

SPEED POST



LINAKS MICROELECTRONICS LTD.

Regd. Off: 12.6 km Barabanki Road,
Chinhat, Lucknow-227105.

Ph:522-6549493/9335915664

Fax: 0522-2222061

Email: linaks@yahoo.com

Date : 30.09.2013

Dear Sir,

Sub: Intimation regarding Derating/Sub-division of Equity Share Capital

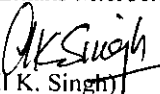
We have to inform you that at the Extra Ordinary General Meeting of the Company held on 30.09.2013 at 12.00 noon, necessary Resolutions have been passed in compliance of the order dated 13.08.2013 of Hon'ble BIFR giving effect from derating of existing paid-equity share capital from Rs. 4,33,38,250.00 to Rs. 1,73,35,300.00 and sub-division of existing equity share capital having nominal value of Rs. 10.00 per share to 10 equity shares of Re. 1.00 nominal value.

A certified true copy of the special Resolutions is enclosed herewith for your ready reference and record.

Necessary data updation will be done by our RTA M/s Beetal Financial & Computer Services (P) Ltd., Beetal House, 3rd Floor, 99, Madangir, Behind Local Shopping Centre, Near Dada Harsukh Das Mandir, NEWDELHI-110062 in due course.

Thanking you.

Yours faithfully,
For Linaks Microelectronics Ltd.


(Anil K. Singh)
Managing Director.

Encl:: As above.

Listing Manager,
The Stock Exchange Mumbai,
Phiroze Jeejeebhoy Towers, Fort, Dalal Street,
MUMBAI- 400 001.

Listing Manager,
The Delhi Stock Exchange Association Ltd.,
DSE House, 3/1 Asaf Ali Road,
NEW DELHI-110 022

Listing Manager,
The Uttar Pradesh Stock Exchange Association Ltd.,
Padam Towers, 14/113 Civil Lines,
KANPUR-208 001.

M/s Beetal Financial & Computer Services (P) Ltd.,
Beetal House, 3rd Floor,
99, Madangir, Behind Local Shopping Centre,
Near Dada Harsukh Das Mandir,
NEW DELHI- 110062.



LINAKS MICROELECTRONICS LTD.
Regd.Off: 12.6 km Barabanki Road,
Chinhat, Lucknow-227105.
Phone: 0522-6549493 Fax: 0522-2622061
Email: linakspcb@yahoo.com

Copy of Special Resolutions passed at the Extra-ordinary General Meeting of the Members of the Company held at its registered office of the Company at 12.6 km. Barabanki Road, Chinhat, Lucknow on Monday, the 30th September, 2013 at 12:00 noon

SPECIAL RESOLUTION NO.1

"RESOLVED THAT pursuant to the provisions of Sections 78, 100 to 104 and any other applicable provisions of the Companies Act, 1956 as well as Order dated 13.08.2013 of Hon'ble Board for Industrial and Financial Reconstruction (BIFR) and the consent of other appropriate authorities, if any, as may be prescribed under the Companies Act, 1956 in this regard and such other approvals as may be required, if any, and pursuant to Articles 3 of the Articles of Association of the Company, the paid up equity share capital of the Company be reduced from Rs. 43338250 (divided into old 4333825 Equity shares to Re. 10/- each) to Rs. 1,73,35,300 (divided into old 4333825 Equity shares of each Rs. 4/- paid-up) by canceling Rs. 6/- paid per share of Rs. 10/- each.

FURTHER RESOLVED THAT the existing Certificates of shares which are in physical form be cancelled and in place thereof, new certificates of shares be issued in terms of the Companies (Issue of Share Certificate) Rules, 1960.

RESOLVED FURTHER THAT in the event there are any pending share transfers, whether lodged or outstanding of any shareholder of the Company, the Board be and is hereby empowered in appropriate cases, even subsequent to the record date (as may be fixed by the Board) at its sole discretion, to effectuate such transfer in the register of members of the Company, as if such changes were operative as on the record date.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the Board which term shall be deemed to include any committee or any person which the Board may constitute/nominate to exercise its powers) be and are hereby authorized to do all such acts, matters, deeds and things as may be necessary or desirable including any directions for setting any questions or doubt or difficulty whatsoever that may arise, for the purpose of giving effect to the reduction of the share capital of the Company as placed before the meeting or to any modification thereof and in particular:

- i) To verify, sign, deal, swear, affirm, execute, make, enter into, acknowledge, record and perfect all deeds, declarations, instruments, affidavits, applications, petitions, objections, notices and writings whatsoever as may be usual, necessary, proper or expedient;
- ii) To accept services of notices or other processes which, may from time to time be issued in connection with the matter aforesaid;
- iii) To produce all documents, matters or other evidence in connection with the matters aforesaid and all and any of other proceedings incidental thereto or arising thereat;
- iv) To make or prepare any applications, petitions, appeals and judges summons before any court, tribunal, or all relevant authorities and respond to the appropriate authorities;
- v) To file the requisite applications in the Competent Court of Law for seeking directions, if any, required for giving effect for the purpose;
- vi) To file petitions, affidavits and/or other legal documents as maybe required for confirmation of the reduction of the Share Capital of the company;
- vii) To do and perform all such other acts, matters, deeds, and things and sign all documents as may be considered necessary or desirable to give effect to this resolution;

RESOLVED FURTHER THAT the Board be and is hereby authorized, in their absolute discretion, to make the reduction and cancellation of the share capital on such other terms and conditions as they may consider appropriate and to accept such other conditions and modifications as may be prescribed by the Hon'ble BIFR, Hon'ble High Court, Banks, Financial Institutions and other appropriate bodies/authorities while according their sanction or consent to the proposed reduction and cancellation of share capital;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized on behalf of the Company inter-alia to evolve, decide upon and bring into effect the capital reduction and make and give effect to any modifications, changes, variations, alterations or revision in the proposal for capital reduction from time to time or to suspend, withdraw or review the proposal for capital reduction from time to time as may be specified by any statutory authority or as the Board may suo-moto decide in its absolute discretion and to do all such acts, deeds, matters and things whatsoever, including settling any question, doubt or difficulty that may arise, as it may in its absolute discretion consider necessary, expedient, fit and proper".

SPECIAL RESOLUTION NO.2

"RESOLVED, pursuant to Section 94(1)(d) and other applicable provisions, if any, of the Companies Act, 1956, and Article 3 of Articles of Association of the company, THAT all the 50,00,000 (fifty lacs) equity shares of Rs. 10/- (Rupees ten) each of the company be and the same are hereby sub-divided into 5,00,00,000 five crore equity shares of Re. 1/- (Rupee one) each.

RESOLVED FURTHER THAT as a consequence of sub-division of the equity shares of the company, clause V (share capital clause) of the memorandum of association of the company be and is hereby substituted with the following:

'V. The Authorised Share Capital of the Company is Rs.9,00,00,000/- (Rupees Nine crores) only dividend into 5,00,00,000 (five crore) Equity Shares of Re. 1/-(Re. one) each and 40,00,000 (forty lacs) 11% Cumulative Convertible Preference Shares of Rs.10/- (Rs. ten) each with power to increase, reduce, convert, sub-divide and consolidate the same and to issue any of shares in the capital original or increased, and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions as regards the dividend and repayment of capital as may be determined by or in accordance with regulations of the Company with power to vary modify or abrogate any such rights, privileges or conditions in such manner as may, for the time being, be provided by the regulations of the Company and subject to the regulations of the Companies Act, 1956.'


RESOLVED FURTHER that existing Article 3 of the Articles of Association be and is hereby substituted with the following:

'3. The Authorised Share Capital is Rs.9,00,00,000/- (Rupees Nine crores) only dividend into 5,00,00,000 (five crores) Equity Shares of Re. 1/-(Re. one) each and 40,00,000 (forty lacs) 11 % Cumulative Convertible Preference Shares of Rs.10/- (Rs. ten) each with power to sub-divide, consolidate, increase, reduce or convert the capital of the Company.'

RESOLVED FURTHER THAT keeping in view reduction of Capital taking effect 4 (four) Equity shares of Re. 1/- each fully paid up be issued in the newly sub-divided equity share capital against the paid-up value of Rs.4/- in old Equity shares of Rs. 10/- each so that the total number of Equity shares does not exceed 1,73,35,300 Equity shares of Re. 1/- each fully paid up and correspondingly the paid up share capital shall also stand reduced.

RESOLVED FURTHER THAT the Board of directors of the company be and is hereby authorised to take all the necessary steps for giving effect the foregoing resolution, including recall of the existing share certificates, issue of new share certificates, may be jumbo scrips for entire share holdings as may be deemed fit, in lieu of the existing issued share certificates held in physical form in terms of the foregoing resolutions and in accordance with the applicable provisions of the Companies Act, 1956 and those of the Companies (Issue of Share Certificates) Rules, 1960."

CERTIFIED TRUE COPY


(Anil Kumar Singh)
Managing Director