

THE INDIAN LINK CHAIN MANUFACTURERS LIMITED

**ANNUAL REPORT
2011-2012**

DIRECTORS

Rajesh Poddar
Anil Thard
P. K. Nevatia (Managing Director)

BANKERS

Central Bank of India

AUDITORS

M/s. M. L. Bhuwania & Co.
(Chartered Accountants)
F-11, 3rd Floor, Manek Mahal,
90, Veer Nariman Road, Churchgate,
Mumbai - 400 020.

REGISTERED OFFICE

59, Sonawala Building,
2nd Floor, Mumbai Samachar Marg,
Fort, Mumbai - 400 023.

SHARE HOLDER INFORMATION

ANNUAL GENERAL MEETING
18th SEPTEMBER 2012 AT 4.30 PM AT
NATIONAL SPORTS CLUB OF INDIA,
ROOM NO 5A,
LALA LAJPAT RAI MARG,
WORLI, MUMBAI

BOOK CLOSURE DATES
17th September, 2012
TO
19th September, 2012

FOR SHARE TRANSFER, TRANSMISSION, CHANGE OF ADDRESS, DUPLICATE/MISSING SHARE CERTIFICATE AND ANY OTHER ASSISTANCE PLEASE CONTACT REGISTRAR AND TRANSFER AGENT M/ S. UNIVERSAL CAPITAL SECURITIES PVT. LTD., 25 SHAKIL NIWAS, OPP. SATYA SAIBABA TEMPLES, MAHAKALI CAVES ROAD, ANDHERI (E), MUMBAI - 400 093 TELEPHONE NO. 28366620. SHARES CAN BE DEMATERIALISED WITH CDSL. THE CODE ALLOTTED TO THE COMPANY IS ISIN INE 359 D 01016.

THE INDIAN LINK CHAIN MFRS. LTD.

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 54th ANNUAL GENERAL MEETING OF THE INDIAN LINK CHAIN MFRS. LIMITED WILL BE HELD ON 18th SEPTEMBER 2012 AT 4.30 PM AT NATIONAL SPORTS CLUB OF INDIA, ROOM NO 5A, LALA LAJPAT RAI MARG, WORLI, MUMBAI.

TO TRANSACT THE FOLLOWING BUSINESS:

1. To consider and adopt Balance Sheet as at 31st March 2012, Profit & Loss Account for the year ended on that date and report of the Board of Directors and auditors thereon.
2. To consider and if thought fit to pass with or without modification(s) as ORDINARY RESOLUTION the following :
 - a) "RESOLVED THAT Shri Rajesh Poddar, who was appointed as an Additional Director holding office upto the date of this Annual General Meeting of the Company, and is eligible for reappointment and in respect of whom the Company has received a notice in writing from a member under the provisions of section 257 of the Companies Act, 1956 proposing his candidature for the office of a Director is hereby appointed as a Director.
 - b) "RESOLVED THAT Shri Anil Thard, who was appointed as an Additional Director holding office upto the date of this Annual General Meeting of the Company, and is eligible for reappointment and in respect of whom the Company has received a notice in writing from a member under the provisions of section 257 of the Companies Act, 1956 proposing his candidature for the office of a Director is hereby appointed as a Director.
3. To appoint Auditors of the company for the period commencing from this meeting till the conclusion of the next Annual Meeting of the Company.

NOTES :

- a) A member entitled to attend and vote is entitled to appoint a proxy, to attend and on poll, to vote instead of himself and a proxy need not be a member.
- b) The Register of Members and the Share Transfer Books of the Company will remain closed from 17th September 2012 to 19th September 2012. Both days inclusive.
- c) Shri Rajesh Radheshyam Poddar was appointed on 2nd October, 2011 as Additional Director. Pursuant to the provisions of section 260 of the Companies Act, 1956, Shri Rajesh Radheshyam Poddar will hold office upto the date of the forthcoming Annual General Meeting. The Company has received a notice in writing from a member under the provisions of Section 257 of the Companies ACT, 1956, proposing the candidature of Shri Rajesh Radheshyam Poddar for the office of a Director. Except Shri Rajesh Radheshyam Poddar none of the Directors is concerned or interested in the Resolution.
- d) Shri Anil Kumar Bishwanath Thard was appointed on 7th November, 2011 as Additional Director. Pursuant to the provisions of section 260 of the Companies Act, 1956, Shri Anil Kumar Bishwanath Thard will hold office upto the date of the forthcoming Annual General Meeting. The Company has received a notice in writing from a member under the provisions of Section 257 of the Companies ACT, 1956, proposing the candidature of Shri Anil Kumar Bishwanath Thard for the office of a Director. Except Shri Anil Kumar Bishwanath Thard none of the Directors is concerned or interested in the Resolution

