

# THE INDIAN LINK CHAIN MANUFACTURERS LIMITED

REGD OFFICE : OFFICE NO. 2, CHANDRA NIWAS HIRACHAND DESAI ROAD GHATKOPAR WEST,  
OPP. GHATKOPAR NEW POST OFFICE MUMBAI-400086; PHONE :- 91-22-22661013 EMAIL :  
[inlinch@hotmail.com](mailto:inlinch@hotmail.com); CIN No.: L28920MH1956PLC00988

September 07, 2023

**To,**  
**Listing Department**  
**Bombay Stock Exchange Limited**  
Floor 25, P.J. Towers, Dalal Street ,  
Mumbai – 400001

**Subject – Notice of 65<sup>th</sup> Annual General Meeting**  
**Ref: Regulation 30 of SEBI (Listing Obligation & Disclosure) Requirements, 2015**

**Scrip Code: 504746**

Dear Sir,

Please find enclosed the Notice of 65th Annual General Meeting for Financial Year 2022-2023. The said documents are also uploaded on the website of the Company i.e. <https://www.inlinch.com>. Further, please note that the Company has on September 6, 2023, completed the dispatch of the Notice of AGM and Annual Report for the financial year 2022-23, through e-mail, to all its Members/shareholders, holding equity shares of the Company as on September 1, 2023 and whose email IDs are registered with the Company/Company's Registrar & Share Transfer Agent, M/S. UNIVERSAL CAPITAL SECURITIES PVT. LTD/Depositories, in compliance with applicable circulars issued by MCA and SEBI.

Request you to take the same on record and oblige.

Yours Faithfully,  
**For THE INDIAN LINK CHAIN MANUFACUTRES LIMITED**

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**Vishal Thakkar**  
**Managing Director**  
**DIN: 09798551**

# THE INDIAN LINK CHAIN MANUFACTURERS LIMITED

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OPP. GHATKOPAR NEW POST OFFICE MUMBAI-400086; PHONE :- 91-22-22661013 EMAIL :  
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## **NOTICE OF THE 65<sup>TH</sup> ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT THE SIXTY FIFTH ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF THE INDIAN LINK CHAIN MANUFACTURERS LIMITED IS SCHEDULED TO BE HELD ON SATURDAY, SEPTEMBER 30<sup>TH</sup>, 2023, AT 11.00 A.M. IST THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO-VISUAL MEANS ("OAVM"), TO TRANSACT THE FOLLOWING BUSINESS:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2023, the reports of the Board of Directors and Auditors thereon;

### **SPECIAL BUSINESS:**

2. **Appointment of Mr. Vishal Pravin Thakkar (DIN: 09798551) as Director of the Company**

*To consider and, if thought fit, to pass the following resolution as Ordinary Resolution:*

"**RESOLVED THAT** pursuant to the provisions of sections 152 and 161 other applicable provisions, if any, of the Companies Act, 2013 (The Act) and the Rules framed thereunder and relevant provisions of SEBI (Listing Obligation & Disclosure Requirements), Regulations 2015, including any statutory modifications and amendments as may be applicable for the time being in force, on recommendation of Nomination & Remuneration Committee Mr. Vishal Pravin Thakkar (DIN: 09798551), who was appointed as an Additional Director who holds office upto the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013 by the Board of Directors with effect from February 06, 2023 and who is eligible for appointment and has consented to act as Director of the Company and in respect of whom the Company has received a notice in writing along with deposit of Rs 1,00,000/- (Rupees One Lakh Only) from a Member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director (Executive, promoter category) of the Company, liable to retire by rotation."

**RESOLVED FURTHER THAT** any of the Director/s, CFO, and CS be and is hereby authorized to sign documents, issue appointment letters, do all such acts, deeds and things as may be necessary in this regard including filing of necessary e-forms with the Registrar of Companies and intimations to such other authorities as may be required."

