

## Pharma-Chem Ltd.

An ISO - 9001 Company

Date: 31.08.2017

To,
Department of Corporate Services,
Bombay Stock Exchange Limited
25th Floor, P J Towers,
Dalal Street,
Mumbai – 400 001

Script Code: 524748

REGD. OFFICE & FACTORY :

E-mail: linkpharmachem@hotmail.cor

Telefax: (91) (0265) 2841351

Plot No. 161/1, 162, G.I.D.C.,Nandesari-391 340. Dist. Baroda (Gujarat) (ÍNDIA) Tal. (91) (0265)3065000

Dear Sir/Madam,

Sub: Notice of 32<sup>nd</sup> Annual General Meeting

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Notice of 32<sup>nd</sup> Annual General Meeting of the Company scheduled to be held on Thursday, 28<sup>th</sup> September, 2017 at 11:00 A.M. at NIA Hall, Plot No. 134/1, GIDC Estate, Opp. Shopping Centre, Nandesari – 391 340, Dist. Vadodara.

This is for your information and record.

Thanking you,

Yours faithfully, For Link Pharma Chem Limited

Bhushan Joshi Company Secretary

Encl: As above

ADMN. OFFICE: 504, Centre Point, R. C. Dutt Road, Alkapuri, Vadodara – 390 005
Phone No.: 0265-3065024 Website: www.linkpharmachem.co.in
CIN: L24230GJ1984PLC007540



#### NOTICE

Notice is hereby given that the 32<sup>nd</sup> Annual General Meeting of the Members of **Link Pharma Chem Limited** will be held at NIA Hall, Plot No. 134/1, GIDC Estate, Opp. Shopping Centre, Nandesari – 391 340, Dist. Vadodara on Thursday, 28th September, 2017 at 11.00 a.m. to transact the following business:

### **ORDINARY BUSINESS:**

- 01 To consider and adopt the Audited Financial Statements for the Financial Year ended March 31, 2017 and the Reports of the Board of Directors and Auditors thereon.
- 02 To appoint Mr. S G Thakur, who retires by rotation and being eligible offers himself for re-appointment.
- 03 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 Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) M/s. Sanjay Soni & Associates, Chartered Accountants registered with the Institute of Chartered Accountants of India (ICAI) vide registration number 113251W, be and are hereby appointed as Statutory Auditors of the Company (in place of M/s. Khedkar & Co., Chartered Accountants, the retiring Auditors) for a term of five years commencing from the Company's financial year ending March 31, 2018 to hold office from the conclusion of the 32<sup>nd</sup> Annual General Meeting of the Company till the conclusion of the 37<sup>th</sup> Annual General Meeting (subject to ratification of their appointment by the Members at every intervening Annual General Meeting held after this Annual General Meeting) on such remuneration plus service tax, out-of-pocket expenses, as may be mutually agreed upon by the Board of Directors and the Statutory Auditors.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) be and are hereby severally authorized to do all such acts and take all such steps as may be considered necessary, proper or expedient to give effect to this Resolution."

### **SPECIAL BUSINESS:**

O4 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 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Schedule V to the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force), and pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, at their respective meetings, both held on 30<sup>th</sup> May, 2017 and other applicable provisions, if any, as may be necessary, the consent of the Company be accorded to the reappointment of Mr. Satish G Thakur as a Managing Director of the Company, for further



period of five years with effect from 01.07.2017 on the terms and conditions and remuneration and perquisites payable as under:

(a) SALARY: Rs. 3,50,000 per month

### (b) OTHER TERMS AND CONDITIONS:

Mr. Satish Thakur shall be free to resign his office by giving three calendar months' notice in writing to the Company. Mr. Satish Thakur shall be entitled to compensation for loss of office in accordance with the provisions of Section 202 of the Act, if at any time his office is determined before the expiry of his term of office.

RESOLVED FURTHER THAT notwithstanding anything to the contrary herein contained, where in any financial year during the currency of his tenure, the company has no profits or its profits are inadequate, remuneration by way of salary, perquisites and other allowances or any combination thereof shall not exceed the aggregate of the annual remuneration as provided above or the maximum remuneration payable as per the limits set out in Section II of Part II of Schedule V of the Companies Act, 2013, whichever is lower, unless otherwise determined by Board of Directors.