For THE INDIAN LINK CHAIN MFRS LTD.

Place: Mumbai

Dated: 25th May, 2012

P. K. NEVATIA
MANAGING DIRECTOR

DIRECTORS' REPORT

Shareholders,

Your Directors present the Annual Report and Audited Accounts for the year ended on 31st March 2012.

1. At the outset the Directors regret to report passing away of Shri S.V. Muzumdar, a Director who joined the Board on 01.09.1966. He passed away on 3rd May 2012. The Directors express deep sorrow on his passing away and record the appreciation of the directions, advice and guidance to the Company.
2. Shri Rajesh Poddar and Shri Anil Thard were appointed as additional Directors during the year and therefore retire on the day of the Annual General Meeting. Being eligible they offer themselves for being appointed as Directors. The Directors recommend their re-appointment.
3. The financial results show a small surplus of Rs.5.94 Lacs for the year. During the year the Company started trading but due to market conditions the margins and volume were low. This may improve during the current year.
4. A MOU was entered into for sale of Residential property at MIDC Tarapur. Permission from MIDC is received during the current year and the final Assignment of lease is expected to be signed shortly.
5. As reported in the Accounts a demand for escaped customs duty of Rs.75.50 Lacs was raised for import of sulphur for earlier years against a show cause notice issued in earlier. An appeal has been filed against the order before the Commissioner of Customs, Alibagh. Part provision for the demand was made in earlier year.
6. As required under Section 383A of the Companies Act a certificate of compliance with the provision of the Act from a Secretary in whole time practice is attached herewith.
7. M/s. M.L. Bhuwania & Co., Chartered Accountants, Auditors of the Company, retire, but are eligible for re-appointment and have furnished to the Company Certificate for their eligibility, for their re-appointment. The Directors recommend their reappointment for the year 2012-13 as Auditors of the Company.
8. Observations made by the Auditors in their report are self explanatory.

Place: Mumbai

Dated: 25th May, 2012

Shri P. K. Nevatia
(Managing Director)

Shri Rajesh Poddar
(Director)

SHIV HARI JALAN
B.COM., F.C.A., A.C.S.
COMPANY SECRETARY
104, MAHAVIR BUILDING,
44/46, POPATWADI LANE,
KALBADEVI, MUMBAI-2.

COMPLIANCE CERTIFICATE

U/S 383 A of the companies Act, 1956 & Rule 3 of the companies (compliance certificate) Rules, 2001.

Registration No.: 11-009882
Nominal capital: Rs.100 Lacs

To,
The Members,
THE INDIAN LINK CHAIN MANUFACTURES LIMITED
59, Sonawala Building, 2nd Floor,
Mumbai Samachar Marg,
Mumbai - 400023.

I have examined the registers, records, books and papers of THE INDIAN LINK CHAIN MANUFACTURES LIMITED (Registration No.: 11-009882) (the company) as required to be maintained under the companies Act, 1956. (THE ACT) and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31.03.2012. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I certify that in the respect of the aforesaid financial year:

1. The company has kept and maintained all registers as stated in Annexure "A" to this certificate, as per the provisions and the rules made there under and all entries therein have been duly recorded.
2. The company has duly filed the forms & returns as stated in Annexure "B" to this certificate, with the Registrar of companies, Regional Director, Central Government, Company law Board or other authorities within the time prescribed under the Act and the rules made there under
3. The company is a Public Limited company and hence comments are not required.
4. The board of Directors duly met Seven times on 31.05.2011, 04.07.2011, 21.07.2011, 02.10.2011, 07.11.2011, 27.01.2012 & 27.03.2012 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed including the Minutes Book maintained for the purpose.
5. The company closed its Register of members from 28.09.2011 to 30.09.2011.
6. The Annual General Meeting for the financial year ended on 31.03.2011 was held on 30.09.2011 after giving due notice to the members of the company and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose.
7. No extra ordinary general meeting was held during the financial year.
8. The company has not advanced any loan to its Directors and/or persons firms or companies referred in Section 295 of the Act.
9. The company has duly complied with the provisions of section 297 of the Act in respect of contracts specified in that section.
10. The company has made necessary entries in the register maintained under Section 301 of the Act.
11. There were no instances falling within the purview of Section 314 of the Act.
12. The company has not issued any duplicate share certificates during the financial year under review.
13. The company has:
 - (i) Delivered all the certificates on lodgment thereof for transfer/transmission or any other purpose in accordance with the provisions of the Act.
 - (ii) Not deposited any amount in a separate bank Account as no dividend was declared during the financial year.
 - (iii) Not posted Warrants for Dividends to any members of the company as no dividend was declared during the financial year.

THE INDIAN LINK CHAIN MFRS. LTD.

- (iv) No Transaction Necessitating to transfer the amounts in unpaid dividend account, applications money due for refund, matured deposits, matured debentures and the interest accrued thereon, which have remained unclaimed or unpaid for a period of seven years to Investor Education and Protection Fund.
- (v) Duly complied with the requirements of section 217 of the Act.
14. The board of Directors of the company is duly constituted and the appointments of directors, additional directors, alternate directors and directors to fill casual vacancies have been duly made.
 15. The appointment of Managing Director has been made in compliance with the provisions of section 269 read with schedule XIII to the Act and no approval is required to be obtained from the Central Government, in terms of schedule XIII
 16. The company has not appointed any sole-selling Agent during the financial year.
 17. The company was not required to obtain any approvals of the Central Government, Company Law Board /Regional Director/ Registrar and/or such other authorities prescribed under the various provisions of the Act during the financial year.
 18. The directors have disclosed their interest in other firms/ companies to the Board of Directors pursuant to the provision of the Act and the rules made there under.
 19. The company has not issued any shares, debentures or other securities during the financial year.
 20. The company has not bought back any shares during the financial year.
 21. The company has not redeemed any preference shares / debentures, during the financial year.
 22. There was no transaction necessitating to keep in abeyance rights to dividend / rights shares and bonus shares pending registration of transfer of shares.
 23. The company has not invited or accepted any Deposits including any unsecured loans falling within the purview of section 58A of the Act read with companies (Acceptance of Deposit) Rules 1975, during the financial year under review form public.
 24. The company has not made any borrowings during the financial year ended 31.03.2012.
 25. The company has not made any loans and investments or given guarantees or provided securities to other bodies corporate and consequently no entries have been made in the register kept for the purpose. However the company has obtained consent of shareholders through postal ballot for inter-corporate fixed deposits made in the financial year 2010-2011 in excess of limits prescribed u/s 372A of the Act vide postal ballot result announced on 16.08.2011.
 26. The company has not altered the provisions of the memorandum with respect to situation of the company's registered office from one state to another during the year under scrutiny.
 27. The company has not altered the provisions of the memorandum with respect to the object of the company during the year under scrutiny.
 28. The company has not altered the provisions of the memorandum with respect to name of the company during the year under scrutiny.
 29. The company has not altered the provisions of the memorandum with respect to share capital of the company during the year under scrutiny.
 30. The company has not altered its articles of association during the year under scrutiny.
 31. There was/were no prosecution initiated against or show cause notices received by the company and no fines or penalties or any other punishment was imposed on company during the financial year, for offences under the Act.
 32. The company has not received any money as security from its employees during the financial year under certification.
 33. The company has not constituted its Provident Fund u/s.418 of the companies Act, 1956 and hence provisions of section 418 of the Act do not apply to the company.

Place: Mumbai

Date: 22th May, 2012

SHIV HARI JALAN
COMPANY SECRETARY
C.P.NO. : 4226