

Interlink Petroleum Limited



18TH ANNUAL REPORT 2008-2009

| | | | | |
|---------------------------|---|--------------------------------------------------------------------------------------------|---|-------------------|
| Board of Directors | : | Bikash Chandra Bora | - | Chairman |
| | | Kenneth Gerald Pereira | - | Managing Director |
| | | Vijay Misra | - | Director |
| | | Lee Chye Cheng Adrian | - | Director |
| | | Lai Kai Jin Michael | - | Director |
| | | Arun Agarwal | - | Director |
| Company Secretary | : | Vithaldas D. Talati | | |
| Registered Office | : | "Premal Jyot" 1-B, Sarabhai Colony Gotri Road, , Nr T.B. Hospital, Vadodara - 390021 | | |
| Corporate Office | : | H-20, Sector - 27, Noida - 201 301. Uttar Pradesh | | |
| Bankers | : | HDFC Bank | | |
| Auditors | : | M/s. Shirish Desai & Co. Chartered Accountants Vadodara. | | |

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NOTICE

NOTICE is hereby given that the 18th Annual General Meeting of the Members of Interlink Petroleum Limited will be held on Tuesday, the 1st September, 2009 at 2.00 p.m. at the Auditorium of Vanijya Bhavan, Central Gujarat Chambers of Commerce, Race Course, Vadodara-390007 to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Profit & Loss Account for the year ended 31st March, 2009 and Balance Sheet as of that date together with reports of Directors and the Auditors thereon.
2. To appoint Auditors and to fix their remuneration.

Special Business:

3. To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution.
"RESOLVED THAT Shri Bikash Chandra Bora, who was appointed as an Additional Director of the Company, pursuant to Section 260 of the Companies Act, 1956 and holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice under Section 257 of the Companies Act, 1956, in writing, proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation".
4. To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution.
"RESOLVED THAT Shri Vijay Misra, who was appointed as an Additional Director of the Company, pursuant to Section 260 of the Companies Act, 1956 and holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice under Section 257 of the Companies Act, 1956, in writing, proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation".
5. To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution.
"RESOLVED THAT Mr. Lee Chye Cheng Adrian, who was appointed as an Additional Director of the Company, pursuant to Section 260 of the Companies Act, 1956 and holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice under Section 257 of the Companies Act, 1956, in writing, proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation".
6. To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution.
"RESOLVED THAT Mr. Lai Kai Jin Michael, who was appointed as an Additional Director of the Company, pursuant to Section 260 of the Companies Act, 1956 and holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice under Section 257 of the Companies Act, 1956, in writing, proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation".
7. To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution.
"RESOLVED THAT Mr. Arun Agarwal, who was appointed as an Additional Director of the Company, pursuant to Section 260 of the Companies Act, 1956 and holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice under Section 257 of the Companies Act, 1956, in writing, proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation".
8. To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution.
"RESOLVED THAT Mr. Kenneth Gerald Pereira, who was appointed as an Additional Director of the Company, pursuant to Section 260 of the Companies Act, 1956 and holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice under Section 257 of the Companies Act, 1956, in writing, proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company".
9. To consider and if thought fit and to pass with or without modifications the following resolutions a Special Resolution :
"RESOLVED THAT, pursuant to the provisions of Sections 198, 269, 309, 310, 314 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modifications, or reenactment thereof, for the time being in force), subject to the approval of the Shareholders and the Central Government and such other authorities as may be required, Consent of the Company, be and is hereby accorded for the appointment of Mr. Kenneth Gerald Pereira as the Managing Director of the Company, for a period of 3 years from 04.08.2009 to 03.08.2012 on the terms and conditions including remuneration as are set out in the Agreement entered into between the Company and Mr. Kenneth Gerald Pereira, a copy whereof is placed before the Meeting which is hereby specifically approved with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Remuneration Committee constituted by the Board) to alter and vary the terms and



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conditions of the said appointment and/or remuneration and /or agreement subject to the same not exceeding the limits set out in the said Schedule XIII to the Companies Act, 1956 including any statutory modification or reenactment thereof for the time being in force or as may hereafter be made by the Central Government in the behalf, from time to time or any amendments thereto as may be agreed to by the Board and Mr. Kenneth Gerald Pereira.”.

