

ORIENT TRADELINK LIMITED.

REPORT ON CORPORATE GOVERNANCE

MANAGEMENT PERCEPTION ON CORPORATE GOVERNANCE

Your Company conducts its affairs in a fair, transparent and professional manner. The company believes that good Corporate Governance practices enable the Board to direct and control the affairs of the company in an efficient manner. As such, the company steps to put in place the system of Corporate Governance as per the guidelines provided in Clause 49 of the Listing Agreement. Further with the formation of the various committees within the organizations, the company also complies with various provisions of the Companies Act, 1956 as well as SEBI and Stock Exchange requirements. As per the norms prescribed under Listing Agreement being applicable to the company and in compliance to Section 292A of the Companies Act, 1956, the company had partly complied with the code of corporate governance on 31st March, 2012.

BOARD COMPOSITION

Name of the Director	Designation	Type	Executive / Non Executive
Mr. Aushim P. Khetarpal	Chairman And Managing Director	Promoter & Executive Director	Executive
Mr. Harshad C. Shah	Director	Independent Director	Non-Executive
Mr. Anita P. Khetarpal	Director	Promoter & Executive Director	Executive

COMPOSITION OF COMMITTEES

A. AUDIT COMMITTEE

	Name	Type
1	Mr. Harshad C. Shah	Chairman
2	Mr. Aushim P. Khetarpal	Member

B. INVESTOR GRIEVANCE COMMITTEE

	Name	Type
1	Mr. Aushim P. Khetarpal	Chairman
2	Mr. Harshad C. Shah	Member

NO. OF BOARD AND COMMITTEE MEETINGS HELD DURING THE YEAR:

Name of the Committee	No. of Meetings held
Board	6
Audit Committee of Board	4
Investor Grievance Committee	8

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The Committee meets at least once in every quarter and prepare its minutes on the proceedings and business discussed, transacted. All committee Reports and minutes are placed before the Board in all its meetings for information, guidance, directions and taking the same on record.

ESTABLISHMENT OF THE INTERNAL AUDIT SYSTEM

The company has already established the Internal Audit System under the Chairmanship of the Audit Committee. The Managing Director and the Chief Financial Officer of the company both are jointly responsible for giving full accounts to the committee including to carry out any suggestions of the committee. The audit system ensures proper financial control and accounting of the transactions as per the established accounting standards.

FUNCTIONS OF INVESTORS SERVICES COMMITTEE

This Committee looks in to all aspects and business related to Shares and retail investors. The Committee also looks after the Dematerialization process of equity shares.

The Committee is also empowered to keep complete records of Shareholders, Statutory Registers relating to Shares and Securities, maintaining of the complete records of Share Demated, Investors Grievances and complaints received from investors and also from various agencies.

The Committee also take advise and seek legal opinions from advocates to look after the legal cases and problems relating to the investors, shares etc.

The Committee meets every month to approve all the cases of shares demate, transfer, issue of duplicate and resolution of investors complaints, submission of information to various statutory authorities like NSDL/CDSL, SEBI, Stock Exchanges, Registrar of Companies periodically and from time to time.

The company has already signed Tripartite Agreement with NSDL & CDSL for Dematerializing of its Equity Shares. The Equity Shares are now available for Dematerialization by Investors.

Other functions, roles, duties, powers etc. have been clearly defined in line with the Clause 49 of the Listing Agreement and are kept flexible for modification by the Board from time to time.

PASSING OF THE RESOLUTIONS BY POSTAL BALLOT SYSTEM

The Company had not passed any resolution by means of Postal Ballot at the last Annual General Meeting. The Company had during the financial year not passed any resolutions by means of Postal Ballot system.

MANAGEMENT DISCUSSION AND ANALYSIS

(a) PRESENT STRENGTH OF THE COMPANY

The Company is engaged in the business of production, marketing and releasing Movies, Animated Movies, Television Serials, Song Albums etc. It has also establishment a Sports Academy at Noida, Gurgaon or delhi. The Managing Director of the Company, Mr. Aushim Khetarpal is a world renowned artist and is a true follower of Shirdi Sai Baba. The Company has ventured into various

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series of Audio and Visual direction, production, developing and marketing of products and is expected to earn a respectable turnover and profits out of operations.

The company has made extensive efforts in developing of various products used in entertainment activities and media. The company has strong fixed assets base in the form of fixed assets and investment. Once, the market is identified, the management is hopeful of making optimum use of the fixed assets, work in Progress etc. available in the company.

