Mahesh Kumar Verma
DIRECTOR
Director
DIN - 07892196

Akash
Akash Toshniwal
Company Secretary

Orient Tradelink Ltd.
CIN - L65910GJ1994PLC022833
801 - A , Mahalaya Building ,Behind Fairdeal House,Off: C.G. Road , Swastik Cross Roads,
Navrangpura , Ahmedabad GJ 380009 IN

Notes to Accounts (Forming part of Balance Sheet)

Note No. 1 : Share Capital

Part (a)

(Amount in Lakhs)

Particulars	As at 31/03/2022	As at 31/03/2021
Authorized Share Capital		
60,000,000 Equity Shares (Prev. Year 60,000,000) of Rs 2 Each	1,200.00	1,200.00
	-	-
Issued, Subscribed and Paid Up Capital		
54825000 Equity Shares (Prev. Year 54825000) of Rs 2 Each	1,096.50	1,096.50
Total	1,096.50	1,096.50

Part (b)

Reconciliation of the Shares Outstanding at the beginning and at the end of the year

Equity Shares	Number	Amount
At the beginning of the year	548.25	548.25
Issued during the year	-	-
Outstanding at the end of the year	548.25	548.25

Part (c)

Terms/Rights attached

i Equity Shares

The Company has only one class of Equity shares having a par value of 2/-. Each holder of equity shares is entitled to one vote per share.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Part (d)

Details of Shareholders holding more than 5% Shares in the Company

(Amount in Lakhs)

Name of the Shareholders	As at 31/03/2022	As at 31/03/2021
Equity Shares	Number of Equity Shares	Number of Equity Shares
Aushim Parsotam Khetarpal	71.26	71.26
Davinder Singh Bedi	41.80	41.80
Tejpal Singh	31.87	31.87
Ravinder Kaur Bedi	27.63	27.63
Preference Shares		

Aushim Khetarpal



Note No. 2 : Reserves and Surplus*(Amount in Lakhs)*

Particulars	As at 31/03/2022	As at 31/03/2021
(a) General Reserves		
Opening Balance	(146.42)	(214.41)
Profit and Loss During the Period	58.63	71.85
Transfer during the year		
Closing Balance	(87.80)	(142.57)
allocations and appropriations such as dividend, bonus shares and		
Total	(87.80)	(142.57)

Note No. 3 : Long-Term Borrowings*(Amount in Lakhs)*

Particulars	As at 31/03/2022	As at 31/03/2021
(a) From Related Parties (As per Annexure - 5)	313.27	302.41
(b) Term loans	-	-
(c) from banks	-	-
(d) from other parties	10.00	-
Total	323.27	302.41

Note No. 4 : Trade Payables*(Amount in Lakhs)*

Particulars	As at 31/03/2022	As at 31/03/2021
Total outstanding dues of micro enterprises and small enterprises:		
(a) the principal amount remaining unpaid to any supplier at the end of each accounting year	2,445.46	2,535.04
Total outstanding dues of creditors other than micro enterprises and small enterprises	-	276.67
Total	2,445.46	2,811.71

Note No. 5 : Other current liabilities*(Amount in Lakhs)*

Particulars	As at 31/03/2022	As at 31/03/2021
TDS Payable	65.39	65.52
TCS Payable	0.07	0.07
Salary Payable	31.00	6.96
National Securities Depository Ltd.(NSDL)	-	1.79
Bombay Stock Exchange	-	11.93
(i) Other payables (specify nature).	(35.37)	15.44
Total	61.10	101.71

Note No. 6 : Short-term provisions*(Amount in Lakhs)*

Particulars	As at 31/03/2022	As at 31/03/2021
(a) Provision for Taxation	63.87	20.76
(b) Others (specify nature)		
Total	63.87	20.76




Note No. 8 : Trade Receivables

(Amount in Lakhs)

Particulars	As at 31/03/2022	As at 31/03/2021
(a) Trade Receivables outstanding for a period exceeding six months from the date they are due for payment		
Secured, considered good		
Unsecured, considered good	2.25	952.87
Doubtful less allowances for bad and doubtful debts	-	-
(b) Trade Receivables outstanding for a period not exceeding six months from the date they are due for payment	-	-
Secured, considered good	-	-
Unsecured, considered good	667.39	6.75
Doubtful less allowances for bad and doubtful debts		
Total	669.64	959.62

Note No. 9 : Cash and Cash Equivalents

(Amount in Lakhs)

Particulars	As at 31/03/2022	As at 31/03/2021
(a) Balances with banks	0.19	1.45
(b) Cheques, drafts on hand	-	-
(c) Cash on hand	0.49	0.89
(d) Others (specify nature)		
Total	0.68	2.35

Note No. 10 : Other current assets (specify nature)

(Amount in Lakhs)

Particulars	As at 31/03/2022	As at 31/03/2021
TDS Receivable F.Y. 2019-20	4.33	9.85
TDS Receivable F.Y. 2020-21	1.87	2.25
TDS Receivable F.Y. 2021-22	0.96	-
Income Tax Refund F.Y. 2019-20	-	1.60
Security Deposites - Rental Security	-	0.24
Security Deposites - SEBI	0.15	0.15
Input GST	-	8.21
Other Financial Current Assets (Annexure - 4)	-	1.21
TDS	-	-
Total	7.31	23.50




Note No. 11 : Revenue from Operations

(Amount in Lakhs)

Particulars	As at 31/03/2022	As at 31/03/2021
(a) Sale of products	1,128.80	593.07
Sale of Stock - Religious goods - GST Exempted	4.09	240.29
(b) Sale of services	-	-
Designing Income	-	124.89
Distribution Income	-	25.07
(c) Other operating revenues	1.00	-
Production Cost	-	2.75
Total	1,133.89	986.07

Note No. 12 : Other Income

(Amount in Lakhs)

Particulars	As at 31/03/2022	As at 31/03/2021
Interest Income (in case of a company other than a		
Dividend Income		
Net gain/loss on sale of investments		
Other non-operating income (net of expenses)		
Administrative Cost	-	7.50
Subsidiary Income	0.09	0.08
Reimbursement of Expenses (Income)	26.79	69.24
Set off Balances	92.67	8.93
Total	0.09	0.06
Total	119.64	85.81

Note No. 13 : Change in Inventories

(Amount in Lakhs)

Particulars	As at 31/03/2022	As at 31/03/2021
Finished Goods		
Inventory at the beginning of the year	308.45	214.83
Inventory at the end of the year	388.79	308.45
Increase or Decrease in Inventory	(80.34)	(93.62)
Inventory at the beginning of the Year	308.45	214.83
Inventory at the end of the Year	388.79	308.45

(Handwritten Signature)



Note No. 14 : Employee Benefit Expenses

(Amount in Lakhs)

Particulars	As at 31/03/2022	As at 31/03/2021
Salaries and wages	11.12	29.00
Contribution to provident and other funds	-	-
Expense on Employee Stock Option Scheme	-	-
Staff welfare expenses		0.23
Director's Remuneration	22.89	23.15
Total	34.01	52.39

Note No. 15 : Other Expenses

(Amount in Lakhs)

Particulars	As at 31/03/2022	As at 31/03/2021
Bank Keeping	0.19	-
Bank Expenses	0.36	-
Bank Taxes	4.59	-
Electricity & Water Charges	0.53	-
Printing Expenses	0.97	-
Agency Exchange Expenses	0.00	-
Post Charges	0.40	-
Agency Expenses	0.44	-
Stamp Fee	-	1.40
Bank Charges	0.35	0.28
Promotion & Business Promotion Expenses	-	2.87
Travel & Travelling Expenses	1.71	12.67
Bank of Balances	-	93.85
Printing Charges	0.45	1.08
Administrative Expenses	-	114.36
Advertisement Expenses	0.21	-
Bank Expenses	0.26	-
Bank Charge	0.09	-
Bank Fees	3.34	-
Bank Expenses	0.25	-
Bank Foods	0.01	-
Bank Making Charges	2.37	-
Bank Expenses	3.87	-
Bank Expenses	2.81	-
Bank Charges	0.00	-
Bank Expenses	0.19	-
Banking & Stationery	0.44	-
Bank Fees	10.98	-
Bank Expenses	0.35	-
Bank Expenses	0.46	-
Bank Expenses	1.73	-
Bank Expenses	5.53	-
Bank Fees	0.25	-
Bank Expenses	0.01	-
Bank Expenses	0.39	-
Total	43.53	226.51

