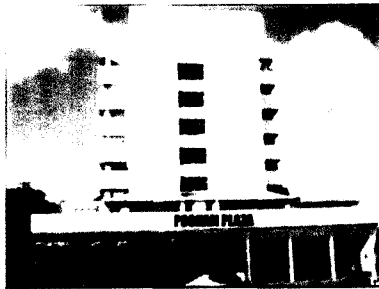


# **20<sup>TH</sup> ANNUAL REPORT 2004-2005**

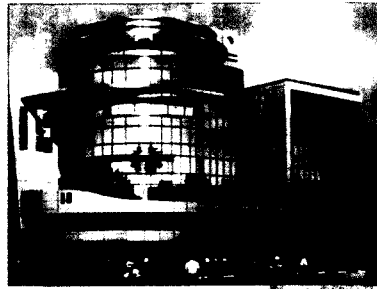
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**LINK HOUSE**  
**INDUSTRIES LTD.**

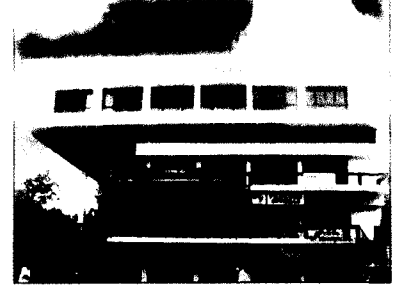
## Our Projects



■ Poonam Plaza



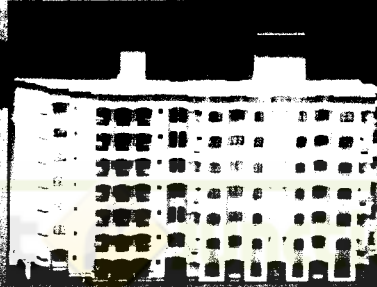
■ Poonam Plaza (Dubai)



■ Poonam Arcade



■ Poonam Vihar I



■ Poonam Vihar II



■ Poonam Mall



## **Link House Industries Limited**

### **Board Of Directors**

**Mr. Nandkumar K. Harchandani**  
*Chairman-cum-Managing Director*

Mr. Anilkumar N. Harchandani  
*Executive Director*

Mrs. Anita A. Harchandani  
*Executive Director*

Mrs. Poonam N. Harchandani  
*Director*

Ms. Archana D. Wani  
*Director*

Mr. Ashok B. Purohit  
*Director*

Mr. Amarlal Daultani  
*Director*

### **Auditors**

**Anand V. Deshpande & Co.**  
**Chartered Accountants,**  
**Nagpur - 440 012.**

### **Bankers**

Oriental Bank Of Commerce  
UTI Bank Ltd.

### **Registrar And Transfer Agent:**

Intime Spectrum Registry Ltd.  
C-13, Pannalal Silk Mills Compound, LBS Marg,  
Bhandup (W), Mumbai.400078

### **Registered Office**

7th Floor, Poonam Plaza,  
Palm Road, Civil Lines  
Nagpur - 440 001.

**Phone No.:** 0712 -2527981/2/3  
**Fax No.:** 0712 -2527989

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**LINK HOUSE INDUSTRIES LIMITED**  
**REGD. OFF.: 7TH FLOOR, POONAM PLAZA, PALM ROAD,**  
**CIVIL LINES, NAGPUR - 440 001.**

To,  
 The Members & Auditors,

**NOTICE OF TWENTIETH ANNUAL GENERAL MEETING**

NOTICE is hereby given that the TWENTIETH Annual General Meeting of the Members of LINKHOUSE INDUSTRIES LIMITED, will be held on Thursday, the 18th day of August 2005 at 02.00 P.M. at the Registered office of the Company at 7TH FLOOR, POONAM PLAZA, PALM ROAD, CIVIL LINES, NAGPUR - 440 001 to transact the following businesses as Ordinary Businesses:

1. To receive, consider and adopt the audited Balance Sheet as at 31/03/2005, Profit & Loss Account for the year ended on that date and the Reports of the Auditors and Directors thereon.
2. To Declare dividend on Equity Shares.
3. To appoint a Director in place of Ms. Archana D. Wani who retires by rotation and being eligible, offers herself for re-appointment.
4. To appoint a Director in place of Mrs. Anita A. Harchandani who retires by rotation and being eligible, offers herself for re-appointment.
5. To appoint Auditors in place of M/s. Anand V. Deshpande & Co. who retire at the conclusion of the Annual General Meeting and being eligible offers themselves for re-appointment and to fix their remuneration.

