

**THE INDIAN LINK CHAIN
MANUFACTURERS
LIMITED**

**ANNUAL REPORT
2014-2015**

THE INDIAN LINK CHAIN MFRS.LTD.

DIRECTORS

Rajesh Poddar
Anil Thard
Vandana Nevatia w.e.f.30th March 2015
P. K. Nevatia (Managing Director)

Audit Committee Nomination & Ruration Committee Stake Holder Committee

Rajesh Poddar
Anil Thard
Vandana Nevatia

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
CIN No-L28920MH1956PLC009882
Website: www.inlinch.com
Email: inlinch@hotmail.com
Tel.: 22661013

SHARE HOLDER INFORMATION

ANNUAL GENERAL MEETING
21st August, 2015 AT 3.00 PM AT
IEEMA, INDIAN ELECTRICAL &
ELECTRONIC MANUFACURERS
ASSOCIATION, 501, KAKAD
CHAMBERS, 132, DR. ANNIE BESANT
ROAD, WORLI, MUMBAI - 400 018.

BOOK CLOSURE DATES

15th August 2015

TO

21st August, 2015

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 DEMATERIALIZED WITH CDSL. THE CODE ALLOTTED TO THE COMPANY IS ISIN INE 359 D 01016.

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NOTICE

Notice is hereby given that the 57th Annual General Meeting of the Members of The Indian Link Chain Manufacturers Limited will be held IEEMA Indian Electrical Electronic Manufactures Association 501 Kakad Chambers 132 Dr Annie Besant Road Worli Mumbai 400018 At on 21th day August 2015 at 3.00pm to transact the following business: -

1. To receive, consider and adopt the audited statement of profit and Loss account for the year ended March 31, 2015 and the Balance Sheet as at that date and Report of Directors and Auditors thereon.
2. To ratify appointment of the auditors of the company and to fix their remuneration for FY 2015-16 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 provision of section 139 (1) of the Companies Act, 2013 and the rules made there under, the appointment of M/s M L Bhufania & Co; Chartered Accountants, Mumbai, as auditors of the company from the conclusion of this Annual General Meeting to the conclusion of the Next Annual General Meeting be and is hereby ratified, on such remuneration as shall be fixed by the Board of Directors.”

3. 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 149 and 152 of the companies Act, 2013 and the Rules there under Smt. Vandana Nevatia [DIN No. 07123272] who was appointed as an Additional Director of the Company with effect from 30th March, 2015 by the Board of Directors of the Company pursuant to section 161 of the companies Act, 2013 and who holds office as such up to the date of this Annual General Meeting and in respect of whom , the Company has received a notice from a member under section 160 of the companies Act, 2013 proposing her candidature for the office of Director, be and is hereby confirmed as non independent promoter Director of the company at the ensuing Annual General Meeting,

NOTES:

1. A member entitled to attend and vote is allowed to appoint a proxy to attend and vote instead of himself and a proxy need not be a member. In order to be effective , the proxy form duly completed and stamped must reach the registered office of the company not later than 48 hours before the time of holding of the meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. The Register of Members and the share Transfer Books of the company will remain closed from August 15th 2015 to August 21th, 2015 both days inclusive.
3. Members holding shares physically are requested to notify immediately any change of address to the company.
4. Members desirous of asking any questions at the Annual General Meeting are requested to send in their questions as to reach the Company at least 10 days before the Annual General Meeting, so that the same can be suitably replied.
5. Physical copies of the Annual Report 2014-15 and the Notice of the 57th AGM are sent in the physical mode to all Share holders. and shall be available on company website in linch@hotmail.com
6. The Company is providing e-voting facility to all members to enable them to cast their votes electronically on all resolutions set forth in the Notice. This is pursuant to section 108 of the companies Act, 2013 and Rule 20 of the companies (Management and Administration) Rules , 2014. Those shareholders who do not exercise their vote by e voting and attend the A.G.M of the company will be provided will facility of paper poll at the meeting.

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7. All document referred to in the accompanying notice and Explanatory statement shall be open for inspection at the Registered office of the Company during the office hours on all working days up to the date of the Annual General Meeting of the Company.
8. Members are requested to note that the company's equity shares are under compulsory demat trading for all investors, subject to the provisions of SEBI circular No. 21/99 dated July 8, 1999. Members are, therefore, requested to dematerialise their shareholding to avoid inconvenience.
9. Members holding shares in dematerialised mode are requested to intimate all changes pertaining to their bank details, ECS mandates, email addresses, nominations, power of attorney, changes of address/name etc. To their Depository Participant (DP) only and not to the Company or its Registrar and Transfer Agent. Any such changes effected by the DPs will automatically reflect in the Company's subsequent records.
10. Members may avail of the nomination facility as provided under Section 72 of the Companies Act, 2013.