(b) FUTURE OUT LOOK

There is strong buoyancy in the market for Entertainment Industry is Movies, Animated Movies, Television Serials, Song Albums etc. It has also establishment a Sports Academy at Noida, Gurgaon or Delhi By using capabilities of the Strong Team Management of the Company. will find a new market for these industry. Now Company's business operations are going on with a great level of dedication, Company will earn good profit in near Future. There is a bright future for the company.

[c] COMPANY'S ACTION PLAN

Following are whole business operations are going on with a great level of dedication and with the cordial support of all Management team, Artists, financiers, distributors, Media, Bankers, support staff and other team members, we expect a great business toward the Company's stakeholders.

WHILSTEL BLOWER POLICY

A. OVER COMING BARRIERS OF CURRENT OPERATIONS

This system is established under the chairmanship of Shri Aushim P. Khetarpal and he will be further assisted by chief operational officer (COO) and chief financial officer (CFO). The company's operational department ensures whistle blower upon failure / shut down or breaks down of business services supply systems and service utilities of its sports academy and entertainment division. Upon such intimation the company has established the systems for identifying the reasons for failure in continuous supply of business services, find out remedial action and to restore the services within minimum possible time so as to reduce overall business loss as well as the financial losses. In addition the Company has established data back up systems on CDs, DVDs, and is also in the process of hiring the data warehouse for retrieval of the various entertainment contents shoot and recorded on the Digital media. The Company is also planning to hire the Data warehouse center to securely warehouse all important entertainment related contents in digital forms safely.

The CFO blows the whistle upon any possible financial crunch or over/extensive financial liabilities. The short term financial management system ensures overcoming any unforeseen liabilities through overdrafts on deposits or temporary borrowing on Inter Corporate deposits basis. The long term financial planning ensures productive use of long term financial funds. The company as far as possible ensures making separation in usage of short term and long term funds.

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B. POSSIBLE THREATS TO FINANCIAL SYSTEMS

The company operates in a multimedia and entertainment industry wherein the company is required to make heavy financial investment in products, high cost of manpower which are basically in the nature of revenue (Short Term) but the product being generated is of long term usage and can be marketed over the years which generates revenue in years. Further the company also faces threats of possible shortage of short term funds due to non completion of final products or delay in completion of the final products. Any financial problems are being met through short financial borrowing from open market or by way of barter system marketing arrangements.

C. MANAGEMENT'S ACTION PLANS (TO OVERCOME POSSIBLE SYSTEM FAILURES)

These are the areas which are difficult for any management to overcome and control. Even though the company's HRD and technical department ensures performance appraisal of manpower which to some extent help in eliminating this risk.

DISCLOSURES

A) MATERIALLY RELATED PARTY TRANSACTIONS:

Except all the Directors of the Company being relatives of each other, there are no other related party transactions. There are no other Group/ Associate Concerns, Companies under the same management. During the year as there was no commercial business activities, there was no related party transactions within the company. However, Name of the Related Party & description of the relationship are disclosed in the Notes to the Accounts as per AS-18.

B) DETAILS OF NON-COMPLIANCE

Company has complied with penalties imposed on the company or any of its directors by stock exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years.

MEANS OF COMMUNICATIONS

A] ESTABLISHMENT OF INTERNAL MANAGEMENT INFORMATION SYSTEMS

The company has established the Management Information System (MIS) whereby each and every functional department submits their performance reports and any type, nature, description of problems to their Functional heads. The functional heads have autonomy for redressal of problems and HRD problems or functional problems at their own level. Any problems requiring policy decisions are being intimated to Audit Committee for redressal or amendments in the policy and procedures. The progress reports are being regularly on monthly basis intimated to the Audit Committee through the Financial Officer of the company who in turn put the same to Audit Committee meetings. All the Investors' grievances or share department related queries are addressed to the Compliance Officer who in turn put the same before the Investors' Grievances Committee.

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B] INFORMATION SYSTEM BETWEEN COMMITTEES AND THE BOARD

Both Audit Committee and Investors' Grievances Committees receive periodical regular information from the concerned functional heads, after resolutions of all the problems communicate back the same to functional heads for further communications. The progress report and minutes of all meetings held of both the committees are being placed before the Board for information and taking the same on records.