3. **Appointment of Mrs. Bhavika Mayur Thakkar (DIN: 09854905) as a Director on the Board of the Company:**

*To consider and if thought fit, to pass the following resolution as Ordinary Resolution:*

**“RESOLVED FURTHER THAT** pursuant to the provisions of sections 152 and 161 other applicable provisions, if any, of the Companies Act, 2013 (The Act) and the Rules framed thereunder, and relevant provisions of SEBI (Listing Obligation & Disclosure Requirements), Regulations 2015, including any statutory modifications and amendments as may be applicable for the time being in force, on recommendation of Nomination & Remuneration Committee, Mrs. Bhavika Mayur Thakkar (DIN: 09854905), be and is hereby appointed as an Additional (Non- Executive) Director on the Board of the Company w.e.f. February 06, 2023 who shall hold office up to the date of the ensuing Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and in respect of whom the company has receive a notice in writing along with deposit of Rs 1,00,000/- (Rupees One Lakh Only) from a member under Section 160 of the Act proposing the candidature Mrs. Bhavika Mayur Thakkar for the office of Director to be and hereby appointed as a (Non-Executive) Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** any of the Director/s, CFO, CS be and is hereby authorized to sign, documents, issue appointment letters, do all such acts, deeds and things as may be necessary in this regard including filing of necessary e-forms with the Registrar of Companies and intimations to such other authorities as may be required.”

**4. Appointment of Mr. Ashok Punamchand Jain (DIN: 08470448) as Director (Non- Executive, Independent) of the Company**

*To consider and, if thought fit, to pass the following resolution as Special Resolution:*

**“RESOLVED THAT**, pursuant to provision of Section 149,150,152 read with Schedule IV to the Companies Act,2013, and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules,2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 Mr. Ashok Punamchand Jain (DIN: 08470448) who was appointed as an Additional Non-Executive Independent Director of the Company w.e.f. 11<sup>th</sup> August 2023 in terms of Section 161(1) of the Companies Act,2013 and Article of Association of the Company and who holds office up to the date of this Annual General Meeting and who has submitted declaration that he meets the criteria for independence as provided in section 149(6) of the Act, be and hereby appoint as a Director in terms of section 152 of the Companies Act, 2013 read with rules framed thereunder, regulations of SEBI (LODR) Regulations, 2015 including statutory amendments as may be applicable for the time being in force, and a Non- Executive Independent Director of the Company in terms of section 149, 152 read with rules and statutory amendments as may be applicable for the time being in force, to hold the office for a term of five consecutive commencing from 11<sup>th</sup> August 2023 upto 10<sup>th</sup> August 2028, not be liable to retire by rotation.

**RESOLVED FURTHER THAT** any of the Director/s, CFO, CS be and hereby authorized to sign documents, issue appointment letters, do all such acts, deeds and things as may be necessary in this regard including filing of necessary e-forms, and intimations to such other authorities as may be required.”

**5. Appointment of Mr. Vishal Pravin Thakkar (DIN: 09798551) as Managing Director of the Company**

*To consider and, if thought fit, to pass the following resolution as Ordinary Resolution*

**“RESOLVED THAT** pursuant to section 196, 197 and 203 of the Companies Act, 2013) read with Schedule V of the Companies Act, 2013 and other applicable provisions if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to approval and recommendation of Nomination and Remuneration Committee, Audit Committee and the applicable clauses of Articles of Association of the Company, the consent of the shareholders & members and is hereby accorded for the appointment of Mr. Vishal Pravin Thakkar (DIN: 09798551) as Managing Director of the Company with effect from 30<sup>th</sup> May, 2023 for a period of three years ending 29<sup>th</sup> May, 2026 on following terms and conditions and for NIL remuneration / perquisites or consideration of any nature::

**I. Terms of appointment:**

- a. The Managing Director shall be entitled to leave as per the Policy of the Company. Leave accumulated and not availed at the time of leaving the services of the Company shall be allowed to be uncashed. This will not be considered as a perquisite.
- b. The Managing Director shall be entitled for re-imbusement of expenses incurred on behalf of the Company.
- c. The Managing Director shall be liable to retire by rotation.
- d. The appointment of Mr. Vishal Pravin Thakkar as Managing Director and CFO shall be terminable by either party by a notice of two months, in writing.
- e. Disputes between the Company and the Managing Director or their legal heirs or with the legal representatives may be settled by Arbitration under the Indian Arbitration Act 1940.
- f. The Managing Director shall not be entitled to any sitting fees for attending the meetings of the Board or any Committee thereof.
- g. The Managing Director shall not become interested or otherwise concerned directly or in any selling agency of the Company except with the consent of the Company and in accordance with the provisions of the applicable laws in force.
- h. The expenses incurred by the appointee on gas, electricity, water will be reimbursed.
- i. All the medical expenses incurred for him and his family shall be reimbursed by the Company subject to a ceiling of 1 month’s salary. s
- j. Leave Travel Allowance for self and family once in every year as may be sanctioned by the Board.
- k. Fess of club subject to a maximum of two clubs, this will include life membership fees.
- l. Personal Accident Insurance, the premium for which shall not exceed Rs. 10,000/- per annum.
- m. Provision of a car with driver for use on Companies business and telephones at residence.
- n. Other Perquisites and Allowance as may be sanctioned by the Board of Directors and as approved by the Nomination and Remuneration Committee subject to maximum Rs. 2,00,000 per year.
- o. Re-imbusement of expenses incurred on behalf of the Company.