Explanatory Statement in respect of ordinary Business (Item no 3)

The Board of Directors of the company (based on the recommendation of Nomination & remuneration committee) appointed Smt. Vandana Nevatia as an Additional Director of the Company with effect from March 30, 2015 pursuant to the provisions of Section 161 (1) of the Act and the Articles of Association of the Company. In terms of the provisions of the act, Smt Vandana Nevatia would hold office up to the date of the ensuing Annual General Meeting.

The Company has received notice in writing from a member along with deposit of requisite sum under section 160 of the act proposing her candidature of Director. She is a graduate and activity associated with a women's organisation and has wide experience in administration, marketing and social work and finance. The board recommended passing of the resolution are set out as at item no 3.

None of the Directors, key Managerial Personal and relatives thereof other than Smt Vandana Nevatia are concerned or interested in the said Resolution.

Voting through electronic means:

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide member facility to exercise their right to vote at the 57th Annual General Meeting (AGM) by electronic means and the items of business as detailed in this Notice may be transacted through e-voting services provided by Central Depository Securities Limited (CDSL):

The instruction for members for voting electronically are as under:-

Member whose shareholding is in the dematerialised form and whose email addresses are registered with the company/ Depository participants (s) will receive an email from CDSL

- II. In case of members receiving e-mail:
 - i. Log on to the e-voting website www.evotingindia.com
 - ii. Click on "Shareholders" tab.
 - iii. Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
 - iv. Now Enter your User ID
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digit Client ID,
 - c) Members holding shares in Physical form Should enter Folio Number registered with the Company.
 - v. Next enter the image Verification as displayed and Click on Login.

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- vi. 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.
- vii. 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 first two letters of their name and the 8 digits of the sequence number in the PAN field. 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 or R.Amit Kumar with Sr.No.1 then enter RA00000001 in the PAN field.(For your password please refer to address sticker affixed on AGM report i.e. 2 character of your name and 8 digit of Sr. numbers.)
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- viii. After entering these details appropriately, click on “SUBMIT” tab.
- ix. Members holding shares in physical form will then reach directly 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.
- x. For Members holding shares in physical form , the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN or the relevant <Company Name> on which you choose to vote .
- xii. 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.
- xiii. Click on the “RESOLUTION FILE LINK” if you wish to view the entire Resolution details.
- xiv. 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.
- xv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take out print of the voting done by you by clicking on “Click here to print: option on the voting pager.

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xvii.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.

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co> and register themselves as corporate.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) 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.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

III. In case member receiving the Physical copy:

- a. Please follow all steps from sl.no. (i) to sl.no. (xvii) above to cast vote.
- b. The voting period begins on Tuesday August 18th, 2015, 9.00AM. IST) AND ENDS ON Thursday August 20th, 2015 (6.00 P.M. IST) 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 14th August 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the members, the member shall not be allowed to change it subsequently.
- c. 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com

- IV. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the company as on the relevant date (record date) 14th August 2015 .
- V. Mr Shiv Hari Jalan Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VI. The scrutinizer shall within a period not exceeding three (3) working days from conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the company and make a Scrutinizers Report of that votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- VII. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website: www.inlinch.com and on the website of CDSL within two(2) days of passing of the resolutions at the AGM of the Company and communicated to the stock exchanges.

Place: Mumbai

By order of the board of directors

Date :27.05.2015

P.K. Nevatia
Managing director
(DIN No. 00852581)

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DIRECTORS' REPORT

Dear Members,

We present our 57th Annual Report together with the Audited Financial Accounts for the year ended March 31, 2015:

1. During the year trading turnover has grown marginally . In view of the general economic condition trading activity could not be expanded to any significant level due to negligible margins. Earning per share are not comparable to last year due to onetime capital gain in last year.
2. a) The Company has four Directors out of which two are non retiring Independent Director and one is Managing Director not liable to retirement. The Fourth Director Smt. Vandana Nevatia (DIN NO07123272) was appointed by The Board as Additional Director(Promoter)of the company with effect from 30 March2015 and she holds office till the ensuing Annual General Meeting. The ordinary Resolution for confirmation of her appointment as a Director is given in the notice. There are no Directors who retire this year.
b) P.K.Nevatia Managing Director is the Key Managerial Person
3. **Declaration by Independent Directors :** The Independent Directors have submitted the Declaration of Independence, as required pursuant to section 149 (7) of the Companies Act, 2013 stating that they meet the criteria of Independence as provided in sub-section (6).
4. **Auditors**
 - A) **Statutory Auditor:** Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made there under, the auditors of the Company, M/s. M.L. Bhuwania & Co., Chartered Accountants, Mumbai were appointed by the Shareholders for three years terms at the 56th Annual General Meeting to hold office until the conclusion of the 59th Annual general Meeting, subject to ratification by the shareholders at each Annual General Meeting.
 - B) **Secretarial Auditor:** Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the rule made there under, the Company has appointed Shri. Shiv Hari JALAN, Practicing Company Secretary firm to undertake the secretarial Audit of the Company. The Report of the Secretarial Audit Report is annexed herewith as "Annexure A".
 - C) **Significant and Material orders passed by the Regulators or Court:** During the year in review, there were no significant and material orders passed by the Regulators or Courts or Tribunals, which may impact the going concern status of the Company and its operations in future.
5. **Material Changes & Commitments:** There have been no material changes and commitments, affecting the financial position of the company, which have occurred between the end of the financial year of the company and the date of this report.
6. **Adequacy of Internal Financial Control:** Internal financial controls with reference to the financial statements were adequate and operating effectively.
7. **Presentation of Financial results :** The financial results of the Company for the year ended 31 March 2015 have been disclosed as per Schedule III to the Companies Act, 2013.
8. **Risk Management :** The Company has no employees and is engaged in trading activity. The risk in trading in sudden changes in price and loss on Stocks.. The companies tries not to keep stocks and purchase against firm orders. The company keeps watch on any risk factors arising.
9. Provision of Sec 134 & 135 of companies Act regarding corporate social responsible do not apply to the company.
10. Provision of clause 49 of the listing agreement with stock exchange are not applicable to the company.

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11. Vigil Mechanism – The company has no employees other than managing Director.
12. The Board has on the recommendation of the Nomination & Remuneration committee formed a policy for selection & appointment of Directors and their Remuneration.
13. There are no employers covered by sec 197 read with rule 5 of companies (Appointment and remuneration of manager of persons) Rule 2014. As the managing Director is to only employees of the company no evaluation under the company Act 2013 is possible.
14. Director's responsibility Statement
As required under section 134(3)(C) of Companies Act, 2003 Directors, to the best of their knowledge and belief, state that –
 - a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
 - b) The Directors had 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 and of the profit and loss of the company for that period;
 - c) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
 - d) The Directors had prepared the annual accounts on a going concern basis;
 - e) The Directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
 - f) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.
15. Particulars of Loans, Guarantees or Investments :There are no Loans, Guarantees and Investments, covered under the provisions of Section 186 of the Companies Act, 2013 .
16. Number of Meeting of the Board and Audit Committee : During the year Board Meeting were held on 29/May/2014. 4/Aug/2014 , 14/Nov/2014, 30/Jan/2015 and 30/March/2015.and Audit committee held on 14/Nov/2014 and 30/Jan/2015. The Independent Directors have met once during the year on 30th March 2015, The directors have evaluated own performance and its committees and individual directors and found it satisfactory to meet the requirement of the company.
17. Details of related party transaction form parts of the accounts and details are in note no.23 annexed to the Balance Sheet.
18. As there no women employees there is no need to have policy on redressal of sexual Harassment for the company.
19. As the company has no mfg activity conservation of energy, technical absorption and foreign exchange details are not given in the report..
20. Extract of Annual Return : The details forming part of the extract of the Annual Return in form MGT 9 is annexed herewith as "Annexure B".
21. As regards note of the company secretary is their report about not filing of MG10 with the Registrar of companies the error is noted and the reports are being filed.

Place: Mumbai
Date :27.05.2015

By order of the board of directors
P.K. Nevatia
Managing director
(DIN No. 00852581)

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ANNEXURE 'A' TO DIRECTOR REPORT

SHIV HARI JALAN
B.COM., F.C.A., F.C.S.
COMPANY SECRETARY

104, MAHAVIR BUILDING, 44/46,
POPATWADI LANE, KALBADEVI, MUMBAI-2.
Telephone: 22075834, 22075835, Mobile: 9869035834,
email: shivharijalancs@gmail.com

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2015
[Pursuant to section 204(1) of the Companies Act, 2013 and rule
No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
The Indian Link Chain Manufactures Limited
59, Sonawala Building, 2nd Floor,
Mumbai Samachar Marg,
Mumbai – 400023.

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by The Indian Link Chain Manufactures Limited (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31.03.2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not applicable to the company during the period under review)
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;/ Securities and exchange board of India (Share based employee benefits) Regulations, 2014 notified on 28.10.2014. (Not applicable to the company during the period under review)
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the company during the period under review)