

LINKHOUSE INDUSTRIES LIMITED

BOARD OF DIRECTORS :

- 1) MR. NANDKUMAR K. HARCHANDANI
CHAIRMAN-CUM-MANAGING DIRECTOR
- 2) MR. ASHOK B. PUROHIT
Non-Executive & Independent Director
- 3) MS. ARCHANA D. WANI
Non-Executive & Independent Director
- 4) MR. ANILKUMAR N. HARCHANDANI
Non-Executive & Professional Director

Registered Office : 1st Floor B, Poonam Chambers,
Byramji Town, Chhindwara Road,
Nagpur – 440 013 (M. S.)

Phone No. : 0712 –6611216, 2592255

Fax No. : 0712 -6611217

Email Id : linkhouseltd@gmail.com

AUDITORS : M/s. Sanjay S. Agrawal & Co.
Chartered Accountants,
1st Floor, Sudama Bhawan,
Behind Sut Market,
Gandhibagh, Nagpur – 440 002. (M. S.)

BANKERS : 1) ORIENTAL BANK OF COMMERCE
2) AXIS BANK LTD.
3) ALLAHABAD BANK

**REGISTRAR AND
TRANSFER AGENT :** Intime Spectrum Registry Ltd.
C-13, Pannalal Silk Mills Compound,
LBS Marg, Bhandup (W),
Mumbai – 400 078. (M. S.)

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LINKHOUSE INDUSTRIES LIMITED

REGD. OFF.: 1ST FLOOR B, POONAM CHAMBERS,
BYRAMJI TOWN, CHHINDWARA ROAD, NAGPUR-440 013. (M.S.)

NOTICE OF TWENTY-SIXTH ANNUAL GENERAL MEETING

To,

The Members & Auditors,

NOTICE is hereby given that the TWENTY-SIXTH Annual General Meeting of the Members of LINKHOUSE INDUSTRIES LIMITED, will be held on Friday, the 30th day of September 2011 at 02.00 P.M. at the Registered office of the Company at 1ST FLOOR B, POONAM CHAMBERS, BYRAMJI TOWN, CHHINDWARA ROAD, NAGPUR-440 013 to transact the following business as Ordinary Business:

1. To receive, consider and adopt the audited Balance Sheet as at 31/03/2011, Profit & Loss Account for the year ended on that date and the Reports of the Auditors and Directors thereon.
2. To appoint a Director in place of Ms. Archana D. Wani, who retires by rotation and being eligible offers herself for re-appointment.
3. To appoint a Director in place of Mr. Ashok B. Purohit, who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint Auditors in place of M/s. Sanjay S. Agrawal & Co., Chartered Accountants, Nagpur, who retire at the conclusion of the 26th Annual General Meeting and being eligible offers themselves for re-appointment and to fix their remuneration in consultation with them.

Place: Nagpur
Dated: 02.09.2011.

By the order of Board
LINKHOUSE INDUSTRIES LTD.,

(CHAIRMAN)

NOTES:

1. THE BOOK CLOSURE FOR THE PURPOSE OF SHARE TRANSFERS SHALL COMMENCE FROM 27-09-2011 AND SHALL END ON 30-09-2011 (BOTH DAYS INCLUSIVE) AND NO RECORD DATE HAS BEEN DECLARED.
2. 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.
3. 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.
4. COPIES OF THE ACCOUNTS AND REPORTS CITED IN ITEM NO.1 OF BUSINESS ARE ATTACHED HERewith. PLEASE BRING YOUR COPY OF THE SAME AT THE MEETING.

LINKHOUSE INDUSTRIES LIMITED
REGD. OFF.: 1ST FLOOR B, POONAM CHAMBERS,
BYRAMJI TOWN, CHHINDWARA ROAD, NAGPUR-440 013. (M.S.)**DIRECTORS' REPORT**

Dear Members,

Your Board of Directors has the pleasure to present the Twenty Sixth Annual Report and the Audited Balance Sheet and the Profit & Loss Account of the Company for the year ended on 31st March 2011.

FINANCIAL RESULTS:

The Working Results of the Company are stated in the Profit & Loss Account of the Company, which are self-explanatory and do not calls for any further comments thereon.