**SPECIAL BUSINESS:**

6. To consider and if thought fit, to pass with or without modification (s) the following Resolution as Special Resolution:

**INCREASE OF AUTHORIZED SHARE CAPITAL:**

"RESOLVED THAT pursuant to the provisions of section 94 and all other applicable provisions of the Companies Act, 1956 and that of the Articles and Memorandum of Association of the Company, the Memorandum of Association be and is hereby altered by increasing the Authorized Share Capital of the Company by deleting the following words from clause V thereto:

'The Authorized Share Capital of the Company is Rs. 500,00,000 (Rs. Five Crores Only) divided into 50,00,000 (Fifty Lacs) Equity Shares of Rs. 10/- (Rupees Ten) each.'

And replacing the same by inserting the following words in place thereof:

'The Authorized Share Capital of the Company is Rs. 10,00,00,000 (Rupees Ten Crores Only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- (Rupees Ten) each.'

"RESOLVED FURTHER THAT the Articles of Association of the Company be and is hereby altered by increasing the Authorized Share Capital of the Company by deleting the following words from the Article 3 (a) thereto:

'The Authorized Share Capital of the Company is Rs. 500,00,000 (Rs. Five Crores Only) divided into 50,00,000 (Fifty Lacs) Equity Shares of Rs. 10/- (Rupees Ten) each.'

And replacing the same by inserting the following words in place thereof:

'The Authorized Share Capital of the Company is Rs. 10,00,00,000 (Rupees Ten Crores Only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs.10/- (Rupees Ten) each.'

RESOLVED FURTHER THAT Mr. Anilkumar N. Harchandani, Director of the Company be and is hereby authorized to file the relevant form No. 5 & 23 with the Registrar of Companies, Maharashtra and also to do all the necessary acts in this regard.

RESOLVED FURTHER THAT Mr. Anilkumar N. Harchandani, Director of the Company be and is hereby authorized to make the necessary alterations at relevant places in the Memorandum & Articles of Association of the Company and also to do all the acts, deeds and things in the above said matter.

7. To consider and if thought fit, to pass with or without modification (s) the following Resolution as a Special Resolution:

#### SPLITTING OF SHARE:

"RESOLVED THAT pursuant to the provisions of the Articles of Association of the Company and that of all the applicable provisions of the Companies Act, 1956, the Board be and is hereby authorized and empowered to proceed further subject to the record date, to be decided by the Board of Director and with the Compliance of the provisions of SEBI Act, Rules, Guidelines and listing agreement Split the shares of the Company from the existing face value of Rs.10/- per share fully paid-up to the face value of Re.1/- per share fully paid-up.

"RESOLVED FURTHER THAT pursuant to the provisions of section 94 (d) and all other applicable provisions of the Companies Act, 1956 and that of the applicable provisions of the Articles and Memorandum of Association of the Company, the Memorandum of Association be and is hereby altered by deleting the following words from clause V thereto, with effect from the Record Date to be determined by the Board of Directors of the Company (which term shall be deemed to include any committee thereof for the purpose of sub-division of ordinary Shares:

'The Authorized Share Capital of the Company is Rs.10,00,00,000 (Rupees Ten Crores Only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs.10/- each.'

And replacing the same by inserting the following words in place thereof:

'The Authorized Share Capital of the Company is Rs.10,00,00,000 (Rupees Ten Crores Only) divided into 10,00,00,000 (Ten Crore) Equity Shares of Re.1/- each.'

