



ANNUAL REPORT

2013 -2014



LINK HOUSETM
INDUSTRIES LTD.

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	:	linkhousetld@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.)
Internal Auditor	:	In-House
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.)

To,
The Members & Auditors,

NOITCE OF TWENTY NINTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the TWENTY NINTH Annual General Meeting of the Members of LINKHOUSE INDUSTRIES LIMITED, will be held on Tuesday, the 30th day of September 2014 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 31/03/2014, 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. Nandkumar Harchandani who retires by rotation and being eligible offers himself for re-appointment.
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 consider and, if thought fit, to pass the following resolution which will be proposed as **Ordinary Resolution:**

“RESOLVED THAT in accordance with the provisions of section 139 of Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any Statutory modification(s) or re-enactments therefore for the time being in force), M/s. Sanjay S. Agarwal & Company, Chartered Accountants (Regn.No.-116200W), be and they are appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the 32nd Annual General Meeting of the Company i.e. for a period of 3 years, at such remuneration, as shall be fixed by the Board of Directors of the Company. The appointment of the Auditor shall be subject to ratification by the members in every subsequent Annual general Meeting till the conclusion of the 32nd Annual General Meeting.”

SPECIAL BUSINESS

5. To consider and, if thought fit, to pass with or without modifications, the following as a **Special Resolution :**
“RESOLVED THAT pursuant to the provisions of section 149, 152 and other applicable provisions, if any, of the Companies Act 2013 (“Act”) and the rules framed there under read with schedule IV to the Act, as amended from time to time, Mr. Anil Admane (DIN-00199183), a non executive Independent Director of the Company, who has submitted a declaration meeting the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, to hold office for 5(Five) consecutive years with effect from 30th September, 2014 to 29th September 2019.”

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6. To consider and, if thought fit, to pass with or without modifications, the following as a **Special Resolution** :
"RESOLVED THAT pursuant to the provisions of section 149,152 and other applicable provisions, if any, of the Companies Act 2013("Act") and the rules framed there under read with schedule IV to the Act, as amended from time to time, Mrs. Archana Admane(DIN-02786947), a non executive Independent Director of the Company, who has submitted a declaration meeting the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, to hold office for 5(Five) consecutive years with effect from 30th September,2014 to 29th September 2019."

7. To consider and, if thought fit, to pass with or without modifications, the following as a **Special Resolution** :
"RESOLVED THAT pursuant to the provisions of section 149,152 and other applicable provisions, if any, of the Companies Act 2013("Act") and the rules framed there under read with schedule IV to the Act, as amended from time to time, Mr. Ashok B. Purohit(DIN-00683250), a non executive Independent Director of the Company, who has submitted a declaration meeting the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, to hold office for 5(Five) consecutive years with effect from 30th September,2014 to 29th September 2019."

8. To consider and, if thought fit, to pass with or without modifications, the following as a **Ordinary Resolution** :
" RESOLVED THAT in accordance with the provisions of section 196, 197 and 203 read with schedule V and all other applicable provisions of the Companies Act,2013 and the Companies (Appointment and Remuneration of Managerial Personnel)Rules,2014 (including any Statutory modification(s) or re-enactments therefore for the time being in force), approval of the Company be and is hereby accorded to the re-appointment of Mr. Nandkumar Harchandani(DIN-01048172) as Managing Director of the Company, for a period of 5(five) years, on terms and conditions, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and/ or remuneration as it may deem fit and as may be acceptable to Mr. Nandkumar Harchandani subject to the same not exceeding the limits specified under schedule V to the Companies Act,2013 or any statutory modification thereof:
RESOLVED THAT Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution."

9. To consider and, if thought fit, to pass with or without modifications, the following as a **Special Resolution** :
"RESOLVED THAT pursuant to section 180(1)(c) and any other applicable provisions of the Company Act, 2013 and the rules made there under (including any Statutory modification(s) or re-enactments therefore for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors to borrow money in excess of the aggregate of the paid up share capital and free reserve of the Company, providing that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/to be obtained from the Company's Banker in the ordinary course of business, shall not be in excess of Rs.100 Crore(One Hundred Crore Only) and the Board be and is hereby authorized to decide all terms and conditions in relation to such borrowing, at their absolute discretion and to do all such acts, deeds and things and to execute all such documents, instruments and writings as may be required."

10. To consider and, if thought fit, to pass with or without modifications, the following as a **Special Resolution** :
“RESOLVED THAT in suppression of the earlier Ordinary resolutions passed under section 293(1)(d) of the Companies Act, 1956 and pursuant to section 180(1)(a) and any other applicable provisions of the Company Act, 2013 and the rules made there under (including any Statutory modification(s) or re-enactments therefore for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors of the Company for mortgaging and/or charging in such form and manner and on such terms and at such time(s) as the Board of Directors may think fit, the movable and/or immovable assets and properties of the Company, wherever situated, present and future, whether presently belonging to the Company or not, in favour of any person including, but not limited to, financial/investment institution(s), bank(s), insurance company(ies), mutual fund(s), corporate body(ies), trustee(s) to secure loans, borrowings, debentures, hire purchase and/or working capital facilities and other credit facilities up to a sum not exceeding Rs. 100 crores(One Hundred Crore Only).

Place: Nagpur
 Dated: 05-09-2014

By the order of Board
 Linkhouse Industries Limited.

(CHAIRMAN)

NOTES:

1. The book closure for the purpose of share transfers shall commence from 23-09-2014 and shall end on 30-09-2014 (both days inclusive) and no record 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. 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. Explanatory statement pursuant to the provisions of section 102 of the Companies Act, 2013 for the material facts related to the special business is annexed herewith.
5. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
6. Electronic copy of the Notice of the 29th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 29th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy form is being sent in the permitted mode.