“FURTHER RESOLVED THAT in the event of inadequacy or absence of profits in any financial year, Mr. Kenneth Gerald Pereira, the Managing Director, be paid remuneration as Minimum Remuneration, subject to the ceiling as prescribed in Section II of Part II of Schedule XIII to the Companies Act, 1956.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

By order of the Board,

Place : Noida
Date : 04.08.2009

V.D.Talati
Company Secretary

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE, INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.
Proxy Form duly completed and signed should be lodged with the Company 48 hours before the commencement of the meeting, in order to be effective.
2. Explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956 in respect of Special Business at Item Nos.03 to 09, is annexed herewith.
3. Register of Members and Share Transfer Register of the Company will remain closed from Saturday, 29th August, 2009 to Tuesday, 1st September, 2009 (both the days inclusive).
4. Information about directors being appointed, as required under clause 49 IV G of the Listing Agreement, is given in the annexure to the Notice.
5. **Members desirous of obtaining any information in respect of Accounts of the Company are requested to write to the Company at least seven days before the date of the meeting.**

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACTS, 1956.

Item No. 3 to 8

With a view to broad base the Board and to avail the expertise, Mr. Bikash Chandra Bora , Mr. Vijay Misra, Mr. Lee Chye Cheng Adrian, Mr. Lai Kai Jin Michael, Mr. Arun Agarwal and Mr. Kenneth Gerald Pereira were appointed as Additional Directors by the Board of Directors, pursuant to Section 260 of the Companies Act, 1956 and Article 137 of Articles of Association of the Company and they hold office of the Directors till the conclusion of this Annual General Meeting of the Company.

The Company has received notices in writing with the requisite deposits from members under Section 257 of the Companies Act, 1956, signifying their intentions to propose for appointment of aforesaid persons as Directors of the Company.

Item No. 3 : Brief Resume and Nature of Expertise:

Mr. Bikash Chandra Bora, aged 68 years, a Graduate in Mechanical Engineering and a fellow of the Institution of Engineers (India), is an Energy Consultant, having more than 45 years of experience in Oil & Gas sector, both within and outside India. He superannuated from ONGC as Chairman & Managing Director in 2001.

Mr. Bora started his career with Oil India Limited, as a Production Engineer in 1962 and rose to become the Chairman and Managing Director of the Company in 1992, a position he held until 1995, when he moved to ONGC as its Chairman and Managing Director and superannuated from that position in 2001. He was actively involved with a number of important Committees and task forces of the Government of India, related to the Hydrocarbon and Energy industries, to help the Government, to decide on various policy issues on Oil & Gas Sector, as well as Public Sector in general. He was also associated with a number of Technical, Social and Sports organizations in the Country as an important office bearer.

He has remained associated with Petroleum Sector by being part time Consultant and Advisor to a number of Companies engaged in the Energy Sector.

Mr. Bora does not hold any Shares or beneficial Interest in any shares of your Company.

Apart from Interlink Petroleum Limited, Mr. Bora holds directorships in following companies.

| Sr. No. | Name of the Company | Designation |
|---------|----------------------------------------|----------------------|
| 1. | Gujarat Gas Company Ltd. | Independent Director |
| 2. | Assam Hydrocarbon and Energy Co. Ltd . | Director |

His Professional Competence and valuable, rich experience in the Oil & Gas Industry, would be of immense benefit to the Company.



The Board recommends his appointment as a Director.

None of the Directors, except Mr. Bikash Chandra Bora, is in any way concerned or interested in the said resolution.

Item No. 4 : Brief Resume and Nature of Expertise :

Mr. Vijay Misra, aged 49 years, did his Graduation, Post Graduation and L.L.B. from Delhi University and MBA from Slovenia, Europe. He is Oil and Gas Consultant, having more than 25 years of experience in upstream Oil & Gas sector. He worked in Oil India Ltd. and ONGC for 17 years. During last 7 years, he is the Country Head of Sapura Group of Company from Malaysia.

