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*Annual
Report*

2014-2015

Linaks Microelectronics Limited



Annual Report 2014-2015

LINAKS MICROELECTRONICS LIMITED

LINAKS MICROELECTRONICS LTD.

(CIN: L32101UP1986PLC007841)

Regd. Office:

12.6 Km. Barabanki Road, Chihat,
Lucknow-227 105.

BOARD OF DIRECTORS

Mr. Anil K Singh (DIN:00225518)	-Managing Director
Mr. Udayan Singh (DIN:00189219)	- Director
Mr. Siddharth Singh (DIN:00173627)	- Director
Mr. Pradeep Kumar (DIN: 00505518) (till 30.05.2014)	- Independent Director
Mr. Gautam Singh (DIN: 00189284)	- Director
Mr. U.B. Singh (DIN: 06650869)	- Independent Director
Mrs. Meena Singh (DIN: 02775239)	- Director
Mr. Ram Chandra Gaur (DIN: 02317264)	Independent Director

AUDITORS

S.R. Gupta & Co.
(Chartered Accountants)

Secretarial Auditors

Divya Matah & Associates
(Practicing Company Secretaries)

BANKERS

Vijaya Bank

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-INE028C01027 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 EXCHANGE (WHERE COMPANY'S SHARES ARE LISTED)

The Stock Exchange Mumbai
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort, Mumbai-400 023.



NOTICE TO THE MEMBERS

Notice is hereby given that the Thirtieth Annual General Meeting of LINAKS MICROELECTRONICS LTD. will be held at the Registered office of the Company at 12.6 km, Barabanki Road, Chinhhat, Lucknow on Wednesday the 30th September, 2015 at 11:00 a.m. to transact the following business:

ORDINARY BUSINESS

- 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.
- To appoint a Director in place of Mr. Udayan Singh (DIN: 00189219), who retires by rotation, and being eligible offers himself for reappointment.
- To appoint a Director in place of Mr. Udai Bhan Singh, who retires by rotation, and being eligible offers himself for reappointment as independent Director and to pass following resolution:
"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."
- To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
"RESOLVED THAT pursuant to the provisions of Section 139 and 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."

SPECIAL BUSINESS

- To Appoint Mrs. Meena Singh (DIN: 02775239) as a Women Director
To consider and, if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:
"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."
- To Appoint Mr. Ram Chandra Gaur (DIN: 02317264) as an Independent Director
To consider and, if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:
"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 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."
- Appointment of Mr. Anil Kumar Singh (DIN: 00225518) as a Managing Director
To consider and, if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution:
"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.

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- Provision of telephone at residence for use on company's business will not be considered as a perquisite.
 - Privilege/Casual 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 authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to above resolution."
8. Appointment of Mr. Udayan Singh (DIN: 00189219) as Whole-time Director
To consider and, if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution:
"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 authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to above resolution."

By Order of the Board.

Place: Lucknow
Date : 30.07.2015(Anil Kumar Singh)
Managing Director
DIN: 00225518

NOTES

- The relevant Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of Special Business at the meeting, is annexed hereto and forms part of this notice.
- A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. Proxies in order to be effective must be received by the company not later than forty eight (48) hours before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.
A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
- The Register of members and share transfer books shall remain closed from 24.09.2015 to 30.09.2015 (both days inclusive).
- Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
- In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
- Relevant documents referred to in the Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours up to the date of the Meeting.
- Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
- Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.
- The members are requested to get their shares dematerialized. The company's ISIN Code INE028C01027 pursuant to change in face value.
- The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notices/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members are requested to register their e-mail addresses in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to send their e-mail address to Company's email ID linakspcb@yahoo.com or



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RTA's email ID beetal@beetalfinancial.com duly mentioning his/her Ledger Folio/Account Number.
For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.

11. (a) In accordance with the provision of Section 108 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014, the shareholders may exercise their option to participate through electronic voting system and the company is providing the facility for voting by electronic means (e-voting) to all its members. The company has engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facilities and enabling the members to cast their vote in a secured manner. It may be noted that this e-voting facility is optional. This facility will be available at the link www.evoting.nsdl.com during the following voting period:
Commencement of e-voting : From 10.00 A.M. on 27.09.2015
End of e-voting : Up to 05.00 P.M. on 29.09.2015
E-voting shall not be allowed beyond 05.00 P.M. on 29.09.2015. During the E-voting period, the shareholders of the company, holding shares either in physical form or dematerialized form, as on the closing of business hours of the cutoff date, may cast their vote electronically. The cut-off date for eligibility for e-voting is 23.09.2015.
- (b) The company has engaged the services of M/s Beetal Financial & Computer Services (P) Ltd. our R&T Agent as the Authorized Agency to provide e-voting facilities.
- (c) The company has appointed Ms. Divya Matah, as 'scrutinizer' for conducting and scrutinizing the e-voting process in a fair and transparent manner.
- (d) The login ID and password for e-voting are being sent to the members, who have not registered their e-mail IDs with the company, along with physical copy of the notice. Those members who have registered their e-mail IDs with the company / their respective Depository Participants are being forwarded the login ID and password for e-voting by e-mail.
- (e) "Voting by electronic means" or "electronic voting system" means a 'secured system' based process of display of electronic ballots, recording of votes of the members and the number of votes polled in favour or against, such that the entire voting exercise by way of electronic means gets registered and counted in an electronic registry in the centralized server with adequate 'cyber security'. It also helps the shareholders to cast their vote from anywhere and at any time during E-voting period.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company.
13. Members holding shares in single name and in physical form are advised to make a nomination in respect of their shareholding in the Company and those Members who hold shares singly in dematerialized form are advised to make a nomination through their Depository Participants. The nomination form can be downloaded from the Company's website : www.linaks.com
14. Details of Directors seeking appointment/reappointment at this Annual General Meeting (pursuant to Clause 49 of the Listing Agreement) are as under:

Name of the Director	DIN	Date of Birth	Date of Appointment	Qualifications
Mr. Udayan Singh	00189219	04.09.1959	11.04.1998	MA
Mr. Uday Eshan Singh	09660826	10.12.1958	28.05.2013	BA
Mrs. Meena Singh	02775228	31.07.1960	30.01.2015	BA
Mr. Ram Chandra Gaur	02317284	15.10.1948	30.01.2015	B.Tech
Mr. Anil Kumar Singh	00225518	21.01.1948	11.04.1998	B.Tech, PGDDBA

Experience in specific functional areas	Directorships in other Public Limited Companies	Membership of Committees in other Public Limited Companies (Includes only Audit & Investor Grievance Committee)	No. of shares held in the Company as on March 31, 2015
Thirty Two Years	NIL	NIL	102700
Twenty Five Years	NIL	NIL	NIL
Ten Years	NIL	NIL	348180
Forty Five Years	NIL	NIL	NIL
Forty Three Years	NIL	NIL	1288700

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

Reg. Resol. No. 5

Mrs. Meena Singh was appointed as an Additional Director in terms of Section 161 of the Companies Act, 2013 to comply with the provisions of Section 149 and Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement, amended up to the date. The term of office of Director of Mrs. Meena Singh would expire at the end of this Annual General Meeting. 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. Keeping in view the statutory requirement of appointing a woman director, the Board recommend passing of this resolution. Mrs. Meena Singh and Mr. Anil Kumar Singh, being relatives, would be deemed concerned in this resolution.

Reg. Resol. No. 6

Mr. Ram Chandra Gaur was appointed as an Additional Director in terms of Section 161 of the Companies Act, 2013 to comply with the provisions of Section 149 and Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions and Clause 49 of the Listing Agreement, amended up to the date. The term of office of Director of Mr. Ram Chandra Gaur would expire at the end of this Annual General Meeting. 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. Keeping in view the statutory requirement of appointing Independent Director, the Board recommend passing of this resolution. Except Mr. Ram Chandra Gaur, none of other Directors would be deemed concerned in this resolution.

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Reg. Resol. No. 7 & 8

Mr. Anil Kumar Singh, who is one of the promoter Directors and also the continuing Managing Director of the Company, was appointed/ reappointed by the Board at its meeting held on 31.03.2015 on the recommendation of the remuneration Committee, as Managing Director of the Company for a term of 05 years w.e.f. 01.04.2015 on the terms and conditions and remuneration as set out in the notice. Likewise Mr. Udayan Singh, who is one of the promoter Directors and also the continuing Whole-time Director of the Company, was appointed/ reappointed by the Board at its meeting held on 31.03.2015 on the recommendation of the remuneration Committee, as Whole-time Director of the Company for a term of 05 years w.e.f. 01.04.2015 on the terms and conditions and remuneration as set out in the notice. The said appointments require consent/approval of the shareholders by way of passing special resolutions. Hence these resolutions. Mr. Anil Kumar Singh and Mrs. Meena Singh, being relatives and Mr. Udayan Singh and Dr. Gautam Singh being relatives would be deemed concerned in their respective resolutions.

Place: Lucknow
Date : 30.07.2015

By Order of the Board,
(Anil Kumar Singh)
Managing Director
DIN: 00225518

DIRECTORS' REPORT

To,
The Members,
Linaks Micro Electronics Ltd.

Your Directors present their thirtieth Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2015.

1. FINANCIAL SUMMARY OF THE COMPANY

The summarized financial results of the Company are as under:

(Rs. in Lacs)

Particulars	2014-2015	2013-14
Sales and other income	23.08	0.00
Profit Before Interest and Depreciation	-71.35	-8.57
Finance Charges	0.00	0.00
Gross Profit	-71.35	-8.57
Provision for Depreciation	54.60	0.00
Net Profit Before Tax	-125.95	-6.57
Provision for Tax	0.00	0.00
Net Profit After Tax	-125.95	-6.57
Balance of Profit brought forward	-1826.35	-1819.78
Writing off of fixed assets	127.57	0.00
Balance available for appropriation	-2079.87	-1826.35
Proposed Dividend on Equity Shares	0.00	0.00
Tax on proposed Dividend	0.00	0.00
Transfer to General Reserve	0.00	0.00
Surplus carried to Balance Sheet	-2079.87	-1826.35

1. BRIEF DESCRIPTION OF THE COMPANY'S WORKING DURING THE YEAR

Plant under reinstallation and over three quarters of work already completed. Progress has lagged a bit during the latter half on account of sourcing of critical spares for machines which are over a decade old and mostly not supported by the original manufacturers. We are however confident to get it up and running from the latter half of this year.

