

Minutes of the 30th Annual General Meeting of M/s Linaks Microelectronics Ltd. commenced at 11.00 a.m. and concluded at 12.00 noon held at the Registered Office of the Company at 12.6 k.m., Barabanki Road, Chinhat, Lucknow on Wednesday the 30th September, 2015

PRESENT

1. Mr. Anil Kumar Singh - Managing Director/Member
2. Mr. Meena Singh - Director/Member
3. Mr. Ram Chandra Gaur - Director
4. Mr. U.B. Singh - Director
5. Mr. Atul Kumar Singh - Member
6. Mrs. Manvi Singh Deo - Member
7. Mr. Hriday Nath Rai - Member

No other member in person or by proxy. Dr. Gautam Singh and Mr. Udayan Singh attended the meeting through video conferencing.

Sri Anil Kumar Singh was unanimously elected as Chairman of the meeting whereupon he occupied the Chair.

The quorum being present, the Chairman called the meeting to order.

The notice convening the meeting was read by Sri Anil Kumar Singh, Managing Director.

The Register of members, Directors' Share holdings and other requisite registers as required to be maintained pursuant to the provisions of the Companies Act, 2013 and the rules made thereunder were kept open and accessible to the members during the continuance of the meeting.

The Auditors' Report on the Annual Accounts for the year ended on 31.3.2015 was read by Sri U.B. Singh, Director of the Company.

With the consent of the members present in the meeting, the audited annual accounts of the Company for the year ended 31.3.2015 and the Directors' Report were taken as read. The Chairman then invited the comments on the aforesaid annual accounts of the Company but no comments were offered.

E-Voting And Poll Results

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and the revised Clause 35B of the Listing Agreement, the Company had provided E-voting facility to all Members holding shares of the Company as on the cut-off date i.e. 23rd September, 2015 to enable them to cast their votes in respect of the resolutions contained in the Notice of the Meeting.

For Linaks MicroElectronics Ltd


Managing Director

The Company made arrangements with National Securities Depository Limited (NSDL), who provided the portal for e-voting. The remote e-voting period opened for 3 (three) days i.e. from 10.00 a.m. on 27th September, 2015 to 5.00 p.m. on 29th September, 2015. The Company has appointed Ms. Divya Matah, Practicing Company Secretary, Lucknow as Scrutinizer for carrying out E-voting in a fair and transparent manner.

In the AGM held on Wednesday, the 30th September, 2015, the Chairman proposed to facilitate those members present at the AGM, who had not cast their vote earlier by remote E-voting but who would like to vote at the AGM through Ballot in case of Poll, but none of the members took the Ballot Papers and instead preferred to vote by show of hands in respect of items of business as set out in the notice of the Meeting. However, the Company had also appointed Ms. Divya Matah, Practicing Company Secretary, Lucknow as Scrutinizer for conducting the Poll by way of Ballot Papers.

The Chairman hereby declare the results of voting on 3rd of October, 2015 on the basis of the combined report of voting (i.e. E-voting and Poll) submitted by Ms. Divya Matah, Scrutinizer as well as voting by show of hands. The results of the voting are as follows:

ORDINARY BUSINESS:					
Particulars	Number of Votes Contained in			TOTAL	Percentage
	Remote E votes	Poll through physical Ballots at AGM	Voting by show of hands		
Item No. 1:					
To receive, consider and adopt the Audited Balance Sheet as at 31st March 2015, the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon. (Ordinary Resolution)					
Proposed by: Mr. Anil Kumar Singh					
Seconded by: Mrs. Meena Singh					
The ordinary resolution set at item no. 1 of the notice pertaining to the adoption of annual accounts along with annexure, proposed and seconded by the aforementioned shareholders and taken up for consideration with the consent of the Members present.					

The Chairman stated that the audited Annual Accounts of the Company for the year ended 31st March, 2015, the Auditors' Report thereon and the Directors' Report attached thereto have been with the members for some time and, therefore, with the permission of the members present, the same were taken as read.

"RESOLVED THAT the audited Balance Sheet, Statement of Profit & Loss and (Cash Flow Statement) along with the notes forming part of the audited financials for the financial year ended 31st March 2015 along with the Auditors' Report and the Directors' Report thereon for the financial year ended 31st March 2015, be and are hereby taken as read, approved and adopted by the members."

Assent	0	0	5	5	100%
Dissent	0	0	0	0	0
Invalid	0	0	0	0	0
Total	0	0	5	5	100%

The Chairman declared that the Ordinary Resolution passed with requisite majority.

Item No. 2:

To appoint a director in place of Mr. Udayan Singh (DIN 00189219), who retires by rotation and being eligible offers himself for re-appointment. (Ordinary Resolution)

Proposed by: Mrs. Meena Singh

Seconded by: Mr. Atul Kumar Singh

The ordinary resolution set at item no. 2 of the notice pertaining to the appointment of Mr. Udayan Singh (DIN 00189219), who retires by rotation and being eligible offers himself for re-appointment, proposed and seconded by the afore mentioned shareholders and taken up for consideration with the consent of the Members present.

