

FORM A

Format of covering letter of the annual audit report to be filed with the Stock Exchange

1.	Name of the company	Neelkanth Technologies Limited
2.	Annual financial statements for the year ended	31 st March, 2015
3.	Type of Audit observation	Un-qualified
4.	Frequency of observation	N.A.
5.	To be signed by- <ul style="list-style-type: none"> • CEO/Managing Director • CFO • Auditor of the company • Audit Committee Chairman 	<p>For Neelkanth Technologies Ltd.</p> <p><i>[Signature]</i> Director</p> <p>For Neelkanth Technologies Ltd.</p> <p><i>[Signature]</i> Director</p> <p><i>[Signature]</i></p> <p><i>[Signature]</i></p>

NEELKANTH TECHNOLOGIES LIMITED

*22nd ANNUAL REPORT
FOR THE FINANCIAL YEAR ENDED
31.03.2015*

BOARD OF DIRECTORS

Mr. Sanjeev Kumar (DIN -01154896)	:	Managing Director, Promoter Executive Director
Mr. Harpreet Singh Kalra(DIN - 00834180)	:	Promoter Non-executive Director
Mr. Satish Kumar (DIN - 00763060)	:	Promoter Non-executive Director
Mr. Narang Singh(DIN - 02483894)	:	Independent Non-executive Director
Mr. Pawan Sharma (DIN - 02512690)	:	Independent Non-executive Director
Ms. Him Jyoti (DIN - 02398927) w.e.f.25 th Mach, 2015	:	Promoter Non-executive Director

AUDITORS

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

BANKERS

Bank of India
HDFC Bank
Corporation Bank

SECRETARIAL AUDITORS:

HS Associates, Company Secretaries, Mumbai.

REGISTRARS AND TRANSFER AGENTS

Bigshare Services Private Limited
E/2, Ansa Industrial Estate,
Saki Vihar Road, Saki Naka,
Andheri (East),
Mumbai – 400 072
Tel.: Fax. : 022-4043 0200
E-Mail:investor@bigshareonline.com:

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

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22nd AnnUAL GeneRAL MeetInG

Date : 30th September, , 2015

Day : Wednesday

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 22nd ANNUAL GENERAL MEETING OF MEMBERS OF THE COMPANY NEELKANTH TECHNOLOGIES LIMITED WILL BE HELD ON WEDNESDAY THE 30TH SEPTEMBER, 2015 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 2015 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. Satish Kumar (DIN - 00763060) 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 139,142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, pursuant to the resolution passed by members at the AGM held on September 30, 2014 the appointment of Messrs Shiv K Gupta & Associates, Chartered Accountants,(Firm Registration No. 006946N) as the 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 on a remuneration plus service tax and out of pocket expenses to be mutually decided by the Board in consultation with the Statutory Auditors of the Company.”

SPECIAL BUSINESS:

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

“RESOLVED THAT Ms. Him Jyoti (DIN - 02398927) who was appointed by the Board of Directors as an additional Director of the Company with effect from 25th March, 2015 and who holds office upto the date of this Annual General Meeting of the Company in terms of section 161 of the Companies Act, 2013 (“Act”) and in respect of whom the Company has received a notice in writing from a Member under section 160 of the Act proposing her candidature for the office of Director of the Company be and is hereby appointed a Director of the Company.”

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

Adoption new set of Articles of Association:

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the existing Articles of Association of the Company be and is hereby replaced with the new Articles of Association which is placed before the members at this meeting and the new Articles of Association be and is hereby approved and adopted as the Articles of Association of the Company in place and in substitution of the existing Articles of Association.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. To consider and if thought fit, to pass with or without modification, the following Resolution as a **Special Resolution**.

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification thereto from time to time or any re-enactment thereof for the time being in force) (the “Act”) read with Schedule V to the said Act, consent of the members of the Company be and is hereby accorded for payment of remuneration to Mr. Sanjeev Kumar (DIN 01154896), as a Managing Director of the Company, not exceeding Rs. 2,50,000/- (Rupees Two Lacs Fifty Thousand only) per month for his remaining period of tenure i.e. from 1st September, 2015 to 30th August, 2016 and 1st September, 2016 to 30th August, 2017.