2. DIVIDEND & RESERVES

In view of losses during the year under review, no dividend pay-out is being recommended and accordingly no question of appropriation of reserves arise.

4. MATERIAL CHANGES AND COMMITMENT AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statement relate on the date of this report.

5. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The information pertaining to conservation of energy and technology absorption as required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is NIL as the Company is still in the process of trans-locating its factory from 12.6 km Barabanki Road, Chinha, Lucknow to Near Railway Crossing Safedabad, Lucknow Barabanki Road, Safedabad, Barabanki and no production took place during the year under review. There was no foreign exchange inflow. However, the company had an expenditure of foreign exchange equivalent to Rs. 10.33 Lacs on account of purchase/Advance for purchase of machinery/machinery parts and Rs. 6.17 Lacs towards travelling (Previous year NIL).

6. STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY

The Company is in the initial phases of its rehabilitation and the current focus is to get the machines refurbished and running for the production to commence. Some balancing equipments have been imported and added to bring the capabilities to near current levels so as to minimize the risk of obsolescence.

- 7. DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES**
In view of losses, the Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable.
- 8. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013**
There was no loans, guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review and hence the said provision is not applicable.
- 9. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES**
There was no contract or arrangements made with related parties as defined under Section 186 of the Companies Act, 2013 during the year under review.
- 10. STATUTORY AUDITORS**
M/s S.R. Gupta & Co., Chartered Accountants, Kanpur were appointed as Statutory Auditors for a period of 03 years in the Annual General Meeting held on 30.09.2014. Their continuance of appointment and payment of remuneration are to be confirmed and approved in the ensuing Annual General Meeting. The Company has received a certificate from the above Auditors to the effect that if they are reappointed, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013.
- 11. EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS IN THEIR REPORTS**
The points referred to by the Auditors in their report are self-explanatory and are covered in Note on Accounts, especially Note No. 3(i) to (iii) of the Notes on Accounts.
- 12. SECRETARIAL AUDIT REPORT**
In terms of Section 204 of the Act and Rules made there under, M/s. Divya Matah & Associates, Practising Company Secretaries, Lucknow, have been appointed Secretarial Auditors of the Company. The report of the Secretarial Auditors is enclosed as Annexure to this report. The report is self-explanatory and do not call for any further comments.
- 13. COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES**
Since the Company is still in the process of trans-locating its factory, formal Policy relating to appointment of Directors, payment of Managerial remuneration, Directors' qualifications, positive attributes, independence of Directors and other related matters would be taken care of in due course of time as provided under Section 178(3) of the Companies Act, 2013.
- 14. ANNUAL RETURN**
The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is furnished in Annexure attached to this Report.
- 15. NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR UNDER REVIEW**
The Company had 05 Board meetings during the financial year under review.
- 16. DIRECTORS' RESPONSIBILITY STATEMENT**
In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submit its responsibility Statement:
(a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
(b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
(c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
(d) the directors had prepared the annual accounts on a going concern basis; and
(e) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
(f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.
- 17. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES**
The Company does not have any Subsidiary, Joint venture or Associate Company.
- 18. DEPOSITS**
The Company has neither accepted nor renewed any deposits during the year under review.
- 19. DIRECTORS & KEY MANAGERIAL PERSONNEL**
During the period since last report Mrs. Meena Singh was appointed as a Director pursuant to Section 161 of the Companies Act, 2013 by the Board at its meeting held on 30.01.2015 to fulfill the requirement for appointment of a women director pursuant to Section 149(1) of the Companies Act, 2013.
Further, Mr. Ram Chandra Gaur was also appointed as a Director pursuant to Section 161 of the Companies Act, 2013 by the Board at its meeting held on 30.01.2015 to fulfill the requirement for appointment of an independent Director. Mrs. Meena Singh and Mr. Ram Chandra Gaur, who were appointed as Additional Directors on 30.01.2015, hold the said office till the date of the Annual General Meeting. Notices have been received from members proposing their candidatures for their respective appointments as Directors at this Annual General Meeting. During the period since last report Mr. Siddharth Singh resigned from the Directorship of the Company w.e.f. 30.07.2015. Your Directors take this opportunity to place on record their deep appreciation for the valuable services and guidance rendered by Mr. Siddharth Singh during his tenure as Director of the Company.

