



**INTERLINK
PETROLEUM**

Annual Report 2014-15

24th ANNUAL REPORT 2014-2015

CORPORATE INFORMATION

BOARD OF DIRECTORS	:	Vijay Misra	-	Chairman & Managing Director
		Lee Chye Cheng Adrian	-	Director
		Lai Kai Jin Michael	-	Director
		Krishna Kumar Nittala	-	Director
		Bandana Kalita	-	Director
COMPANY SECRETARY	:	Hina Garg		
CHIEF FINANCIAL OFFICER	:	Sushant Raj		
STATUTORY AUDITORS	:	M/s. Shirish Desai & Co. Chartered Accountants, Vadodara		
BANKERS	:	HDFC Bank Ltd., DBS Bank Ltd., Yes Bank Ltd., State Bank of India		
REGISTERED OFFICE	:	211A, 2nd Floor, Triveni Complex, E-10-12, Jawahar Park, Laxmi Nagar, New Delhi – 110092		
CORPORATE OFFICE	:	H-20, Sector 27, Noida, U.P.– 201301		
REGISTRAR & SHARE TRANSFER AGENTS	:	Link Intime India Private Limited 44, Community Centre, Phase-I, Near PVR, Naraina Ind. Area, New Delhi-110028		
SITE LOCATIONS	:	GCS Baola Village : Salajda Tal, Distt: Ahmadabad, Gujrat – 382220 Modhera Block Village : Modhera, Distt: Mehsana, Gujrat – 384212		

CONTENTS

1. Notice	01
2. Directors' Report	14
3. Corporate Governance Report	26
4. Auditors' Report	51
5. Financial Statements	55
6. Proxy Form	77
7. Green Initiative in Corporate Governance	79

INTERLINK PETROLEUM LIMITED

CIN: (L23209DL1991PLC219214)

Registered Office: 211A, 2nd Floor, Triveni Complex, E-10-12, Jawahar Park,
Laxmi Nagar, New Delhi-110092

Website: www.interlinkpetroleum.com

Email: info@interlinkpetroleum.com

Tel No.: +91 120 4325360, +91 11 32228364, Fax No.: +91 120 4327360

NOTICE

NOTICE is hereby given that the **24th Annual General Meeting** of the members of **Interlink Petroleum Limited** ("**the Company**") will be held on Tuesday the 15th September, 2015 at 11:00 AM at Assam Association, Srimanta Sankardeva Bhavan, A-14 B, Qutub Institutional Area, Satsang Vihar Marg, New Delhi-110067 to transact the following Businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31st March 2015 together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Lee Chye Cheng Adrian (DIN: 02242495), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors and in this regard 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 Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Shirish Desai & Co., Chartered Accountants, Vadodara (ICAI Registration NO. 112226W), the retiring Statutory Auditors of the Company, who hold office up to the date of this Annual General Meeting and have confirmed their eligibility to be appointed as Auditors in terms of the provisions of Section 141 of the Act and the relevant Rules and offered themselves for re-appointment, be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS

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

"RESOLVED THAT pursuant to the provisions of section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Bandana Kalita (DIN: 07167882), who was appointed as an Additional Director by the Board of Directors of Company w.e.f. 30th May, 2015 u/sec 161(1) of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and in respect of whom the Company has received a Notice in writing from a member pursuant to the provisions of Section 160 of the Act signifying his intention to propose the candidature of Mrs. Bandana Kalita for the office of Director and who has

submitted a declaration that she meets the criteria for Independence as provided in Section 149(6) of Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office as such upto five years from the date of her appointment i.e. from 30th May, 2015 and whose office shall not, henceforth, be liable to determination for retirement by rotation.”

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

“RESOLVED THAT pursuant to the provisions of section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder, as amended from time to time, read with Schedule IV to the Act, Mr. Lai Kai Jin Michael (DIN: 02247249), a Non-Executive Director of the Company, in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company upto 31st March, 2019.”