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

On behalf of the Board
For Neelkanth Technologies Limited

Sd/-

Sanjeev Kumar
(Managing Director)

Date: 14th August, 2015
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/HERSELF.** A proxy need not be a member of the Company. Proxies in order to be effective must be received by the Company at its Registered Office not later than 48 hours before the Commencement of the meetings. Proxies submitted on behalf of companies, societies etc. must be supported by an appropriate resolution/authority, as applicable. A person shall not act as Proxy for more than 50 members and holding in the aggregate not more than 10 percent of the total voting share capital of the Company. However, a single person may act as a proxy for a member holding more than 10 percent of the total voting share capital of the Company provided that such person shall not act as a proxy for any other person.
2. **Every** member entitled to vote at the Annual General Meeting of the Company can inspect the proxies lodged at the Company at any time during the business hours of the Company during the period beginning twenty four hours before the time fixed for the commencement of the Annual General Meeting and ending on the conclusion of the meeting. However, a prior notice of not less than 3 (three) days in writing of the intentions to inspect the proxies lodged shall be required to be provided to the Company.
3. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.
4. The Company has notified closure of Register of Members and Share Transfer Books from Wednesday the September 23, 2015 to Saturday the September 30th, 2015 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the Meeting.
5. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
6. In case of joint holders attending 22nd Annual General the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Relevant documents referred to in the accompanying Notice and the Statement are is open for inspection by the members at the Registered Office of the Company on all working days, during business hours up to the date of the 22nd Annual General Meeting.
8. Brief profile of Directors proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold Directorships and memberships / Chairmanships of Board Committees, shareholding and relationships between Directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

9. The Ministry of Corporate Affairs, New Delhi (MCA) has taken a "Green Initiative" by permitting paperless compliance by companies vide its Circular No. 17/2011 dated 21.04.2011 and Circular No.18/2011 dated 29.04.2011 after considering certain provisions of the Information Technology Act, 2000 and has clarified that the service of documents by a company can be made through electronic mode instead of sending physical copy of document(s). In case, you desire to receive the aforesaid documents in electronic mode in lieu of physical mode, kindly update your E-Mail ID with RTA.
10. In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, this Notice and the Annual Report of the Company for the financial year 2014 - 2015 are being sent by e-mail to those Members who have registered their e-mail address with the Company's Registrars and Share Transfer Agents (RTA) (in respect of shares held in physical form) or with their Depository Participants (DPs) (in respect of shares held in electronic form) and made available to the Company by NSDL and CDSL.
11. Members holding shares in electronic form may note that as per the regulations of NSDL and CDSL, the Company is obliged to print the details on the dividend warrants as furnished by these Depositories i.e. bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its RTA cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised by the members only to their DPs.
12. Members are advised to register/update their address, e-mail addresses to their DPs in case of shares held in electronic forms and to the Company's RTA in case of shares held in physical form for receiving all communications, including Annual Report, Notices, Circulars, etc. from the Company.
13. Members desiring any relevant information on accounts at the 22nd Annual General Meeting are requested to write to the Company well in advance to ensure that such requests reach the Company's registered office at least 7 days before the date of the 22nd Annual General Meeting, so as to enable the Company to keep the information ready.
14. Entry to the venue will be strictly regulated by the attendance slip which is annexed to the proxy form. Members are requested to produce the attendance slip duly signed along with photo identity proof i.e. Pan Card / Driving licence / Passport Copy, if any, at the entrance of venue.
15. Members holding shares in physical form and desirous of making a nomination in respect of their shareholdings in the Company, as permitted under Section 72 of the Companies Act, 2013 read with Rule 19 of Companies (Share Capital and Debentures) Rules, 2014, may fill SH-13 and send the same to the office of RTA of the Company. In case of shares held in dematerialized form, the nomination / change in nomination should be lodged with their DPs.
16. Members, who hold shares in:
 - a. Multiple De-mat accounts and/ or
 - b. One or more folios in physical form are advised to consolidate their holdings in single De-mat account.

