NEELKANTH TECHNOLOGIES LIMITED

21st ANNUAL REPORT

FOR THE FINANCIAL YEAR ENDED

31.03.2014

BOARD OF DIRECTORS

Mr. Sanjeev Kumar (DIN -01154896)	:	Managing Director, Promoter Executive Directo
Mr. Harpreet Singh Kalra(DIN - 00834180)	:	Promoter Non-executive Director
Mr. Satish Kumar (DIN - 00763060)	:	Promoter Non-executive Director
Mr. Rahul Bansal (DIN - 01795682) (upto 30-06-2014)	:	Independent Non-executive Director
Mr. Narang Singh(DIN - 02483894)	:	Independent Non-executive Director
Mr. Pawan Sharma (DIN - 02512690)	:	Independent Non-executive Director

AUDITORS

M/s. Shiv K Gupta & Associates, Chartered Accountants

BANKERS

Bank of India
HDFC Bank
Corporation Bank

REGISTRARS AND TRANSFER AGENTS

Bigshare Services Private Limited
E/2, Ansa Industrial Estate,
Saki Vihar Road, Saki Naka,
Andheri (East),
Mumbai – 400 072

REGISTERED OFFICE

Plot No. 194-195, 3rd Floor,
Industrial Area, Phase II, Ram Darbar,
Chandigarh-160002
CIN: L65920CH1993PLC033112
Tel.: 0172-4651105 / 3920738 Fax. : 0172-2656855,
E-Mail: preetremedies@gmail.com
Website: www.zenlabsindia.com

Contents	Page No.
Notice	
Directors' Report	
Corporate Governance Report	
Management Discussion and Analysis Report	
Compliance certificate	
Auditors' Report	
Balance Sheet	
Profit & Loss Account	
Schedules	
Cash Flow Statement	
Attendance Slip & Proxy Form	

21st ANNUAL GENERAL MEETING

Date : 30th September, 2014

Day : Tuesday

Time : 11.00 a.m.

Place : Plot No.194-195, 3rd floor, Industrial Area, Phase II Ram Darbar, Chandigarh – 160 002.

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 21ST ANNUAL GENERAL MEETING OF MEMBERS OF THE COMPANY NEELKANTH TECHNOLOGIES LIMITED WILL BE HELD ON TUESDAY THE 30TH SEPTEMBER, 2014 AT THE REGISTERED OFFICE OF THE COMPANY SITUATED PLOT NO.194-195, 3RD FLOOR, INDUSTRIAL AREA, PHASE II RAM DARBAR, CHANDIGARH – 160 002. AT 11.00 A.M. TO TRANSACT THE FOLLOWING BUSINESS.

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited accounts for the year ended 31st March 2014 along with notes and schedules thereon as on that date and the reports of Directors and Auditors thereon.

2. To appoint a Director in place of Mr. Harpreet Singh Kalra (DIN - 00834180) Director of the company who retires by rotation and being eligible offers himself for re-appointment.

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

   "**RESOLVED THAT** pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, Shiv K Gupta & Co.., Chartered Accountants, (Firm Registration No. 006946N), be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 24th Annual General Meeting of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM), at such remuneration plus service tax, out of pocket, travelling and living expenses, etc as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS:

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

   "RESOLVED THAT in accordance with the provisions of Sections 196,197,Schdeule V to the Companies Act, 2013 (corresponding to sections 198, 269, 309 of the Companies Act, 1956, Schedule XIII of the Companies Act, 1956 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force) read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), (hereinafter referred to as "the said Act") the consent of the Company is hereby accorded to the appointment of Mr. Sanjeev Kumar (DIN -01154896) who was appointed as an "Managing Director" of the Company by the Board of Directors with effect from 1st September, 2014 under the Articles of Association of the Company, as the "Executive Director" of the Company for a period of Three years, on the terms and conditions of appointment and remuneration as contained in draft agreement , a copy whereof initialled by the Chairman for the purpose of identification is placed before the meeting, and the Board of Directors be and is hereby authorised to alter and vary such terms of appointment and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013 (corresponding to Schedule XIII to the Companies Act, 1956), as may be agreed to by the Board of Directors and Mr. Sanjeev Kumar (DIN -01154896)."

   RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the Company will pay Mr. Sanjeev Kumar (DIN -01154896) remuneration, perquisites, benefits and amenities not exceeding the ceiling laid down in Schedule V of the Companies Act, 2013 as may be decided by the Board of Directors, subject to necessary sanctions and approvals.

   RESOLVED FURTHER THAT the Board hereby authorised to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. **Appointment of Mr. Narang Singh as an Independent Non-Executive Director of the Company.**

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

   "RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 , Schedule IV and other applicable, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Narang Singh (DIN - 02483894), Director of the Company in respect of whom the Company has received Notice in writing from a member under Section 160 of the Companies Act,2013 proposing his candidature for the office of Director be and is hereby appointed as an Independent Director on the Board of Directors of the Company to hold office upto 5 (Five) consecutive years upto 31st March, 2019".

6. **Appointment of Mr. Pawan Sharma as an Independent Non-Executive Director of the Company.**

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

   "RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 , Schedule IV and other applicable, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Pawan Sharma (DIN - 02512690), Director of the Company in respect of whom the Company has received Notice in writing from a member under Section 160 of the Companies Act,2013 proposing his candidature for the office of Director be and is hereby appointed as an Independent Director on the Board of Directors of the Company to hold office upto 5 (Five) consecutive years upto 31st March, 2019".

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

   "**RESOLVED THAT** in supersession of the earlier resolutions passed, the consent of the Company be and is hereby accorded in terms of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) for borrowing from time to time any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Board shall not at any time exceed Rs.50,00,00,000/- (Rupees Fifty Crores only)

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

   "**RESOLVED THAT** pursuant to the provisions of section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013, and subject to such approvals as may be necessary, the consent of the company be and is hereby accorded to the Board of Directors of the Company to lease, mortgage, of the whole or any part of the Company's existing undertaking and/or future undertakings as may be acquired, comprising of any part of its assets and liabilities, as a going concern, on terms and conditions and in such form and in such manner as the Board of Directors of the Company may decide , the total amount involved shall not, at any time exceed Rs.50,00,00,000/- (Rupees Fifty Crores only).

   "**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized without further referring to the members of the Company to sell, lease, mortgage, transfer or otherwise dispose of the various assets individually or collectively, comprising of Freehold land along with building, plant & machinery and other assets of the said unit on "As on where on basis"

for such consideration to be determined by taking net aggregate of the book value of each of the identified assets less liabilities as appearing in the books of the Company on such date pertaining to the said "Unit" with power to the Board to finalize the terms and conditions as well as means, methods or modes in respect thereof, determining the effective date, if need to be changed, and to finalize and execute all required documents including schemes, agreements, memoranda, deeds of assignment / conveyance and other documents with such modifications as may be required from time to time and to do and perform all such acts, deeds, matters and things as may be deemed necessary and/or expedient in their discretion for completion of the transaction as aforesaid in the best interest of the Company including the power to delegate, in the interest of the Company with full power and authority to the Board of Directors to do all such acts and things as may be necessary, desirable or expedient to give effect to this Resolution."

On behalf of the Board
For Neelkanth Technologies Limited

Sd/-

Sanjeev Kumar
(Managing Director)

Date: 13th August, 2014
Place: Chandigarh.

Registered office:
CIN: L65920CH1993PLC033112
Plot No.194-195, 3rd floor,
Industrial Area, Phase II Ram Darbar,
Chandigarh – 160 002
Tel No.0172-2656855 *4651105
Email: preetremedies@gmail.com

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 SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A Proxy need not be a member of the Company. The instrument of proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this report. A proxy is not entitled to vote except on a poll. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable. 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. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting (the "Meeting") is annexed hereto.