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

“RESOLVED THAT pursuant to the provisions of section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder, as amended from time to time, read with Schedule IV to the Act, Mr. Krishna Kumar Nittala (DIN: 02228924), a Non-Executive Director of the Company, in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company upto 31st March, 2019.”

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the said Act, the consent of the Members of the Company be and is hereby accorded to appoint Mr. Vijay Misra (DIN: 00458031) as Managing Director of the Company for a period of three years w.e.f. 1st April, 2015 at the following remuneration and other terms and conditions as considered and approved by Nomination and Remuneration Committee of Directors and Board of Directors of the Company :

Salary

Salary – ₹ 2,20,000/- per month (Two Lac Twenty Thousand only)

Allowance and Perquisites

Provision of car with chauffer for use on Company’s business and telephone, telefax, internet and other communication facilities at his residence, will not be considered as perquisites. Personal long distance telephone calls and use of car for private purpose shall be billed by the Company.

RESOLVED FURTHER THAT gratuity payable as per the Rules of the Company but not exceeding 15 days salary for each completed year of service, encashment of leave at the end of the tenure and Provident Fund will not be included in the computation of Salary to the extent the same are not taxable under the Income-Tax Act, 1961.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any year, during the tenure of his office, the remuneration as set out in the resolution, shall be paid and allowed to Mr. Vijay Misra, as minimum remuneration.”

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to alter, vary and modify any of the terms and conditions of the said re-appointment/ remuneration including salary, allowances and perquisites in accordance with and subject to the limits prescribed in Section 196, 197 and/or Schedule V of the Companies Act, 2013 or any amendment or any statutory modifications or re-enactment thereof, subject to approvals, if any as may be required and as may be agreed between the Board of Directors and Mr. Vijay Misra.”

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

“RESOLVED THAT the Company do take on lease the office space at basement and some part of Ground Floor at H-20, Sector-27, NOIDA-201301 for a period of one year starting from 01st September, 2015 to 31st August, 2016.

RESOLVED FURTHER THAT the rent for the space would be ₹1,00,000/- per month.

RESOLVED FURTHER THAT the Board of directors of the company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

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By order of the Board
For **Interlink Petroleum Limited**

Hina Garg
Company Secretary

Date: 10.08.2015

Registered Office:

211A, 2nd Floor, Triveni Complex, E-10-12,
Jawahar Park, Laxmi Nagar, New Delhi-110092
Tel No.: +91 120 4325360, +91 11 32228364
Fax No.: +91 120 4327360
Email: info@interlinkpetroleum.com
CIN: L23209DL1991PLC219214
Website: www.interlinkpetroleum.com

Notes:

1. Explanatory Statements pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting are annexed hereto.
2. Members are requested to bring their copy of Annual Report to the Meeting.
3. **A MEMBER 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 A MEMBER OF THE COMPANY.** The instrument appointing the proxy in Form MGT-11 annexed hereto, in order to be effective, should reach the registered office of the Company duly completed and signed, not less than 48 hours before the commencement time of the meeting. A person can act as a proxy on behalf of the members not exceeding 50 and holding in aggregate not more than ten percent of the total paid up share capital of the Company. However, a single person may act as a proxy for a member holding more than ten percent of the total voting share capital of the company provided that such person shall not act as a proxy for any other person. Proxies submitted on behalf of the Companies, Societies, etc must be supported by an appropriate resolution / authority as applicable.
4. The Notice of the AGM along with the Annual Report 2014-15 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
5. All alterations made in the Form of Proxy should be duly initialed.
6. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.
7. Particulars of directors proposed to be appointed/re-appointed, as required under the clause 49 of the listing agreement is annexed hereto.
8. Relevant documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Registered Office of the Company at 211A, 2nd Floor, Triveni Complex, E-10-12, Jawahar Park, Laxmi Nagar, New Delhi-110092, on all working days except Saturdays and Sundays during business hours up to the date of the Meeting.
9. The Register of Members and Share Transfer Books of the Company shall remain closed from 10th September, 2015 to 15th September 2015 (both days inclusive).
10. Members holding shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting. Members who hold shares in physical form are requested to bring their folio numbers for easy identification of attendance at the meeting.
11. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.
12. Members are requested to notify immediately change in their address, if any, to their Depository Participants (DPs) in respect of their holdings in electronic form and to the Registrars of the Company i.e. Link Intime India Pvt. Ltd., 44 Community Centre, 2nd Floor, Naraina Industrial Area, Phase-I, Near PVR, Naraina, New Delhi, Delhi, 110028, in case of their shareholding in physical form, by mentioning their folio nos. etc..
13. SEBI vide its Circular No. MRD/Dop/Cir-05/2009 dated 20th May, 2009 has made it mandatory to submit PAN for registration of physical share transfer requests. Members holding shares in electronic form are, therefore, requested to submit a copy of their PAN to their Depository Participants with whom they are

