



Regd. Office: 2 Moonlight Complex, 4th Floor, Opp. Gurukul, Drive In Road,
Ahmedabad, Gujarat-380052. **Tel:** 30025866

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

NOTICE

Notice is hereby given that the 20th Annual General Meeting of **ORIENT TRADELINK LIMITED** will be held on Tuesday 30th September 2014 at 03:30 P.M at the registered office of the company, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2014 and the Profit and Loss Account for the period ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Ms. Anita Khetrpal, who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint Auditor from the conclusion of this Annual General Meeting till Next Annual General Meeting and to fix their remuneration and in this regard pass the necessary resolution with or without modification as Ordinary Resolution.

“RESOLVED THAT M/s Miital Nirbhay & Co., Chartered Accountants, T-11, 3rd Floor, Maruti Plaza, Sanjay Palace, Agra - 282002 as Auditor from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and authorize the Board to fix their remuneration.”

ORIENT TRADELINK LIMITED

CIN: L65910GJ1994PLC022833

Corporate Office: 252-B, Prince Plaza 4th floor, Main Road, Sant Nagar.
East of Kailash, New Delhi-110065.Tel: 011-46563468/67



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SPECIAL BUSINESS:

4. APPOINTMENT OF MR. SUNIL ARORA AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Sunil Arora (DIN 03517899) who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from him proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, to hold office for 5 (five) consecutive years for a term upto the conclusion of the 25th annual general meeting of the company."

5. APPOINTMENT OF MR. GULSHAN KUMAR MEHNDIRATTA AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Gulshan Kumar Mehndiratta (DIN 03517952) who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from him proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, to hold office for 5 (five) consecutive years for a term upto the conclusion of the 25th annual general meeting of the company."

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Date: 05/09/2014
Place: New Delhi

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

Sd/-

Name: Aushim Parshottam Khetarpal

Designation: Managing Director

DIN: 00060319

Address: G-34, Sector-39, NOIDA, Uttar Pradesh-201301

NOTES

- 1. APPOINTMENT OF PROXY: A MEMBER WHO IS ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF /HERSELF AND THE PROXY NEED NOT BE MEMBER OF THE COMPANY. PROXY FORMS SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE MEETING.**

Pursuant to the provisions of Section 105 of Companies Act, 2013, a person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding not more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. Proxies submitted on behalf of limited companies, societies, etc. must be supported by an appropriate board resolution/authority letter, as applicable.

- 2. Corporate Members: Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend and vote at the Annual General Meeting.**
- 3. Members /Proxies are requested to bring their copy of A.G.M Notice to the Meeting.**

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4. The register of members and share transfer books of the company will remain closed from 25th September 2014 to 30th September 2014 (both days inclusive).
5. **Queries of the AGM:** Queries proposed to be raised at the Annual General Meeting may be sent to the Company at its registered office at least 7 days prior to the date of AGM to enable the management to compile the relevant information to reply to the same in the meeting.
6. **Inspection of Documents:** Copies of Memorandum and Article of Association of the Company and all other documents referred to in the notice etc., shall be open for inspection at the registered office of the company on any working days except Saturdays between 11 A.M. To 2 P.M. up to the date of AGM and also at the Annual General meeting venue during the meeting. The Register of Directors' Shareholding, maintained under section 170 of the Companies Act, 2013, shall be available for inspection by the members at the Annual General meeting venue during the meeting.
7. Members /Proxies are requested to produce the enclosed attendance slips duly filled and signed as per the specimen signature recorded with the company for admission to the Meeting Hall.

Members who hold shares in de-materialized form are requested to bring their client ID and DP ID Numbers for easier identification for their attendance at the meeting.
8. **Address Change Intimation:** Members are requested to intimate the change of address immediately to the company. In case their shares are held in dematerialized form, this information should be passed on to their respective Depository Participant without any delay.
9. In all correspondence with the Company, members are requested to quote their account/folio numbers and in case their shares are held in dematerialized form, they must quote their client ID and DP ID Numbers.
10. As mandated under Clause 49 of the Listing Agreement with the Stock Exchanges, brief Profile/ Resume of the Directors seeking appointment/ re-appointment is annexed hereto.