3. The Register of Members and Share Transfer Register in respect of equity shares of the Company will remain closed from Tuesday the 23rd September, 2014 to Tuesday the 30th September, 2014 (both days inclusive).

4. Relevant documents referred to in the proposed resolutions are available for inspection at the Registered Office of the Company during business hours on all days expect Saturdays, Sundays and Public holidays up to the date of the Annual General Meeting.

5. Members holding shares in the electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants.

6. Members are requested to intimate to the Company, queries if any, regarding the accounts at least 10 days before the Annual General meeting to enable the Management to keep the information ready at the Meeting. The queries may be addressed to company's registered office (email: preetremedies@gmail.com) Member are requested to bring their copies of Annual Reports to the Meeting.

7. As a measure of economy, copies of the Annual Reports and Accounts will not be distributed at the Meeting. Members are therefore, requested to bring their copies to the meeting.

8. Members are requested to produce the attendance slip duly signed, sent along with the Annual Report and Accounts, for admission to the meeting hall.

9. Members who are holding shares in identical order or names in more than one folio are requested to write to the Company to enable the Company to consolidate their holdings in one folio.

10. Details of Directors seeking appointment or re-appointment at the 21st Annual General Meeting pursuant to clause 49IV (G)(I) of the Listing Agreement with Stock Exchange(s) are mentioned in the Corporate Governance Report forming part of this Annual Report.

11. Members whose shareholding is in the electronic mode are requested to direct change of address notifications and updation of Saving Bank Account details to their respective Depository Participants.

12. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease in portfolio management.

13. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Registrar and Share Transfer Agent M/s. Bigshare Services Pvt. Ltd, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.

14. The Ministry of Corporate Affairs (MCA) has take on a "Green Initiative in Corporate Governance" (Circular No. 17/2011 dated 21.04.2011 and Circular No. 18/2011 dated 29.04.2011) allowing companies to dispatch documents to the shareholders through electronic mode. Considering the above theme, your company has decided to send Annual Report though electronic mode. However, if required the copy of the Annual Report shall be provided to the shareholder at the Annual General Meeting.

    The members are requested to:

    i. Intimate to the registrars / Company, changes if any, in their registered address at an early date along with the pin code number;

    ii. Quote Registered Folio / Client ID & DP ID in all their correspondence;

    iii. Dematerialize the shares held in physical form at the earliest as trading in the Equity Shares of the Company shall be only in dematerialized form for all the investors.

15. In Compliance with the provisions of section 108 of the Act and the Rules framed there under, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all resolutions set forth in this Notice.

16. 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.

17. 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 and Clause 35B of the Listing Agreement executed by the company with the BSE Limited and Ahmedabad Stock exchange Limited, the Company is pleased to provide members facility to exercise their right to vote at the **21st** Annual General Meeting (AGM) by electronic means and the items of business as detailed in this Notice may be transacted through e-voting services provided by Central Depository Services Limited (CDSL):

During the e-voting period, members of the company holding shares either in physical form or dematerialized form, as on the cut-off date i.e., September 1, 2014, may cast their votes electronically.

The e-voting period commences at 9.00 am on Tuesday the September 23, 2014 and ends at 6.00 p.m. on Thursday September 25, 2014. The e-voting module shall be disabled by CDSL for voting thereafter.

Once the vote on a resolution is cast by a shareholder, the shareholder shall not be allowed to change it subsequently.
A copy of this notice has been placed on the website of the Company and the website of CDSL.

Mr. Shiv Gupta, Chartered Accountant (Membership No.085397) have been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

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.

The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.dhootindustriesltd.com on the website of CDSL within two (2) days of passing of the resolution at the AGM of the Company and communicated to the BSE Limited and Ahmedabad Stock Exchange Limited.