"Resolved that Mr. Udayan Singh (DIN 00189219), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment, be and is hereby appointed a Director of the Company, whose term of office will be liable to determination by retirement of Directors by rotation."

Assent	0	0	5	5	100%
Dissent	0	0	0	0	0
Invalid	0	0	0	0	0
Total	0	0	5	5	100%

The Chairman declared that the Ordinary Resolution passed with requisite majority.

Item No. 3:

To appoint a director in place of Mr. Udai Bhan Singh (DIN-06650869), who retires by rotation and being eligible offers himself for re-appointment as Independent Director.(Ordinary Resolution)

Proposed by: Mr. Atul Kumar Singh

Seconded by: Mrs. Manvi Singh Deo

The ordinary resolution set at item no. 3 of the notice pertaining to the appointment of director in place of Mr. Udai Bhan Singh (DIN-06650869), who retires by rotation and being eligible offers himself for re-appointment as Independent Director, proposed and seconded by the afore mentioned shareholders and taken up for consideration with the consent of the Members present.

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof for the time being in force and Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement, amended up to the date, Mr. Udai Bhan Singh (DIN: 06650869), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, who retires by rotation at this Annual General Meeting and in respect of whom the company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office, for five consecutive years for a term up to the conclusion of the 35th Annual General Meeting of the Company in the Calendar Year 2020."

Assent	0	0	5	5	100%
Dissent	0	0	0	0	0
Invalid	0	0	0	0	0
Total	0	0	5	5	100%

The Chairman declared that the Ordinary Resolution passed with requisite majority.

Item No. 4:

To ratify the appointment of M/s S.R. Gupta and Co., Chartered Accountants as statutory auditors of the Company and fix their remuneration. (Ordinary Resolution)

Proposed by: Mrs. Manvi Singh Deo

Seconded by: Mr. Hriday Nath Rai

The ordinary resolution set at item no. 4 of the notice pertaining to the ratification of Auditor and their remuneration, proposed and seconded by the afore mentioned shareholders and taken up for consideration with the consent of the Members present.

"RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 (the "Act") read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the appointment of M/s. S.R. Gupta & Co., Chartered Accountants (Firm Registration No. 001939C), as the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the 32nd Annual General Meeting on such remuneration as may be determined by the Board of Directors."

Assent	0	0	5	5	100%
Dissent	0	0	0	0	0
Invalid	0	0	0	0	0
Total	0	0	5	5	100%

The Chairman declared that the Ordinary Resolution passed with requisite majority.

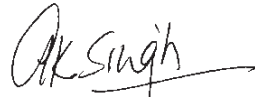
SPECIAL BUSINESS:**Item No. 5:**

To appoint Mrs. Meena Singh (DIN-02775239), as a Women Director.(Ordinary Resolution)

Proposed by: Mrs. Manvi Singh Deo

Seconded by: Mr. Hriday Nath Rai

The ordinary resolution set at item no. 5 of the notice pertaining to the appointment of Mrs. Meena Singh (DIN-02775239), as a Women Director, proposed and seconded by the afore mentioned shareholders and taken up for consideration with the consent of the Members present.


Managing Director

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 and any other applicable provisions of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof for the time being in force and Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement, amended up to the date, Mrs. Meena Singh (DIN: 02775239), who was appointed as a Director as an addition to the Board w.e.f. 30.01.2015 and who retires at this Annual General Meeting and in respect of whom the company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, whose period of office shall be liable to determination by retirement of Directors by rotation.”

Assent	0	0	5	5	100%
Dissent	0	0	0	0	0
Invalid	0	0	0	0	0
Total	0	0	5	5	100%

The Chairman declared that the Ordinary Resolution passed with requisite majority.

Item No. 6:


To appoint Mr. Ram Chandra Gaur (DIN-02317264) as an Independent Director. (Ordinary Resolution)

Proposed by: Mrs. Meena Singh

Seconded by: Mr. Atul Kumar Singh

The ordinary resolution set at item no. 6 of the notice pertaining to the appointment of Mr. Ram Chandra Gaur (DIN-02317264) as an Independent Director, proposed and seconded by the afore mentioned shareholders and taken up for consideration with the consent of the Members present.

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof for the time being in force and Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement, amended up to the date, Mr. Ram Chandra Gaur (DIN: 02317264), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who was appointed as a Director as an addition to the Board w.e.f. 30.01.2015, and is eligible for appointment, who retires at this Annual General Meeting and in respect of whom the company has received a notice in writing under Section 160 of the Companies Act, 2013 from a


Managing Director

member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office, for five consecutive years for a term up to the conclusion of the 35th Annual General Meeting of the Company in the Calendar Year 2020."