17. Members are requested to correspond with RTA for all matters relating to shareholding in the Company.
18. Members please note that as a measure of economy, copies of the 22nd Annual Report will not be distributed at the 22nd Annual General Meeting venue.
19. Prevention of Frauds: You are advised to exercise due diligence and notify your DP of any change in address, stay abroad or demise of any shareholder as soon as possible. Do not leave your Demat account dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.
20. Confidentiality of Security Details: Do not disclose your Folio Nos. / DP ID / Client ID to unknown persons. Do not hand over signed blank transfer deeds, delivery instruction slips to any unknown persons.
21. Dealing of Securities with Registered Intermediaries: Members must ensure that they deal with only SEBI registered intermediaries and must obtain a valid contract note / confirmation memo from the broker / sub-broker, within 24 hours of execution of the trade and it should be ensured that the Contract Note / Confirmation Memo contains order no., trade no., trade time, quantity, price and brokerage.
22. Members can opt for one mode of voting i.e. either by physical Assent / Dissent or through e-voting. If Members opt for e-voting then do not vote by Physical Assent / Dissent or vice versa. However, in case Members cast their vote both by Physical Assent / Dissent and e-voting, then voting done through e-voting shall prevail and voting done by Physical Assent / Dissent will be treated as invalid.
23. In terms of the provisions of Section 107 of the Companies Act, 2013, since the resolutions as set out in this Notice are being conducted through physical Assent / Dissent, the said resolutions will not be decided on a show of hands at the AGM. The voting right of all shareholders shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date i.e. Wednesday, September 23rd, 2015, may cast their vote electronically.
24. In Compliance with the provisions of section 108 of the Act and the Rules framed thereunder, and the Clause 35 B of the listing agreement, the members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice. In order to enable its Members, who do not have access to e-voting facility to send their assent or dissent in writing in respect of the resolutions as sent out in this Notice, the Company is enclosing a Ballot Form with the Notice. Instructions for Ballot form are given at the back of the said form and instructions for e-voting are given here in below. Resolutions passed by Members though Ballot Forms or e-voting is /are deemed to have been passed as if they have been passed at the AGM.

25. Mr. Shiv Kumar Gupta, Chartered Accountant (Membership No.085397) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process (including the ballot forms received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
26. The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting or by ballot form shall be above to exercise their right at the meeting.
27. The members who have cast their vote by remote e-voting or by ballot form prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
28. Members can opt for only one mode of voting, i.e. either by Ballot Form or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and vote cast through ballot Form shall be treated as invalid.
29. Members who do not have access to e-voting facility may send duly completed Assent / Dissent Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. Shiv Kumar Gupta, Chartered Accountant (Membership No.085397), at the Registered Office of the Company not later than Tuesday, September 29th, 2015 (5.00 p.m. IST). Members have the option to request for physical copy of the Assent / Dissent Form by sending an e-mail to preetremedies@gmail.com by mentioning their Folio / DP ID and Client ID No. However, the duly completed Assent / Dissent Form should reach M/s Bigshare Services Private Limited. Unit: Neelkanth Technologies Limited E/2, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (East), Mumbai – 400 072 not later than Tuesday September 29, 2015 (5.00 p.m. IST) Assent/Dissent Form received after this date will be treated as invalid.
30. The instructions for shareholders voting electronically are as under:
 - i. The voting period begins on Sunday the September 27 2015 (9.00 a.m. IST) and ends on Tuesday, September 29th 2015 (5.00 p.m. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Wednesday the September 23, 2015 of <Record Date>, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - ii. The shareholders should log on to the e-voting website www.evotingindia.com.
 - iii. Click on Shareholders.
 - 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: