



LINK PHARMA CHEM LIMITED

Regd. Off.:162, GIDC Estate, Nandesari – 391 340 Dist. Vadodara
CIN: L24230GJ1984PLC007540 Phone No. 0265-2840448 Fax No. 0265-2841351
Email Id: linkpharmacs@gmail.com • Website: www.linkpharmachem.co.in

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies
(Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given in pursuance to Section 110 of the Companies Act, 2013 (“**ACT**”) read with Rule 22 of Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, that the resolution appended is proposed to be passed as special resolution by way of Postal Ballot.

An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out all material facts and reasons for the proposed Special Resolution is appended herein below along with the Ballot Form (Form) for your consideration.

The Company has appointed Mr. Vijay Bhatt, Proprietor, M/s. Vijay Bhatt & Co., Practicing Company Secretary (“*Scrutinizer*”), to act as the Scrutinizer and to receive and scrutinize the completed Ballot Forms received from the Members and also to scrutinize the e-voting process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) therein by filling necessary details and affixing your signatures at the designated place in the form and return the same in original duly completed in enclosed self addressed, postage pre-paid envelop (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e 6.00 P.M. on Tuesday, 26th May, 2015. Please note that any postal Ballot form (s), received after the said date will be treated as not received.

Upon Completion of the Scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman. The result of the Postal Ballot would be announced by the Chairman of the Company on Thursday, 28th May, 2015 at the Registered Office of the Company.

The aforesaid result would be displayed at the Registered Office of the Company, intimated to the Stock Exchange where shares of the Company are listed, published in the Newspapers and displayed along with the Scrutinizer's report on the Company's Website i.e. www.linkpharmachem.co.in. The date of announcement of result of Postal Ballot shall be considered to be the date of Extra Ordinary General Meeting and the date of passing the said resolutions.

SPECIAL BUSINESS:

TO DISPOSE OFF THE IDLE IMMOVABLE PROPERTIES

To consider and if thought fit to give ASSENT/DISSENT to the following Resolution to be passed as a Special Resolution –

“**RESOLVED THAT** pursuant to the provisions of Section 180(1) (a) and other applicable provisions of the Companies Act, 2013 including any amendment thereto or re-enactment thereof, if any, for the time being in force, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to enter into the transaction for sale of properties being land and building at Plot No. 163 and Plot No. 164 admeasuring 10800 Sq. Mtrs. (Approx) situated at GIDC, Nandesari, Dist. Vadodara to M/s. Aalidhra Pharmachem Private Limited or to any person, body, firm, Company or any entity as may be deem fit by Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby, authorized to do or cause to be done all such acts, matters, deeds and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company.”

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

Sd/-
B.V.RETAREKAR
CHAIRMAN

PLACE: VADODARA
DATE: 31.03.2015

NOTES:

1. The Board of Directors of the Company (The Board) has appointed Mr. Vijay J Bhatt, (Membership No. FCS- 4900 CP NO. 2265) Practicing Company Secretary of M/s Vijay Bhatt & Co. having its office situated at 110, Rajvee Tower, Old Padra Road, Vadodara – 390 020 as Scrutinizer for conducting the postal ballot process in a fair and transparent manner.
2. The Notice of Postal Ballot is being sent to all the members by post / courier (and electronically by email to those members who have registered their e-mail ids with the Depository or with the Company), whose names appear in the Register of members/ records of depositories as on Friday, 17th April, 2015. Notice of Postal Ballot is also being sent to all the Directors and Auditor of the Company.
3. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays between 11:00 a.m. and 01:00 p.m. up to Tuesday, 26th May, 2015.
4. The Notice of postal Ballot along with the form has been made available on the website of the company i.e, www.linkpharmachem.co.in.
5. The Company also offers e-voting facility. Please see the instructions below for detail.

In Compliance with Clause 35B of the Listing Agreement and Section 110 of the Companies Act 2013 read with rule 22 of the Companies (Management and Administration) Rules, 2014, the Company is also pleased to provide Electronic Voting (E-Voting) facility as an alternate, to all its members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by Post. The Company has engaged the Services of Central Depository Services Limited to provide e-voting facilities to its members. It may be noted that E-voting is optional.

