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Annual

Report

Linaks Microelectronics Limited

LINA KS MICROELECTRONICS LTD.

Regd. Office:

12.6 Km. Barabanki Road, Chihat,

Lucknow-227 105.

BOARD OF DIRECTORS

Mr. Anil K Singh	-Managing Director
Mr. Udayan Singh	- Director
Mr. R.K. Mehra	- Director
Mr. Siddharth Singh	- Director
Mr. Pradeep Kumar	- Director
Dr. Gautam Singh	- Director

AUDITORS

S.R. Gupta & Co.

BANKERS

State Bank of India

SHARE HOLDERS' INFORMATION

SHARE TRANSFER ARRANGEMENT AND
DEMATERIALISATION STATUS OF SHARES

The Company appointed M/s Beetal Financial & Computer Services Pvt. Ltd. as RTA for Physical and Dematerialised shares of the Company. The shares of the Company are compulsorily traded in Dematerialised form w.e.f. 28.09.2000 under ISIN-INE028C01019 with NSDL & CDSL. The addresses of NSDL, CDSL & Beetal are given below:

1. National Securities Depository Ltd.
Trade World, 4th Floor, Kamala Mills Compound,
Senapati Bapat Marg,
Lower Parel, Mumbai-400 013.
2. Central Depository Services (India) Ltd.
Phiroze Jeejeebhoy Towers, 28th Floor,
Dalal Street, Mumbai-400 023.
3. Beetal Financial & Computer Services (P) Ltd.
Beetal House, 3rd Floor, 99 Madangir,
Nr. Dada Harsukhadas Mandir,
New Delhi-110 062.

STOCK EXCHANGES (WHERE COMPANY'S SHARES
ARE LISTED)

1. The U.P. Stock Exchange Association Ltd.
Padam Towers 14/113, Civil Lines,
Kanpur (U.P.)
2. The Delhi Stock Exchange Association Ltd.
DSE House, 3/1 Asaf Ali Road,
New Delhi-110 002.
3. The Stock Exchange Mumbai
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort, Mumbai-400 023.

NOTICE

Notice is hereby given that the Twenty sixth Annual General Meeting of LINA KS MICROELECTRONICS LTD. will be held at the Registered office of the Company at 12.6 km. Barabanki Road, Chihat, Lucknow on Friday the 28th September, 2012 at 11:00 a.m. to transact the following business:

ORDINARY BUSINESS

- To receive, consider and adopt the Annual Accounts alongwith Cash Flow statement of the Company for the year ended on 31st March, 2012 and reports of the Directors and Auditors thereon.
- To appoint a director in place of Mr. R.K. Mehra, who retires by rotation and being eligible offers himself for reappointment.
- To appoint a director in place of Mr. Siddharth Singh, who retires by rotation and being eligible offers himself for reappointment.
- To appoint Auditors and to fix their remuneration.

NOTES:

- A member entitled to attend and vote at the meeting is also entitled to appoint a proxy to attend and vote instead of himself. Such Proxy need not be a member of the Company. Proxy in order to be effective must be received by the Company at its registered office not less than 48 hours before the time fixed for the meeting. A blank proxy form is enclosed.
- The Register of members and share transfer books shall remain closed from 21.09.2012 to 28.09.2012 (both days inclusive).
- Members are requested to bring along their copy of Annual Report for attending the meeting.
- Members are requested to quote their Folio/Account no. in all correspondence with the Company and inform the Company about their change of address, if any.
- For convenience of members an attendance slip is annexed to the proxy form. Members are requested to affix their signature at the space provided therefor and handover the attendance slip at the place of meeting. The proxy of a member should mark on the attendance slip as proxy.

By Order of the Board.

Place: Lucknow
Date : 30.07.2012

(Anil Kumar Singh)
Managing Director

DIRECTORS' REPORT

To,

The Members,

Your Directors hereby present the Twenty sixth Annual Report of the Company for the year ended on 31st March 2012.

SUMMARISED FINANCIAL RESULTS

	(Rs. in Lacs)	
	During the year ended	
	31.03.2012	31.03.2011
Sales and other income	4.01	11.06
Profit/Loss before amortisation and depreciation	(-) 28.76	(-) 54.18
Less: Amortisation	0	0.00
Depreciation	77.90	78.84
Profit/Loss before Tax	(-)106.66	(-) 133.02

YEAR UNDER REVIEW

During the current year we settled the principal OTS dues of IDBI, PICUP and UPFC and partially that of SBI. The OTS LOI of SBI was received as late as Feb 2012 with a payment schedule stretching upto October 2012 hence it could only be cleared partially. After receiving the No Dues Certificates from the Institution we would submit a modified scheme to the hon'ble BIFR for approval. This should happen sometime in the third quarter of the coming financial year. Meanwhile we have commenced the maintenance and refurbishing work on the equipments which were idle for a very long time. All in all we moved on the charted course during the year without any major hiccups.

OUTLOOK FOR THE CURRENT YEAR

As reported last year India has become a huge player in the European & US PCB market during the last couple of years and today there are at least half a dozen units with 100 Crore plus turnover. This trend is holding inspite of all the slow downs and hope to afford us a smooth re-entry once we recommence our production.

DIVIDEND

In view of continued losses, no dividend payout for the year under review is being recommended.

DIRECTORS

Mr. R.K. Mehra and Mr. Siddharth Singh are persons, who have been longest in the office since the last appointment of Directors and in terms of the provision of Section 255 of the Companies Act, 1956 as determined by lot the terms of their offices are liable to retire by rotation at the forthcoming Annual General Meeting. However, they are eligible for their reappointment.

AUDITORS

You are requested to appoint auditors for the current year and fix their remuneration. The retiring auditors M/s S.R. Gupta & Co., Chartered Accountants, Kanpur are eligible for reappointment and have given their consent and also furnished certificate as required by Section 224(1B) of the Companies Act, 1956.

ACCOUNTS AND COMMENTS IN THE AUDITORS' REPORT

The points referred to by the Auditors in their report are self-explanatory and are covered in note no. 3 (i) to (ix) of the Notes to Accounts.

CORPORATE GOVERNANCE

Your Company has already implemented the requirement of Clause 49 of the Listing Agreement i.e. Corporate Governance. As required a Management Discussion and Analysis Report and Directors' Report as well as Auditors' Certificate on Corporate Governance are given alongwith this report.

AUDIT COMMITTEE

The Audit Committee is Comprising of three independent directors, namely Mr. Pradeep Kumar, Dr. Gautam Singh and Mr. R.K. Mehra. The Committee performs such functions as are required in terms of Clause 49 of the Listing Agreement with the Stock Exchanges.

DEMATERIALISATION OF THE SHARES OF THE COMPANY

Trading in shares of the Company has been made compulsory in dematerialised form w.e.f. 28.09.2000 by all investors as per directives given by SEBI. Accordingly the Equity Shares of the Company are available for dematerialisation under ISIN INE028C01019 with CDSL and NSDL.

INFORMATION UNDER SECTION 217 OF THE COMPANIES ACT, 1956:

A. Information in respect of Conservation of Energy, Technology Absorption and Foreign Exchange Earning and Outgo:

Information pursuant to Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 relating to conservation of energy, technology absorption and foreign exchange earning and outgo are as under:

a. Conservation of Energy:

Due to high power diversity factor in the PCB fabrication process your Company has opted for fully captive modular generation in units of 125 KVA each. This is providing flexibility of usage thereby keeping the power consumption low. Other ongoing measures like Power factor improvement, use of new breed of low wattage high luminescence fittings etc. have been carried out.

b. Technology Absorption:

i. Research and Development (R&D)

Since the Company does not have any R & D department or have carried R&D activities, the information in this regard is Nil. However, we do lot of reverse engineering to develop our own formulations and machine control circuits.

ii. Technology Absorption, Adaptation and Innovation

MLB technology has been absorbed.

c. Foreign Exchange Earning and Outgo:

Foreign exchange earning and outgo during the year under review were equivalent to Rs. NIL (previous year Rs. NIL).

B. Particulars of Employees

None of the employees of the Company was in receipt of a remuneration of Rs. 500000/- or more p.m. if employed for a part of the year under review or Rs.6000000/- or more p.a. if employed throughout the said year, the particulars of which are required to be given pursuant to the provisions of Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules 1975.

C. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956, with respect to Directors' Responsibility Statement, it is hereby confirmed:

- (i) that in the preparation of the accounts for the financial year ended 31st March, 2012, the applicable accounting standards have been followed alongwith proper explanation relating to material departures;
- (ii) that the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of financial year and of the profit or loss of the Company for the year under review;
- (iii) that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) that the Directors have prepared the accounts for the financial year ended 31st March, 2012 on a 'going concern' basis.

ACKNOWLEDGEMENT

Your Directors record their appreciation to its team of employees for their unstinted and single minded devotion to the task at hand. We are also grateful to the financial institutions for their patience and according OTS.

For and on behalf of the Board of Directors

Place: Lucknow (R.K. Mehra) (Anil Kumar Singh)
Date: 30th July' 12 Director Managing Director

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Industry structure & Development:

PCB industry consists of a handful of medium sized units and a number of small-scale units which are mostly independent i.e. they are not part of any large conglomerate excepting a couple of units. The units were historically promoted by technocrat entrepreneurs who in the old days received bank finance easily to promote industrial growth. Most of these units were set up in mid 80's and some of them have ceased to operate.

The survivors are those, which from time to time have been investing in technology and capacity. Initially the units were manufacturing simple single sided and double sided PCBs, but now there are units like AT&S who are making PCBs with 24 layers, buried vias, 4 mil line and spaces, etc. In the area of single sided PCBs we have some units that are now manufacturing flexible circuits.

Still on the whole industry is small because the actual demand for PCBs for manufacturing various types of Electronic equipment is still not very large in India, largely due to screw-driver-kit-assembly nature of the Indian equipment industry.

Opportunities & Threats: The industry has a domestic market, which initially was driven by telecommunication, but thanks to the lopsided custom tariff structure telecom manufacturing has shallowed out resulting in steep decline in PCB demand. Although the telecom infrastructure has grown by leaps and bounds but the downstream electronic component demand has not seen any growth since all fresh demand for equipment has been met largely through imports. Thus, now the domestic requirement is dependent on diverse segments like automation, control, instrumentation, metering and automotive. Automotive electronics, though a massive growth engine, can be volatile as it is subject to global business swings in this connected world of automotive business with only a handful of players. The gradual easing of custom duties is happening on account of India being a signatory to ITA. But this threat is also an opportunity because it applies to the developed countries too who are still levying duty on Indian imports.

In fact India with a low cost technical manpower enjoys tremendous advantage as an export-manufacturing base and especially to the high cost developed countries of Europe and the US. The industry and moreover Linaks should leverage this advantage. The company is already working towards it as they have a clutch of regular and reliable customers in Europe and they are also in the process of developing new ones in Eastern Europe and Americas.

Risks and Concerns: The major risk the industry faces is of over dependence on one market segment and the industry in India, Linaks included has faced this prospect because many a times their fortunes have fluctuated with those of the telecommunication sector. Then there is always the over riding concern of fast technological obsolescence, which entails constant drain on resources at times impeding ones capability to service one's customers.

Overview: On the whole the industry has a lot of promise provided one is able to keep up with the demands of the market place.

Financial performance: The financial performance is directly related to the company's ability to remain competitive.

Resource & Liquidity: Resource position would remain comfortable if the company is able to trade profitably and liquidity is the direct function of the above.

The company has not been able to meet its financial goals because due to extraneous circumstances it went into losses and the rehabilitation package drawn under BIFR has also been buffeted by the uncertainty of the market place.

Outlook: The outlook is positive provided the OTS proposal is implemented and with it fresh funds are infused into the company.

Internal Control System: Your Company's management continuously reviews the internal control system and procedures to ensure orderly and efficient conduct of business. Your Company

adheres to its written corporate policies with respect to all transactions, financial reporting and budgeting to ensure that all assets are safeguarded and protected against loss from unauthorised use or disposition, and that transactions are authorised, recorded and reported correctly.

The Company regularly conducts internal audits either through external or internal resources to monitor the effectiveness of internal control in the organisation.

Audits are finalised and conducted based on internal risk assessment. Significant findings are brought to the notice of the Audit Committee of the Board and corrective measures recommended for implementation. Reports of the internal auditor are also regularly reviewed by the Management and corrective action initiated to strengthen the controls and enhance the effectiveness of the existing systems.

Human Resources: The Company gives full and fair consideration to all employees with regard to their particular aptitudes and abilities. Training, career development and promotion are, as far as practicable, considered for all employees according to their skills and abilities. The Company consistently seeks to recruit, develop and employ throughout the organisation suitably qualified, capable and experienced people, irrespective of race, religion or sex. All decisions relating to employment practices are objective, free from bias and based solely upon work criteria and individual merit.

Our development, performance and rewards system is linked to organisation performance. The Company strives to provide excellent staff welfare measures to promote employee satisfaction and thereby attract and retain efficient manpower. Training needs are regularly identified and imparted with the help of both internal trainers and external professional faculties of repute. We have built team driven organisation where all employees work together to create our future.

Cautionary Statement: The statement made in this Report describing the Company's projections, expectations and estimations may be a forward looking statement within the meaning of applicable securities laws and regulations. These statements are based on certain assumptions and expectations of future events. Actual results may differ from those expressed or implied in this Report due to the influence of external and internal factors, which are beyond the control of the Company.

For and on behalf of the Board of Directors

Place: Lucknow	(R.K. Mehra)	(Anil Kumar Singh)
Date: 30th July' 12	Director	Managing Director

DIRECTORS' REPORT ON CORPORATE GOVERNANCE

Philosophy:

Linaks upholds its standing at the forefront of Corporate Governance best practices. Linaks envisages the attainment of the highest levels of transparency, accountability and ethics, in all facets of its operations. It has been committed to the principles of transparency, integrity, accountability and responsibility. The Company takes

feedback into account, on its periodic reviews of the guidelines, to ensure their continuing relevance, effectiveness and responsiveness to the needs of its investors. Linaks considers that all its operations and actions must serve the underlying goal of increasing employee and customer satisfaction and enhancing overall Shareholder value.

Board of Directors:

The Company has combination of executive and non-executive Directors with non-executive Directors constituting more than 50 per cent of the Board. As per the Listing Agreement, 'Independent' or Non-Executive Directors have been defined as directors who apart from receiving Directors remuneration do not have any other material pecuniary relationship or transactions with the Company, its promoters, its management or its subsidiaries, which in the judgement of the Board may affect independence of judgement of the Directors. Independent Directors play an important role in deliberations at the Board Meetings and the Company benefits from their expertise in achieving its strategic direction. The Directors bring to the Board a wide range of experience and skills. The Board is constituted as under:

Name	Category	No. of outside Directorships Held	As Chairman / Member of Board Committees
Mr. Anil K Singh	Managing Director	Nil	Nil
Mr. Udayan Singh	Whole-time Director	Nil	1
Mr. Siddharth Singh	Whole-time Director	Nil	1
Mr. R.K. Mehra	Whole-time Director	Nil	2
Mr. Pradeep Kumar	Independent & Non-Executive Director	Nil	2
Dr. Gautam Singh	Independent & Non-Executive Director	Nil	2

Note: (1) Private Limited Companies and Companies constituted under Section 25 of the Companies Act, 1956 are excluded for the above purpose. (2) Only Audit Committee, Investors' Grievance Committee and Remuneration Committee are considered for the purpose of Committee positions as per listing Agreement.

Responsibilities:

The Board of Directors represent the interests of the Company's shareholders in optimising long-term value by providing the management with guidance and strategic direction on the Shareholder's behalf. The Board's mandate is to oversee the Company's strategic decision, review corporate performance, authorise and monitor strategic investments, ensure regulatory compliance and safeguard interests of Shareholders. Board members ensure that their other responsibilities do not impinge on their responsibility as a Director of Linaks.

Board Meetings:

The Meetings of Directors are normally held in Lucknow. Meetings are generally scheduled well in advance and the Notice of each Board Meeting is given in writing to each Director. The Members of the Board have complete access to all information of the Company. Senior Management is invited to attend the Board Meetings so as to provide additional inputs to the items being discussed by the Board.

During the year under review, the Board of Linaks Microelectronics Ltd. met 4 times i.e. on 29.06.2011, 28.07.2011, 24.10.2011, & 30.1.1012. The gap between any two Meetings was generally around 3 calendar months.

