

ANNUAL REPORT – 2012-13

LINKHOUSE INDUSTRIES LIMITED



LINKHOUSE INDUSTRIES LIMITED

**BOARD OF DIRECTORS**

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

Ms. Archana D. Wani
Non-Executive & Independent Director

Mr. Ashok B. Purohit
Non-Executive & Independent Director

Mr. Anil Nandkumar 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, Sainath Complex, Dr. Ambedkar Road, Near Kamal Chowk, Nagpur-440 017 (M. S.) |
| Bankers | : | 1) Oriental Bank of Commerce 2) Axis Bank Ltd. 3) Allahabad Bank |
| Registrar | : | Linkintime India Pvt. Ltd. C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (W), Mumbai - 400 078. (M. S.) |

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To,
The Members & Auditors,

NOITCE OF TWENTY EIGHTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the TWENTY EIGHTH Annual General Meeting of the Members of LINKHOUSE INDUSTRIES LIMITED, will be held on Monday, the 30th day of September 2013 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, Maharashtra to transact the following businesses as Ordinary Businesses:

1. To receive, consider and adopt the audited Balance Sheet as at 31/03/2013, Statement of Profit & Loss for the year ended on that date and the Reports of the Auditors and Directors thereon.
2. To appoint a Director in place of Mr. Anilkumar N. Harchandani who retires by rotation and being eligible offers himself 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 consider reappointment of Auditors in place of M/s. Sanjay S. Agrawal & Co., who retire at the conclusion of the meeting and being eligible offers themselves for re-appointment and to fix their remuneration in consultation with them.

Place: Nagpur
Dated: 04-09-2013

By the order of Board
Linkhouse Industries Ltd.
Sd/-
(CHAIRMAN)

NOTES:

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.

DIRECTORS REPORT

To,
The Members,
Linkhouse Industries Limited,
Nagpur.

The Directors have pleasure in presenting before the shareholders the twenty-eighth Annual Report on the working of the Company together with audited Accounts of the company for the year ended on 31st March, 2013.

Financial Results:

The Financial results of the Company as disclosed in the accounts are self explanatory doesn't call for further comments.

Business Performance:

The Business Performance of the Company as disclosed in the accounts is self explanatory doesn't call for further comments.

Transfer to Reserve:

The Company has Profit of Rs. 26,60,961.64/-during the year and transferred the same to the General Reserve Account to strengthen the business of the Company .

Prospects:

Your company is expected to maintain a reasonable rate of growth and your directors positively view the prospectus for the current year with confidence.

Dividend:

The Directors of your Company have not recommended payment of any Dividend for the financial year 2012-13 in order to strengthen the Reserves of the Company for the ongoing as well as for the forthcoming Projects of the Company.

Subsidiary:

The Company has no subsidiary.

Public Deposits:

The Company has not accepted any deposits within the meaning of Section 58A of the Companies Act, 1956 and the rules framed their under.

Trade Relations:

Your company continued to receive unstinted support and co-operation from its retailers, stockers and suppliers goods / services and all other association with it. Your board wishes to record its appreciation and your company would continue to build and maintain strong link with its business partners.

Directors:

In accordance with the provisions of the Companies Act, 1956 and Article of Associations of the Company Mr. Anilkumar N. Harchandani & Mr. Ashok B. Purohit, retires by rotation and being eligible, offers themselves for reappointment. Except this there is no change among the directors.

Auditors:

M/s Sanjay S. Agrawal & Co., Chartered Accountants, Nagpur, statutory auditors of the company, hold office until the conclusion of the ensuring annual general meeting. The auditors have offered their eligibility for re-appointment at the ensuing annual general meeting and the re-appointment, if made will be in Section 224 (1B) of the Companies Act, 1956. The notes presented in the auditor report are self explanatory and do not require any comments.

Auditor's Report:

The notes on accounts referred to in the Auditors Report are self explanatory and therefore need no further comments.

Director's Responsibility Statement:

Pursuant to the requirements under section 217(2AA) of the Companies Act, 1956 with respect to Director's Responsibility Statement, it is hereby confirmed that:

- i). That in the preparation of the annual accounts for the financial year ended 31st March, 2013 the applicable accounting standards has been followed along with proper explanations relating to material departures.
- ii). The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for the year under review.
- iii). 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 assets of the Company and for preventing and detecting fraud and other irregularities.
- iv). The Company has prepared the annual accounts for the financial year ended on 31st March, 2013 on a going concern basis.
- v). That there had been no adverse remarks by the Auditors in their Audit report that need any explanation in terms of section 217(3) of the Companies Act, 1956.

Particulars of employees:

There was no employee who is drawing remuneration of Rs. 2 Lacs per months as required under Section 217(2A) of the Companies Act, 1956 read with Companies Rules, 1975 as amended. So particular of employees is NIL.

Disclosure with Respect to Conservation of Energy, Technology Absorption and Foreign Exchange Earning and Outgo:

Pursuant to section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 the following information is provided:

Conservation of Energy:

The Company does not use any technology or energy for its existing business except for the electricity used in offices and at the 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.

Foreign Exchange Earnings & Outgo:

- 1) Foreign exchange earnings: NIL
- 2) Foreign exchange outgo : NIL

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 paid to maintain healthy and hygienic condition to make the services customer friendly.

Statutory Disclosure:

The state of affairs of the company have been undertaken in such a manner in the year under report which in the opinion of the Board is not harmful either to the business of the company or to the business of the group companies.

Acknowledgement:

The Directors would like to place on record their sincere appreciation for the continued co-operation, guidance, support and assistance provided during the year under report by various departments of Central and State Governments, companies banker, customers, suppliers of the company. The Directors also wish to thank all the employees for their support and co-operation in the growth of the company.

Date: 30/05/2013
Place: Nagpur

FOR AND ON BEHALF OF THE BOARD
Sd/-
(NandKumar K. Harchandani)
Chairman

LINKHOUSE INDUSTRIES LIMITED
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 2013 is as follows:

| Name of Directors | Category – Executive/Non-Executive/Independent Director | No. of Board Meetings Attended | Last AGM Attended Yes/No | Directorship in other Public Companies | No. of other Board Committee of which Member/ Chairman |
|-------------------------------|---|--------------------------------|--------------------------|--|--|
| Mr. Nandkumar K. Harchandani | Executive Director | 05 | Yes | 06 | 1 |
| Ms. Archana D. Wani | Non-Executive & Independent Director | 05 | Yes | 04 | 04 |
| Mr. Ashok B. Purohit | Non-Executive & Independent Director | 04 | Yes | 07 | 04 |
| Mr. Anil Kumar N. Harchandani | Non-Executive & Professional Director | 04 | No. | 02 | Nil |

The Chairman of the Board of the Company is an Executive Director. The Board of Directors of the Company consists of four Directors i.e. Two Non-Executive Independent Director, one Executive Director and one Non-executive & Professional Director as on 31st March, 2013.

The Board met 5 (five times) on the following dates during the financial year 2012-2013.

| | | |
|-------------------|-----------------|-------------------|
| May 30, 2012 | August 09, 2012 | November 12, 2012 |
| February 14, 2013 | March 30, 2013 | |

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 Ms. Archana D. Wani with Mr. Ashok B. Purohit as members.

Terms of Reference of Audit Committee

- 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

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

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 members.

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 2012-13, but it can be less than as follows:
 - 1. Mr. Nandkumar N. Harchandani Nil
 - 2. Ms. Archana D. Wani Nil
- 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.

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

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 members.

| Name of the Directors | No. Of Meetings | Meetings Attended |
|-----------------------|-----------------|-------------------|
| (1) | (2) | (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.

D. Management Committee

The Management Committee comprises of three members, two members are Non-Executive and Independent Directors and one is Executive Director. Mr. Nandkumar Harchandani is the Chairman and Ms. Archana D. Wani and Mr. Ashok Purohit are members of the committee.

| Name of the Directors | No. Of Meetings | Meetings Attended |
|-----------------------|-----------------|-------------------|
| (1) | (2) | (3) |
| Mr. Ashok B. Purohit | 5 | 5 |
| Ms. Archana D. Wani | 5 | 5 |

This Committee commences its meetings time to time for regular day to day business works of the company.

GENERAL BODY MEETINGS:

| Date & Venue of Previous General Meetings | | |
|---|--|--|
| Nature of Meeting | Date & Time | Venue |
| Twenty-Seventh Annual General Meeting | 29 th day of September 2012 At 02:00 p.m. | 1 st Floor B, Poonam Chambers, Byramji Town, Chhindwara Road, Nagpur – 440 013. |
| Twenty-Sixth Annual General Meeting | 30 th day of September 2011 At 02:00 p.m. | 1 st Floor B, Poonam Chambers, Byramji Town, Chhindwara Road, Nagpur – 440 013. |
| Twenty-Fifth Annual General Meeting | 30 th day of September 2010 At 2:00 p.m. | 1 st Floor B, Poonam Chambers, Byramji Town, Chhindwara Road, Nagpur – 440 013. |

REGISTRAR AND TRANSFER AGENT:

The Company is availing the services of Registrar and Share Transfer Agent from M/S. LINK INTIME INDIA PRIVATE LIMITED, having here office at C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (W), Mumbai – 400 078.

Listing of Securities:

Name of the Stock Exchanges

**The Stock Exchange Mumbai,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001**

THE SHAREHOLDING PATTERN AS ON 31ST MARCH, 2013 IS AS BELOW:

| S. No | Category | No. Of Shares held | % Shareholding |
|-------|--------------------------|--------------------|----------------|
| 1 | Promoter | 6,12,35,670 | 61.73 |
| 2 | Private Corporate Bodies | 2,11,97,542 | 21.37 |
| 3 | Indian Public & Others | 16,766,788 | 16.90 |
| | Total | 9,92,00,000 | 100.00 |