C] INFORMATION SYSTEM BETWEEN THE COMPANY AND INVESTORS

The company is regularly taking on record the unaudited financial results on quarterly basis as per requirements of the Clause 41 of the Listing Agreement. The material information relating to the business of the company are being intimated to the Stock Exchange who in turn publish the same in their daily official bulletin. The Audited Financial Balance Sheet is being dispatched to all shareholders in time at their registered addresses.

STATUTORY COMPLIANCES MADE AND RETURNS ETC. FILED

The company has duly complied with the provisions of the Companies Act 1956, all the provisions of the Listing Agreement. The company has also filed various unaudited Financial Results, Balance Sheets, Income Tax returns and other statutory returns with all the authorities in time. There are no defaults as on date in any such compliances and no legal action of any nature has been taken against the company or its officers / directors.

CODE OF CONDUCT FOR THE BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONS:

The Board shall Lay down a Code of Conduct for all Board members and senior management of the company. None of the Directors or any of the Key managerial persons had done any trading in shares of the Company in the secondary market. Further the company had not made any allotment of shares to any Directors or any of the key managerial personnel during the year. Certificate of Compliance with the Code of Conduct for Board of Directors and Key Management Personnel is given herewith Board of Director Report.

OTHER DETAILS

REGISTERED OFFICE	:	2-3, Moonlight Complex, 4 th Floor Opp: Gurukul, Drive In Road, Ahmedabad Gujarat- 380052
BOOK CLOSURE DATES	:	20/09/2012 To 28/09/2012 (Inclusive of Both Days)
REGISTRAR AND SHARE TRANSFER AGENT	:	Skyline Financial Services Private Limited, D-153 A, 1 st Floor, Okhla Industrial Area, Phase-I, New Delhi-110019

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ISIN NUMBER OF THE COMPANY: INE 025D01013.

FINANCIAL CALENDAR

Unaudited Results for the Quarter :

Ending on 30th June, 2011	:	Last week of July, 2009
Ending on 30th September, 2011	:	Last Week of October, 2009
Ending on 31st December, 2011	:	Last week of January, 2010
Ending on 31st March, 2012	:	Last week of April, 2010

DETAILED PROGRAMME OF THE 16TH ANNUAL GENERAL MEETING

DATE: 29TH SEPTEMBER 2012
DAY: SATURDAY
TIME: 11.00 A.M.
VENUE: **REGISTERED OFFICE OF THE COMPANY AT**
3-5, 4th Floor, Moonlight Complex,
Opp: Gurukul, Drive In Road,
Ahmedabad- 380052.

Listing Details

Equity Shares of the company are listed and traded on
The Stock Exchange, Ahmedabad
The Stock Exchange, Mumbai

Stock Exchange Code ASE Code: 35990 BSE: 531512

MARKET QUOTATIONS:

The Company has now paid listing fees of the Bombay Stock exchange. It has also submitted all documents for quarterly, monthly, annual listing agreement compliance; The Company is now in process of removal of suspension of trading on BSE. The management is hopeful of removal of suspension within very short period. Once the suspension is removed, the company's shares will get liquidity and official trading quotes on stock exchange trading window. However, in the previous year as there was no trading on the stock exchanges, no stock quotes are available from any of the Stock Exchanges.

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SHAREHOLDING PATTERN:

Sr.No.	Category of Shareholders	No. of Shares Held	% of shares held to total Capital of the Company.
(A)	Indian Promoters/ Directors. (All Individuals)	1506800	13.74%
(B)	NON PROMOTERS.		
1	NRIs/FIIs/OCBs	00	00.00%
2	Private Corporate Bodies.	8,82,064	08.04%
3.	Public Individual Shareholders	94,58,200	86.26%
	Total	1,09,65,000	100%

THE PROMOTERS/ DIRECTORS HAVE NOT MORTGAGED/ PLEDGED THEIR SHAREHOLDING.

Distribution Of Shareholding:

DISTRIBUTION OF HOLDINGS AS ON 31/03/2012

Share or Debenture holding of nominal value of		Share/debenture holders		Share/Debenture Amount	
Rs.	Rs.	Number	% to Total Nos. (3)	In Rs.	% to total Amount (5)
(1)		(2)		(4)	
Upto	5000	472	85.05%	19,28,420	01.76%
5001	to 10,000	7	01.26%	5,16,430	00.47%
10,001	to 20,000	10	01.80%	14,99,030	01.37%
20,001	to 30,000	4	00.72	11,00,000	01.00
30,001	to 40,000	NIL	NIL	NIL	NIL
40,001	to 50,000	7	01.26%	33,72,610	03.08%
50,001	to 1,00,000	30	05.41%	2,84,89,800	25.98%
1,00,001	and above	25	04.50%	7,27,43,710	66.34%
Total		555	100%	10,96,50,000	100

DATE : 24th July, 2012
PLACE : Ahmedabad.