Attendance of each Director at the Board Meetings & at last Annual General Meeting:

Name	No. of Board Meetings		Attendance at Last AGM
	Held	Attended	
Mr. Anil K Singh	4	4	Yes
Mr. Udayan Singh	4	3	NO
Mr. Siddharth Singh	4	NIL	NO
Mr. R.K. Mehra	4	4	Yes
Mr. Pradeep Kumar	4	NIL	NO
Dr. Gautam Singh	4	NIL	NO

Board Committees:

To enable better and more focussed attention on the affairs of the Company, the Board delegates' particular matters to Committees of the Board set up for the purpose. These Committees prepare the groundwork for decision-making and report at the subsequent Board Meeting.

Audit Committee:

The Audit Committee comprised solely of Non-executive, Independent Directors namely, Mr. Pradeep Kumar, Mr. R.K. Mehra and Dr. Gautam Singh. All the Members have sound financial, accounting, audit and company law knowledge.

The Audit Committee reviews, acts and reports to the Board of Directors with respect to:

- various auditing and accounting matters,
- review of annual budgets,
- annual internal audit plan,
- compliance with legal and statutory requirements including accounting standards,
- review of investment guidelines,
- major accounting policies and practices.

The Audit Committee reviews the half yearly and yearly financial results with the Management before being submitted to the Board for its consideration and approval. Due to non-availability of valid quorum, the Audit Committee could not meet during the year under review.

Remuneration Committee:

The Company's Remuneration Committee consists of non-executive Directors namely, Mr. Pradeep Kumar, Dr. Gautam Singh. The salary of the Managing/Whole-time Directors is recommended by the Remuneration Committee and approved by the Board. No remuneration is paid to the Non-Executive Directors. No meeting of the Remuneration Committee was held during the financial year ended 31.03.2012.

The terms of reference of the Remuneration Committee include review and recommendation to the Board of Directors on compensation payable to the Executive Directors. The committee also ensures that the compensation policy of the Company provides for performance-oriented incentives to senior management and staff.

Remuneration Policy:

The Company has adopted a remuneration policy that attracts and maintains talented and motivated executives so as to encourage enhanced performance of the Company. The remuneration policy envisages a clear relationship between performance and remuneration, including the remuneration paid and overall corporate performance.

Remuneration paid to Directors:

Managing/Whole-time Directors of the Company have been appointed on a contractual basis on the approval of the Shareholders. Remuneration package of Executive Directors is determined by the Remuneration Committee of Directors within the permissible limits under the applicable provisions of law and is approved by Shareholders. It comprises salary and other allowances, perquisites as approved by Shareholders. Non-Executive Directors have so far not been paid any remuneration/commission apart from sitting fees. Details of remuneration to Directors are as follows:

Director	Relation with Linaks	Sitting fees	Remuneration paid during 2011-2012		
			Salary & Perquisites	Commission	Total
Mr. Anil K Singh	Managing Director	NIL	NIL	NIL	NIL
Mr. Udayan Singh	Whole-time Director	NIL	NIL	NIL	NIL
Mr. Siddharth Singh	Whole-time Director	NIL	NIL	NIL	NIL
Mr. R.K. Mehra	Whole-time Director	NIL	NIL	NIL	NIL

Share Transfer & Investor's Grievances Committee:

The Members of the Share Transfer & Investors' Grievance Committee of the Company are Mr. Udayan Singh, Mr. R.K. Mehra and Mr. Siddharth Singh. The Committee is authorised to approve transfer of shares and also monitors other investor grievances. The details of the transfers are reported to the Board of Directors. The Meetings were held on monthly basis or as and when required, to consider matters placed before it.

Name	Nos. of Share Transfer committee Meetings	
	Held	Attended
Udayan Singh	1	-
R.K. Mehra	1	1
Siddharth Singh	1	1

Details on Annual General Meetings

Location, date and time, where last three AGMs held:

Year	Location	Date	Time
2010-11	12.6 km Barabanki Road, Chinhat, Lucknow	30.09.2011	11.00 A.M.
2009-10	12.6 km Barabanki Road, Chinhat, Lucknow	24.09.2010	11.00 A.M.
2008-09	12.6 km Barabanki Road, Chinhat, Lucknow	30.09.2009	11.00 A.M.

Generally, all the resolutions in the AGM are passed through show of hands. None of the Special Resolutions passed at the above Annual General Meetings were required to be put to vote through Postal Ballot.

Disclosure:

The Company entered into no transaction of material nature with the promoters, Directors, the management or their relatives that could have had a potential conflict with the interest of the Company. The Register of contracts containing the transactions in which the Directors are interested is regularly placed before the Board. There were no pecuniary transactions with the independent/non-executive Directors, other than payment for expenses/fee for attending Board Meetings.

Means of Communication:

The financial results were published in the Pioneer in English and Hindustan in Hindi, the vernacular newspaper. All material information about the Company is promptly sent through facsimile to the Stock Exchanges where the Company's Shares are listed and released for dissemination to the public at large.

General Shareholders' Information:

Book closure Date	21.09.2012 to 28.09.2012 (both days inclusive)
Dividend payment Date	N.A.
Stock Exchange where the Company's shares are listed	Kanpur, Delhi and Mumbai
Stock Code at BSE	517463
Demat ISIN Numbers in NSDL & CDSL for Equity Shares	INE-028C01019

Annual General Meeting: Date and Time	September 28, 2012 at 11.00 a.m.
Venue	12.6 km. Barabanki Road, Chinhat, Lucknow-227 105.
Financial Calendar:	
Results for the quarter ended on 30.06.12	30.07.2012 (Actual)
Results for half year ending 30.09.12	Last week of October, 2012 (Tentative)
Results for the quarter ending 31.12.12	Last week of January, 2013 (Tentative)
Results for the Quarter ending 31.03.13	Last week of April, 2013 (Tentative)

Nomination Facility:

Individual Shareholders of physical shares can nominate any person for the shares held by them. This will save the nominee from going through the lengthy process of getting the shares later on transmitted to his name. Members are requested to write to the Registrar & Share Transfer Agents to avail the facility.

Depository Services:

For guidance on Depository services, Shareholders may write to the Registrar and Share Transfer Agent or National Securities Depository Limited, Trade World, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai-400013, email: info@nsdl.co.in, website: www.nsdl.com or Central Depository Services (India) Limited, Phiroze Jeejeebhoy Towers, 28th Floor, Dalal Street, Mumbai-400 023, email: investors@cdslindia.com, website: www.cdslindia.com.

Unclaimed Dividends:

The Company has no unclaimed dividend.

Market price data:

Month	Open Price	High Price	Low Price	Close Price	No. of Shares
Apr-11	3.3	3.46	3.01	3.31	615
May-11	3.47	3.47	3.47	3.47	100
Jun-11	3.49	3.49	3.49	3.49	100
Jul-11	3.32	3.32	3.32	3.32	16
Aug-11	3.4	3.4	3.4	3.4	1
Sep-11	3.57	4.27	3.57	4.06	5217
Oct-11	4.23	4.23	4.02	4.02	1055
Nov-11	3.82	3.82	2.86	2.86	2464
Dec-11	2.83	2.83	1.95	1.95	3505
Jan-12	1.9	2.04	1.85	2.04	3346
Feb-12	2.14	2.67	2.14	2.55	10923
Mar-12	2.55	2.67	2.45	2.67	8425

Share Transfer System:

As per the directions of SEBI, the Company has appointed M/s Beetal Financial & Computer Services (P) Ltd. as Common Agency for Share transfer, both in physical and demat form w.e.f. 01.04.2003.

The Registrar and Share Transfer Agents register share transfers in physical form within 15-20 days of the receipt of the completed documents. Invalid share transfers were returned within 15 days of receipt. All requests for dematerialisation of Shares were processed and confirmations were given to the respective Depositories i.e. National Securities Depository Limited and Central Depository Services (India) Ltd. The company also offers transfer cum Demat facility, simultaneously.

Registrar & Share Transfer Agent

M/s Beetal Financial & Computer Services (P) Ltd.
Beetal House, 3rd Floor, 99, Madangir,
Behind Local Shopping Centre,
Nr. Dada Harsukhdas Mandir,
New Delhi-110 062.

Ph: 011-29961281

E-mail:beetal@beetalfinancial.com

Distribution Schedule as on March 31, 2012

Nos. of Equity Shares held	Shareholders		Total	% to Total
	Number	% of Total	Shares	Shares
1-500	4637	90.2	629392	14.5228
501-1000	260	5.06	217614	5.0213
1001-5000	183	3.55	395545	9.13
5001-10000	22	0.43	151369	3.4927
10001 & above	39	0.76	2939905	67.8363
Total	4983	100	4333825	100

Shareholding Pattern as on March 31, 2012

Category	Nos. of Shares	% of Holding
Promoters	2287014	52.77
Mutual Funds & UTI	50800	1.17
Banks, Financial Institutions,	170000	3.92
Insurance Companies, Govt. Cos.		
FIs		
Private Corporate Bodies	203789	4.70
OCBs & NRIs	109281	2.52
Venture Capital		
Indian Public	1512941	34.92
Total	4333825	100.00

Dematerialisation of Shares & Liquidity:

The Company has entered into agreements with National Securities Depository Limited (NSDL) & Central Depository Services (India) Limited (CDSL). As at March 31, 2012, 33.21 percent (1439115 Shares) of the Company's total shares were held in dematerialised form while 66.79 percent (2894710) were held in physical form.

Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversion date impact on Equity : N.A.

Address for Correspondence and Plant Location:

Linaks Microelectronics Ltd. Phone : 0522-6549493
12.6 km. Barabanki Road, Fax : 0522-2622061
Chinhat, Lucknow-227 105.
Email: linakspcb@yahoo.com

For and on behalf of the Board of Directors

Place: Lucknow (R.K. Mehra) (Anil Kumar Singh)

Date: 30th July, 2012 Director Managing Director

S.R. GUPTA & CO. 24/24 C, Karachi Khana,
Chartered Accountants Kanpur
Ph: (0512) 2353032

AUDITORS' CERTIFICATE

To,
The Members of
Linaks Microelectronics Ltd.

We have examined the compliance of conditions of Corporate Governance by Linaks Microelectronics Ltd. for the year ended on 31st March 2012, as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchange(s) of India.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to review of procedures and implementations thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and explanation given to us and the representations made by the Directors and the Management -

'The Chairman of the Investors Grievance Committee is not a non-executive Director.'

Subject to the above, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above-mentioned Listing Agreement.

We state that no investor grievance is pending for a period exceeding one month against the Company as per the records maintained by the Share Registrars and reviewed by the Investors' Grievance Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For S.R. Gupta & Co.
Chartered Accountant

Place: Lucknow
Date: 30th July, 2012

(V.K. Gupta)
Partner

AUDITORS' REPORT

To,
The Members of
LINA KS MICROELECTRONICS LTD,

We have audited the attached Balance Sheet of LINA KS MICROELECTRONICS LTD., as at 31st March, 2012 and the Profit and Loss Account of the company for the year ended on that date, annexed thereto. These financial statements are the responsibility of the management of the company. Our responsibility is to express an opinion on the financial statement based on our audit.

We conducted our audit in accordance with generally accepted auditing standard in India. These standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes, examining on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as, evaluating the overall financial statements. We believe that our audit provides a reasonable basis for our opinion.

1. As required by the Companies (Auditors' Report) Order, 2004, we give in the Annexure, a statement on the matters specified in the paragraphs 4 & 5 of the said Order, to the extent applicable to the company.
2. Further, to our comments referred to in paragraph (1) above and subject to followings (refer note no. 3(i) to (vi) of Notes to Accounts attached to and forming part of Balance Sheet):-

“That in computing Profit /Loss for the year, Interest written off as per OTS Agreement, on Secured Loans from Financial Institutions and State Bank of India, for Rs 1171.55 Lac plus Rs. 32.07 lac lease rent written off have been shown as Extra Ordinary Income for the current year.

That amounts written off as per OTS Agreement of Secured Loans from Financial Institutions and State Bank of India for Rs. 310.49 lac has been shown as Capital Receipt under the Group Reserves and Surplus.

That no Interest on Unsecured Loan from M/S. Kala Holding is provided during the year due to dispute. In case of applying rate @ 18% simple rate of Interest, Loss would be increased by Rs. 11.47 Lac (app.).

That no interest is provided on Funded CST & UPTT and Statutory Dues of PF & ES1 as the Company has sought extension of relief in view of the pending approval of the Revised DRS.

That no provision is made for loss on account of discarded/ obsolete Plant & Machinery.

That no provision is made for loss due to diminution in value of inventory holdings.”

We report that:

We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit.

In our opinion, the company has kept proper books of account as required by law as far as it appears from our examination of the books.

The Balance Sheet and Profit and Loss account annexed with this report are in agreement with the books of account.

In our opinion, the Profit and Loss account and the Balance Sheet comply with the accounting standards referred to in sub section (3 C) of section 211 of the Companies Act, 1956.

On the basis of the written representations from the Directors, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2012, from being appointed as a director under section 274 (1)(g) of the Companies Act 1956.

In our opinion and to the best of our information and according to the explanations given to us, the said accounts read together with the notes thereon give the information required by the Companies Act, 1956 in the manner so required :-

- I. In so far as it relates to the Balance Sheet, of the state of the affairs of the Company as at 31st March, 2012.
- II. In so far as it relates to the Profit and Loss accounts of the Loss of the Company for the year ending on 31st March, 2012.

For S.R. Gupta & Co.
Chartered Accountant

Place: Lucknow
Date: 29.06.2012

(V.K. Gupta)
Partner

S.R. GUPTA & CO.
CHARTERED ACCOUNTANTS

24/24C KARACHI KHANA
KANPUR

ANNEXURE TO THE AUDITORS' REPORT

(Referred to in Paragraph 1 of our report of even date)

- (i) (a) The company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) The fixed assets have been physically verified by the management at reasonable intervals; No material discrepancies were noticed on such verification;
- (c) No substantial part of fixed assets have been disposed off during the year,
- (ii) (a) Physical verification of inventory has been conducted at reasonable intervals by the management;
- (b) The procedures of physical verification of inventory followed by the management is reasonable and adequate in relation to the size of the Company and nature of its business;

- (c) The company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification;
- (iii) The company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under Section 301 of the Act. However company has taken interest free unsecured loan from its managing director. The terms and conditions are not prejudicial to the interest of the company.
- (iv) There is an adequate internal control procedure commensurate with the size of the company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods.
- (v) There is no transaction that needs to be entered into a register in pursuance of Section 301 of the Act.
- (vi) The company has not accepted any deposits from the public,
- (vii) The company has an internal audit system commensurate with its size and nature of its business, which needs to be strengthened.
- (viii) As stated in note no. 3(vii) of Notes to Accounts, the company has not carried out any manufacturing activity, and accordingly the cost audit records have not been maintained by the Company during the year under review.
- (ix) (a) As stated in note no. 3(viii) of Notes to Accounts, the company is not regular in depositing Provident Fund payable Rs. 11.00 lacs (previous year Rs. 10.02 lacs), ESI Payable Rs. 0.42 Lac (previous year Rs. 0.47 lac) and Gratuity payable Rs.2.5 lacs (approx.) outstanding as on 31.03.2012.
- (b) Sales Tax under disputes is Rs 63.35 Lac (Previous year Rs. 63.35 Lac) a list is enclosed in Notes on Account under the head contingent liabilities, without considering interest thereon.
- (x) The company has incurred cash losses in the year for Rs 28.76 lac and in the Preceding financial year for Rs. 20.00 Lac.
- (xi) In our opinion and as per the explanation given to us and subject to note no. 3(ix) of Notes to Accounts, the company is a sick company under provisions of SICA and Modified Draft Rehabilitation Scheme is under consideration with the Bench of BIFR. During the year the Company settled dues of all its Secured Lenders and fully paid to IDBI, PICUP, UPFC and partly paid to State Bank of India by financial assistance from Co-promoters/Strategic investors.
- (xii) The company has not granted any loans and advances on the basis of security.
- (xii) The company is not a chit fund company.
- (xiii) The company is not trading or dealing in shares, securities, debenture and other investments.
- (xiv) The company has not given any guarantee for loans taken by others.
- (xv) The company has not applied for any term loan during the year.
- (xvi) The fund raised on short-term basis has not been used for long-term investments and vice versa.
- (xvii) The company has not made any preferential allotment of shares to parties and companies covered in the Register maintained under Section 301 of the Act.
- (xviii) The company has not issued any debentures.
- (xix) The company has not raised any money by public issues during the year.
- (xx) No fraud on or by the company has been noticed or reported during the year.