maintaining their Demat Accounts. Members holding shares in physical form can submit their PAN details to the Company / Registrars and Transfer Agents M/s. Link Intime India Private Limited.

14. Members seeking further information about the Accounts/Working of the Company are requested to write to the Company at its registered office, at least 7 days in advance of the meeting, to enable the Directors to keep the information ready. They may also email their queries at **secretarial@interlinkpetroleum.com**.
15. The Company has already joined the Depository System and the ISIN for the equity shares of the Company is INE959G01016. Members holding shares in physical mode are requested to convert their holdings into Dematerialized mode, for easy transferability of shares.
16. Non-Resident Indian Members are requested to inform M/s. Link Intime India Private Limited immediately of any change in their residential status on return to India for permanent settlement.
17. Shareholders are requested to fill-in and sign the attendance slip and hand it over at the entrance of the venue of the meeting.
18. Members holding shares in identical order of names in more than one folio, are requested to write to the Company enclosing their share certificates to consolidate their holdings in one folio.
19. Members are advised to make nomination in respect of their shareholding. Shareholders desirous of making nominations are requested to send their request to the Registrar and Transfer Agent, M/s. Link Intime India Private Limited.
20. To support the 'Green Initiative' in the Corporate Governance taken by the Ministry of Corporate Affairs, to contribute towards greener environment and to receive all documents, notices, including Annual Reports and other communications of the Company, members are requested to register their e-mail addresses with Link Intime India Private Limited if shares are held in physical mode or with their DP, if the holding is in electronic mode. In case a member holding shares in Dematerialized mode, want to obtain the copy of Annual Report in physical mode, he is requested to request the Company or R&TA in writing, for the same.
21. In terms of and 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and clause 35B of the Listing Agreement, the Company is providing its members the facility to exercise their right to vote by electronic means on any or all of the businesses specified in the accompanying Notice. Necessary arrangements have been made by the Company with CDSL to facilitate remote e-voting. The remote E-voting is optional and members shall have the option to vote either through remote e-voting or in person at the Annual General Meeting through ballot or polling paper.

Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 9th September, 2015.

A person, whose name is recorded in the register of member or in the register of beneficial owner maintained by the depositories as on cut-off date i.e. 9th September, 2015 only shall be entitled to avail the facility of remote e-voting/ voting through ballot or polling paper at the Meeting,

The instructions for shareholders voting electronically are as under:

- 1) The voting period begins on Saturday, 12th September, 2015 at 10.00 a.m. and ends on Monday, 14th September, 2015 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 9th September, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- 2) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- 3) The shareholders should log on to the e-voting website **www.evotingindia.com**.
- 4) Click on Shareholders.
- 5) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- 6) Next enter the Image Verification as displayed and Click on Login.
- 7) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- 8) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form 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) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot/ Attendance Slip indicated in the PAN field.
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. 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).

- 9) After entering these details appropriately, click on **“SUBMIT”** tab.
- 10) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- 11) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 12) Click on the **EVSN** for the relevant <Company Name> on which you choose to vote.
- 13) 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.
- 14) Click on the **“RESOLUTIONS FILE LINK”** if you wish to view the entire Resolution details.
- 15) 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.

- 16) Once you **“CONFIRM”** your vote on the resolution, you will not be allowed to modify your vote.
- 17) You can also take out print of the voting done by you by clicking on **“Click here to print”** option on the Voting page.
- 18) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- 19) Note for Non-Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - 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 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.
20. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. may follow the same instructions as mentioned above for e-Voting.
21. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

The Board of Directors of the Company has appointed Ms. Swaralipi Deb Roy, Advocate, (Enrollment No. 884/2010) having address at 1846/10 2nd Floor, Govindpuri Extension, New Delhi – 110 019 as Scrutinizer to scrutinize the poll and remote e-voting process in a fair and transparent manner and she has communicated her willingness to be appointed and will be available for same purpose.

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

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

The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.interlinkpetroleum.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013**ITEM NO. 4**

Pursuant to the recommendations of Nomination and Remuneration Committee of the Board, your Board has at their meeting held on 30th May, 2015 recommended the appointment of Smt. Bandana Kalita as an Independent Director (ID) on the Board of the Company for a term of five (5) consecutive years effective from 30th May, 2015 to 29th May, 2020.

As per Schedule IV of the Companies Act, 2013 and the rules made thereunder ("the Act"), the appointment of IDs shall be approved at the meeting of the members. As per the provisions of Section 149(13) read with explanation to Section 152(6) of the Act, the period of office of IDs will not be liable to determination by retirement of directors by rotation at the AGM.

The Company has received a Notice in writing under the provisions of Section 160 of the Act from a member along with deposit of ₹1,00,000/- proposing the candidature of Smt. Bandana Kalita for the office of ID.

Smt. Bandana Kalita has given her consent and the declaration regarding her independence in terms of the provisions of the Act.

Smt. Bandana Kalita, aged about 57 years, possesses relevant skills and has a vast experience of business, sales, marketing and administration of more than 3 decades.

In the opinion of the Board, she fulfills the conditions specified in the Act for her appointment as Independent Director of the Company.

Your Board considers that the Company will immensely benefit from Smt. Kalita's maturity, experience, knowledge and counsel.

This Statement may also be regarded as a disclosure under clause 49 of the Listing Agreement.

The resolution contained in Item no. 4 of the accompanying Notice, is recommended by the Board, for approval for appointment of Smt. Bandana Kalita as Independent Director on the Board of the Company on the terms and conditions as specified in the draft letter of appointment.

Copy of the draft letter of appointment of Smt. Bandana Kalita setting out the terms and conditions is available for inspection by the members at the registered office of the Company during working hours on any working day till the date of this AGM.

None of the Directors/Key Managerial Personnel of the Company / their relatives except Smt. Bandana Kalita, are, in any way, concerned or interested, in the ordinary resolution set out at Item No. 4 of the Notice.

The Board commends this resolution for your approval.

ITEM NO. 5 & 6

The Company had, pursuant to the provisions of Clause 49 of the Listing Agreements entered into with the Stock Exchanges, appointed Mr. Lai Kai Jin Michael, and Mr. Krishna Kumar as Independent Directors, in compliance with the requirements of the said Clause.

Pursuant to the provisions of Section 149 of the Act, which came into effect from 1st April 2014, every listed public company is required to have at least one-third of the total number of directors as Independent Directors. Further, an Independent Director shall hold office for a term upto five consecutive years on the Board of a company and is not liable to retire by rotation.

The matter regarding appointment of the above Directors as Independent Directors was placed before the Nomination and Remuneration Committee and the Board, which recommended their appointment.