**RESOLVED FURTHER THAT** the Board of Director of the Company (including Committees of the Board) be and is hereby authorized to do all such necessary acts, deeds and things required to give effect to the above resolution or otherwise considered to be in the best interest of the Company.”

**6. Sub-Division of Equity Shares of the Company:**

*To consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:*

**“RESOLVED THAT** pursuant to the provisions of Section 61(1)(d) and other applicable provisions, if any, of the Companies Act, 2013 read with relevant rules framed thereunder (“the Act”), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (in each case, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), in accordance with relevant clause of Articles of Association of the Company and subject to receipt of such other approvals, consents, permissions and sanctions, as may be required from concerned statutory authorities or bodies or third parties and subject to such other conditions and modifications as may be prescribed or imposed while granting such approvals, and on recommendation of the Board of Directors of the Company (hereinafter referred to as ‘the Board’, which expression shall include any Committee constituted/to be constituted by the Board thereof or any other person(s) as may be authorized by the Board in that behalf), consent of the shareholder(s) of the Company, be and is hereby accorded for sub-dividing/splitting the existing equity shares of the Company, such that each equity share having face value of Rs. 100/- (Rupees Hundred only) fully paid-up, be sub-divided into equity shares having face value of Rs. 10/- (Rupees Ten only) each, fully paid-up, ranking pari-passu with each other in all respects, with effect from such date as may be fixed by the Board as the Record Date (“Record Date”).

**RESOLVED FURTHER THAT**, pursuant to the sub-division of equity shares of the Company, all the authorized equity shares of face value of Rs. 100/- (Rupees Hundred only) each existing on the Record Date, shall stand sub-divided as follows:

Type of Capital	Pre Subdivision			Post Subdivision		
	No. of equity shares	Face Value (INR)	Total Share Capital (INR)	No. of equity shares	Face Value (INR)	Total Share Capital (INR)
Authorized Share Capital	1,00,000	100	1,00,00,000/-	10,00,000	10	1,00,00,000/-

**RESOLVED FURTHER THAT** pursuant to the sub-division of equity shares of the Company, all the Issued, Subscribed and Paid-up equity shares of face value of Rs. 10/- (Rupees Ten only) each fully paid-up existing on the Record Date, shall stand sub-divided as follows:

Type of Capital	Pre Subdivision			Post Subdivision		
	No. of equity shares	Face Value (INR)	Total Share Capital (INR)	No. of equity shares	Face Value (INR)	Total Share Capital (INR)
Issued, Subscribed and Paid-up Share Capital	50,000	100	5,00,000/-	50,00,000	10	5,00,000/-

**RESOLVED FURTHER THAT**, upon sub-division of equity shares as aforesaid, the existing share certificate(s) in relation to the existing equity shares of face value of Rs. 100/- (Rupees Hundred only) each, fully paid up, held in physical form shall be deemed to have been automatically cancelled and shall be of no effect on and from Record Date and no letter of allotment shall be issued to the – allottees of the sub-divided equity shares having face value of Rs. 10/- (Rupees Ten only) each, fully paid up, and the Company may, without requiring the shareholders to surrender the old/existing

share certificate(s), issue and dispatch the new share certificate(s) in lieu thereof, with regard to the sub-divided equity shares in accordance with the provisions of the Companies (Share Capital and Debentures) Rules, 2014 (as amended), the Articles of Association of the Company and other applicable rules and regulations and, in case of the equity shares held in the dematerialized form, the number of sub-divided equity shares of the face value of Rs. 10/- (Rupees Ten only) each, fully paid up, shall be credited to the respective beneficiary accounts of the shareholders maintained with their respective depository participants, in lieu of the existing credits representing the equity shares of the Company of face value of Rs. 100/- (Rupees hundred only) each on the Record Date.

**RESOLVED FURTHER THAT**, the Board be and is hereby authorized to do all such acts, deeds, matters and things, to give such directions as they may in their absolute discretion deem necessary, proper or desirable, to settle any question, difficulty that may arise with regard to the sub-division of the equity shares as aforesaid and to carry out/execute all matters in connection therewith and incidental thereto in order to give full effect to this resolution including delegate all or any of its powers herein conferred to any Committee of Directors and/or any person(s) without any further approval of the shareholders."

#### **7. Alteration of Capital Clause of the Memorandum of Association of the Company**

*To consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:*

**"RESOLVED THAT** pursuant to the provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 read with relevant rules framed thereunder ("the Act") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company and on recommendation of the Board of Directors of the Company (hereinafter referred to as 'the Board', which expression shall include any Committee constituted/to be constituted by the Board thereof or any other person(s) as may be authorized by the Board in that behalf) and subject to such other applicable approval(s) and/ or sanction(s) of the statutory or regulatory authorities, as may be required in this regard, consent of the shareholder(s) of the Company be and is hereby accorded to delete the existing Clause V of the Memorandum of Association of the Company in entirety and substitute the same with the following new Clause V, as under:

***V. The Authorized Share Capital of the Company is INR. 1,00, 00,000/- (Rupees One Crore only), divided into 10,00,000 (Ten Lakh only) equity shares of INR 10/- (Rupees Ten only) each.***

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deed and things including delegating powers to any person(s), as they may in their absolute discretion deem necessary or expedient in respect of matters and things incidental or related thereto and to settle any question or doubt, to give effect to the aforesaid resolution."

#### **8. Approval for Change in the Object Clause of the Company:**

*To consider and if thought fit, to pass, the following resolution as Special Resolution:*

**RESOLVED THAT** pursuant to provisions of section 4 and 13 of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 including statutory amendments and modifications made thereunder, and the necessary registrations, approvals, consents, permissions and sanctions required, if any, from the jurisdictional Registrar of Companies, and any other appropriate regulatory

authorities approval of the members be and is hereby accorded to alter Memorandum of Association of the Company in the following manner:

1. To replace /delete the reference of the provisions/Sections of "The Companies Act, 1956" with the new provisions/ sections of "The Companies Act 2013".
2. Deletion of the heading of Clause III "THE OBJECTS FOR WHICH THE COMPANY IS ESTABLISHED ARE" and insertion of the heading Clause III (a) "THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE"
3. Insertion of the following main object as Clause III (a) in replacement of existing object clause under revised clause III (1) [THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE") of the Memorandum of Association of the Company:
  1. *To carry on the business of trading for all kinds of crops, Grains, pulses, spices, dry fruits, other edible products, plantation of trees of all types and production of all kinds of organic food products, fruits, vegetables, dairy, forestry, agricultural, horticulture, tea, coffee, rubber, mineral, cotton, silk, cereals, cotton - silk, vetiveria, wood, lac culture, timber, fuel, floriculture, bee keeping, fodder raising, seeding and manufacturing, trading, processing of agriculture products and allied activities including but not limited to manufacture and cultivation of hi- tech system design of irrigation projects, drip irrigation and work of eco development and thereby carry on business of manufacturers, buyers, sellers, exporters, dealers, importer, exporters, whole - sellers, retailers and distributors of agro based products and carry on organic farming, Lease Farming and contract farming and also to do the business of organic certification of land, setting up of processing unit of all kind of food products, set up and maintain warehouse, cold storages and all kinds of storage spaces, to run, establish and maintain retail shops for all the products in which the Company deals.*
4. Insertion of heading "3(b) Matters which are necessary for furtherance of the objects specified in clause 3(a) are:—"
5. Insertion of following object as clause 01 under the head "3(b) Matters which are necessary for furtherance of the objects specified in clause 3(a)" as specified in the draft provided on the website of the Company:
  - 1.*To carry on business of growing, cultivating, buying, selling, treating, making marketable, manufacturing and dealing in every kind of vegetables & fruits produce, food products, and products of soil, agricultural or trees or shrubs or plant and either in raw, manufactured or prepared state.*
6. Renumbering and recategorization of object no. 2 to 40 of the existing objects and inserting the same under heading "3(b) Matters which are necessary for furtherance of the objects specified in clause 3(a)"
7. Replacing references of Companies Act 1956 with corresponding references of Companies Act, 2013.