For S.R. Gupta & Co.
Chartered Accountant

Place: Lucknow
Date: 29.06.2012

(V.K. Gupta)
Partner

LINA KS MICROELECTRONICS LTD.,
12.6 Km. Barabanki Road, Chihat, Lucknow
Balance Sheet as at 31st March, 2012

Particulars	Note No	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds		75,538,250.00	75,538,250.00
(b) Reserves and Surplus	1	-201,670,206.61	-342,208,680.17
(c) Money received against share warrants	2	0.00	0.00
(2) Share application money pending allotment		0.00	0.00
(3) Non-Current Liabilities			
(a) Long-term borrowings	3	24,500,000.00	280,691,964.72
(b) Deferred tax liabilities (Net)		0.00	0.00
(c) Other Long term liabilities	4	144,848,816.32	67,852,745.44
(d) Long term provisions	5	1,240,622.36	1,207,700.84
(4) Current Liabilities			
(a) Short-term borrowings	6	6,885,707.98	8,589,192.98
(b) Trade payables			
(c) Other current liabilities	7	10,700.00	34,503.00
(d) Short-term provisions	8	172,530.98	1,029,253.08
Total		51,526,421.03	92,734,929.89
II. Assets			
(1) Non-current assets			
<i>(a) Fixed assets</i>			
(i) Tangible assets	9.1	39,201,533.77	46,991,657.77
(ii) Intangible assets		0.00	0.00
(iii) Capital work-in-progress		448,943.10	11,705.00
(iv) Intangible assets under development		0.00	0.00
(b) Non-current investments		0.00	0.00
(c) Deferred tax assets (net)		0.00	0.00
(d) Long term loans and advances		0.00	0.00
(e) Other non-current assets		0.00	0.00
(2) Current assets			
(a) Current investments			
(b) Inventories	10	8,834,653.58	9,073,252.58
(c) Trade receivables	11	959,373.07	1,209,902.07
(d) Cash and cash equivalents	12	325,780.51	2,313,106.03
(e) Short-term loans and advances		0.00	0.00
(f) Other current assets	13	1,756,137.00	33,135,306.44
Total		51,526,421.03	92,734,929.89

Notes referred to above & Notes on Account Annexed herewith.

As per our separate Audit Report.

For S.R. Gupta & Co.
Chartered Accountants

V.K. Gupta
Partner

(R.K. Mehra)
Director

(Anil K Singh)
Managing Director

Place: Lucknow
Date: 29.06.2012

STATEMENT OF PROFIT AND LOSS
Profit and Loss statement for the year ended 31st March, 2012

Particulars	Note No	Figures as at the end of current reporting period Rs.	Figures as at the end of previous reporting period Rs.
I. Revenue from operations		397,664.73	1,106,112.72
II. Other Income		3,687.00	0.00
III. Total Revenue (I+II)		401,351.73	1,106,112.72
<u>IV. Expenses:</u>			
Cost of materials consumed		0.00	182,250.00
Purchase of Stock-in-Trade		0.00	0.00
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	14	226,449.00	443,100.00
Employee benefit expense	15	395,870.77	452,506.41
Financial costs		1,657,071.00	0.00
Depreciation and amortization expense		7,790,124.00	7,883,504.00
Other expenses	16	997,841.84	2,027,961.84
Total Expenses		11,067,356.61	10,989,322.25
V. Profit before exceptional and extraordinary items and tax (III - IV)		-10,666,004.88	-9,883,209.53
VI. Exceptional Items	17	-206,705.44	-3418603.17
VII. Profit before extraordinary items and tax (V - VI)		-10,872,710.32	-13,301,812.70
VIII. Extraordinary Items	18	120,362,183.88	0.00
IX. Profit before tax (VII - VIII)		109,489,473.56	-13,301,812.70
X. Tax expense:		0.00	
(1) Current tax		0.00	
(2) Deferred tax		0.00	
XI. Profit(Loss) from the period from continuing operations (VII-VIII)		109,489,473.56	-13,301,812.70
XII. Profit/(Loss) from discontinuing operations		0.00	0.00
XIII. Tax expense of discounting operations		0.00	0.00
XIV. Profit/(Loss) from Discontinuing operations (XII - XIII)		0.00	0.00
XV. Profit/(Loss) for the period (XI + XIV)		109,489,473.56	-13,301,812.70
XVI. Earning per equity share:			
(1) Basic		0.00	0.00
(2) Diluted		0.00	0.00

Notes referred to above & Notes on Account Annexed herewith.

As per our separate Audit Report.

For S.R. Gupta & Co.
Chartered Accountants

V.K. Gupta
Partner

(R.K. Mehra)
Director

(Anil K Singh)
Managing Director

Place: Lucknow
Date: 29.06.2012

Note 1 (i) Disclosure pursuant to Note no. 6(A)(a,b & c) of Part I of Schedule VI to the Companies Act, 1956

<u>Share Capital</u>	As at 31 March 2012		As at 31 March 2011	
	Number	Rs.	Number	Rs.
Authorised				
11% Cumulative Optionally Convertible Preference Share of Rs.10/-each	4,000,000	40,00,0000	4,000,000	40,00,0000
Equity Shares of Rs. 10/- each	5,000,000	50,000,000	5,000,000	50,00,0000
Issued				
11% Cumulative Optionally Convertible Preference Share of Rs.10/-each	3,220,000	32,200,000	3,220,000	32,200,000
Equity Shares of Rs.10/- each	3,518,500	35,185,000	3,518,500	35,185,000
Equity Shares of Rs.10/- each Issued as fully paid up pursuant to a contract without payment being received in cash	84,150	841,500	84,150	841,500
Equity Shares of Rs.10/- each Issued as fully paid up Bonus Shares	731,175	7,311,750.0	731,175	7,311,750.0
Subscribed & Paid up				
11% Cumulative Optionally Convertible Preference Share of Rs.10/-each	3,220,000	32,200,000	3,220,000	32,200,000
Equity Shares of Rs.10/- each	3,518,500	35,185,000	3,518,500	35,185,000
Equity Shares of Rs.10/- each Issued as fully paid up pursuant to a contract without payment being received in cash	84,150	841,500	84,150	841,500
Equity Shares of Rs.10/- each Issued as fully paid up Bonus Shares	731,175	7,311,750	731,175	7,311,750.0
Subscribed but not fully Paid up	0.00	0.00	0.00	0.00
Total	7,553,825	75,538,250	7,553,825	75,538,250

Note 1 (ii) Disclosure pursuant to Note no. 6(A)(d) of Part I of Schedule VI to the Companies Act, 1956

Particulars	Equity Shares		Preference Shares	
	Number		Number	
Shares outstanding at the beginning of the year	Nil	Nil	Nil	Nil
Shares Issued during the year	Nil	Nil	Nil	Nil
Shares bought back during the year	Nil	Nil	Nil	Nil
Shares outstanding at the end of the year	Nil	Nil	Nil	Nil

Note 1 (iii) Disclosure pursuant to Note no. 6(A)(f) of Part I of Schedule VI to the Companies Act, 1956

Nil Equity Shares (Previous year NIL) are held by Nil, the holding company.

Note 1 (iv) Disclosure pursuant to Note no. 6(A)(g) of Part I of Schedule VI to the Companies Act, 1956 (if more than 5%)

Name of Shareholder	As at 31 March 2012		As at 31 March 2011	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Maharudra Holdings Pvt. Ltd.	1049200	24.21	1049200	24.21
Anil Kumar Singh	307175	7.09	307175	7.09
Mecna Singh	236295	5.45	236295	5.45

Note 1 (v) Disclosure pursuant to Note no. 6(A)(i) of Part I of Schedule VI to the Companies Act, 1956

Particulars	Year (Aggregate No. of Shares)				
	2007-08	2008-09	2009-10	2010-11	2011-12
Equity Shares :					
Fully paid up pursuant to contract(s) without payment being received in cash	84,150	84,150	84,150	84,150	84,150
Fully paid up by way of bonus shares	731,175	731,175	731,175	731,175	731,175
Shares bought back	0	0	0	0	0
Preference Shares :					
Fully paid up pursuant to contract(s) without payment being received in cash	3,220,000	3,220,000	3,220,000	3,220,000	3,220,000
Fully paid up by way of bonus shares	0	0	0	0	0
Shares bought back	0	0	0	0	0

Note 1 (vi) Disclosure pursuant to Note no. 6(A)(k) of Part I of Schedule VI to the Companies Act, 1956