Mr. Vijay Misra started his career with Oil India Limited, He worked as Staff Officer to Chairman of Oil India Ltd., and ONGC for last 8 years. He had very rich experience and exposures in the upstream sector of this country.

Mr. Misra is the Promoter Director holding 4,11,900 Equity Shares in your Company.

Apart from Interlink Petroleum Limited, Mr. Misra holds directorships in following companies.

| Sr. No. | Name of the Company | Designation |
|---------|---------------------------------------|-------------|
| 1. | Donipolo Infraconsultant Private Ltd. | Director |
| 2. | Manthan Pharma Private Ltd. | Director |
| 3. | Orchid Oil Private Ltd. | Director |

The Board recommends his appointment as a Director.

None of the Directors, except Mr. Vijay Misra, is in any way concerned or interested in the said resolution.

Item No. 5 : Brief Resume and Nature of Expertise :

Mr. Lee Chye Cheng Adrian, aged 29 years, graduated in University of Strathclyde. He has more than seven years of business experience in the corporate sector, both within and outside India.

He is Director representing – M/s Jit Sun Investments Pte. Ltd., the promoter of the Company.

He has been actively associated with a number of industries related to the Hydrocarbon and Energy Sector and Food & Beverage and Hospitality worldwide.

Mr. Adrian does not hold any Shares or beneficial Interest in any shares of your Company.

Apart from Interlink Petroleum Limited, Mr. Adrian holds directorships in following companies.

| Sr. No. | Name of the Company | Designation |
|---------|------------------------------------------------|-------------|
| 1. | Advance Resources Australia Pty. Ltd. | Director |
| 2. | Interlink Petroleum Pte. Ltd. | Director |
| 3. | Moonshine Investments International Ltd. | Director |
| 4. | Jit Sun Development Pte. Ltd. | Director |
| 5. | Jit Sun Property Management Services Pte. Ltd. | Director |

The Board recommends his appointment as a Director.

None of the Directors, except Mr. Adrian is in any way concerned or interested in the said resolution.

Item No.6 : Brief Resume and Nature of Expertise;

Michael Lai, aged 39 years, graduated from the National University of Singapore with a LL.B. (Hons) in 1994 was called to the Singapore Bar the following year. He possesses rich legal experiences of 14 years in the areas such as Marine Insurance, Shipping and Admiralty Law and handling legal disputes arising out of International Trade and Transport.

Mr. Michael does not hold any shares or beneficial interest in any shares of your Company.

Apart from Interlink Petroleum Ltd., Mr. Michael holds directorship in following companies.

| Sr. No. | Name of the Company | Designation |
|---------|------------------------------------------|-------------|
| 1. | EOC Limited | Director |
| 2. | Select Group Ltd. | Director |
| 3. | Intelli – Media Group (Holdings) Limited | Director |

His valuable and rich experience in the Corporate Sector, would be of immense benefit to the Company.



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The Board recommends his appointment as a Director.

None of the Directors, except Mr. Michael, is in any way concerned or interested in the said resolution.

Item No. 7 : Brief Resume and Nature of Expertise :

Mr. Arun Agarwal, aged 49 years, is a Bachelor of Commerce degree and a Fellow Member of the Institute of Chartered Accountants of India, having more than 25 years of experience in the fields of Accountancy, Audit, Taxation and Finance, Company Law, Corporate Laws and Banking in various Sectors including Banking, Aviation, Oil and Natural Gas.

Mr. Agarwal has started his career as promoter of M/s Arun K Agarwal & Associates, Chartered Accountants in 1983. The firm, where Mr. Agarwal is working as a principal partner is engaged in various professional activities including auditing, consultancy, advisory, merger and acquisition and so on. The firm is the one of the main auditors of ONGC Ltd. and also acted as statutory auditor of NACIL (Air India) and Indian Airlines Ltd. He was appointed as a professional director on the Board of Small Industries Development Bank of India (SIDBI) for the period of 3 years since 2005.

Mr. Agarwal does not hold any Shares or beneficial Interest in any shares of your Company.

