



ANNUAL REPORT

2016-2017



LINK HOUSE
INDUSTRIES LTD.

™

CONTENTS

SR. NO	PARTICULARS	PAGE NO.
01.	Corporate Information	01
02.	Green Initiative	02
03.	Company in Brief	03
04.	Chairman's Welcome	04
05.	Notice of Annual General Meeting	05
06.	Directors' Report and Annexure	11
07.	Report on Corporate Governance	26
08.	Management Discussion And Analysis Report	31
09.	CEO Certification	33
10.	Declaration of Code of Conduct	34
11.	Auditors' Certificate on Corporate Governance	35
12.	Standalone Financial Statements	36
13.	Attendance Slip	60
14.	Proxy Form	61

CORPORATE INFORMATION

PARTICULARS	DETAILS
NAME	LINKHOUSE INDUSTRIES LIMITED
CIN	L51900MH1985PLC037214
DATE OF INCORPORATION	20/08/1985
REGISTRATION NO.	037214
REGISTERED OFFICE ADDRESS	1 ST FLOOR B, POONAM CHAMBERS, BYRAMJI TOWN, CHHINDWARA ROAD, NAGPUR MH 440013
E- MAIL ID	linkhouseltd@gmail.com
TELEPHONE NUMBER	0712-6611216, 2592255
FAX	0712-6611217
BOARD OF DIRECTORS	MR. NANDKUMAR K. HARCHANDANI, CHAIRMAN-CUM-MANAGING DIRECTOR MS. ARCHANA D. WANI, EXECUTIVE DIRECTOR MR. ANIL KUMAR N. HARCHANDANI, DIRECTOR AND COMPLIANCE OFFICER MR. ASHOK B. PUROHIT, NON-EXECUTIVE & INDEPENDENT DIRECTOR MR. ANIL ADMANE, NON-EXECUTIVE & INDEPENDENT DIRECTOR MRS. ARCHANA ADMANE, NON-EXECUTIVE & INDEPENDENT DIRECTOR
AUDIT COMMITTEE	MR. ASHOK B. PUROHIT, CHAIRPERSON MR. NANDKUMAR HARCHANDANI, MEMBER MR. ANIL ADMANE, MEMBER
NOMINATION AND REMUNERATION COMMITTEE	MR. ASHOK B. PUROHIT, CHAIRPERSON MS. ARCHANA ADMANE, MEMBER MR. ANIL ADMANE, MEMBER
STAKEHOLDERS RELATIONSHIP COMMITTEE	MR. ASHOK B. PUROHIT, CHAIRPERSON MS. ARCHANA D. WANI, MEMBER MRS. ARCHANA ADMANE, MEMBER
AUDITORS	M/S. SANJAY S. AGRAWAL & CO. CHARTERED ACCOUNTANTS, 1 ST FLOOR, SAINATH COMPLEX, DR. AMBEDKAR ROAD, NEAR KAMAL CHOWK, NAGPUR-440 017 (M. S.)
INTERNAL AUDITOR	IN-HOUSE INTERNAL AUDIT TEAM
BANKERS	1) UNION BANK OF INDIA 2) ALLAHABAD BANK
REGISTRAR & SHARE TRANSFER GENT	LINK INTIME INDIA PVT. LTD. C-101, 247 PARK, LBS MARG, VIKHROLI WEST MUMBAI – 400083 (M. S.) TEL.: 022 – 49186000/ 2345 EMAIL: rnt.helpdesk@linkintime.co.in WEBSITE: www.linkintime.co.in

GREEN INITIATIVE

The Ministry of Corporate Affairs ('Ministry') has taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by companies through electronic mode. In accordance with the Ministry circular, Companies can now send various notices/documents (including notice calling Annual General Meeting, Audited Financial Statements, Directors' Report and Auditor's Report etc.) to their shareholders through electronic mode, to the registered e-mail ids of the shareholders.

It is a welcome move for the society at large, as this will reduce paper consumption to a great extent and allow public at large to contribute towards a greener environment.

This is also a good opportunity for every shareholder of the Company to contribute to the Green Initiative of the Company. In case you are holding shares in electronic mode, all you have to do is to register your e-mail ids with your Depository Participant(s) to receive future communication through electronic mode

We therefore invite you to contribute to the cause by registering your e-mail ids with your Depository Participant(s) or by sending us the duly filled and signed enclosed form to the Company's Registrar & Share Transfer Agent, Link Intime India Pvt. Ltd. C-101, 247 PARK, LBS MARG, VIKHROLI WEST, MUMBAI – 400083 (M. S.)

COMPANY IN BRIEF

Linkhouse Industries Limited was founded in the year 1985 and listed on Bombay Stock Exchange in the year 2000. Today the company enjoys a strong presence in Nagpur and had made its position as one of the prominent companies in the real estate industry with projects in Nagpur. Linkhouse Industries Limited has carved a niche for itself because of its highly professional management, exceedingly stringent and high quality standards and completion of projects. Over the past 30 years since its establishment, Linkhouse Industries Limited has been providing clients complete satisfaction on all aspects of construction and property dealings. It has unmatched expertise in Real Estate and Construction Industry and is predominant in this industry in Nagpur.