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11. Voting through electronic means In compliance with provisions of Clause 35B of the Listing Agreement as well as Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 20th Annual General Meeting (AGM) by electronic means. User ID and Password including instructions for e-voting are given separately. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently. Further, the Members who have cast their vote electronically shall not be allowed to vote again at a meeting. Members who have not voted electronically can cast their vote at the venue. NSDL will be facilitating services of e-voting to the Members for casting their vote electronically. E-voting shall be open from 22nd September, 2014 10:00 A.M. onwards to 24th September, 2014 till 6:00 P.M.

INFORMATION PURSUANT TO CLAUSE 31 OF THE LISTING AGREEMENT

Name and Addresses of the Stock Exchange at which the Company's shares are listed

1. Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai 400001.

It is hereby confirmed that the Company has paid the Annual Listing Fee to the Bombay Stock Exchange Limited.

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

It is hereby confirmed that the Company has paid the Annual Listing Fee to the Ahmedabad Stock Exchange Limited.

DETAILS OF DIRECTORS SEEKING REAPPOINTMENT AT ANNUAL GENERAL MEETING

Particulars	
Name	Anita Khetarpal
Date of Birth	22/11/1967
Date of Appointment	01/04/2007
Qualification	B. A.

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Particulars	
Name	Sunil Arora
Date of Birth	16/07/1959
Qualification	B. Com
Experience	In the field of Media & Entertainment 8 Years

Particulars	
Name	Gulshan Kumar Mehndiratta
Date of Birth	02/09/1957
Qualification	B.A.
Experience	In the field of Media & Entertainment 9 Years

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

The following statement sets out all material facts relating to all special businesses mentioned in the accompanying notice: -

ITEM NO. 4 APPOINTMENT OF MR. SUNIL ARORA AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement inter alia stipulating the conditions for the appointment of independent directors by a listed company.

It is proposed to appoint Mr. Sunil Arora as Independent Director under Section 149 of the Act and Clause 49 of the Listing Agreement. Mr. Sunil Arora is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has received notice in writing from him along with the deposit of requisite amount under Section 160 of the Act (which will be refunded if the appointment is confirmed) proposing himself for the office of Directors of the Company.

The Company has also received declaration from Mr. Sunil Arora that he meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

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In the opinion of the Board, Mr. Sunil Arora fulfills the conditions for appointment as Independent Director as specified in the Act and the Listing Agreement.

None of the Directors or key managerial personnel of the company or their relatives is concerned or interested in the aforesaid resolution, to the extent of their shareholding in the company, if any. Except Mr. Sunil Arora, Director of the Company.

The Board recommends the resolution as Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Shareholders.

ITEM NO. 5 APPOINTMENT OF MR. GULSHAN KUMAR MEHNDIRATTA AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement inter alia stipulating the conditions for the appointment of independent directors by a listed company.

It is proposed to appoint Mr. Gulshan Kumar Mehndiratta as Independent Director under Section 149 of the Act and Clause 49 of the Listing Agreement. Mr. Gulshan Kumar Mehndiratta is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has received notice in writing from him along with the deposit of requisite amount under Section 160 of the Act (which will be refunded if the appointment is confirmed) proposing himself for the office of Directors of the Company.

The Company has also received declaration from Mr. Gulshan Kumar Mehndiratta that he meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Mr. Gulshan Kumar Mehndiratta fulfills the conditions for appointment as Independent Director as specified in the Act and the Listing Agreement.

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None of the Directors or key managerial personnel of the company or their relatives is concerned or interested in the aforesaid resolution, to the extent of their shareholding in the company, if any. Except Mr. Gulshan Kumar Mehndiratta, Director of the Company.

The Board recommends the resolution as Ordinary Resolution set out at Item No. 5 of the Notice for approval by the Shareholders.

Date: 05/09/2014
Place: New Delhi

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

Sd/-

Name: Aushim Parshottam Khetarpal

Designation: Managing Director

DIN: 00060319

Address: G-34, Sector-39, NOIDA, Uttar Pradesh-201301

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