Apart from Interlink Petroleum Limited, Mr. Agarwal holds directorships in following companies.

| Sr. No. | Name of the Company | Designation |
|---------|-------------------------------|-------------|
| 1. | Taurus Portfolio Limited. | Director |
| 2. | Shivang Helmets Private Ltd. | Director |
| 3. | Gupta Architects Private Ltd. | Director |
| 4. | Catalyst Media Private Ltd. | Director |

The Board recommends his appointment as a Director.

None of the Directors, except Mr. Arun Agarwal, is in any way concerned or interested in the said resolution.

Item Nos. 8 & 9 : Brief Resume and Nature of Expertise :

Mr. Kenneth Gerald Pereira, aged 52 years, holds a Bachelors degree in Mechanical Engineering with Honors from Bath University, United Kingdom and a Masters degree in Business Administration from Cranfield University, United Kingdom. He has over 28 years of international experience in the Oilfield services sector and technology management.

Mr. Kenneth Gerald Pereira started his career with Schlumberger Overseas S.A., an international oil and gas service Company, as a Field Service Engineer in 1983. In 1990, Mr. Kenneth Gerald Pereira joined Sapura Group of Companies, a Malaysian owned regional oil services company with business primarily in the Oil and Gas, Defense and Communications sector until September 2008. He rose to become the Chief Operating Manager of SapuraCrest Petroleum and was appointed as Director of approximately 50 subsidiary in the SapuraCrest Group.

He is actively involved with a number of Companies offering consulting services to the Oil and Gas industry in general. Mr. Kenneth Gerald Pereira holds 16,24,000 Equity Shares in your Company.

Apart from Interlink Petroleum Limited, Mr. Kenneth Gerald Pereira holds directorships in following companies.

| Sr. No. | Name of the Company | Designation |
|---------|--------------------------------------|-------------|
| 1. | STP Energy Pte. Limited, New Zealand | Director |
| 2. | Hibiscus Energy Ptd. Ltd., Singapore | Director |
| 3. | Hibiscus Ventures Sdn Bhd, Malaysia | Director |

The Board of Directors, at their meeting held on 4th August, 2009, have appointed Mr. Kenneth Gerald Pereira as the Managing Director for a period of 3 years, upon the terms and condition enumerated in the Agreement, subject to the approval of the Shareholders and Central Government, in terms of Section 269 of the Companies Act, 1956.

Accordingly the Company has entered into an Agreement on 7th August, 2009 with Mr. Kenneth Gerald Pereira setting out terms and conditions of his appointment as Managing Director and remuneration payable to him.

The Agreement referred to in the resolution at item no. 9 of the accompanying notice, sets out the remuneration and other terms and conditions applicable to Mr. Kenneth Gerald Pereira upon his appointment as the Managing Director.

The abstract of the terms and conditions of his appointment as containing in the said Agreement are as under :

- 1) Period of Appointment : 3 years with effect from 4th August, 2009.



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2) Remuneration :

- i. As desired by Mr. Kenneth Gerald Pereira, keeping in view the current financial position, the Board has agreed to his request for a Salary of Rs. 1/- (One) per month, with a provision for revision as may be decided by the Board from time to time.
- ii. Commission : Such remuneration by way of commission, in addition to the above salary and perquisites, calculated with reference to the net profits of the Company in a particular financial year and as may be determined by the Board of Directors of the Company, subject to the overall ceilings stipulated under Sections 198 and 309 of the Companies Act, 1956. The specific amount payable to the Managing Director will be based on certain performance criteria to be laid down by the Board and will be payable annually after annual accounts have been adopted by the shareholders.

In addition to the salary and commission, the Managing Director shall be entitled to the following:

- a) Provision of chauffeur driven car for Company's business in India.
- b) Use of Telephone both landline and mobile in India.