**RESOLVED FURTHER THAT** the term of office of Mr. Satish G Thakur as a Managing Director of the Company shall be subject to retirement by rotation pursuant to the applicable provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors ("the Board" which term shall be deemed to mean and include any Committee constituted by the Board) be

and is hereby authorized to take such steps and do such acts, deeds and things as may be necessary or desirable to give effect to this Resolution and matters incidental thereto."

To consider and if thought fit, to pass with 05 or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Schedule V to the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force), and pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, at their respective meetings, both held on 30<sup>th</sup> May, 2017 and other applicable provisions, if any, as may be necessary, the consent of the Company be accorded to the reappointment of Mr. Balvant V Retarekar as an Executive Chairman & Whole-time Director of the Company, for further period of five years with effect from 01.07.2017 on the terms and conditions and remuneration and perquisites payable as under:

(a) SALARY: Rs. 3,50,000 per month

### (b) OTHER TERMS AND CONDITIONS:

Mr. Balvant V Retarekar shall be free to resign his office by giving three calendar months' notice in writing to the Company. Mr. Balvant V Retarekar shall be entitled to compensation for loss of office in accordance with the provisions of Section 202 of the Act, if at any time his



office is determined before the expiry of his term of office.

### RESOLVED FURTHER THAT

notwithstanding anything to the contrary herein contained, where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, remuneration by way of salary, perquisites and other allowances or any combination thereof shall not exceed the aggregate of the annual remuneration as provided above or the maximum remuneration payable as per the limits set out in Section II of Part II of Schedule V of the Companies Act, 2013, whichever is lower, unless otherwise determined by Board of Directors.

**RESOLVED FURTHER THAT** the term of office of Mr. Balvant V Retarekar as an Executive Chairman & Whole-time Director of the Company shall be subject to retirement by rotation pursuant to the applicable provisions of the Companies Act. 2013.

RESOLVED FURTHER THAT the Board of Directors ("the Board" which term shall be deemed to mean and include any Committee constituted by the Board) be and is hereby authorized to take such steps and do such acts, deeds and things as may be necessary or desirable to give effect to this Resolution and matters incidental thereto."

By the Order of Board of Directors of LINK PHARMA CHEM LIMITED

B.V.RETAREKAR CHAIRMAN Regd. Office:

162, GIDC Estate, Nandesari, Dist. Vaddoara

Place: Vadodara Date: 30.05.2017

**CIN**: L24230GJ1984PLC007540 **E-mail**: <u>linkpharmacs@gmail.com</u>



#### Notes:

- The Explanatory Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Businesses under Item Nos. 4 & 5 of the accompanying Notice is annexed hereto.
- 2. 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. A person can act as proxy on behalf of members not exceeding fifty (50) in number and holding in the aggregate not more than ten percent (10%) 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 cannot act as a proxy for any other person or shareholder. Proxies in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than forty eight hours before the commencement of the Meeting. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable. A proxy form is attached hereto.
- Corporate Members are required to send a certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representatives to attend and vote on their behalf at the Meeting.
- 4. Members, Proxies and Authorised Representatives are requested to bring to the meeting, the attendance slip enclosed herewith, duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No. Duplicate attendance slip or copies of the Report and Accounts will not be made available at the AGM venue.
- 5. A brief resume of each of the directors proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of Companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter se as stipulated under

Regulation 36 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, and Clause 1.2.5 of Secretarial Standards-2 on General Meetings, are provided in Details of Directors seeking Appointment/ Reappointment at the Annual General Meeting is annexed herewith as **Annexure 1**.

- The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 22nd September, 2017 to Thursday, 28th September, 2017 (both days inclusive).
- 7. Members are requested to furnish or update their e-mail IDs with the Registrar for sending the soft copies of the Annual Report of the Company as required vide circular no. 17/2011 dated April 21, 2011 and circular no. 18/2011 dated April 29, 2011 issued by the Ministry of Corporate Affairs and to avail remote e-voting facility in respect of the resolutions which would be passed at the General Meetings of the Company.
- 8. Members holding shares in more than one folio in the same order of name(s) are requested to send the details of their folios along with the Share Certificates so as to enable the Company to consolidate their holdings into one folio.
- 9. Members are requested to notify immediately: (a) any change in their residential address
  - (b) Income-Tax permanent Account Number (PAN).
  - (c) Bank details Name and address of the Bank; A/c No.; type of A/c
  - (d) E-mail ID for receiving all communication including Annual Report, Notices, and Circulars etc. from the Company electronically.
- 10. Members seeking any information or clarification with regard to the accounts are requested to write to the Company at least TEN DAYS in advance of the meeting so that the information required can be made readily available at the Meeting.
- 11. The Company has created an exclusive e-mail Id: linkpharmacs@gmail.com for quick redressal of shareholders/investors grievances.

### 12. **E-Voting**:

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies



(Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015, as amended from time to time, the Company is pleased to provide its members the facility of 'remote e-voting' (e-voting from a place other than venue of the AGM) to exercise their right to vote at the 32nd AGM. The business may be transacted through e-voting services rendered by Central Depository Services (India) Limited (CDSL).

The facility for voting, either through electronic voting system or through ballot/polling paper shall also be made available at the venue of the 32nd AGM. The Members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The Members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

The Company has appointed Mr. Vijay Bhatt, Practicing Company Secretary as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner.

# Electronic Voting Sequence Number (EVSN): 170826012

# The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Monday, 25th September, 2017 at 10.00 a.m. and ends on Wednesday, 27th September, 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 Thursday, 21st September, 2017 (cut-off date) 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 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	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 Address sticker affixed on Annual Report.			
DOB	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.			
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.  • 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 as mentioned in instruction (iv).			

- (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 provided that company opts for e-votingthrough CDSL platform. It isstrongly 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 evoting on the resolutions contained in this Notice.
- (xii) Click on the EVSN of Link Pharma Chem Limited.
- (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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii)If a demat account holder has forgotten the login 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 all mobile users. 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 emailed 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.
- (xxi) 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.

13. In terms of the Circulars No. 17/2011 of 21st April, 2011 and 18/2011 of 29th April, 2011 issued by the Ministry of Corporate Affairs (MCA) as part of its "green initiative in Corporate Governance", MCA allows paperless compliances including service of a notice/document by Companies to their Members through electronic mode. Therefore, as was done last year, the Company proposes to send documents required to be sent to Members like notices of general meetings (including AGM), Audited Financial Statements, Report of the Directors and Independent Auditor's Report etc. to the Members in electronic form to the e-mail IDs provided by them and made available to the Company by the Depositories. This will also ensure prompt receipt of communication and avoid loss in postal transit. These documents will also be available on the Company's website www.linkpharmachem.co.in for download by the Members. The physical copies of the Annual Report will be made available upon receipt of a requisition from the Members, any time as a Member of the Company.

Members who have not registered their email addresses so far are requested to register their e-mail address so that they can receive the Annual Report and other communications from



### **ANNEXURE TO NOTICE**

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESSES PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

#### Item No. 4:

The term of appointment of Mr. Satish Thakur, Managing Director expired on 30th June, 2017. He was reappointed by the Board of Directors on 30th May, 2017 for 5 years with effect from 01st July, 2017 subject to approval of the members at the ensuing Annual General Meeting on the terms and conditions as mentioned in the Ordinary Resolution set out in the Notice. The re-appointment of Mr. Satish Thakur will be in accordance with Sections 196, 197 and other applicable provisions, if any, read with provisions of Schedule V of the Companies Act, 2013 without requiring the approval of Central Government.

The Directors recommend the Ordinary Resolution no. 4 for your approval.

Except Mr. Satish Thakur, none of the Directors' of the Company are concerned or interested in the said Resolution.

### Item No. 5:

The term of appointment of Mr. Balvant Retarekar, Whole-time Director expired on 30th June, 2017. He was reappointed by the Board of Directors on 30th May, 2017 for 5 years with effect from 01st July, 2017 subject to approval of the members at the ensuing Annual General Meeting on the terms and conditions as mentioned in the Ordinary Resolution set out in the Notice. The re-appointment of Mr. Balvant Retarekar will be in accordance with Sections 196, 197 and other applicable provisions, if any, read with provisions of Schedule V of the Companies Act, 2013 without requiring the approval of Central Government.

The Directors recommend the Ordinary Resolution no. 5 for your approval.

Except Mr. Balvant Retarekar, none of the Directors' of the Company are concerned or interested in the said Resolution.

By the Order of Board of Directors of LINK PHARMA CHEM LIMITED

Place: Vadodara

Date: 30.05.2017

B.V.RETAREKAR CHAIRMAN



### **Annexure 1**

# DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT/APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING

[In pursuance of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of SecretarialStandards-2 on General Meetings]

Name of the Director	Mr. Satish G Thakur	Mr. Balvant V Retarekar		
DIN	00292129	00292197		
Date of Birth	01.12.1951	11.03.1955		
Date of appointment on the Board	28.12.1984 i.e. date of incorporation of the Company	28.12.1984 i.e. date of incorporation of the Company		
Qualifications	B.Sc., L. Tech, Mumbai	M.Sc.		
Experience and Expertise	More than 40 years of experience in running the business of chemicals of varied types. He has expertise of designing of project and ifs development.	Around 35 years of experience in running the business of chemicals and Company management. He has expertise identifying and techno commercial evaluation of prospective products including Research & Development activities		
Number of Meetings of the Board attended during the year.	6 out of 6.	6 out of 6.		
List of Directorship / Membership / Chairmanship of Committees of other Board.	Directorship: Indo Transition Metals Private Limited Committee Membership: Nil Committee Chairmanship: Nil	Directorship: Posdesk Technologies Private Limited  Committee Membership: Nil  Committee Chairmanship: Nil		
Shareholding in Link Pharma Chem Limited	654410 Equity Shares	569375 Equity Shares		
Relationship with other Directors and other Key Managerial Personnel of the Company	NA	NA		

LINK PHARMA CHEM LIMITED

Regd. Office: 162, GIDC Estate, Nandesari – 391 340 Dist. Vadodara.

Phone: +91 0265-2840448, Fax: 0265-2841351

E-mail: linkpharmacs@gmail.com

CIN: L24230GJ1984PLC007540

### **ATTENDENCE SLIP**

	DP ID*	Client ID*/ Regd. Folio No.	No. of Shares Held	Name and Address of the Registered Shareholders					
32 <sup>nd</sup> Anr	nual General Mee	I Shareholder/proxy for the reg ting of the Company held on TI ari – 391 340, Dist. Vadodara a	nursday, 28 <sup>th</sup> September, 201 <sup>-</sup>	7 at NIA Hall, Plot No. 134	my prese l/1, GIDC E	nce at the state, Opp.			
Member	's / Proxy's Name	(in Block Letters)	Member's / proxy's S	ignature					
* Applicable for investors holding shares in electronic form									
			(Tear from Here)						
		Phone:	LINK PHARMA CHEM LIMIT , GIDC Estate, Nandesari – 39 +91 0265-2840448, Fax: 026 E-mail: linkpharmacs@gmail. CIN: L24230GJ1984PLC007	91 340 Dist. Vadodara. 65-2841351 com					
			Form No. MGT-11 PROXY FORM						
		ld:	E-mail lo	d:					
We, beir	ng the member(s)	of shares of the	Link Pharma Chem Limited, h	ereby appoint:					
. Name:			Address:						
s my/ou n Thurso	r Proxy to attend a day, 28 <sup>th</sup> Septemb	and vote (on a poll) for me/us or er, 2017 at 11:00 A.M. at NIA F adjournment thereof in respect o	n my/our behalf at the 32 <sup>nd</sup> An Iall, Plot No. 134/1, GIDC Esta	nual General Meeting of thate, Opp. Shopping Centre	ne Compan	y to be held			
Reso. No.		De	scription		For	Against			
01.		dited Financial Statements for		March 31, 2017 and the					
02.	Reports of the Board of Directors and Auditors thereon.  To appoint Mr. S G Thakur who retires by rotation and being eligible offers himself for reappointment.								
03.	To appoint Statu	itory Auditors of the Company a	nd fix their remuneration.	11					
04		r. S G Thakur as Managing Dire							
05.	10 re-appoint Mi	r. B V Retarekar as Chairman&	vinole-ume Director of the Co	шрапу.					
Signed t	his onday of	·, 2017		Affix Re 1 Revenu	ıe				
Signature of Shareholder: Stam					)				
Signatur	e of Proxy holder	(s):							

Note: This Proxy form in order to be effective should be duly completed and deposited at the Registered Office of the Company not later than 48 hours before the commencement of the meeting.

### Route Map of venue of AGM