The company's activities are scrupulously administered by a team of motivated professionals. The company has imaginative, innovative experts who have the aptitude, comprehensive knowledge, and related experience to make the best of each process of the business so as to deliver maximum value to its customers.

The company has the strategic vision to expand, modernize, and diversify its business operations in keeping pace with the emerging trends in all the verticals it is proficient with.

CHAIRMAN'S WELCOME

Dear shareholders,

Global economic growth in 2016-17 was stable; while India's macroeconomic performance was robust. As far as real estate industry is concerned the overall performance continued to be subdued -- housing prices, rents and offtake of housing loans continued to be sluggish during the year, particularly post demonetisation. The big change is expected on account of GST, which will need some changes in our internal processes to ensure smooth and effective adoption. On an overall basis, we believe that GST will lead to increased transparency across the supply chain and minimise leakages and double taxation for your Company. These are creditable achievements, and with increased Government spending on infrastructure and improved liquidity due to lowering interest rates, I expect the macroeconomic environment to improve in FY 2018.

The Company's strength lies in its ability to provide end to end comprehensive range of technical services for infrastructure development. It has vast experience in the real estate industry. The company has expert technical personnel. The successful past business track record will help the Company in future projects.

The lack of significant growth in corporate investments has had an unfortunate fall-out. New job creation has also been slower than the number of young adults joining the work force. But, there is a silver lining. Jobs are still being created in the services sector, that coupled with Government expenditure on core infrastructure and initiatives such as 'Make in India' are giving the required impetus to urbanisation which augurs well for your Company and the real estate industry in the long term.

Finally, I am hopeful for the success of your Company in the coming years. I would like to take this opportunity to thank all our employees, our customers, and business associates. I am thankful to my shareholders for their continued support and faith.

With best regards

**NANDKUMAR HARCHANDANI
CHAIRMAN
LINKHOUSE INDUSTRIES LIMITED**

NOTICE OF THIRTY SECOND ANNUAL GENERAL MEETING

To,
The Members & Auditors,
LINKHOUSE INDUSTRIES LIMITED,
NAGPUR

NOTICE is hereby given that the **Thirty Second Annual General Meeting** of the Members of **LINKHOUSE INDUSTRIES LIMITED**, will be held on **Thursday, the 28th day of September 2017** at **04:00 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 Financial Statements of the Company for the year ended 31st March, 2017 and the Reports of the Auditors' and the Directors' thereon
2. To appoint a Director in place of Ms. Anil Nandkumar Harchandani (DIN: 01899831) who retires by rotation and being eligible offers herself for re-appointment.
3. To consider and, if thought fit, to pass the following resolution which will be proposed as an **Ordinary Resolution**:

"RESOLVED THAT, in accordance with the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 (including any Statutory modification(s) or re-enactments thereof for the time being in force) read with the Companies (Audit and Auditors) Rules, 2014, M/s. Harish Dodeja & Co., Chartered Accountants, Nagpur (Registration no. 123696W), be and is hereby appointed as the Statutory Auditors of the Company for a period of five (5) years i.e. from the conclusion of this 32nd Annual General Meeting till the conclusion of 37th Annual General Meeting of the Company, subject to ratification by the shareholders at every Annual General Meeting and at such remuneration as may be fixed by the Board of Directors of the Company on the recommendation of the Audit Committee."

Place: NAGPUR
Dated: 02-09-2017

By the order of Board
FOR LINKHOUSE INDUSTRIES LIMITED

ARCHANA DEEPAK WANI
(EXECUTIVE DIRECTOR)
DIN: 02366001

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER.**

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. HOWEVER, A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS

MAY APPOINT A SINGLE PERSON AS A PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. The Register of members of the Company will remain closed from **21st September, 2017 to 28th September, 2017 (both days are inclusive).**
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 32nd 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 Participants(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 32nd 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 32nd Annual General Meeting and the Annual Report for 2016-2017 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 32nd 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. E.g. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 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#	<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 **www.evotingindia.co.in** and register themselves as Corporate.

- 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:

Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

- (A) The **voting period begins on 25th September, 2017 at (9.00 A.M.) and ends on 27th September, 2017 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 for e-voting of 19th September, 2017** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (B) 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**.
- (C) 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 for e-voting of 19th September, 2017**.
- (D) Mr. Siddharth Sipani, Practicing Company Secretary, Nagpur, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (E) 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.
- (F) 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.

Place: NAGPUR
Dated: 02-09-2017

By the order of Board
FOR LINKHOUSE INDUSTRIES LIMITED

ARCHANA DEEPAK WANI
(EXECUTIVE DIRECTOR)
DIN: 02366001