

26TH ANNUAL REPORT

2016-2017

CORPORATE INFORMATION

BOARD OF DIRECTORS	:	Vijay Misra Lee Chye Cheng Adrian Lai Kai Jin Michael Krishna Kumar Nittala	- Chairman & Managing Director - Director - Director - Director
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	:	105, 1st Floor, 389-A, South Ex Plaza-1 Masjid Moth, South Extn. Part-II, New Delhi - 110049	
REGISTRAR & SHARE TRANSFER AGENTS	:	Link Intime India Private Limited 44, Community Centre, Phase-I, Near PVR, Naraina Ind. Area, New Delhi-110028	

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NOTICE

NOTICE is hereby given that the **26th Annual General Meeting** of the members of **Interlink Petroleum Limited ("the Company")** will be held on Friday the 29th September, 2017 at 10:00 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 2017 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 recommendations of the Audit Committee of the Board of Directors of the Company and in terms of the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force, M/s Santosh Gupta & Co., Chartered Accountants, Faridabad (ICAI Firm Registration No. 009713N), be and are hereby appointed as the Auditors of the Company, in place of the retiring Auditors, M/s Shirish Desai & Co., Chartered Accountants, Vadodara (ICAI Registration NO. 112226W), to hold office from the conclusion of this Annual General Meeting until the conclusion of the Thirty First Annual General Meeting of the Company to be held in the year 2022, subject to ratification of their appointment by the Members of the Company, if required, at every Annual General Meeting."

"FURTHER RESOLVED THAT the Audit Committee of the Board of Directors of the Company be and is hereby authorized to determine the remuneration and reimbursement of out of pocket expenses, as may be payable to the Auditors."

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

Vijay Misra
Chairman & Managing Director

Place : New Delhi
Date : 04.09.2017

Registered Office:

105 First Floor, South Ex Plaza I, 389A Masjid Moth,
South Extension Part II, New Delhi – 110049
Phone +91 011 40529067, Fax: +91 011 40529067
Email: secretarial@interlinkpetroleum.com
CIN: L23209DL1991PLC219214
Website: www.interlinkpetroleum.com

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/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.
2. Members are requested to bring their copy of Annual Report to the Meeting.
3. The Notice of the AGM along with the Annual Report 2016-17 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.
4. All alterations made in the Form of Proxy should be duly initialed.
5. 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.
6. Particulars of directors proposed to be re-appointed, as required under the Listing Regulations is annexed hereto.
7. Relevant documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Registered Office of the Company at 105, First Floor, South Ex Plaza I, 389A Masjid Moth, South Extension Part II, New Delhi-110049, on all working days except Saturdays and Sundays during business hours up to the date of the Meeting.
8. The Register of Members and Share Transfer Books of the Company shall remain closed from 23rd September, 2017 to 29th September 2017 (both days inclusive).
9. 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.
10. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.
11. 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, 110028, in case of their shareholding in physical form, by mentioning their folio nos. etc..
12. 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.
13. 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.
14. 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.
15. Shareholders are requested to fill-in and sign the attendance slip and hand it over at the entrance of the venue of the meeting.
16. 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.



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17. 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.
18. 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.
19. 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 44 of the Listing Regulations, 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. 22nd September, 2017.

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. 22nd September, 2017 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:

- (i) The voting period begins on **Tuesday, September 26, 2017 at 10.00 A.M. and ends on Thursday, September, 28, 2017 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 (record date) of **September, 22, 2017**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date may also attend the meeting but would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the the first two letters of their name and the 8 digits of the sequence number in the PAN field.

	<ul style="list-style-type: none"> In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 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. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the **Interlink Petroleum Limited** on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xviii) 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.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) 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 linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.



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- (i) 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. **September, 22, 2017** may follow the same instructions as mentioned above for e-Voting.
- (ii) 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. Ms. Swaralipi Deb Roy has communicated her willingness for appointment and availability 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, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting, 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 48 hours 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 and simultaneously be forwarded to the Stock Exchanges.

ANNEXURE TO NOTICE

DISCLOSURE PURSUANT TO THE PROVISIONS OF THE LISTING REGULATIONS IN CASE OF THE APPOINTMENT/REAPPOINTMENT OF THE DIRECTORS IS AS FOLLOWS:

Name	Mr. Lee Chye Cheng Adrian
Date of Birth	10 th August 1980
Qualifications	Bachelor of Finance
Nature of Expertise	Financial Services, Energy, Food and Beverages & Hospitality
Name of other Companies in which he holds Directorships	No company in India
Name of the committees of Companies in which he holds memberships	1. Interlink Petroleum Limited Ltd <ul style="list-style-type: none">• Audit Committee• Nomination and Remuneration Committee• Stakeholders' Relationship Committee
Shareholding in the Company held in own name	NIL

DIRECTORS' REPORT

Dear Members,

The Directors of the Company presents the Company's Twenty Sixth (26th) Annual Report of the Company, along with Audited Financial Statements for the financial year ended 31st March, 2017.

FINANCIAL PERFORMANCE

(Amount in ₹)

Particulars	2016-17	2015-16
Gross Revenue	95,82,461	1,66,29,439
Gross Profit/ (Loss) before Interest, Dep. & Tax	6,08,131	34,82,284
Less: Interest and other finance cost	(77,24,123)	40,08,040
Depreciation	95,07,025	38,70,272
Profit/(Loss) before Tax & Exceptional Items	(11,74,771)	(43,96,028)
Less: Exceptional Items	14,93,41,934	9,48,18,432
Profit/(Loss) before Tax	(15,05,16,705)	(9,92,14,460)
Less: Provision for Taxation	Nil	Nil
Profit/ (Loss) after Tax	(15,05,16,705)	(9,92,14,460)
Other Comprehensive income	Nil	Nil
Total Comprehensive income	(15,05,16,705)	(9,92,14,460)
Add: Surplus B/F from last year	(1,07,54,59,827)	(97,62,45,367)
Amount available for appropriations	(1,22,59,76,532)	(1,07,54,59,827)
Appropriations	Nil	Nil
Amount carried to Balance Sheet	(1,22,59,76,532)	(1,07,54,59,827)

OPERATIONAL PERFORMANCE

During the year, the Company could not carry any business due to transfer of oilfields except some consultancy business.

DIVIDEND

In view of losses incurred during the financial year, the Board does not recommend any dividend for the year under review.

SHARE CAPITAL

The paid up Share Capital of the Company as on 31st March, 2017 was Rs. 24,92,12,000 (Rs. Twenty Four Crores Ninety Two Lacs Twelve Thousands only). During the year under review, the Company has neither issued shares with differential voting rights nor granted stock options nor sweat equity. As on 31st March, 2017, the Company had no outstanding convertible instruments.

RESERVE

No amount has been transferred to any of the reserve during the year under review.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the year under review following changes took place in the Board of Directors of the Company and Key Managerial personnel:

1. Mrs. Bandana Kalita (DIN 07167882) an independent woman Director of the Company resigned w.e.f. 09.08.2016.
2. Mr. Sushant Raj, Chief Financial Officer of the Company resigned w.e.f. 09.08.2016.
3. Ms. Hina Garg (M.No. 036660), Company Secretary of the Company resigned w.e.f. 09.08.2016

During the year under report, the composition of the Company's Board was not in accordance with the applicable provisions of the Companies Act, 2013, and Listing Regulations, since the Company had no Woman Director. Your Company had Four (4) Directors consisting of Two (2) Independent Directors out of which, one (1) Non-Executive Promoter Director, and one (1) Managing Director.

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Mr. Vijay Misra (DIN 00458031) was appointed as Managing Director of the Company and is key Managerial personnel of the Company.

Mr. Lee Chye Cheng Adrian (DIN: 02242495), Director retires by rotation and being eligible, offers himself for reappointment.

Independent Directors have given declarations that they meet the criteria of independence as laid down under section 149(6) of the Companies Act, 2013 and Listing Regulations.

NUMBER OF BOARD MEETING

The Board of Directors met 5 (five) times during the year, the details of which are provided in the Corporate Governance Report.

BOARD LEVEL PERFORMANCE EVALUATION

The Board of Directors has carried out an annual evaluation of its own performance, its committees and individual directors pursuant to the provisions of the Companies Act, 2013 and the Listing Regulations. The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, contribution towards development of the strategy etc. The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

The Board in consultation with Nomination and Remuneration Committee ("NRC") reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and committee meetings like preparedness on the issues to be discussed, contribution at the meetings and otherwise, independent judgment, etc.

In a separate meeting of independent Directors, performance of non-independent directors, performance of the board was evaluated. The same was discussed in the board meeting that followed the meeting of the independent Directors, at which the performance of the Board, its committees and individual directors was also discussed.

INDEPENDENT DIRECTORS' DECLARATION

The Independent Directors have filed their declaration with the Company affirming that they meet the criteria of Independence mentioned u/s 149(6) of the Companies Act, 2013.

COMPANY'S POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION INCLUDING CRITERIA FOR DETERMINING QUALIFICATION, ATTRIBUTES, INDEPENDENCE, ETC.

The Nomination and Remuneration Committee identifies the persons of integrity who possess relevant expertise, experience, leadership qualities, qualification, attributes, independence and other matters required for the position of directors provided u/s 178(3).

REMUNERATION POLICY

The Company follows a policy on remuneration of Directors and Senior Management Employees, details of the same are given in the Corporate Governance Report.