"RESOLVED FURTHER THAT the Articles of Association of the Company be and is hereby altered by deleting the following words from Article 3(a) thereto, with effect from the Record Date to be determined by the Board of Directors of the Company (which term shall be deemed to include any committee thereof for the purpose of sub-division of ordinary Shares):

'The Authorized Share Capital of the Company is Rs.11,00,00,000 (Rupees Eleven Crores Only) divided into 1,10,00,000 (One Crore Ten Lac) Equity Shares of Rs.10/- each.'

And replacing the same by inserting the following words in place thereof:

'The Authorized Share Capital of the Company is Rs.10,00,00,000 (Rupees Ten Crores Only) divided into 10,00,00,000 (Ten Crore) Equity Shares of Re.1/- each.'



RESOLVED FURTHER THAT Mr. Anilkumar N. Harchandani, Director of the Company be and is hereby authorized to file the relevant form No. 5 & 23 with the Registrar of Companies, Maharashtra and also to do all the necessary acts in this regard.

RESOLVED FURTHER THAT Mr. Vijaykumar N. Harchandani, Director of the Company be and is hereby authorized to make the necessary alterations at relevant places in the Memorandum & Articles of Association of the Company and also to do all the acts, deeds and things in the above said matter.

8. To consider and if thought fit, to pass with or without modification (s) the following Resolution as a Special Resolution:

#### **CAPITALIZATION OF RESERVES AND ISSUE OF BONUS SHARES:**

"RESOLVED THAT pursuant to the provisions of Article 105 (1) of the Articles of Association of the Company and that of all the applicable provisions of the Companies Act, 1956, the Board be and is hereby authorized and empowered subject to the compliances with all the provisions of the Companies Act, 1956, SEBI Act, Rules, Guidelines in connection with the issue and allotment of Bonus Shares, for Capitalization of a sum not exceeding Rs.4,96,00,000/- (Rupees Four Crores Ninety Six Lacs Only) from the General Reserves of the Company for the purpose of issue of bonus shares of Re.1/- (Rupee One) each, credited as fully paid-up Equity Shares to the holders of the Equity Shares whose names shall appear on the register of members on the 'Record Date' to be determined by the Board for the purpose in the proportion of 10 (Ten) Bonus Share of Re.1/- each for each fully paid-up Equity Share of Rs.10/- each held by them.

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

#### **APPOINTMENT OF DIRECTOR LIABLE TO RETIRE BY ROTATION:**

"RESOLVED THAT Mr. Ashok B. Purohit, who was appointed as an Additional Director at the Meeting of the Board of Directors held on 25th day of October 2004 and who hold office as such up-to the date of the forthcoming 20th Annual General Meeting and in respect of whom notice under section 257 of the Companies Act, 1956 has been received from a member signifying his intention to propose Mr. Ashok B. Purohit as a candidate for the office of Director of the Company be and is hereby appointed as Director of the Company w.e.f. 18/08/2005 on regular basis, liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Anilkumar N. Harchandani, Director of the Company be and is hereby authorized to file Form No.32 and other relevant forms & documents, within 30 days from the date of appointment, in duplicate, in respect of the appointment of the above said Director, with the Registrar of Companies, Maharashtra."

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

#### **APPOINTMENT OF DIRECTOR LIABLE TO RETIRE BY ROTATION:**

"RESOLVED THAT Mr. Amarlal Doultani, who was appointed as an Additional Director at the Meeting of the Board of Directors held on 25th day of October 2004 and who hold office as such up-to the date of the forthcoming Annual General Meeting and in respect of whom notice under section 257 of the Companies Act, 1956 has been received from a member signifying his intention to propose Mr. Amarlal Doultani as a candidate for the office of Director of the Company be and is hereby appointed as Director of the Company w.e.f. 18/08/2005 on regular basis, liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Anilkumar N. Harchandani, Director of the Company be and is hereby authorized to file Form No.32 and other relevant forms & documents, within 30 days from the date of appointment, in duplicate, in respect of the appointment of the above said Director, with the Registrar of Companies, Maharashtra."

Place : Nagpur  
Dated : 22.07.2005.

By the order of Board  
LINK HOUSE INDUSTRIES LTD.,

**ANILKUMAR HARCHANDANI**  
(CHAIRMAN)

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.
2. A PROXY FORM IS ENCLOSED. PROXIES IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.
3. PLEASE BRING YOUR COPY OF THE ANNUAL ACCOUNTS TO THE MEETING. EXPLANATORY STATEMENTS PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956:
4. BOOK CLOSURE FOR DECLARATION OF DIVIDEND SHALL COMMENCE FROM 23RD DAY OF AUGUST 2005 AND SHALL END ON 30TH DAY OF AUGUST 2005 BOTH DAYS INCLUSIVE.

**ITEM NO.6.**

The Authorized Share Capital of the Company at present is Rs. 500,00,000/- Lacs (Rupees Five Crores Only) and the paid-up Capital is Rs.4,96,00,000/- (Rupees Four Crores Ninety Six Lacs Only).

The Board of Directors of the Company had decided to increase the Authorized Share Capital of the Company from the present Rs. 500.00 Lacs (i.e. Rs.5.00 Crores) to Rs. 1000.00 Lacs (i.e.10.00 Crores), in order to Capitalize the free reserves of the Company and to issue and allot Bonus Shares in the ratio of 1:1 i.e. One fully paid-up Equity Share against each fully paid up Share held on the record date to be resolved by the member at the Annual General Meeting or to be decided by the Board subsequently.

The alteration requires to be made in Clause V of the Memorandum Of Association and also in Clause 3 (a) of the Articles of Association of the Company.

For the above said reasons, the Board recommends the above said Special Resolution for your perusal and approval.

Section 94 & 192 of the Companies Act, 1956, requires passing of Special Resolution by the Members of the Company at the Annual General Meeting.

None of the Directors of the Company are interested or concerned and / or are deemed to be interested or concerned in the above said Special Resolution.

**ITEM NO.7**

The Authorized Share Capital of the Company at present is Rs. 5,00,00,000/- (Rupees Five Crores Only) and the paid-up Capital is Rs.4,96,00,000/- (Rupees Four Crores Ninety Six Lacs Only).

The Board of the Company has decided to Split the face value of its share from Rs.10/- per share to face value of Re.1/- per share, in order to increase the number of share available for trading on the floor of the Stock Exchange and to provide ready liquidity to the stakeholders of the Company.

Further, it is proposed to re-organize the issued, subscribed and the paid-up Share Capital of the Company by sub-dividing the Ordinary Shares of the face value of Rs.10/- per share in the Equity Share of Re.1/- each.

Accordingly the Authorized Share Capital of the Company will be subdivided into 10,00,00,000 (Ten Crores) Equity Shares of Re.1/- each. The issued, subscribed and paid-up Capital of the Company shall also to be of Re.1/- each fully paid-up.



FURTHER RESOLVED THAT the Board be and is hereby authorized and empowered to comply with all the applicable provisions of the Companies Act, 1956, listed agreement, SEBI guidelines and Rules made there-under and other applicable compliances for Split of Shares and the record date for the said purpose, to be decided by the Board of Directors.

For the above said reasons, the Board recommends the above said Special Resolution for your perusal and approval.

Section 192 of the Companies Act, 1956, requires passing of Special Resolution by the Members of the Company at the General ordinary General Meeting.

None of the Directors of the Company are interested or concerned and / or are deemed to be interested or concerned in the above said Special Resolution.

#### **ITEM NO.8**

The Company is having free reserves sufficient enough to and the Board recommends to Capitalization, issue and allotment to its shareholders fully paid-up Bonus Share in the ratio of 1:1 i.e. 10 (Ten) fully paid-up Equity Shares of Re.1/- each against each fully paid up equity Share of Rs.10/- each held on the record date, to be decided by the Board of Directors.