- Moreover, Mr. Udayan Singh and Mr. Uday Bhan Singh are persons, who have been longest in the office since the last appointment of Directors and in terms of the provision of the Companies Act 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.
In view of losses no career cautious qualified person was available for being appointed as Chief Executive Officer, Chief Financial Officer and/or Company Secretary, in spite of best efforts of Directors.
- 20. DECLARATION OF INDEPENDENT DIRECTORS**
The Independent Directors have submitted their disclosures to the Board that they fulfil all the requirements as stipulated in Section 149(8) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules. An independent director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for reappointment for next five years on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.
- 21. DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE AND PROVIDING VIGIL MECHANISM**
As reported in its last report, the Audit Committee has been restructured. The Audit Committee consists of the following members:
a. Mr. Ram Chandra Gaur – Independent Director
b. Mr. Uday Bhan Singh – Independent Director
c. Mr. Anil Kumar Singh – Managing Director
The Company has established a vigil mechanism and oversees through the committee, the genuine concerns expressed by the employees and other Directors. The Company has also provided adequate safeguards against victimization of employees and Directors who express their concerns. The Company has also provided direct access to the chairman of the Audit Committee on reporting issues concerning the interests of employees and the Company.
- 22. SHARES**
a. **BUY BACK OF SECURITIES:** The Company has not bought back any of its securities during the year under review.
b. **SWEAT EQUITY:** The Company has not issued any Sweat Equity Shares during the year under review.
c. **BONUS SHARES:** No Bonus Shares were issued during the year under review.
d. **EMPLOYEES STOCK OPTION PLAN:** The Company has not provided any Stock Option Scheme to the employees.
- 23. TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND**
Your Company did not have any funds lying unpaid or unclaimed for a period of seven years. Therefore there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).
- 24. LISTING WITH STOCK EXCHANGES:**
The Company confirms that it has paid the Annual Listing Fees for the year 2015-2016 to BSE where the Company's Shares are listed.
- 25. CORPORATE GOVERNANCE & MANAGEMENT DISCUSSION AND ANALYSIS**
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.
- 26. INTERNAL AUDIT & CONTROLS**
The Company has engaged M/s J.K. Sarawgi & Co., Chartered Accountants, Kanpur as its Internal Auditor. During the year, the Company continued to implement their suggestions and recommendations to improve the control environment. Their scope of work includes review of processes for safeguarding the assets of the Company, review of operational efficiency, effectiveness of systems and processes, and assessing the internal control strengths in all areas. Internal Auditors findings are discussed with the process incharge and suitable corrective actions taken as per the directions of Audit Committee on an ongoing basis to improve efficiency in operations.
- 27. MANAGERIAL/EMPLOYEES REMUNERATION**
A) Details of the ratio of the remuneration of each director to the median employee's remuneration and other details as required pursuant to Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 cannot be worked out as the Company is still in the process of translocating its plant and the process of recruitment of staff has not yet commenced. The skeletal staff with which the Company is presently working are mainly on part time basis.
B) As required pursuant to 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company did not have any employee drawing a remuneration of Rs. 60.00 lacs p.a., if employed throughout the year or Rs.5.00 lacs p.m., if employed for a part of the said year under review. Moreover, there was no employee, employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company.
C) None of the Managing Director or Whole-time Director of the Company was in receipt of any commission from the Company. Moreover, as the Company did not have any holding or subsidiary Company, the question of receiving commission by them from such Company also does not arise.
- 28. OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**
As required under The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company has adopted a policy for prevention of Sexual Harassment of Women at workplace and has set up a



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Committee for implementation of said policy. During the year Company has not received any complaint of harassment.

29. HUMAN RESOURCES

Your Company treats its "human resources" as one of its most important assets. Your Company continuously invest in attraction, retention and development of talent on an ongoing basis. A number of programs that provide focused people attention are currently underway. Your Company thrust is on the promotion of talent internally through job rotation and job enlargement.

30. ACKNOWLEDGEMENTS

Your Directors place on record their sincere thanks to bankers, business associates, consultants, and various Government Authorities for their continued support extended to your Company's activities during the year under review. Your Directors also acknowledge gratefully the shareholders for their support and confidence reposed on your Company.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Anil Kumar Singh
Managing Director
(DIN: 00225518)

U.B. Singh
Director
(DIN: 06650669)

Date: 30.07.2015
Place: Lucknow

LINAKS MICROELECTRONICS LIMITED

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	4
Mr. Udayan Singh	Director	Nil	1
Mr. Siddharth Singh	Director	Nil	NIL
Dr. Gautam Singh	Independent & Non-Executive Director	Nil	NIL
Mr. Udal Bhan Singh	Independent & Non-Executive Director	Nil	4
Mrs. Meena Singh*	Director	Nil	1
Mr. Ram Chandra Gaur*	Independent & Non-Executive Director	Nil	2

* Mrs. Meena Singh and Mr. Ram Chandra Gaur were appointed as Directors w.e.f. 30.01.15. Note: (1) Private Limited Companies and Companies constituted under Section 8 of the Companies Act, 2013 are excluded for the above purpose. (2) Only Audit Committee, Investors' Grievance Committee and Remuneration Committee and Committee for Prevention of Sexual Harassment of Women at workplace 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, authorize 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 Evaluation

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration and Compliance Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

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 period under review, the Board of Linaks Microelectronics Ltd. met 5 times i.e. on 30.08.14, 30.07.14, 30.10.14, 30.01.15 & 31.03.15. 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:

LINAKS MICROELECTRONICS LIMITED

Name	No. of Board Meetings		Attendance at Last AGM
	Held	Attended	
Mr. Anil K Singh	5	5	Yes
Mr. Udayan Singh	5	4	NO
Mr. Siddharth Singh	5	2	NO
Dr. Gautam Singh	5	2	NO
Mr. U.B. Singh	5	5	Yes
Mrs. Meena Singh	2	2	NO
Mr. Ram Chandra Gaur	2	2	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:

As reported in its last report, the Audit Committee has been restructured. The Audit Committee consists of the following members:
a. Mr. Ram Chandra Gaur – Independent Director
b. Mr. Udal Bhan Singh – Independent Director
c. Mr. Anil Kumar Singh – Managing Director
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.