- 3) In case the Board decides to revise the aforesaid remuneration during his tenure and in the event of no profit or inadequacy of profits, the Company shall pay the aforesaid remuneration as minimum remuneration as prescribed under Schedule-XIII of the Companies Act, 1956.
- 4) The Managing Director shall be entitled to Annual Privilege leave on full salary for 30 days allowed to be accumulated upto 90 days.
- 5) The Managing Director shall be entitled to
 - i. Reimbursement of entertainment expenses actually and properly incurred by him in the course of legitimate business of the Company and
 - ii. Reimbursement of traveling, hotel & other expenses incurred by him in India and abroad exclusively on the business of the Company;
 in accordance with its rules and regulations, from time to time or as may be approved by the Board of Directors.
- 6) The Managing Director shall exercise and perform such powers and duties as the Board shall from time to time, determine and subject to any directions and restrictions from time to time, given and imposed by the Board and further subject to the superintendence, control and direction of the Board
- 7) The Managing Director shall ensure complete secrecy of all confidential information entrusted to him and shall not use or attempt to use any such information in any manner which may injure or cause loss either directly or indirectly to the Company or its business, other than information which is already public.
- 8) As long as Mr. Kenneth Gerald Pereira functions as the Managing Director, he shall not be liable to retire by rotation. He shall not be paid any sitting fees for attending the Meetings of the Board of Directors or Committee thereof.
- 9) The terms and conditions including the remuneration payable to the Managing Director of the said appointment and/or Agreement may be altered and varied from time to time by the Board as it may, in its discretion, deem fit.
- 10) Notwithstanding anything to the contrary contained therein, the Agreement, at anytime, shall be terminated by either party giving 30 days' notice in writing to that effect, to the other party.

None of the Directors, except Mr. Kenneth Gerald Pereira is concerned or interested in the said resolutions.

Considering his educational qualifications, wide, varied and rich technical experiences coupled with business acumen and managerial abilities possessed, the Board hopes that his association as Managing Director, will immensely benefit the Company in future time to come.

The Board recommends the resolution for adoption.

The Explanatory Statement together with the accompanying Notice shall be treated as an abstract of the terms of agreement and Memorandum of Concern or Interest under Section 302 of the Companies Act, 1956.

The agreement between the Company and Mr. Kenneth Gerald Pereira is available for inspection by the members of the Company at its Registered Office between 3.00 p.m. and 5.00 p.m. on all working day (except Sundays and Holidays), till the date of the Annual General Meeting.

By order of the Board,

Place : Noida

Date : 04.08.2009

V.D.Talati

Company Secretary

Interlink Petroleum Limited



DIRECTORS' REPORT

To,
The Members

Interlink Petroleum Limited

Your Directors have pleasure in presenting for your consideration and approval the Eighteenth Annual Report for the year ended 31st March, 2009.

Financial Performance:

(Rs. in Lacs)

Particulars

| | |
|-----------------------------------------------------------|--|
| Total Income | |
| Gross Profit / (Loss) before Interest, Depreciation & Tax | |
| Interest | |
| Depreciation | |
| Provision for Taxation (Including FBT) | |
| Net Profit / (Loss) | |

| 2008-09 | 2007-08* |
|----------|----------|
| 66.88 | 121.85 |
| (176.15) | (118.76) |
| 3.60 | 2.93 |
| 7.86 | 15.69 |
| 1.81 | 0.72 |
| (189.42) | (138.10) |

* the figures for 2007-08 is for the holding company only as this is the first year of consolidation.

Dividend:

In view of loss during the year, the Board does not recommend payment of any dividend to the Shareholders for the year under review.

Operation in Retrospect & Prospect:

During the year, your Company's control and management underwent a change resulting in a new strategic approach for operations being initiated. The new management, which has adequate expertise and experience in the oil and gas sector, after studying and reviewing various actions already taken in the past in reviving the gas production from the Baola field, decided to revitalize the field with a program to acquire fresh seismic data and drilling of new well(s). This is to afford systematic re-development and also to have the optimum productivity from the field.

Further, the new management, immediately upon takeover, pursued and obtained the mining lease for Modhera oil field, also located in the same Cambay basin as Baola field, the Production Sharing Contract for which was signed by the Company in the year 2001, and took over the field in February 2009. It was also decided to approach the development of the Modhera field systematically by acquiring seismic data and drilling new well(s) after having better understanding of the petroleum system.