On Behalf of the Board of Directors
Of ORIENT TRADELINK LIMITED

SD/-
(Aushim P. Khetarpal)
Chairman And Managing Director

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CERTIFICATE OF COMPLIANCE WITH THE CODE OF CONDUCT FOR BOARD OF DIRECTORS AND KEY MANAGEMENT PERSONNEL

To,
The Members,
Orient Tradelink Limited,
Ahmedabad.

I, Aushim P. Khetarpal, Chairman of the Company, hereby certify that all the Board Members and Senior Management Personnel of the Company have affirmed their compliance with the Code of Conduct in accordance with Clause-49.I.D of the Listing Agreement entered into with Stock Exchange.

As required by Clause 49 of the Listing Agreement, Certificate of Compliance with the Corporate Governance Requirements by the Company issued by Auditors is given as an annexure to the Directors' Report.

We further confirm that during the year, none of the Directors or any of the Key managerial persons had done any trading in shares of the Company in the secondary market. Further the company had not made any allotment of shares to any Directors or any of the key managerial personnel during the year.

The above Report was adopted by the Board at their meeting held on 24/07/2010.

**For and On Behalf of The Board Of Directors
Orient Tradelink Limited**

**Date: 24th July, 2012
Place: AHMEDABAD**

**SD/-
(Aushim P.Khetarpal)
Chairman & Managing Director**

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CERTIFICATION BY CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER OF THE COMPANY

We, Aushim P. Khetarpal Chairman of the Board of Directors and Harshad C. Shah, Chairman of an Audit Committee of Orient Tradelink Limited, do hereby certify that:

(a) We have reviewed the financial statement and the cash flow Statement for the year and to the best of our knowledge and belief;

(i) these statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading.

(ii) these statement together present a true and fair viewm of the Company affairs and are in compliance with existing accounting standards, applicable laws, and regulations.

(b) As per the best of our knowledge and belief, no transactions entered into by Orient Tradelink Limited during the year which are fraudulent, illegal of volatile of the company's Code of Conduct.

(c) We are responsible for establishing and maintaining internal controls for financial reporting in Orient Tradelink Limited and we have evaluated the effectiveness of the internal control system of the company pertaining to financial reporting. We have disclosed to the auditors and Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and steps we have taken or propose to take to rectify these deficiencies.

(d) We have indicated to the auditors and the audit Committee:

(i) Significant changes in internal controls over financial reporting during the year.

(ii) Significant changes in accounting policies during the year and the same have been disclosed in the notes to the financial statements.

(iii) Instance of Significant fraud of which we have become aware and the involvement therein, if any, of the management of an employee having a significant role in the Company internal control system.

(e) We affirm that we have not denied any personal access to the Audit Committee of the Company (in respect of matters involving alleged misconduct, if any.)

(f) We further declare that all Board Members and Senior management have affirmed compliance with the code of conduct for the current year.

Place: Ahmedabad

**For and On Behalf of the Board of Director of
Orient Tradelink Limited**

Date: 24th July, 2012

**SD/-
(Aushim Khetarpal)
Chairman and
Managing Director**

**SD/-
(Harshad C. Shah)
Director & Chairman-Audit
Committee**

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AUDITORS' REPORT ON WITH CORPORATE GOVERNANCE

To
The Members of
Orient Tradelink Limited

We have examined the relevant records for the year ended March 31, 2010 relating to the Compliance with the requirement of corporate Governance as stipulated under clause 49 of the Listing Agreement with the Stock Exchanges.

On the basis of our review and according to the information and explanations given to us by the company, we state that in our opinion and to the best of our knowledge, the Company has complied with the mandatory requirements as contained in the Listing Agreement with the Stock Exchanges and as per Section 292A of the Companies Act 1956.

Date: 24th July, 2012

**For Khese & Associates
Chartered Accountant**

Place: Ahmedabad.

**SD/-
(Umesh Khese)
Proprietor**