Nomination & Remuneration Committee:

The Company's Nomination Remuneration Committee consists of non-executive Directors namely, Mr. R.C. Gaur, Mr. A.K. Singh and Mr. Udal Bhan 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. One meeting of the Remuneration Committee was held during the period ended 31.03.2015.

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, on the recommendation of the Nomination & Remuneration Committee framed and adopted a policy for selection and appointment of Directors, Senior Management and their remuneration. This policy enables to attract and maintain 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 01.04.14-31.03.15		
			Salary & Perquisites	Commission	Total
Mr. Anil K Singh	Managing Director	NIL	4,80,000	NIL	4,80,000

The Managing Director or Whole-time Directors have not been paid any other benefits, bonuses, stock options, pension, and performance linked incentives.

Share Transfer & Investor's Grievances Committee:

The Members of the Share Transfer & Investors' Grievance Committee of the Company are Mr. Udayan Singh, Mr. A.K. Singh and Mr. U.B. Singh. The Committee is authorized 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	10	1
A.K. Singh	10	9
U.B. Singh	10	10

Committee for prevention of Sexual Harassment of Women at workplaces:

The Members of the Committee for prevention of Sexual Harassment of Women at workplace of the Company are Mrs. Meena Singh, Mr. A.K. Singh and Mr. U.B. Singh. The Committee is authorised to strictly implement Company's policy for prevention of Sexual Harassment of Women at workplace and take suitable disciplinary action against erring employee, if any. However, during the year Company has not received any complaint of harassment.

Details on Annual General Meetings

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

Year	Location	Date	Time
01.10.13-31.03.14	12.6 km Barabanki Road, Chinhhat, Lucknow	30.09.2014	11.00 A.M.
01.04.13-30.09.13	12.6 km Barabanki Road, Chinhhat, Lucknow	30.10.2013	11.00 A.M.
2012-13	12.6 km Barabanki Road, Chinhhat, Lucknow	30.09.2013	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 Hindustan Times in English and Sahara 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:

Annual General Meeting: Date and Time Venue	September 30, 2015 at 11.00 a.m. 12.6 km, Barabanki Road, Chinhhat, Lucknow-227 105.
Financial Calendar: Results for the quarter ended on 30.06.15 Results for half year ending 30.09.15 Results for the quarter ending 31.12.15 Results for the Quarter ending 31.03.16	On 30.07.2015 (Actual) Last week of October, 2015 (Tentative) Last week of January, 2016 (Tentative) Last week of May, 2016 (Tentative)
Book closure Date Dividend payment Date Stock Exchange where the Company's shares are listed Stock Code at BSE Demat /SIN Numbers in NSDL & CDSL for New Equity Shares of Re.1/- each	24.09.2015 to 30.09.2015 (both days inclusive) N.A. Mumbai 517463 INE028C01027

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'14					
May'14					
June'14					
July'14					
Aug'14					
Sept'14	49.00	49.00	39.92	39.92	3,039
Oct'14	37.95	37.95	36.10	36.10	1,515
Nov'14	34.30	34.30	31.00	31.00	41
Dec'14	29.45	29.45	13.90	13.90	701
Jan'15	13.63	13.63	11.63	11.63	223
Feb'15	11.40	11.40	11.18	11.18	151
Mar'15	10.63	10.63	6.72	6.72	226

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: 011-29981281

E-mail: beetal@beetalfinancial.com

Distribution Schedule as on March 31, 2015

Share holding of nominal Value of Re 1/- held	Shareholders		Total	% to Total
	Number	% of Total	Shares	Shares
1-5000	4249	85.37	1835140	11.1630
5001-10000	320	6.43	828406	3.6250
10001-50000	331	6.65	1699197	9.8020
50001-100000	33	0.66	569316	3.2842
100001 & above	44	0.89	12503240	72.1258
Total	4977	100.00	17336300	100.0000

Shareholding Pattern as on March 31, 2015

Category	Nos. of Shares	% of Holding
Promoters	9147866	52.77
Mutual Funds & UTI	203200	1.17
Banks, Financial Institutions, Insurance Companies, Govt. Cos. FIs	680000	3.92
Private Corporate Bodies	819030	4.72
OCBs & NRIs	437124	2.52
Venture Capital		
Indian Public	6048290	34.90
Total	17336300	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, 2015, 75.12 percent (13021860 Shares) of the Company's total shares were held in dematerialised form while 24.88 percent (4313440 Shares) were held in physical form.

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

Address for Correspondence

Linaks Microelectronics Ltd.

12.6 km, Barabanki Road,

Chinhhat, Lucknow-227 105.