8. Deletion of the heading of Clause IV, "THE LIABILITY OF THE MEMBERS IS LIMITED" and insertion of the heading, "THE LIABILITY OF THE MEMBERS IS LIMITED AND THIS LIABILITY IS LIMITED TO THE AMOUNT UNPAID, IF ANY, ON SHARES HELD BY THEM".

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to file necessary E forms with the Registrar of Companies and to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary and with power to make the necessary corrections and alterations suggested by the Registrar of Companies and settle questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further approval of the members of the Company.

**Place: Mumbai**

**Date: 04<sup>th</sup> September, 2023**

**By order of the Board of Directors**

Sd/-

**Vishal Pravin Thakkar**

**Managing Director**

**DIN: 09798551**

**Notes:**

- All the continuing Directors of the Company had resigned and the terms of appointment of new additional Directors appointed by the Board are only upto the Annual General Meeting. The new Directors are proposed to be appointed in terms of Section 152 as per item no. 2, 3 & 4. On account of the said situation, office of none of the Directors are due for retirement by rotation and hence the same is not listed under ordinary business of the said for the Annual General Meeting. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020 read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, MCA and SEBI by Circular No. 2/2021 dated 13th January, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 (Extended until December 31, 2022; vide MCA and SEBI by Circular No. 3/2022 dated 5th May, 2022 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13<sup>th</sup> May, 2022 respectively (the said Circulars) had permitted sending of the Notice of AGM along with Annual Report only through electronic mode to those Members whose e-mail addresses were registered with the Company / Depositories as well as conducting the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM). MCA and SEBI by Circular No. 3/2022 dated 5<sup>th</sup> May, 2022 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13<sup>th</sup> May, 2022 respectively, have extended the above exemptions till 30<sup>th</sup> September, 2023.
- Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
- The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.



- Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
- In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <https://www.inlinch.com/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
- The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
- In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021.
- Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to [office@rmfa.co.in](mailto:office@rmfa.co.in) with a copy marked to inlinch@hotmail.com.
- The relevant details, pursuant to 36(3) of the SEBI Listing Regulations and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment / appointment at this AGM is annexed.
- As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, M/s. Universal Capital Securities Private Limited ("Universal Capital") for assistance in this regard.
- To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Universal Capital in case the shares are held by them in physical form.
- Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to Universal Capital in case the shares are held by them in physical form.
- As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to Universal Capital in case the shares are held in physical form.
- Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Universal Capital, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
- In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
- Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
- Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before September 27, 2023 through email on inlinch@hotmail.com. The same will be replied by the Company suitably.
- Disclosure with respect to Demat suspense account / unclaimed suspense account, Information pursuant to Regulation 34 (3) read with Clause F of Schedule V of LODR. As on date of this report, there are no shares in the demat suspense account or unclaimed suspense account of the Company.

- Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Saturday, September 23, 2023, i.e. record the date are entitled to vote on the Resolutions set forth in this Notice. Members who have acquired shares after the dispatch of the Annual Report may approach the Company for issuance of the User ID and Password for exercising their right to vote by electronic means.
- The Company has appointed Rachana Maru Furia & Associates, Practicing Company Secretaries, to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.
- The first 30 Speakers on first come basis will only be allowed to express their views/ask questions during the meeting.

**THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

- Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- i) The voting period begins on Wednesday, September 27<sup>th</sup> 2023 (9.00 am Indian Standard Time) and ends on Friday, September 29<sup>th</sup> 2023 (5.00 p.m. Indian Standard Time). 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 Saturday, September 23<sup>rd</sup>,2023 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) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242** dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- **Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li> </ol>
Individual Shareholders (holding securities in demat mode) login through	<p>You can also login using the login credentials of your DEMAT account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

their <b>Depository Participants (DP)</b>	
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - 2) Click on "Shareholders" module.
  - 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
  - 4) Next enter the Image Verification as displayed and Click on Login.
  - 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
  - 6) If you are a first-time user follow the steps given below:

<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both DEMAT shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
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"> <li>• 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.</li> </ul>

- (ii) After entering these details appropriately, click on "SUBMIT" tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant **The Indian Link Chain Manufactures** Limited on which you choose to vote.
- (vi) 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.
- (vii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (viii) 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.
- (ix) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xi) 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.
- (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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 will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, 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.
  - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer **and to the Company at the email address viz; inlinch@hotmail.com** (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 4 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 4 days prior to meeting

mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. **For Physical shareholders-** please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. **For Demat shareholders -**, please update your email id & mobile no. with your respective Depository Participant (DP)
3. **For Individual Demat shareholders –** Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository. If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT IN THE FORTHCOMING ANNUAL GENERAL MEETING**

*[Pursuant to Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Paragraph 1.2.5 of Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India]*

<b>Name</b>	<b>Vishal Pravin Thakkar</b>	<b>Mrs. Bhavika Thakkar</b>	<b>Mr. Ashok Jain</b>
<b>Date of Birth</b>	09/10/1979	05-09-1992	13/02/1960
<b>Date of Appointment</b>	February 06, 2023	February 06, 2023	11th August, 2023
<b>Brief Profile</b>	Vishal Thakkar has 15 years of experience in retail industry. He comes from background of commerce and marketing and his skills and experience would be a boost for the Company. He has also segued as a finance consultant for many business houses.	Mrs. Bhavika Thakkar is a fashion, apparel, retail and merchandising professional and has more than 7 years of experience in fashion and apparel industry. She is young, energetic and has a focused vision for growth is her passion. Also, having dealt with a huge clientele and having refined PR skills, would be of great help in growth of the Company	Mr. Ashok Jain is a senior retired municipal officer and has served on the post of executive engineer for approximately 30 years during his tenure at the said esteemed government office. His deep insights on corporate governance matters and an overall experience of above 30 years is believed to add value to the Board in governance matters
<b>Qualification</b>	Undergraduate	Undergraduate	He is a qualified B.E. and holds a Master's Degree (Arts).
<b>Directorships held in other companies (excluding section 8 and foreign companies)</b>	NIL	NIL	NIL
<b>Memberships of committees across other companies (includes only Audit &amp; Shareholders / Stakeholder Relationship Committee)</b>	NIL	NIL	NIL
<b>Shares held in the Company</b>	27,699 Shares [55.40%]	NIL	NIL
<b>Relationship between Directors inter-se</b>	NIL	NIL	NIL
<b>Number of Board Meetings attended during F.Y. 2022-23</b>	NIL	NIL	NIL

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013 AND SECRETARIAL STANDARD 2**

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### **ITEM NO. 2**

Mr. Vishal Thakkar (DIN: 09798551) was first inducted to the Board at the Board Meeting held on February 06, 2023 and in the same meeting he was appointed as the Additional (Executive) Director on the Board of the company w.e.f February 06.2023 under Section 161 of the Companies Act 2013(hereinafter called as The Act) In terms of Section 161 of the Companies Act, 2013, Mr. Vishal Thakkar (DIN: 09798551) holds the office only up to the date of the ensuing Annual General Meeting on Saturday, September 30<sup>th</sup> 2023. Mr. Vishal Thakkar (DIN: 09798551) possess the requisite Knowledge, Experience and skill for the position of Director. With respect to the same, the Company has received a notice in writing along with deposit of Rs. 1,00,000/-(Rupees One Lakh Only) pursuant to the provisions of Section 160 of the Companies Act, 2013 proposing his candidature for appointment as a Director of the Company. The Board on receipt on said notice from the member and subject to the approval of the members in the ensuing AGM, has accorded its consent, to appoint. Mr. Vishal Thakkar as Executive Director of the company

None of the Directors or Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested (financially or otherwise), in the proposed resolutions mentioned at Item Nos. 2 except to the extent of their shareholding in the Company. The Board recommends passing of the resolutions as set out at Item Nos. 2 as Ordinary Resolution(s).