7. Members may also note that the Notice of the 29th Annual General Meeting and the Annual Report for 2013-2014 will also be available on the Company's website www.nkumargroup.in for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Nagpur for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost.

8. Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 29th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited.

The instructions for e-voting are as under:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (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*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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 last 8 digits of the demat account/folio number in the PAN field. In case the folio 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 folio number 100 then enter RA00000100 in the PAN field.
DOB#	<p>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.</p>
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <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 number of shares held by you as on the cut off date in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly 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 <Company Name> 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.
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit 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.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on 23rd September, 2014 at (9.00 a.m.) and ends on 24th September, 2014 at (5.00 p.m.). 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 29th August, 2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) 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.
- (D) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 29th August, 2014.
- (E) Mr. Siddharth Sipani, Company Secretary, (Membership No. A28650 and C. P. No.11193) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

- (F) The Scrutinizer shall within a period not exceeding three(3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two(2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- (G) The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.nkumargroup.in within two(2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.
9. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS IN PURSUANCE OF SECTION 102 OF THE COMPANIES ACT, 2013:

ITEM NO:5

Mr. Anil Admane is a non-executive Independent Director of the Company and is considered as an Independent Director under clause 49 of the Listing Agreement. Mr. Anil Admane aged about 44 years is a Commerce Post Graduate. He has experience of more than 16 years in beauty and salon industry.

As per the provisions of Section 149 of the Companies Act, 2013 which has come into force w. e. f. 1st April, 2014, an Independent Director shall hold office for a term up to 5 consecutive years on the Board of a company and is not liable to retire by rotation. Mr. Anil Admane has given declaration to the Board that he meets the criteria of Independence as provided under Section 149(6) of the Act. The matter regarding appointment of Mr. Anil Admane as Independent Director was placed before the Nomination and Remuneration Committee, which commends his appointment as an Independent Director from 30th September, 2014 to 29th September, 2019.

ITEM NO:6

Mrs. Archana Admane is a non-executive Independent Director of the Company and is considered as an Independent Director under clause 49 of the Listing Agreement. Mrs. Archana Admane aged about 39 years has done M.Sc(Computer Science). She has experience of 6 years in teaching and 7 years in beauty and salon industry.

As per the provisions of Section 149 of the Companies Act, 2013 which has come into force w. e. f. 1st April, 2014, an Independent Director shall hold office for a term up to 5 consecutive years on the Board of a company and is not liable to retire by rotation. Mrs. Archana Admane has given declaration to the Board that he meets the criteria of Independence as provided under Section 149(6) of the Act. The matter regarding appointment of Mrs. Archana Admane as Independent Director was placed before the Nomination and Remuneration Committee, which commends his appointment as an Independent Director from 30th September, 2014 to 29th September, 2019.

ITEM NO:7

As per the provisions of Section 149 of the Companies Act, 2013 which has come into force w. e. f. 1st April, 2014, an Independent Director shall hold office for a term up to 5 consecutive years on the Board of a company and is not liable to retire by rotation. Mr. Ashok Bansidhar Purohit has given declaration to the Board that he meets the criteria of Independence as provided under Section 149(6) of the Act. The matter regarding appointment of Mr. Ashok Bansidhar Purohit as Independent Director was placed before

the Nomination and Remuneration Committee, which commends his appointment as an Independent Director from 30th September, 2014 to 29th September, 2019.

ITEM NO:8

Mr.Nandkumar Harchandani is appointed as Managing Director, for a period of 5 (five) years from this Annual General Meeting, at the remuneration recommended by the Nomination and Remuneration Committee of the Board and approved by the Board. Mr. Nandkumar Harchandani is a promoter director and has very rich experience in industry and is acquainted with thorough knowledge of business. It is proposed to seek the members' approval for the re-appointment of and remuneration payable to Mr. Nandkumar Harchandani as Managing Director in terms of the applicable provisions of the Act.

ITEM NO:9 & 10

At 29th Annual General Meeting of the Company, by way of Special resolution and in pursuance of the provisions of Section 180(1)(c) and any other applicable provisions of the Company Act, 2013 and the rules made there under (including any Statutory modification(s) or re-enactments therefore for the time being in force), the members approve:

(i) borrowing monies on behalf of the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) in excess of the aggregate of the paid-up capital of the Company and its free reserves, subject to the total outstanding amount so borrowed not exceeding a sum of Rs. 100 crore at any point of time; and

(ii) creation of a mortgage or charge for the said borrowings, as security by way of mortgage / hypothecation on the Company's assets in favour of lending agencies and trustees for the amounts borrowed i.e. upto 100 crore, including interest, charges, etc. payable thereon. Under Section 180 of the Act, the above powers of the Board are required to be exercised only with the consent of the company by a Special Resolution.

The Ministry of Corporate Affairs ("MCA") has vide its General Circular No 4/2014 dated March 25, 2014 clarified that the Ordinary Resolutions passed under Sections 293(1)(a) and 293(1)(d) of the Companies Act, 1956 would be sufficient compliance of Section 180 of the Act until September 11, 2014.

The approval of the Members for the said borrowings and creation of a mortgage or charge for the said borrowing is therefore now being sought, by way of a Special Resolutions, pursuant to Section 180(1)(c) and 180(1)(a) of the Act respectively. The Directors commend the Resolutions at Item Nos. 10 and 11 of the accompanying Notice for the approval of the Members of the Company.

None of the Directors of the Company or their respective relatives is concerned or interested in the passing of the Resolutions at Item Nos. 10 and 11.

Place: Nagpur
Dated: 05-09-2014

By the order of Board
Linkhouse Industries Ltd.

(CHAIRMAN)