Accordingly, action has already been initiated by the Company to acquire seismic data together for both the fields. The seismic data acquisition is expected to be completed during the third quarter of financial year 2009-10. The results of the seismic will enable the Company to locate and drill the planned new well(s) in the fields subsequently.

The production of gas from the Baola field and oil/gas from Modhera field, based on the outcome of the drilling phase, is expected to be started from the financial year 2010-11 and 2011-12 respectively.

During the year, your Company incorporated a wholly owned subsidiary with the name of Interlink Petroleum Pte Ltd., under the laws of Singapore. This was with a view to expand the Company's activities to the international arena through acquisition of overseas oil and gas assets in the future.

Management discussion and analysis :**Overall review :**

The global economic downturn, which started in July 2007, when a loss of confidence by investors in the value of securitized mortgages in the United States resulted in a liquidity crisis that prompted a substantial injection of capital into financial markets by the United States Federal Reserve, Bank of England and the European Central Bank, continued during the financial year 2008-09 also. This resulted in the huge drop in demand for the petroleum and petroleum products resulting in the crash in their prices. The price of crude oil dropped from US\$147 per barrel to US\$35 per barrel. Similarly, the natural gas price also dropped to the level of US\$3.5 per Million BTU from a level of US\$11 per Million BTU. The drop in prices led to a contraction in the exploration and production activity of oil and gas globally with most of the operators deferring their exploration. Oil and Gas prices have since risen to some extent.

Opportunities :

The crash in prices of petroleum gave rise to an opportunity for acquisition of oil and gas assets as many asset owners chose to divest their stakes in exploration and production assets in view of their not being able to fund the activities. Simultaneously, opportunity was also available to bid and acquire exploration blocks offered by the Government of India under the New Exploration Licensing Policy (NELP) VIIth round.

The Company had also submitted a bid for one small sized block in consortium with other companies in the NELP VIIth round and was selected for award of the same. However, keeping in view the credit crunch, the Company decided to



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focus and develop its existing assets viz. Baola and Modhera fields and decided against signing the Production Sharing Contract for the block.

Threats :

The Company's future revenues will depend on the oil and gas prices prevailing in the international market. A similar economic downturn situation resurfacing may severely affect the Company's revenue and hence its activities. However, some part of the threat can be mitigated by resorting to processes such as hedging. Such measures will be suitably undertaken at the appropriate time.

Internal Control Systems :

The Company has already adequate Internal Control Systems in respect of efficiency of operation, financial reporting, compliance with laws and applications etc., which is supplemented by Internal Audit conducted regularly to review the adequacy and effectiveness of Internal Control and to suggest improvement. The Audit Committee regularly reviews the significant observations of the Audit and also meets the Company's Statutory Auditors to obtain their observations on Financial Reports and Controls.

Financial :

The Company is looking into the possibility of raising further finance for development activities either through infusion of equity or from borrowings from suitable strategic partner(s).

Cautionary Statement :

Certain Statements made in the Management Discussion & Analysis may be "Forward-looking statements" within the meaning of applicable securities laws & regulations and actual results may differ materially from those expressed and implied. Factors that could make differences to the Company's operations include competition, price realisations, changes in the Government policies and regulations, tax regimes, economic development within India and other incidental factors.

Acquisition of Management Control by M/s Jit Sun Investments Pte Ltd., Singapore:

During the year, M/s Jit Sun Investments Pte Ltd., Singapore, together with other Individuals /HUF have acquired in aggregate 128,45,900 shares representing 69.77% of the Paid up Capital (1,03,10,000 Equity Shares forming 56% of the Paid up Capital of the Company through preferential Issue of Shares, and another 25,35,900 Equity Shares forming 13.77% of the Paid up Capital from open market through Open offer to the Shareholders of the Company under SEBI (SAST) Regulations). Consequently, have acquired management control of the Company.

M/s. Jit Sun Investments Pte Ltd., Singapore, is financially sound and is keen to integrate its long term interest with the organizational interest of the Company.