Assent	0	0	5	5	100%
Dissent	0	0	0	0	0
Invalid	0	0	0	0	0
Total	0	0	5	5	100%

The Chairman declared that the Ordinary Resolution passed with requisite majority.

Item No. 7:

To appoint Mr. Anil Kumar Singh (DIN: 00225518) as a Managing Director. (Special Resolution)

Proposed by: Mrs. Manvi Singh Deo

Seconded by: Mr. Hriday Nath Rai

The special resolution set at item no. 7 of the notice pertaining to the appointment of Mr. Anil Kumar Singh (DIN: 00225518) as a Managing Director, proposed and seconded by the aforementioned shareholders and taken up for consideration with the consent of the Members present.

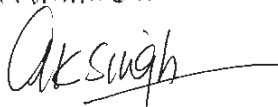
"RESOLVED THAT pursuant to provisions of Sections 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013, (including any statutory modifications or re-enactment(s) thereof, for the time being in force), and subject to such other consents and permission as may be necessary, consent/approval of the Company be and is hereby granted for the appointment of Mr. Anil Kumar Singh (DIN: 00225518), one of the promoter-director, as Managing Director of the Company for a period of five (05) years with effect from 1st April, 2015 at the following remuneration for the aforesaid period on the terms and conditions as approved by the Remuneration Committee and Board of Directors in their respective meetings held on 31.03.2015:

I. REMUNERATION:

Salary Rs. 60,000 (Rupees sixty thousand only) per month in the Scale of 60,000-10,000-1,00,000.

II. PERQUISITES:

- (i). Provision of car or reimbursement of expenses incurred on a car for use on Company's business.
- (ii) Provision of telephone at residence for use on company's business will not be


Managing Director

considered as a perquisite.

(iii) Privilege/Causal Leave: As per Rules of the Company.

III. REMUNERATION IN THE EVENT OF LOSS OR INADEQUACY OF PROFITS

Where in any financial year, the Company has no profits or its profits are inadequate, the foregoing amount of remuneration and benefits shall be paid, subject to applicable provisions of Schedule V to the Companies Act, 2013 by way of minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter, amend or vary the terms and conditions of appointment including remuneration structure as may be agreed to between the Board of Directors and Mr. Anil Kumar Singh subject to the limits within such guidelines or amendments as may be made to the Companies Act, 2013 or the Central Government or such other authority.

RESOLVED FURTHER THAT the Board/Committee of the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect to above resolution."

Assent	0	0	5	5	100%
Dissent	0	0	0	0	0
Invalid	0	0	0	0	0
Total	0	0	5	5	100%

The Chairman declared that the Special Resolution passed with requisite majority.

Item No. 8:

To appoint Mr. Udayan Singh (DIN: 00189219) as Whole Time Director.
(Special Resolution)

Proposed by: Mrs. Manvi Singh Deo

Seconded by: Mr. Hriday Nath Rai

The special resolution set at item no. 8 of the notice pertaining to the appointment of Mr. Udayan Singh (DIN: 00189219) as Whole Time Director, proposed and seconded by the aforementioned shareholders and taken up for consideration with the consent of the Members present.

"RESOLVED THAT pursuant to provisions of Sections 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013, (including any statutory modifications or re-enactment(s) thereof, for the

time being in force), and subject to such other consents and permission as may be necessary, consent/approval of the Company be and is hereby granted for the appointment of Mr. Udayan Singh (DIN: 00189219) as Whole-time Director of the Company for a period of five (05) years with effect from 1st April, 2015 at the following remuneration for the aforesaid period on the terms and conditions as approved by the Remuneration Committee and the Board of Directors in their respective meetings held on 31.03.2015:

I. REMUNERATION:

Salary Rs. 40,000 (Rupees forty thousand only) per month in the scale of 40,000-5,000-60,000.

II. REMUNERATION IN THE EVENT OF LOSS OR INADEQUACY OF PROFITS Where in any financial year, the Company has no profits or its profits are inadequate, the foregoing amount of remuneration and benefits shall be paid, subject to applicable provisions of Schedule V to the Companies Act, 2013 by way of minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter, amend or vary the terms and conditions of appointment including remuneration structure as may be agreed to between the Board of Directors and Mr. Udayan Singh subject to the limits within such guidelines or amendments as may be made to the Companies Act, 2013 or the Central Government or such other authority.

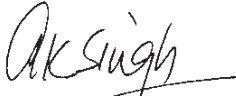
RESOLVED FURTHER THAT the Board/Committee of the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect to above resolution."

Assent	0	0	5	5	100%
Dissent	0	0	0	0	0
Invalid	0	0	0	0	0
Total	0	0	5	5	100%

The Chairman declared that the Special Resolution passed with requisite majority.

There being no other business, the meeting ended at 12.00 noon with a Vote of Thanks to the Chair.

Place : LUCKNOW
Date : 03.10.2015


(Anil Kumar Singh)
Chairman of the Meeting