Shareholders have option to vote either through e-voting or through Ballot Form and can download the Ballot Form, from the website of the company viz; www.linkpharmachem.co.in or seeks duplicate copy of the same either in writing to the Company at 162, GIDC Estate, Nandesari – 391 340 Dist. Vadodara or through e-mail i.e., linkpharmacs@gmail.com.

Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to the Notice and Instructions overleaf the Form.

References to Postal Ballot (s) in this notice include the Votes received by electronic means. **HOWEVER IN CASE MEMBERS CAST THEIR VOTE BOTH VIA PHYSICAL POSTAL BALLOT AND E-VOTING, THEN VOTING THROUGH E-VOTING SHALL PREVAIL AND VOTING DONE BY POSTAL BALLOT SHALL BE TREATED AS INVALID NOTWITHSTANDING WHICHEVER OPTION IS EXERCISED FIRST.**

The E-voting period commences on Monday, 27th April, 2015 (09.00 A.M) and ends on Tuesday, 26th May, 2015 (6.00 P.M). The E-voting Module would be disabled by CDSL for voting thereafter. During this period, members of the Company, holding shares in Physical Form or in Dematerialized Form, as on cutoff date i.e. 17th April, 2015, may cast their vote electronically.

VOTING THROUGH ELECTRONIC MEANS

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Monday, 27th April, 2015 and ends on Tuesday, 26th May, 2015. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cutoff date (record date) of 17th April, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com
- (iii) Click on Shareholders.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (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*	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"> 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 with sequence number 1 then enter RA00000001 in the PAN Field.
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. <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 as mentioned in instruction (iv)

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (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 for the relevant Link Pharma Chem Limited 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 "RESOLUTIONS 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 page.
- (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.
- (xviii) Note for Non – Individual Shareholders and Custodians
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - 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.
- (xix) 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.

VOTING THOROUGH PHYSICAL POSTAL BALLOT FORM:

(i) A member desiring to exercise his/her vote through Postal Ballot shall complete the enclosed Postal Ballot Form with the assent (For) or dissent (Against) and send it to the Scrutinizer in the enclosed self-addressed Business reply envelope. Postage will be borne and paid by the company. However, envelopes containing Postal Ballots, if sent by Courier or by Registered post at the expenses of the Registered Member/Beneficial Owner will also be accepted. The Envelopes may also be deposited personally at the address given thereon. The Postal Ballot form, duly completed and signed should be returned in the enclosed self-addressed postage business reply envelope directly to the Scrutinizer so as to reach the Scrutinizer before the closing of working hours on or before Tuesday, 26th May, 2015 to be eligible for being considered. The envelopes received after the aforesaid date shall be treated as invalid and as if no reply has been received from the Member(s).

ii. The members are requested to exercise their voting rights by using the attached postal Ballot form only. No other form or photocopy of the form is permitted.

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 the Company electronically

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) AND 110 OF THE COMPANIES ACT, 2013.

The Board of Directors in its meeting dated 31st March, 2015 has approved the transaction for sale of idle properties being land and building at Plot No. 163 and Plot No. 164 admeasuring 10800 Sq. Mtrs. (Approx) situated at GIDC, Nandesari, Dist. Vadodara to M/s. Aalidhra Pharmachem Private Limited or to any person, body, firm, Company or any entity as may be deem fit by Board of Directors of the Company, which was acquired by the Company as an old construction for the purpose of expansion and diversification. However, said properties could not be fully utilized for productive purpose. Therefore, Board has decided to dispose off the said properties in view of reducing debt liability and to do more productive investment.

In terms of Section 180(1) (a) of the Companies Act, 2013, the Board may sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company only with the consent of the members by way of special resolution. Pursuant to the provisions of Section 180(1) (a) of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, consent of the shareholders is required through postal ballot.

Your directors draw your kind attention towards the fact that earlier Board had proposed to sell the above assets to Shiva Pharmachem Limited. Members also gave their assent by postal ballot, the result of which was declared on 14th March, 2015, But in view of sudden break out of fire in the that Company's manufacturing facility and huge loss resulted due to it, the said transaction was cancelled. Members are requested to take note of this fact and the company again seeks the consent of the shareholders by passing this as special resolution.

None of the Directors, Key Managerial Personnel and their relatives of the company is interested or concerned financially or otherwise in the said resolution.

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

PLACE: VADODARA
DATE: 31.03.2015

S/d-
B.V.RETAREKAR
CHAIRMAN