AUDIT COMMITTEE

The Audit Committee of the Company was constituted in line with the provisions of the Companies Act, 2013 & Listing Regulations.

The Audit Committee as on 31st March, 2017 comprises three Non-Executive Directors, Mr. Lee Chye Cheng Adrian, promoter director and two Independent Directors namely Mr. Krishna Kumar Nitatala and Mr. Lai Kai Jin (Chairman of the Committee). All three members of Committee have adequate financial & accounting knowledge and background.

CORPORATE SOCIAL RESPONSIBILITY

Since the Company had no profit from operations, the Company has neither devised nor implemented any program towards social responsibility. The provisions of section 135 of the Act relating to Corporate Social Responsibility do not apply to the Company since none of the criteria mentioned in the said section is attracted.

PARTICULARS OF EMPLOYEES

During the year under report the Company had no employee on its roll and accordingly no information was required to be given pursuant to the provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

PARTICULARS PURSUANT TO SECTION 197(12) AND THE RELEVANT RULES

In accordance with the provisions of Section 197(12) of the Companies Act, 2013 and Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the names and other particulars of employees are as follows:

- (i) the ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the year 2016-17: Not applicable since the Company had no employee on its roll.
- (ii) the percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary in the financial year: Not Applicable
- (iii) the percentage increase in the median remuneration of employees in the financial year: Not Applicable
- (iv) the number of permanent employees on the rolls of Company: Nil as on 31st March, 2017.
- (v) average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:
Not Applicable
- (vi) Affirm that the remuneration, if any, is as per the Remuneration Policy of the Company: Yes

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

In view of no business activities the Company has no particulars for disclosure under Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo as required under Section 134(3) (m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

During the year under review, the Company has not made any loans, guarantees and investments which are governed by the provisions of section 186 of the Companies Act, 2013.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

There is no materially significant related party transaction made by the Company with Promoters, Directors, Key Managerial Personnel or other related parties which may have a potential conflict with the interest of the Company at large.

All related party transactions for the year are placed before the Audit Committee as well as before the Board for approval. The transactions entered into with related parties are reviewed on a quarterly basis by the Audit committee. The policy on Related Party Transactions as approved by the Audit Committee and Board is uploaded on the Company's website.

The particulars of contracts or arrangements with related parties referred to in Section 188(1), in prescribed in Form AOC-2, is appended as **Annexure I**

MANAGEMENT DISCUSSION AND ANALYSIS REPORT AND CORPORATE GOVERNANCE

Management Discussion Analysis and Corporate Governance Report as stipulated under Listing Regulations forms part of the Annual Report and are referred to As **Annexure III and IV** respectively.

EXTRACT OF ANNUAL RETURN

Extract of the Annual Return in Form MGT-9 is annexed herewith as **Annexure-V** to this Report.

VIGIL MECHANISM

The Company has framed a Whistle Blower Policy to deal with instances of fraud and mismanagement, if any. The details of the Policy are given in the Corporate Governance Report and the Policy is posted on the Company's website.

FIXED DEPOSITS

During the year under review your Company has not accepted any fixed deposits and there were no unclaimed deposit or interest thereon as on 31st March, 2017.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

No material changes has been taken place affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report.

THE DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

There are no significant and material orders passed by the Regulators/Courts which would impact the going concern status of the Company. A winding up petition u/sec. 433 of Companies Act, 1956 filed against the Company is pending in the Delhi High Court.

COMPANIES WHICH HAVE BECOME OR CEASED TO BE SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES

No Company has become or ceased to be subsidiary, joint venture or associate company during the year under review.

INTERNAL FINANCIAL CONTROL

Your Company has adequate system of internal controls to ensure that all the assets are safeguarded and are productive. Necessary checks and controls are in place to ensure that transactions are properly verified, adequately authorized and correctly recorded and properly reported. The Audit Committee regularly reviews these measures and actions.

RISK MANAGEMENT

In line with the regulatory requirements, the Company has framed a Risk Management Policy to identify risk areas and procedure to mitigate the risks. A detailed exercise is being carried out at regular intervals to identify, evaluate, manage and monitor all business risks. The Board periodically reviews the risks and suggests steps to be taken to control and mitigate the same through a properly defined framework.

DETAILS OF NUMBER OF CASES FILED, IF ANY, AND THEIR DISPOSAL IN TERMS OF SECTION 22 OF THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

No case of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 was filed.

SECRETARIAL AUDIT

M/s. KJ & Associates, Company Secretaries in Practice, have been appointed by the Company as Secretarial Auditor to undertake Secretarial Audit of the Company, pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, The Secretarial Audit Report is annexed herewith as **Annexure-II**.

As regards observations in the Secretarial Audit Report due to severe financial conditions the Company had not been able to comply with certain provisions of the law. The Company will make necessary compliance once the financial conditions permit the same.