Unpaid Calls	0
By Directors	0
By Officers	0

Note 2 Disclosure pursuant to Note no. 6(B) of Part I of Schedule VI to the Companies Act, 1956

Reserves & Surplus	As at 31 March 2012	As at 31 March 2011
	Rs.	Rs.
a. Capital Reserves		
Opening Balance	0.00	0.00
(+) Current Year Transfer	31,049,000.00	0.00
(-) Written Back in Current Year		
Closing Balance	31,049,000.00	0.00
b. Capital Redemption Reserve	0.00	0.00
c. Securities Premium Account		
Opening Balance	19,277,077.32	19,277,077.32
Add : Securities premium credited on Share issue		
Less : Premium Utilised for various reasons	-	-
Premium on Redemption of Debentures For Issuing Bonus Shares		
Closing Balance	19,277,077.32	19,277,077.32
d. Debenture Redemption Reserve	0.00	0.00
e. Revaluation Reserve	0.00	0.00
f. Share Options Outstanding Account	0.00	0.00
g. Other Reserves (Specify the nature and purpose of each reserve)	0.00	0.00
h. Surplus		
Opening balance	(361,485,757.49)	(348,183,944.79)
(+) Net Profit/(Net Loss) For the current year	109,489,473.56	(13,301,812.70)
(+) Transfer from Reserves	0.00	0.00
(-) Proposed Dividends	0.00	0.00
(-) Interim Dividends	0.00	0.00
(-) Transfer to Reserves	0.00	0.00
Closing Balance	(251,996,283.93)	(361,485,757.49)
Total	(201,670,206.61)	(342,208,680.17)

Note 3 Disclosure pursuant to Note no. 6(C) of Part I of Schedule VI to the Companies Act, 1956

<u>Long Term Borrowings</u>	As at 31 March 2012	As at 31 March 2011
	Rs.	Rs.
Secured		
(a) Bonds/debentures	0.00	0.00
(b) Term loans		
from State Bank of India (Secured By All current & Fixed Assets of The Co.)	24,500,000.00	55,070,847.47
From IDBI	0.00	101674888.8
From PICUP	0.00	81449504.17
From UPFC (Secured By all immovable & movable properties of company & personal guarantor of promoters director)	0.00	42496724.32
(c) Deferred payment liabilities	0.00	0.00
TOTAL	24,500,000.00	280,691,964.72

Note 4 Disclosure pursuant to Note no. 6(D) of Part I of Schedule VI to the Companies Act, 1956

<u>Other Long Term Liabilities</u>	As at 31 March 2012	As at 31 March 2011
	Rs.	Rs.
(a) Trade Payables	16,186,668.76	20,075,475.27
(b) Others	128,662,147.56	47,777,270.17
Total	144,848,816.32	67,852,745.44

Note 5 Disclosure pursuant to Note no. 6(E) of Part I of Schedule VI to the Companies Act, 1956

<u>Long Term Provisions</u>	As at 31 March 2012	As at 31 March 2011
	Rs.	Rs.
(a) Provision for employee benefit	1,203,253.05	1,155,447.53
Superannuation (unfunded)		
Gratuity (unfunded)		
Leave Encashment (unfunded)		
ESOP / ESOS		
(b) Others	37,369.31	52,253.31
Total	1,240,622.36	1,207,700.84

Note 6 Disclosure pursuant to Note no. 6(F) of Part I of Schedule VI to the Companies Act, 1956

<u>Short Term Borrowings</u>	As at 31 March 2012	As at 31 March 2011
	Rs.	Rs.
Secured		
(a) Loans repayable on demand	0.00	0.00
Unsecured		
(a) Loans repayable on demand		
from banks	0.00	0.00
from other parties	6,371,310.00	6,371,310.00
(of the above NIL is guaranteed by Directors)		
(b) Loans and advances from related parties	514,397.98	2,217,882.98
(of the above NIL is guaranteed by Directors)		
(c) Deposits	0.00	0.00
(of the above NIL is guaranteed by Directors)		
(d) Other loans and advances	0.00	0.00
(of the above NIL is guaranteed by Directors)		
	6,885,707.98	8,589,192.98
In case of continuing default as on the balance sheet		
1. Period of default	0.00	0.00
2. Amount	0.00	0.00
Total	6,885,707.98	8,589,192.98

Note 7 Disclosure pursuant to Note no. 6(G) of Part I of Schedule VI to the Companies Act, 1956

<u>Other Current Liabilities *</u>	As at 31 March 2012	As at 31 March 2011
	Rs.	Rs.
(a) Current maturities of long-term debt	0.00	0.00
(b) Current maturities of finance lease obligations	0.00	0.00
(c) Interest accrued but not due on borrowings	0.00	0.00
(d) Interest accrued and due on borrowings	0.00	0.00
(e) Income received in advance	0.00	0.00
(f) Unpaid dividends	0.00	0.00
(g) Application money received for allotment of securities and due for	0.00	0.00
(h) Unpaid matured deposits and interest accrued thereon	0.00	0.00
(i) Unpaid matured debentures and interest accrued thereon	0.00	0.00
(j) Other payables (specify nature)	0.00	0.00
TDS Payable	10,700.00	34,503.00
Total	10,700.00	34,503.00

Note 8 Disclosure pursuant to Note no. 6(H) of Part I of Schedule VI to the Companies Act, 1956

<u>Short Term Provisions</u>	As at 31 March 2012	As at 31 March 2011
	Rs.	Rs.
(a) Provision for employee benefits		
Salary & Reimbursements	172,530.98	1,029,253.08
Contribution to PF		
Gratuity (Funded)		
Leave Encashment (funded)		
Superannuation (funded)		
ESOP /ESOS		
(b) Others		
Total	172,530.98	1,029,253.08

Note 10 Disclosure pursuant to Note no.O (i), (ii) and (ii) of Part I of Schedule VI to the Companies Act, 1956

Inventories	As at 31 March 2012		As at 31 March 2011	
		Rs.		Rs.
a. Raw Materials and components (Valued at Landed cost)		959,290.00		959,290.00
Goods-in transit				
		959,290.00		959,290.00
b. Work-in-progress (Valued at Input plus cost of conversion charges)		3,266,000.00		3,266,000.00
Goods-in transit				
		3,266,000.00		3,266,000.00
c. Finished goods (Valued at Cost or net realisable value)		1,427,451.00		1,653,900.00
Goods-in transit				
		1,427,451.00		1,653,900.00
d. Stock-in-trade (Valued at NIL)				
Goods-in transit				
e. Stores and spares (Valued at Cost)		960,800.00		972,950.00
Goods-in transit				
		960,800.00		972,950.00
f. Loose Tools (Valued at NIL)				
Goods-in transit				
g. Others (Specify nature)				
Land (valued at cost)		2,221,112.58		2,221,112.58
		2,221,112.58		2,221,112.58
Total		8,834,653.58		9,073,252.58

Note : The company has not made provision for diminution in values of inventory holdings.

Note 11 Disclosure of trade receivables under current assets

	As at 31 March 2012		As at 31 March 2011	
		Rs.		Rs.
a. Short term trade receivables				
Secured, considered good		959,373.07		1209902.07
Unsecured, considered good				
Doubtful				
Less: Provision for doubtful debts		0.00		0.00
		959,373.07		1,209,902.07

Note 12 Disclosure of Cash & Cash Equivalents under current assets

	As at 31 March 2012		As at 31 March 2011	
		Rs.		Rs.
Cash in hand		286996.79		57174.02
Bank Accounts		38783.72		2255932.01
		<u>325780.51</u>		<u>2313106.03</u>

Note 13 Disclosure of Other Current Assets under current assets

	As at 31 March 2012		As at 31 March 2011	
		Rs.		Rs.
Security Deposits		114804.00		773528.00
PLA Advance		66.00		66.00
Stores and Spares		1496267.00		1496267.00
Loans & Advances		145000.00		30865445.44
		<u>1756137.00</u>		<u>33135306.44</u>

	As at 31 March 2012	As at 31 March 2011
Note No 14		
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade		
Work In Progress	Rs. 226,449.00	Rs. 0.00
Finished Goods	0.00	443,100.00
Total	226,449.00	443,100.00
Note No 15		
Employee benefit expense		
Employer cont. FPF	26,811.00	20,136.00
Employer cont. ESI	14,515.00	10,798.00
Employer cont. PF	11,817.00	8,874.00
Salary & Wages	334,044.77	405,589.41
Staff welfare exp	8,683.00	7,109.00
	395,870.77	452,506.41
Note No 16		
Other expenses		
Advertisement Exp.	0.00	500.00
Audit Fee	28,090.00	27,575.00
Bank Charges	7,901.12	5,291.88
Consultancy Charges	2,916.00	258,079.00
Conveyance Expenses	39,415.00	40,127.60
Courier Expenses	2,533.00	4,866.00
Diesel Expenses	108,793.00	90,820.00
Fax Charges	273.00	729.00
Journal Books & Periodicals	73.00	2,995.00
Legal Expenses	257,305.00	477,076.00
Listing Expenses	16,545.00	11,798.00
Misc. Expenses	28,207.52	5,552.61
Postage & Telephone Exp.	21,329.00	22,804.00
Printing & Stationery	40,542.00	12,747.00
Rate & Taxes	102,674.00	10,162.00
Repairs & Maintenance (D G Set)	24,751.00	18,010.00
Repairs & Maintenance	3,805.00	35,013.00
Repairs & Maintenance (Building)	1,700.00	423,335.00
Round Off	0.20	1.72
Telephone Expenses	53,211.00	41,859.42
Travelling Expenses	60,828.00	388,819.61
Watch & Wards	184,800.00	120,000.00
Consumable Expenses	12,150.00	29,800.00
	997,841.84	2,027,961.84
Note No 17		
Exceptional Items		
TDS & Duty Draw back written off	-206,705.44	0.00
Bad Debts Written off	0.00	3,418,603.17
Total	-206,705.44	3,418,603.17
Note No 18		
Extraordinary Items	120,362,183.88	0.00
Intt Waiver on OTS settlement		

SIGNIFICANT ACCOUNTING POLICIES & NOTES ON ACCOUNTS**Significant Accounting Policies****a. BASIS OF ACCOUNTING:**

The Financial Statements are prepared under historical cost convention on an accrual basis and are in accordance with the requirements of the Companies Act, 1956.

b. FIXED ASSETS:

Fixed Assets are stated at cost of acquisition less accumulated depreciation. In Cases of Assets borrowed against foreign currency loan, any change, due to Exchange rate has been correspondingly adjusted in the cost of assets.

c. DEPRECIATION:

Depreciation on Fixed Assets is provided as per the Straight Line Method and at the rates and in the manner specified in Schedule XIV of the Companies Act, 1956.

d. RETIREMENT BENEFITS:

The Company's contribution in respect of Provident Fund is charged against revenue every year. In respect of Gratuity, contribution is made to Life Insurance Corporation of India in the form of premium under the Group Gratuity Scheme. However, during the year no payment is made to LIC under the group gratuity Scheme. Such contribution is charged to Profit & Loss Account as they become due.

e. INVENTORIES:

i. Raw Material, stores and spares are valued at landed cost.

ii. Work in progress is valued at the cost of inputs plus part of conversion charges as applicable.

iii. Finished Goods are valued at lower of cost or net realisable value. Excise duty on finished goods at factory is accounted for as and when the materials are cleared.

f. EXCISE DUTY:

Excise duty deposited in PLA and excise duty payable is shown in the Books of Account. Purchases, Sales, Raw material Stock and Work in Progress are inclusive of excise duty. Excise duty on finished goods stock is not provided, since it belongs to goods manufactured for Hindustan Aeronautics Ltd., which has got exemption from Excise.

g. FOREIGN EXCHANGE TRANSACTIONS:

There is no foreign transactions during the year.

There are No Transactions in Foreign Currency During the year .

h. SALES:

i. Sales include Excise Duty Wherever applicable.

ii. Debit note received from parties for rejection of goods are accounted for after these rejected goods are declared to be beyond rectification.

NOTES ON ACCOUNTS**i. TAXATION:**

The Company is a 'Sick Industrial Company' within the meaning of clause (o) of section 3(1) of the Sick Industrial Companies (Special Provisions) Act, 1985; hence no provision for Deferred Tax Liability is made.

j. EARNING PER SHARE

(a) Calculation of Weighted Average:

	2011-12	2010-11
Number of Shares at the beginning of the year	7553825	7553825
Number of shares outstanding at the end of year	7553825	7553825
(b) Weighted Average no. of equity shares		
Outstanding during the year	7553825	7553825
Net Loss during the year (Rs. in lacs)	(-) 76.65	(-) 133.02
(c) Basic & Diluted earning (in Rs. Per Shares)	0.00	0.00

k. Segment Information:

The Company is manufacturing Printed Circuit Boards, presently Multilayer (upto 8 layers) and Double Sided Printed Through Holes (DSPTH) making sales within India and in the international market. It has plan for manufacturing Multi Layers Boards (MLB's) upto 24 layers and also flexi-rigid Multilayer.

l. Related Party Disclosure

1. Party where control exists:

Linaks Pressings, Raebareli. No transaction during the year.

2. Other related Parties with whom transactions have taken place. Nil

3. Directors.

Shri Anil Kumar Singh Managing Director

Shri Udayan Singh, Whole time Director

Shri R.K. Mehra ..
Shri Siddharth Singh ..

No remuneration is paid to any of the directors.

2. LIQUIDATED DAMAGES:

Liquidated Damages on late deliveries are accounted for only when they are finally not recoverable inspite of Company's best efforts.

- 3.(i) In computing Profit/Loss for the year, interest written off as per OTS Agreement, on Secured Loans from Financial Institutions (IDBI, PICUP & UPFC) and State Bank of India, for Rs1171.55 Lac plus Rs. 32.07 lac lease rent written off have been shown as Extra Ordinary Income for the current year.
- (ii) Amounts written off as per OTS Agreement of Secured Loans from Financial Institutions and State Bank of India for Rs. 310.49 lacs has been shown as Capital Receipt under the Group 'Reserves and Surplus'.
- (iii) No Interest on Unsecured Loan from M/S. Kala Holding is provided during the year due to dispute. In case of applying Interest @ 18% simple rate, Loss would be increased by Rs.11.47 Lacs (app.).
- (iv) No interest is provided on Funded CST & UPTT and Statutory Dues of PF & ESI as the Company has sought from Hon'ble BIFR extension of relief in view of the pending approval the Revised DRS.
- (v) No provision is made for loss on account of discarded/obsolete Plant & Machinery pending completion of transition phase.
- (vi) No provision is made for loss due to diminution in value of inventory holdings pending completion of transition phase.
- (vii) The company has not carried out any manufacturing activity and accordingly the cost audit records have not been maintained by the Company during the year under review.
- (viii) Due to financial crunch the company is not regular in depositing Provident Fund payable Rs. 11.00 lacs (previous year Rs. 10.02 lacs), ESI Payable Rs. 0.42 Lac (previous year Rs. 0.47 Lac) and Gratuity payable Rs.2.5 lacs (approx.) outstanding as on 31.03.2012.
- (ix) The company is a sick industrial company under provisions of SICA and Modified Draft Rehabilitation Scheme is under consideration with the Bench of BIFR. During the year the Company settled dues of all its Secured Lenders and fully paid to IDBI, PICUP, UPFC and partly paid to State Bank of India by financial assistance from Co-promoters/Strategic investors.

4. CONTINGENT LIABILITIES:

- i. Estimated amount of contracts remaining to be executed on Capital Account NIL. (Previous year NIL)
- ii. Outstanding Letters of Credit Rs. NIL Lac (Previous year Rs. NIL)
- iii. Outstation Cheques purchased by bank but not cleared till the date of Balance Sheet Rs. Nil (Previous Year Rs. Nil Lac).
- iv. No demand for Income Tax is pending.
- v. Disputed demand for Rs.63.35 lac (Previous Year 63.35lacs) excluding Interest, for Sales Tax, is in appeal and pending before different authorities.

DETAILS OF DISPUTED AMOUNTS OF SALES TAX

S.L.	Year	Provincial Disputed Amt.	Central Disputed Amt.
1	93-94		152559
2	94-95	141955.45	
3	94-95		75369
4	95-96		1222323
5	95-96	610018	
6	96-97	382600	
7	96-97		101628.9
8	97-98	457577	
9	97-98		494262
10	99-00	92025	
11	99-00		87611
12	2000-01	481957	
13	2000-01		781350.55
14	2001-02	92204.29	
15	2001-02		877018
16	2002-03		284919.4
		2258336.74	4077040.8

5. Dues towards small-scale industries for Rs. 100000/- or more and outstanding for more than 30 days, are not ascertainable since party has not given any proof for their SSI registration.