Since Government of India continues to lay emphasis on development of Energy Sector, the Company, with the induction of new ownership and management, expects good support from the Government and hopes to improve the performance of the Company in the coming years.

Directors:

Consequent upon the change in management control, new directors were inducted to the Board of the Company. Mr. Bikash Chandra Bora and Mr. Vijay Misra were appointed as Additional Directors with effect from 31st July, 2008. Mr. Lee Chye Cheng Adrian and Mr. Lai Kai Jin Michael were appointed as Additional Directors with effect from 21st August, 2008 and Mr. Arun Agarwal and Mr. Kenneth Gerald Pereira were appointed as Additional Directors with effect from 3rd October, 2008. They hold office till the conclusion of the ensuing Annual General Meeting. Being continue as eligible, they have consented to act as Directors of the Company. A brief note on each of the Directors being appointed, is furnished in the accompanying notice calling the Annual General Meeting, as required under clause 49 IV G of the Listing Agreement.

Considering their expertise, rich technical and business experience and business acumen, the Company would be highly benefited by having them as Directors of the Company.

During the year, Mr. Sajive Nair, Managing Director passed away on 16th November, 2008 after prolonged sickness. M/s Vyatcheslav Gryzin, Vladimir Baiburine and Alexei Kossilov, resigned as Directors whereas Mrs. Shaila Kartha resigned as an Executive Director and Director from 31st July, 2008. Mr. Satish Sondalker and Dr. Vinod Malshe resigned as Director with effect from 13th October, 2008. The Board places on record its sincere appreciation for the contributions made by each of them during their tenure as Director of the Company.

Mr. Kenneth Gerald Pereira is appointed as the Managing Director of the Company for a period of 3 years with effect from 4th August, 2009 and necessary resolution in this regard, is being proposed at the ensuing Annual General Meeting of the Company for the approval of the Members.

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Directors' Responsibility Statement :

Pursuant to the requirement under Section 217 (2AA) of the Companies Act, 1956, with respect to directors' Responsibility Statement, it is hereby confirmed;

- i) that in the preparation of the annual accounts, the applicable accounting standards have been followed;
- ii) that 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 March 31st, 2009 and of the loss of the Company for the year;
- iii) that the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) that the Directors have prepared the annual accounts on a going concern basis.

Corporate Governance:

Your Company has complied with the requirements of clause 49 of the Listing Agreement relating to Corporate Governance in all material respect as applicable, during the year under review.

A report on Corporate Governance, together with a certificate of its compliance, forms part of this report in the enclosed Annexures.

Subsidiary Company:

Your Company, on 16th October, 2008, had incorporated a wholly owned subsidiary namely Interlink Petroleum Pte. Limited, under the laws of Singapore as a limited Private Company with an initial capital of Rs. 68 (SGD 2 Only comprising 2 shares of SGD 1 each).

The Directors and Auditors Reports and Accounts of the Subsidiary Company is annexed to this report along with the statement pursuant to Section 212 of the Companies Act, 1956.

Consolidated Financial Statements

In accordance with Accounting Standard AS-21, the audited consolidated financial statements are provided in the Annual Report.

Public Deposits:

During the year under review, the Company has not accepted any public deposits U/s 58A of the Companies Act 1956.

Auditors, Audit Report and Audited Accounts:

M/s Shirish Desai & Co., Chartered Accountants, retire as Auditors at the conclusion of the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment.

The Auditors' Report read with the notes to the accounts referred to therein, are self-explanatory and therefore, do not call for any further comments.

Statutory Disclosures:

Personnel :

Information under Section 217 (2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975, forms part of this report. However, as per the provisions of Section 219 (1) (b) (iv) of the Companies Act, 1956, the Report and the Accounts is being sent to all shareholders of the Company excluding the aforesaid information. Shareholders interested in obtaining this information may write to the Company Secretary at the Registered Office of the Company.

Conservation of Energy, Technology Absorption And Foreign Exchange Earnings And Outgo:

As required under Section 217 (1) (e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, statement showing particulars with respect to conservation of energy, technology absorption and foreign exchange earnings and outgo, is given in the enclosed Annexures.