Email: linakspcb@yahoo.com

Phone : 0522-6549493

Fax : 0522-2622061

For & on behalf of the Board of Directors

Place: Lucknow
Date: 30.07.2015

(U.B. Singh)
Director

(Anil K Singh)
Managing Director



FORM NO. MGT 8
EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2015

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

1	CIN	L32101UP1986PLC007841
2	Registration Date	11.04.1986
3	Name of the Company	LINAKS MICRO ELECTRONICS LIMITED
4	Category/Sub-category of the Company	Company limited by shares/ Non-Government Company
5	Address of the Registered office & contact details	12.6 KM BARABANKI ROAD, CHINHAT LUCKNOW, UTTAR PRADESH INDIA - 227105
6	Whether listed company	Yes
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/s Beetal Financial & Computer Services (P) Ltd. Beetal House, 3 rd Floor, 99, Madangir, Behind Local Shopping Centre, Nr. Dada Hansukhdas Mandir, New Delhi-110 082.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/Service	% to total turnover of the company
1	Printed Circuit Board	32	100%

III. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

A) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2014]				No. of Shares held at the end of the year[As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	972456	3978400	4950856	28.56	8209856	937800	9147656	52.77	24.21
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	0	4196800	4196800	24.21	0	0	0	0	-24.21
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any other	0	0	0	0	0	0	0	0	0
Total share holding of Promoter (A)	972456	8175200	9147656	52.77	8209856	937800	9147656	52.77	0
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	203200	203200	1.17	0	203200	203200	1.17	0
b) Banks / FI	0	680000	680000	3.82	0	680000	680000	3.82	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	0	883200	883200	5.09	0	883200	883200	5.09	0
2. Non-Institutions									
a) Bodies Corp.	403332	351800	754932	4.36	488230	350800	819030	4.72	0.37
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	3836708	1722640	5559348	32.09	3827317	1708040	5535357	31.92	0.15
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	409984	0	409984	2.37	409984	0	409984	2.37	0
c) Others (specify) HUF	142856	0	142856	0.82	104948	0	104948	0.61	0.21
Non Resident Indians	1524	0	1524	0.01	1524	0	1524	0.01	0
Overseas Corporate Bodies	0	435800	435800	2.51	0	435800	435800	2.51	0
Foreign Nationals	0	0	0	0	0	0	0	0	0
Clearing Members	0	0	0	0	1	0	1	0	0
Trusts	0	0	0	0	0	0	0	0	0
Foreign Bodies - D R	0	0	0	0	0	0	0	0	0
Sub-total (B)(2):-	4794404	2510040	7304444	42.14	4812004	2492440	7304444	42.14	0
Total Public Shareholding (B)=(B)(1)+ (B)(2)	4794404	3393240	8187644	47.23	4812004	3375640	8187644	47.23	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	5766860	11569440	17335300	100.00	13021860	4313440	17335300	100.00	0



B) Shareholding of Promoter

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	ANIL KUMAR SINGH	1228700	7.09	0	5425500	31.30	0	24.21
2	KRISHNA KUMARI	46400	0.27	0	0	0	0	-0.27
3	RAJESH P SINGH	133300	0.77	0	133300	0.77	0	0
4	RAJENDRA KUMAR MEHRA	7800	0.04	0	7800	0.04	0	0
5	SIDDHARTH SINGH	74800	0.43	0	74800	0.43	0	0
6	HIMANSHU MOHAN SINGH	10800	0.06	0	10800	0.06	0	0
7	MEENA SINGH	945180	5.46	0	1420880	8.20	0	2.74
8	UDAYAN SINGH	102700	0.59	0	102700	0.59	0	0
9	BHANU PRATAP SINGH	60000	0.35	0	60000	0.35	0	0
10	USHA KIREN	75000	0.43	0	75000	0.43	0	0
11	SHOBHA SINGH	80000	0.46	0	80000	0.46	0	0
12	VIKRAM SINGH	83100	0.48	0	83100	0.48	0	0
13	ATUL KUMAR SINGH	93000	0.54	0	93000	0.54	0	0
14	VIJAY SINGH	103000	0.59	0	103000	0.59	0	0
15	FATEH BAHADUR SINGH	124900	0.72	0	0	0	0	-0.72
16	SARLA SINGH	130260	0.75	0	130260	0.75	0	0
17	GAUTAM SINGH	132240	0.76	0	132240	0.76	0	0
18	BRIJ RAJ SINGH	141200	0.81	0	0	0	0	-0.81
19	RAM ADHAR TIWARI	163200	0.94	0	0	0	0	-0.94
20	HARSH SINGH	262500	1.52	0	262500	1.52	0	0
21	NAMITA SINGH	448300	2.59	0	448300	2.59	0	0
22	MANVI SINGH DEO	504478	2.91	0	504478	2.91	0	0
23	MAHARUDRA HOLDING PVT.LTD.	4196800	24.21	0	0	0	0	-24.21
	TOTAL	9147656	52.77	0	9147656	52.77	0	0

C) Change in Promoters' Shareholding (please specify, if there is no change)

SN	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	9147656	52.77	9147656	52.77
	Date wise increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.):	N.A.	N.A.	N.A.	N.A.
	At the end of the year	9147656	52.77	9147656	52.77

D) Shareholding Pattern of top ten Shareholders: (Other than Directors, Promoters and Holders of GDRs and ADRs):

SN	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year #	N.A.	N.A.		
	Date wise increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.):	N.A.	N.A.	N.A.	N.A.
	At the end of the year			1029940	5.94

figures could not be ascertained

E) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Share holding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year *	2483620	14.33		
	Date wise increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.):				
	At the end of the year			7156120*	41.28*

* Due to rearrangement of shareholding within promoter group.