For the above said reasons, the Board recommends the above said Special Resolution for your perusal and approval.

The above said matter requires passing of Special Resolution by the Members of the Company at the Annual General Meeting.

None of the Directors of the Company are interested or concerned and / or are deemed to be interested or concerned in the above said Special Resolution.

#### **ITEM NO.9**

Mr. Ashok B. Purohit was appointed as an additional Director of the Company w.e.f.25th day of October 2004. Under Section 260 of the Companies Act, 1956, read with Article 74 of the Articles of Association of the Company, Mr. Ashok B. Purohit continues to hold office as a Director until the conclusion of the forthcoming Annual General Meeting. However, as required under Section 257, the Company has received the notice from a member signifying his intention to propose Mr. Ashok B. Purohit as a candidate for the office of the Director of the Company and the required deposit of Rs.500/- has been received by the Company along-with such notice. It is proposed to that Mr. Ashok B. Purohit will be liable to retire by rotation.

Since Mr. Ashok B. Purohit, being eligible has accorded his consent and approval to act as Director of the Company, if appointed as such on regular basis by the Members of the Company at the proposed Annual General Meeting of the Company, slatted to be held on 18/08/2005. The Board was also of the view that, his appointment into the Board of Directors on regular basis would be in the larger interest of the Company.

The said Director is not disqualified from being appointed as Director of any other Company. The Board was of the view that his induction into the Board shall be in the larger interest of the Company and furtherance of the future progress and development of the Company.

After looking into the overall aspects for the appointment of Director of the Company, the Board decided to recommend Mr. Ashok B. Purohit as Director on regular basis.

Section 255 of the Companies Act, 1956 requires the passing of Ordinary Resolution for the appointment of Director and the Board hereby recommends the above said Ordinary Resolution for the approval of members.

Except, Mr. Ashok B. Purohit being recommended for appointment as Director of the Company, none of the Directors is /are in any way interested or concerned or deemed to be interested or concerned in the passing of the above said Ordinary Resolution.

**ITEM NO.10**

Mr. Amarlal Doultani was appointed as an additional Director of the Company w.e.f.25th day of October 2004. Under Section 260 of the Companies Act, 1956, read with Article 74 of the Articles of Association of the Company, Mr. Amarlal Doultani continues to hold office as a Director until the conclusion of the forthcoming Annual General Meeting. However, as required under Section 257, the Company has received the notice from a member signifying his intention to propose Mr. Amarlal Doultani as a candidate for the office of the Director of the Company and the required deposit of Rs.500/- has been received by the Company along-with such notice. It is proposed to that Mr. Amarlal Doultani Since Mr.Amarlal Doultani, being eligible has accorded his consent and approval to act as Director of the Company, if appointed as such on regular basis by the Members of the Company at the proposed Annual General Meeting of the Company, slated to be held on 18/08/2005. The Board was also of the view that, his appointment into the Board of Directors on regular basis would be in the larger interest of the Company.

The said Director is not disqualified from being appointed as Director of any other Company. The Board was of the view that his induction into the Board shall be in the larger interest of the Company and furtherance of the future progress and development of the Company.

After looking into the overall aspects for the appointment of Director of the Company, the Board decided to recommend Mr.Amarlal Doultani as Director on regular basis.

Section 255 of the Companies Act, 1956 requires the passing of Ordinary Resolution for the appointment of Director and the Board hereby recommends the above said Ordinary Resolution for the approval of members.

Except, Mr. Amarlal Doultani being recommended for appointment as Director of the Company, none of the Directors is /are in any way interested or concerned or deemed to be interested or concerned in the passing of the above said Ordinary Resolution.

Place: Nagpur  
Dated: 22.07.2005.

By the order of Board  
**LINKHOUSE INDUSTRIES LTD.,**

**ANILKUMAR HARCHANDANI**  
(CHAIRMAN)