DIVIDEND:

The Directors of your Company have not recommended payment of any Dividend for the financial year 2010-11 in order to strengthen the Reserves of the Company for the ongoing as well as for the forthcoming Projects of the Company.

OPERATIONS:

The Company is involved in the business of Development as well as Construction of Commercial & Residential Complexes in the City of Nagpur and near about.

PERFORMANCE:

Overall performance of the Company for the period under review was satisfactory during the year ended on 31-03-2011, it needs to be performed better in the current financial year which can be achieved by reducing the expenditure to the requisite extent & also by timely completion of ongoing & new projects under way and so the Directors are hopeful of better performance of the Company in the current financial year.

DIRECTORS:

Ms. Archana D. Wani & Mr. Ashok B. Purohit, Directors are due to retire by rotation and being eligible for re-appointment have offered them-selves for re-appointment. The Board proposes them for re-appointment as Directors liable to retire by rotation at the forthcoming Twenty Sixth Annual General Meeting of the Company.

Except this there has been no change in the Composition of Board of Directors of the Company.

PARTICULARS OF EMPLOYEES:

During the year under review, there were no employees drawing remuneration in excess of the prescribed limits and whose particulars need be given under Section 217 (2A) of The Companies Act, 1956 read with The Companies (Particulars of Employees) Rules, 1975, as amended.

a) CONSERVATION OF ENERGY & TECHNOLOGY ABSORPTION:

The Company does not use any technology or energy for its existing business except for the electricity used in offices and at sites of the Company, which is not a significant part of the construction cost, hence it is not practicable to furnish the information in this connection.

b) FOREIGN EXCHANGE EARNINGS & OUTGO: NIL.**c) POLLUTION CONTROL MEASURES:**

The Company's business does not involve any emission of pollutants and therefore, no special pollution control measures are called for. However, special attention is being paid to maintain healthy and hygienic condition to make the services customer friendly & also for the betterment of the employee of the Company.

DEPOSITS:

The Company has not accepted any deposits from the public, which attracts the provisions of Section 58A and 58AA of the Companies Act, 1956 and the rules made there-under during the year under review.

DIRECTOR'S RESPONSIBILITY STATEMENT:

Pursuant to Section 217(2AA) of the Companies Act, 1956 the Directors confirm:

- (i) That in the preparation of the Annual Accounts for the financial year ended 31/03/2011 the applicable Accounting Standards have been followed along-with proper explanation relating to material departures therefrom;
- (ii) That the Directors had selected such Accounting Policies and applied them consistently and made Judgments and estimates that are reasonable and prudent so as to give a true and fare view of the state of affairs of the Company at the end of the financial year and of the PROFIT of the Company for the year under review;
- (iii) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- (iv) That the Directors have prepared the Annual Accounts for the Financial Year ended 31/03/2011 on a 'Going Concern' basis.

AUDITOR'S REPORT:

Observations made in the Auditor's Report are self-explanatory and therefore, do not call for any further comments u/s.217 (3) of the Companies Act, 1956.

AUDITORS:

The Auditors, M/s. Sanjay S. Agrawal & Co., Chartered Accountants, Nagpur, hold office till the conclusion of the ensuing Twenty-Sixth Annual General Meeting and are recommended for re-appointment. They have given their consent to continue to act as Auditors of the Company for the current financial year also, if re-appointed.

ACKNOWLEDGMENT:

Directors wish to place on record their thanks and gratitude to:

- i) The Central and State Government as well as their respective Departments and Development Authorities connected with the business of the company and the Bankers to the Company.
- ii) The Members and suppliers/contractors for the trust and confidence reposed and to the Customers for their valued patronage.
- iii) The Board also takes this opportunity to express their sincere appreciation for the efforts put in by the officers and employees at all levels in achieving the results and hopes that they would continue their sincere and dedicated endeavor towards attainment of better working results during the current year.

Regd. Office:
1ST Floor B, Poonam Chambers,
Byramji Town, Chhindwara Road,
Nagpur – 440 013. (M. S.)

For and behalf of the Board

(CHAIRMAN)

Dated: 02.09.2011.

REPORT ON CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY

The basic philosophy of Corporate Governance in the Company is to achieve business excellence and enhance shareholders value, keeping in view the interest of its various stakeholders by short and long-term actions.

2. BOARD OF DIRECTORS

As per Listing Agreement, the Board should have an optimum combination of executive and non-executive Directors with not less than 50% of the Board consisting of non-executive Directors. In case of a non-executive Chairman, at least one-third of the Board should consist of Independent Directors and in the case of an Executive Chairman; at least half of the Board should be Independent Directors.

The Composition of the Board of Directors and related information as on 31st March 2011 is as follows:

Sr. No.	Name of Directors	Category– Executive/Non-Executive/ Independent Director	No. of Board Meetings Attended	Last AGM Attended Yes/No	Director ship in other Companies	No. of other Board Committee of which Member /Chairman
1.	Mr. Nandkumar K. Harchandani	Executive Director	18	Yes	14	NIL
2.	Ms. Archana D. Wani	Non - Executive & Independent Director	20	Yes	13	03
3.	Mr. Ashok B. Purohit	Non-Executive & Independent Director	14	Yes	01	03
4.	Mr. Anilkumar N. Harchandani	Non-Executive & Professional Director	03	No	05	NIL

The Chairman of the Board of the Company is an Executive Director. The Board of Directors of the Company consists of three Directors, i.e. one Non-Executive Independent Director, one Executive Director and one Executive & Independent Director as on 31st March, 2011. During the year, 20 Meetings of the Board of Directors of the Company were held on 02.04.2010, 22.04.2010, 31.05.2010, 05.06.2010, 30.06.2010, 13.07.2010, 22.07.2010, 31.07.2010, 31.08.2010, 02.09.2010, 21.09.2010, 30.09.2010, 06.10.2010, 31.10.2010, 23.11.2010, 06.12.2010, 31.01.2011, 26.02.2011, 30.03.2011 & 31.03.2011.

3. COMMITTEES OF THE BOARD:

A. Audit Committee

The Audit Committee comprises of two members, both of whom are Non-Executive and Independent Directors. The Chairman of the Committee is Mr. Ashok B. Purohit, with Ms. Archana D. Wani as member.

Name of Directors (1)	No. of Meetings (2)	Meetings Attended (3)
Mr. Ashok B. Purohit	3	3
Ms. Archana D. Wani	3	3

Terms of Reference of Audit Committee

- a. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- b. Recommending the appointment and removal of external Auditors, fixation of audit fee and also approval for payment for any other services.
- c. Reviewing with management the annual financial statements before submission to the Board.
- d. Reviewing with the management, external and internal auditors, the adequacy of internal control system.
- e. Reviewing the adequacy of internal audit function, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- f. Discussion with internal auditors any significant findings and follow up thereon.
- g. Reviewing the findings of any internal

B. REMUNERATION COMMITTEE

The Remuneration Committee comprises of two members, both of whom are Non-Executive and Independent Directors. The Chairman of the Committee is Mr. Ashok B. Purohit, with Ms. Archana D. Wani as member.

Name of Directors (1)	No. Of Meetings (2)	Meetings Attended (3)
Mr. Ashok B. Purohit	2	2
Ms. Archana D. Wani	2	2

Terms of Reference of Remuneration Committee

- a) Remuneration payable to Executive Directors were considered and approved by the Remuneration Committee not to exceed the below stated amounts for the financial year 2009-10, but it can be less than as follows:
 1. Mr. Nandkumar K. Harchandani Rs.5,00,000/- p.a.
 2. Ms. Archana D. Wani Rs.5,00,000/- p.a.
- b) Review of the Remuneration payable to the above Executive Directors and other Members of the Management shall also be considered and approved from time to time.

C. SHAREHOLDERS' COMMITTEE

The Shareholders' Committee comprises of two members, both of whom are Non-Executive and Independent Directors. The Chairman of the Committee is Mr. Ashok B. Purohit, with Ms. Archana D. Wani as member.

Name of Directors (1)	No. of Meetings (2)	Meetings Attended (3)
Mr. Ashok B. Purohit	3	3
Ms. Archana D. Wani	3	3

This Committee looks into the Grievances received from the Shareholders and the concerned Depository Participants promptly and takes stock of any complaints or a query raised from all concerned every fortnightly and resolves the same promptly.