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F) INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
I) Principal Amount	0	2131004	0	2131004
II) Interest due but not paid	0	0	0	0
III) Interest accrued but not due	0	0	0	0
Total (I+II+III)	0	2131004	0	2131004
Change in Indebtedness during the financial year				
* Addition	0	0	0	0
* Reduction	0	1588702	0	1588702
Net Change	0	1588702	0	1588702
Indebtedness at the end of the financial year				
I) Principal Amount	0	5,42,302	0	5,42,302
II) Interest due but not paid	0	0	0	0
III) Interest accrued but not due	0	0	0	0
Total (I+II+III)	0	5,42,302	0	5,42,302

XI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
		---	---	---	---	
1	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Anil Kumar Singh Rs.4,80,000				Rs.4,80,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0	0	0
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0	0	0	0
2	Stock Option	0	0	0	0	0
3	Sweat Equity	0	0	0	0	0
4	Commission - as % of profit - others, specify...	0	0	0	0	0
5	Others, please specify	0	0	0	0	0
	Total (A)	4,80,000	0	0	0	4,80,000
	Ceiling as per the Act	Minimum	0	0	0	Minimum

B. Remuneration to other directors: NIL

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

NIL as the Company did not have any Key Managerial Personnel other than MD/WTD during the year under review for the reasons mentioned in Directors' Report.

PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31.03.2015

(Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014)

To,
The Members,
Linaks Micro Electronics Limited
12.6 KM, Barabanki Road, Chihat,
Lucknow-227105

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Linaks Micro Electronics Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Linaks Micro Electronics Limited's books, papers, minute books, forms and returns filed and other records maintained by the company, and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Linaks Micro Electronics Limited ("the Company") for the financial year ended on 31st March, 2015 according to the provisions of:

- (i) The Companies Act, 2013 and the Companies Act 1956 (to the extent applicable) (the Act) and the rules made thereunder except the following:
 - a) As explained to us by the management, no career cautious qualified person was available for being appointed as Chief Executive Officer, Chief Financial Officer and/or Company Secretary in view of heavy losses in the Company, in spite of best efforts of Directors. The Company is still in search of qualified persons for being appointed as CFO and/or Company Secretary.
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

Not applicable to the company during the Audit Period



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- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; Not applicable to the company during the Audit Period
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and Not applicable to the company during the Audit Period
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; Not applicable to the company during the Audit Period
- (vi) The other laws as may be applicable specifically to the company are:
 1. The Air (Prevention and Control of Pollution) Act, 1981
 2. The Environment (Protection) Act, 1986
 3. Factories Act, 1948
 4. Industrial Disputes Act, 1947
 5. The Payment of Wages Act, 1936
 6. Maternity Benefit Act, 1961
 7. The Minimum Wages Act, 1948
 8. Employees' State Insurance Act, 1948
 9. The Employees' Provident Funds and Miscellaneous Provisions Act, 1952
 10. The Payment of Bonus Act, 1965
 11. The Payment of Gratuity Act, 1972
 12. The Industrial Employment (Standing Order) Act, 1946
 13. The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013
- (i) We have also examined compliance with the applicable clauses of the following: Secretarial Standard on Meetings of the Board of Directors and General Meetings issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned hereinabove. In respect of other laws specifically applicable to the Company, we have relied on information/records produced by the company during the course of our audit and the reporting is limited to that extent.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. However, the optimum composition of Board of Directors has been completed after the close of the financial year. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines

We further report that during the audit period the company did not have any specific events / actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

For Divya Matah & Associates
(DIVYA MATAH)
Practicing Company Secretary
C P No.: 11719

Place: Lucknow
Date: 30.07.2015

*This report is to be read with our letter of even date which is annexed as 'Annexure A' and forms an integral part of this report.

'ANNEXURE A'

To,
The Members,
Linaks Micro Electronics Limited
12.6 KM, Barabanki Road, Chinihat,
Lucknow-227105

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

LINAKS MICROELECTRONICS LIMITED

5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For Divya Matah & Associates
(DIVYA MATAH)
Practicing Company Secretary
C P No.: 11719

Place: Lucknow
Date: 30.07.2015

LINAKS MICROELECTRONICS LIMITED

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 telecom communication, but thanks to the lopsided custom tariff structure telecom manufacturing has shrank 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 IFA. 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 BIFF has also been buffeted by the uncertainty of the market place.

Outlook:

The outlook is positive as market-wise we do not see any major impediment in re-establishing ourselves. Our initial feelers in the PCB market and also to our old customers has met with encouraging results.