Note No. 16 : Basic Earning per Share

(Amount in Lakhs)

Particulars	As at 31/03/2022	As at 31/03/2021

Ranjan Khatwani



ing per share has been computed as under:		
Earnings attributable to equity shareholders	58.63	71.85
Weighted Average of outstanding Equity Shares	548.25	548.25
Basic Earning per share	0.11	0.13

*Ravi Kumar Gaddh**



Note No. 17 : Diluted Earning per Share

(Amount in Lakhs)

Particulars	As at 31/03/2022	As at 31/03/2021
Earning per share has been computed as under:		
(i) Earnings attributable to equity shareholders	58.63	71.85
(ii) Weighted Average of outstanding Equity Shares	548.25	548.25
(iii) Diluted Earning per share	0.11	0.13

*Weighted Average of Outstanding Equity Shares

Particulars	As at 31/03/2022	As at 31/03/2021
Opening no. of shares	548.25	548.25
Weights	1.00	1.00
Allotment made during the year	-	-
Weights	-	-
Weighted Average	548.25	548.25

Satish Kumar Choudhary



Depreciation Chart as per the Companies Act for the year ended 31st March' 2022

Note No. 7 (a)

Date of Purchase/ Put to use	Particulars	Original Cost (Rs)	Dep charged upto 31.03.2021	WDV as on 01.04.2021	Addition During the Year	Disposal/ Adjustment	Life as per AS- 6	Life as per Co. Act, 2013	Useful Life Taken	Life Used till 31/03/2021	Remaining Life	Salvage value	Depreciable amount over whole life	Excess Dep. (Already charged)	Rate of Dep.	Dep for the Year 2021-22	Adjusted with Retained Earning	WDV as on 31st Mar 2022
	Tangible Assets																	
	Computer	5.74	5.67	0.07	-	-	-	-	-	-	-	-	5.74	-	0.00%	-	-	0.07
	Furniture & Fixtures	1.41	1.34	0.07	-	-	-	-	-	-	-	-	1.41	-	0.00%	-	-	0.07
	Ceiling, Fan	0.03	0.02	0.00	-	-	-	-	-	-	-	-	0.03	-	0.00%	-	-	0.00
	Mobiles	0.17	0.17	0.01	-	-	-	-	-	-	-	-	0.17	-	0.00%	-	-	0.01
	Total	7.34	7.19	0.15	-	-	-	-	-	-	-	-	7.34	-	-	-	-	0.15
	Capital Work in Progress																	
	Capital Work in Progress	660.03	-	660.03	-	-	-	-	-	-	-	33.00	627.03	-	0.00%	-	-	660.03
	Total	660.03	-	660.03	-	-	-	-	-	-	-	33.00	627.03	-	-	-	-	660.03
	Intangible Assets																	
	Intangible Assets	1,201.16	0.00	895.66	48.00	0.22	-	-	-	-	-	63.00	1,141.16	-	10.00%	94.38	-	849.06
	Total	1,201.16	0.00	895.66	48.00	0.22	-	-	-	-	-	63.00	1,141.16	-	-	94.38	-	849.06
	Intangible Assets Under Development																	
	Intangible Assets Under Development	1,386.56	-	1,386.56	2.77	-	-	-	-	-	-	69.00	1,317.56	-	0.00%	-	-	1,389.33
	Total	1,386.56	-	1,386.56	2.77	-	-	-	-	-	-	69.00	1,317.56	-	-	-	-	1,389.33
	Total	3,258.09	7.20	2,942.39	50.77	0.22	-	-	-	-	-	165.00	3,093.09	-	-	94.38	-	2,898.56

Note No. 7 (b) : Calculation of Deferred Tax

Dep as per IT Act	150.20
Dep as per Co Act	94.38
Closing DTL	(55.82)
Opening DTL	45.80
Effect to P&L	(16.78)

(Handwritten Signature)