Acknowledgements:

Your Directors place on record their sincere appreciation for the continued co-operation and support extended by you to the Company. Your Directors would also like to record their gratitude for the support and co-operation received by your Company from agencies of the Government of India namely, Ministry of Petroleum and Natural Gas, Directorate General of Hydrocarbons and Government of Gujarat. Your Directors also express their sincere appreciation to our dedicated employees for their continuing efforts towards the growth of your Company.

For and on behalf of the Board of Directors,

Place : Noida
Date : 04.08.2009

Bikash Chandra Bora
Chairman



Interlink Petroleum Limited

ANNEXURE

INFORMATION IN ACCORDANCE WITH THE COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988 AND FORMING PART OF THE DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2009.

A. CONSERVATION OF ENERGY :

Form – A

Disclosure of particulars with respect to conservation of energy.

a. Power and Fuel Consumption :

| | Current Year 2008-2009 | Previous Year 2007-2008 |
|-------------------------------------------------|------------------------------|-------------------------------|
| 1. Electricity | | |
| (a) Purchased | | |
| No. of Unit | 13930 | 15295 |
| Total amount (Rs.) | 132335 | 157942 |
| Rate per Unit (Rs.) | 9.50 | 10.33 |
| (b) Own generation | N.A. | N.A. |
| (i) Through diesel generator | | |
| Unit KWH | | |
| Total amount (Rs.) | | |
| Rate per Unit | | |
| (ii) Through steam turbine/generator | N.A. | N.A. |
| Units | | |
| Units per liter of fuel oil/gas | | |
| Cost / Unit | | |
| (c) Wind Electricity Generator | N.A. | N.A. |
| Unit KWH | | |
| Total amount (Rs.) | | |
| Rate per Unit | | |
| 2. Coal (specify quality and where used) | N.A. | N.A. |
| Quantity (tonnes) | | |
| Total Amount. | | |
| Average rate. | | |
| 3. L D O | N.A. | N.A. |
| Quantity (k. ltrs) | | |
| Total Amount. | | |
| 4. Other / (Natural Gas) | N.A. | N.A. |
| Quantity (kg.) | | |
| Total amount (Rs.) | | |
| Rate / Per (kg.) (Rs.) | | |
| 5. HIGH SPEED DIESEL OIL | N.A. | N.A. |
| Quantity (kg.) | | |
| Total amount (Rs.) | | |
| 6. HCR | N.A. | N.A. |
| Quantity (K.Ltrs) | | |
| Total amount (Rs.) | | |

b. Consumption Per Unit Of Production :

| | Current Year 2008-2009 | Previous Year 2007-2008 |
|--------------------------------|------------------------------|-------------------------------|
| Product | N.A. | N.A. |
| Unit | N.A. | N.A. |
| Electricity (units per S.C.M.) | N.A. | N.A. |

B. TECHNOLOGY ABSORPTION :

Research and Development (R&D) :

- Specific areas in which R& D carried out by the Company : Nil
- Benefits derived as a result of the above R&D : N.A.
- Future plan of action : Nil
- Expenditure on R&D : Nil

Technology Absorption, Adaptation and Innovations :

- Effort, in brief, made towards technology Absorption, Adaptation and Innovation : Nil
- Benefits as a result of the above : N.A.
- Information regarding imported technology during last 5 years :
 - Technology imported : No
 - Year of Import : N.A.
 - Has Technology been fully absorbed? : N.A.
 - If not fully absorbed areas where this act not taken place, Reasons thereof and future plans of action. : N.A.

C. FOREIGN EXCHANGE EARNING AND OUTGO :

| | 2008-09 | 2007-08 |
|-------------------------|---------------|---------|
| Foreign Exchange Earned | NIL | NIL |
| Foreign Exchange Used | Rs.52.02 Lacs | NIL |

As per our report of even date.

For Shirish Desai & Co.
Chartered Accountants

Dilip K. Thakkar
Partner
Membership No. 31269

Place : Noida
Date : 25-06-2009

For and on behalf of the Board of Directors,

Kenneth Gerald Pereira
Director

Vijay Misra
Director

V.D.Talati
Company Secretary