	2011-2012	2010-2011
6. EXPENSES AND EARNING		
(In foreign Exchange)		
a) Values of Direct Imports (CIF)	(Rs. in Laes)	(Rs. in Laes)
Raw Material	0.00	0.00
Stores & Spare Parts		
b) Expenditure in Foreign Currency	0.00	0.00
Travelling Expenses		
Other matters		
c) Earnings in Foreign exchanges (FOB)	0.00	0.00
Export		

7.(a) CONSUMPTION OF RAW MATERIAL

	2011-2012		2010-2011	
	Qty	Rs. in laes	Qty	Rs. in laes
(i) Copper clad Laminates	0.00	0.00	8.00	1.20
(ii) Dry Film Photo Resist & Dry Film Solder Mask	0.00	0.00	60.00	0.09
(iii) Exit Entry Sheet	0.00	0.00	51.00	0.40
(iv) Liquid Chemicals	0.00	0.00	60.00	0.06
(v) Solid Chemicals	0.00	0.00	110.00	0.03
(vi) Others	0.00	0.00		

(b) RAW MATERIALS IMPORTED & INDIGENOUS

	2011-2012		2010-2011	
	Rs. in laes	Rs. in laes	Rs. in laes	Rs. in laes
Imported	0.00	0.00	0.00	0.00
Indigenous	0.00	0.00	1.83	

8.(a) OPENING & CLOSING STOCK OF FINISHED GOODS

	2011-2012		2010-2011	
	Qty.(sqm)	(Rs. in Laes)	Qty.(sqm)	(Rs. in Laes)
Opening Stock	380.70	16.53	450.45	20.97
Closing Stock	332.30	0.00	380.70	16.53
(b) SALES	0.00	0.00	0.00	0.00
	0.00	0.00	0.00	0.00
Printed Circuit Boards	48.40	3.98	151.85	11.06

9. DETAILS OF LICENSED & INSTALLED CAPACITIES AND PRODUCTION

	Installed Capacities		Licensed Capacities	
	2011-2012	2010-2011	2011-2012	2010-2011
(I) Installed Capacity				
Single Sided Glass Epoxy PCB	5000 sqmt	5000 sqmt	5000 sqmt	5000 sqmt
Single Sided paper Phenolic (pierced and blanked)	10000 sqmt	10000 sqmt	10000 sqmt	10000 sqmt
Double Sided non-PTH PCB	500 sqmt	500 sqmt	500 sqmt	500 sqmt
Double Sided PTH PCB	48000 sqmt	48000 sqmt	48000 sqmt	48000 sqmt
MLB 4 Layer	5000 sqmt	5000 sqmt	5000 sqmt	5000 sqmt
MLB 6 Layer	3000 sqmt	3000 sqmt	3000 sqmt	3000 sqmt

(ii) Actual Production Printed Circuit Boards	2011-2012	2010-2011
	0.00	81.1 sqm

10. PARTICULARS OF RENUMERATION OF DIRECTORS	2011-2012	2010-2011
Salary	0.00	0.00
House Rent Allowance	0.00	0.00

No other prerequisites given to Directors

11. EXPENDITURE INCURRED ON EMPLOYEES		
(a) Employed through out the year and drawing Rs.60,00,000 or more	0.00	0.00
(b) Employed for the part of year and drawing Rs.5,00,000 or more	0.00	0.00

12. PAYMENTS MADE TO AUDITORS		
Audit fee	25,000.00	25,000.00
Service tax @ 12.36%	3,090.00	3,090.00
Rembursement	0.00	0.00
out of pocket exp.	0.00	0.00

13. During the year the company has settled and paid the dues of secured lenders and accounted income on waiver of liabilities is as under:

Lenders	Total Dues Rs.	OTS Amount Rs.	Waiving of principal dues credited to Capital Receipt Rs.	Income on waiver of unpaid Interest Rs.
SBI	55,070,847.47	30,500,000.00	11,084,000.00	13,486,847.47
IDBI	101,674,888.76	35,000,000.00	19,965,000.00	46,709,888.76
PICUP	81,449,504.17	44,988,672.45	0.00	36,460,831.42
UPFC	42,496,724.32	22,000,000.00	0.00	20,496,724.32
	<u>280,691,964.72</u>	<u>132,488,672.45</u>	<u>31,049,000.00</u>	<u>117,154,291.97</u>

14. Unpaid Interest on Secured Loans Rs. 117154291.97 is related to the period prior to Year 2002-03 and same has not been allowed as our expenditure in the related assessment year.

15. Previous year's figures have been regrouped and rearranged where ever required to make it comparable with current year's figures.

For S.R. Gupta & Co.
Chartered Accountants

V.K. Gupta
Partner

(R.K. Mehra)
Director

(Anil K Singh)
Managing Director

Place: Lucknow
Date: 29.06.2012

CASH FLOW STATEMENT FOR 2011-12

A. CASH FLOW OPERATING ACTIVITIES:	2011-2012	2010-2011
		(Rs. In lacs)
Net profit before tax and extraordinary items	-123.23	-98.83
Items Adjustment for:		
1. Depreciation	77.9	78.84
2. Foreign Exchange		
3. Investments		
4. Interest/Dividend		
Operating profit before working capital	-45.33	-19.99
Change adjustment for:		
1. Trade and other receivables	316.3	-275.44
2. Inventories	2.38	-15.66
3. Trade payables	-47.68	346.39
Cash generated	225.67	35.3
Interest paid	16.57	
Direct taxes paid	0	
CASH FLOW BEFORE EXTRAORDINARY ITEM:	242.24	35.30
1. Extra ordinary items (Prov. for Doubtful debts)	30.01	-34.19
2. Expenses pertaining to previous year	0	0.00
2. Net Cash from operating activities	272.25	1.11
B. CASH FROM INVESTMENT ACTIVITIES		
Purchase of fixed assets	-4.38	22.09
Net Cash used in investing activities	0	22.09
Total	267.87	23.20
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Unsecured Loans	808.85	-6.85
Repayment of finance/lease liabilities	-2578.62	
Increase in Cash credit borrowings		
Waiver of loans	1482.03	
payment of unsecured Loans		
NET CASH USED IN FINANCING ACTIVITIES	-287.74	-6.85
Net increase in cash and cash equivalent	-19.87	16.35
Cash and cash Equivalents as at 31.03.2011 (Opening Balance)	23.13	6.78
Cash and cash Equivalents as at 31.03.12 Closing Balance	3.26	23.13

Place: Lucknow

Date: 29.06.12

R. K. MEHRA
(Director)ANIL K. SINGH
(Managing Director)**AUDITORS' REPORT**

We have checked the attached cash flow statement of Linaks Microelectronics Ltd. for the year ended March 31, 2012 from the books & records maintained by the company in the ordinary course of business and have found in accordance therewith.

For S.R. Gupta & Co.

Chartered Accountants

V.K. Gupta
(Partner)Place: Lucknow
Date: 29.06.2012

LINAKS MICROELECTRONICS LIMITED

Regd. Office: 12.6 km. Barabanki Road, Chinhat, Lucknow-227 105.

PROXY FORM

Name of Proxy (in BLOCK LETTERS).....

Signature of Proxy, (if the shareholders wish to attend, all of them must sign this slip on the box provided below)

A/c No.(Please quote your Account No.)

I/We..... of or failing

himof..... as my/our Proxy

to attend and vote for me/us and/or on my/our behalf at the **26th** Annual General Meeting of the Company to be held on 28th September, 2012 and at any adjournment thereof.

As witness my hand/our hands this day of2012

Signed by the said

Revenue
Stamp

One Rupee

Note: The proxy must be deposited fortyeight hours before the meeting at the registered office.

LINAKS MICROELECTRONICS LIMITED**Regd. Office: 12.6 km. Barabanki Road, Chinhat, Lucknow-227 105.**

Attendance - Slip

(Please complete this Attendance Slip and hand it over at the entrance of the Hall)

I/We hereby record my/our presence at the 26th Annual General Meeting held at the Regd. Office of the Company at Lucknow on Friday, the 28th September, 2012 at 11:00 A.M.

Folio A/c No. Name and Address of the Shareholder

Signature

1.....

2.....

3.....

if undelivered, please return to :
Linaks Microelectronics Limited.
12.6 K.M., Barabanki Road,
Chinhat, Lucknow- 227 105