### **ITEM NO.3:**

Mrs. Bhavika Mayur Thakkar (DIN: 09854905), on recommendation of Nomination & Remuneration Committee, was appointed as an Additional (Non- Executive) Director on the Board of the Company w.e.f. February 06, 2023 under Section 161 of the Companies Act 2013 (hereinafter called as The Act ) As per Section 161 of the Companies Act 2013 Mrs. Bhavika Mayur Thakkar (DIN: 09854905),holds the office up to date of ensuring AGM on Saturday, September 30<sup>th</sup> 2023 The company has received a notice in writing from a member under Section 160 of the Act proposing the candidature Mrs. Bhavika Mayur Thakkar for the office of Director to be appointed as a Non-Executive Director of the Company, liable to retire by rotation. Mrs. Bhavika Mayur Thakkar has consented to the propose appointment and not disqualified to be appointed as Director. Mrs. Bhavika Mayur Thakkar possess the requisite Knowledge, Experience and skill for the position of Director. The Board on receipt on said notice from the member and on recommendation of Nomination & Remuneration Committee and subject to the approval of the members in the ensuing AGM, has accorded its consent, to appoint. Mrs. Bhavika Mayur Thakkar as Non-executive Director and will be liable to retire by rotation. Mrs. Bhavika Mayur Thakkar will be not entitle for any remuneration as per the company policy for Non-executive Director except for the sitting fees for attending Board Meetings

None of the Director, Key Managerial Personnel of the Company and their relatives thereof are interested or concerned financial or otherwise in the proposed resolution. The Board of Directors recommend passing the resolution set out in Item No. 3 of this Notice.

### **ITEM NO.4:**



Mr. Ashok Punamchand Jain (DIN: 08470448) was appointed as an Additional Non – executive Independent Director for a term of five years commencing from 11<sup>th</sup> August 2023 in accordance with the provisions of Section 161 of the Companies Act, 2013 read with the Articles of Association. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office up to the date of ensuring Annual General Meeting of the Company.

The Company has received a notice in writing from a Member of the Company in terms of Section 160(1) of the Act proposing the candidature of Mr. Ashok Jain for the office of a Director of the Company. Mr. Jain has consented to act as a Director of the Company. In terms of Section 149 and other applicable provisions of the Act and as per the criteria set out under the Securities and Exchange Board of India (LODR) Regulations, 2015 ('Listing Regulations'), Mr. Jain, is eligible to be appointed as an Independent Director of the Company and has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and under Regulation 16(1)(b) of the Listing Regulations.

In terms of Regulation 25(8) of the Listing Regulations, he has declared that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Mr. Jain has further provided a declaration pursuant to Rule 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Fifth Amendment Rules, 2019, affirming that he has successfully registered himself with the Indian Institute of Corporate Affairs (IICA), for inclusion of his name in the Independent Director's data bank and that he shall renew the application for the same, from time to time, till he continues to hold office as Independent Director of the Company. In the opinion of the Board, Mr. Jain fulfills the conditions specified in the Act, Rules and Listing Regulations for appointment as an Independent Director and is independent of the management. The terms and conditions of appointment of Mr. Ashok Jain would be available for inspection by the Members, by writing an email to the Company at [inlinch@hotmail.com](mailto:inlinch@hotmail.com). In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Directors requires approval of the members of the Company.

Accordingly, the appointment of Mr. Jain as a Director and as an Independent Director is now being placed before the members for their approval. The Board considers that the proposed appointment of Mr. Ashok Punamchand Jain (DIN. 08470448) as an Independent Director, based on skills, experience & knowledge in diverse areas, will be in the best interest of the Company. The Board recommends the resolution as set out at Item No. 4 of the accompanying Notice for the approval by the Members of the Company by way of a Special Resolution. Mr. Ashok Jain is not related to any other Director or Key Managerial Personnel of the Company. The details of the Director is given in the Annexure to the Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives except Mr. Ashok Punamchand Jain (DIN: 08470448) himself, in any way concerned or interested, in the said resolution. The board recommends the said resolution to be passed as an ordinary resolution.

#### **ITEM NO.5:**

In the meeting i.e. meeting held on May 30, 2023, the Board appointed Mr. Vishal Thakkar as Managing Director and the Chief Financial Officer of the Company, with immediate effect, for a period of three years with effect from 30<sup>th</sup> May, 2023, subject to the approval of the shareholders.

The terms and conditions of the appointment are set out in a draft Appointment letter to be issued to Mr. Vishal Thakkar by the Company. The Board is of the opinion that the appointment and presence of Mr. Vishal Thakkar on the Board as the Managing and Chief Financial Officer will be desirable, beneficial and in the best interest of the Company. The Board recommends the resolution set out in item no. 5 of the accompanying Notice for approval and adoption of the Members. As per Schedule V of the Companies Act 2013-

### **Information about the Mr. Vishal Thakkar**

- i. **Background details -**  
Vishal Thakkar has 15 years of experience in retail industry. He comes from background of commerce and marketing and his skills and experience would be a boost for the Company. He has also segued as a finance consultant for many business houses.
- ii. **Past remuneration-** He has not earned any remuneration in past.
- iii. **Recognition or awards:** None
- iv. **Job profile and his suitability**  
As the Managing Director he is key person responsible for providing vital inputs for effective functioning, diversification and general overall management of the company. Mr. Vishal Thakkar's rich experience spans across various fields and his leadership skills and expertise have helped the Company to Grow and diversify. His guidance and dedication have helped the Company to successfully venture out in new sectors.
- v. **Remuneration proposed -** NA
- vi. **Comparative remuneration profile-** Not Applicable.
- vii. **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any-** No

### **Other information:**

- a. **Reasons of loss or inadequate profits:** The Company presently has inadequate profit as company is diversifying its business for new growth and due to that Company will take some time to attain adequate profits.
- b. **Steps taken or proposed to be taken for improvement:** Company has proposed to diversify its business in order to grow more and earn profits in upcoming few years.
- c. **Expected increase in productivity and profits in measurable terms-** NA

None of the Directors of the Company is concerned or interested in the proposed resolution

### **ITEM NO.6 & 7:**

The equity shares of the Company are listed and traded on the BSE Limited. With a view to enhance the liquidity of the Company's equity shares and to encourage the participation of investors by making equity shares of the Company more affordable to invest in the equity shares of the Company, the Board of Directors of the Company in its meeting held on September 4, 2023 considered and approved the sub-division/splitting of the existing equity shares of the Company, such that each equity share having face value of Rs. 100/- (Rupees Hundred only) fully paid-up, be sub-divided into equity shares having face value of Rs.10 /- (Rupees Ten only) each, fully paid-up, ranking pari-passu with each other in all respects, with effect from such date as may be fixed by the Board as the Record Date ("Record Date"), subject to approval of shareholders of the Company

The sub-division of equity shares of the Company as aforesaid would require consequential alteration to the existing Capital Clause i.e. Clause V of the Memorandum of Association of the Company. There will not be any change in the amount of authorized, subscribed, issued and paid-up share capital of the Company on account of sub-division of equity shares. Additionally, such sub-division shall not be construed as reduction in share capital of the Company.

In terms of the provisions of Sections 13 and 61 of the Companies Act, 2013, approval of the shareholders of the Company is sought by way of ordinary resolutions for sub-division of equity shares and consequential alteration to Capital Clause (Clause V) of the Memorandum of Association of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested (financially or otherwise), in the proposed resolutions mentioned at Item Nos. 6 & 7 except to the extent of their shareholding in the Company. The Board recommends passing of the resolutions as set out at Item Nos. 6 & 7 as Ordinary Resolution(s).

**ITEM NO.8:**

As a part of diversification plan, the management has proposed to change its Main Object clause and enter into the business of and agro trading and allied activities for all kinds of crops, Grains, pulses, spices, dry fruits, other edible products etc. Moreover the Memorandum of association of the Company has been consistent ever since incorporation and management is of the view that with the implementation of Companies Act, 2013, the MOA now should be aligned with the provisions including Table A of Schedule 1 of the Companies Act, 2013.

The proposed Memorandum of Association with marked up changes that are align with the Provision of the Company Act 2013 are available for inspection at the registered office of the Company on all the working days, except Saturdays, Sundays and holidays between 11.00 a.m. and 1.00 p.m.

In view of the above, your Directors recommend the proposed resolution be carried as a Special Resolution. None of the Directors and Key Managerial Personnel (including relatives of directors or key managerial personnel) of the Company is in any way concerned or interested, financially or otherwise in this proposed resolution except to the extent of their shareholding in the Company, if any. The proposed Resolution does not relate to or affect any other Company.

**Place: Mumbai**  
**Date: 04<sup>th</sup> September, 2023**

**By order of the Board of Directors**

**Sd/-**  
**Vishal Pravin Thakkar**  
**Managing Director**  
**DIN: 09798551**