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



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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 & on behalf of the Board of Directors

Place : Lucknow (U.B.Singh) (Anil K Singh)
Date : 30.07.2015 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 2015, 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 is 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, 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
(F.R. No. 001939C)

Place: Lucknow (V.K. Gupta)
Date: 30th July, 2015 Partner
M.No. 14745

S.R. GUPTA & Co., 24/24 C, Karachi Khana,
Chartered Accountants Kanpur (Mob. 9839075175)

To The Members of
LINAKS MICROELECTRONICS LTD.,

REPORT ON FINANCIAL STATEMENT

We have audited the accompanying financial statements of LINAKS MICROELECTRONICS Limited, which comprise the Balance Sheet as at March 31, 2015, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

MANAGEMENT RESPONSIBILITIES FOR THE FINANCIAL STATEMENT

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in section 133 of the Companies Act, 2013 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant

LINAKS MICROELECTRONICS LIMITED

to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India.

- in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2015;
- in the case of the Profit and Loss Account, of the loss for the year ended on that date;
- in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENT:

1 As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub section (11) of Section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.

2 Further, in our comments referred to in paragraph (1) above, we refer note no. 3(i) to (iii) of Notes to Accounts attached to and forming part of Balance Sheet.

- As required by Section 143(3) of the Act, 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 proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - in our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in Section 133 of the Companies Act, 2013;
 - on the basis of written representations received from the directors as on March 31, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of Section 164(2) of the Companies Act, 2013.

For S.R. Gupta & Co.,
Chartered Accountants
(F.R. No. 001939C)
(CA V.K. Gupta)
Partner
Membership No. 14745

Place: LUCKNOW
Date: 30.05.2015

S.R. GUPTA & CO. 24/24C KARACHI KHANA
CHARTERED ACCOUNTANTS KANPUR

ANNEXURE TO THE AUDITORS' REPORT (Referred to in Paragraph 1 of our report of even date)

We refer to our report on the standalone financial statements of Linaks Microelectronics Limited (the Company) for the year ended March 31, 2015. We give hereinafter a statement on the matters specified in paragraphs 3 and 4 of CARO 2015.

- In respect of its fixed assets:
 - The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.
 - As explained to us, all the fixed assets have been physically verified by the management in a phased periodical manner which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.
 - No substantial part of fixed assets have been disposed off during the year. However, as per OTS agreement building had been dismantled, the value of building dismantled, is written off and bricks and other building material (of the old building) used in construction of new Factory Building, is transferred to Building under construction.
- In respect of its inventories:
 - The inventories have been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
 - In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
 - The Company has maintained proper records of inventories. As per the information and explanation given to us, no material discrepancies were noticed on physical verification.
- The Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013.
- In our opinion and according to the information and explanations given to us, the Company has an adequate internal control system commensurate with its size and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of



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LINAKS MICROELECTRONICS LIMITED

- our audit, we have not observed any continuing failure to correct major weaknesses in such internal control system.
- v. According to the information and explanations given to us, the Company has not accepted any deposit from the public. Therefore, the provisions of Clause (v) of paragraph 3 of the CARO 2015 are not applicable to the Company.
- vi. We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014 prescribed by the Central Government under Section 148(1)(d) of the Companies Act, 2013 and are of the opinion that, prima facie, the prescribed accounts and cost records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- vii. In respect of statutory dues:
- a) According to the records of the Company, undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, duty of Customs, Duty of Excise, Value Added Tax, Cess and other material statutory dues have been generally regularly deposited with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at March 31, 2015 for a period of more than six months from the date of becoming payable.
- b) No provisions for gratuity has been made and will be paid as and when becomes due.

- (c) Sales Tax assessment under appeal 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.
- d) According to the records of the Company, there are no amounts that are due to be transferred to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder.
- vii. The company has incurred cash loss in the year for Rs 11.35 lac and in the Preceding financial year cash loss for Rs. 10.37 Lac.
- ix. Based on our audit procedures and according to the information and explanations given to us, we have to report the Company has not availed any loan from financial institutions, banks and against debenture.
- x. The Company has not given any guarantee for loans taken by others from banks and financial institutions.
- xi. The Company has not raised any term loans during the year.
- xii. In our opinion and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

Place : Lucknow
Date : 30.05.2015

For: S. R. Gupta & Co.
Chartered Accountants
V.K. Gupta
(Partner)
M.No.14745

LINAKS MICROELECTRONICS LIMITED
12.6 K M Barabanki Road , Chihat, Lucknow
Balance Sheet as at 31.03.2015

PARTICULARS	NOTE	As at 31st March 2015		As at 31st March 2014	
		Rupees	Rupees	Rupees	Rupees
EQUITIES AND LIABILITIES					
Share Holder's Funds					
a) Share Capital	1	49535300		49535300	
b) Reserves & Surplus	2	-207966737.04		-182635555.72	
			-158451437.04		-133100255.72
(3) Non-Current Liabilities					
(a) Long-term borrowings				0.00	
(b) Other Long term liabilities	4	228052676.96		198480852.68	
(c) Long term provisions	5	102009.08	228154686.04	353239.22	198634091.90
Current Liabilities					
a) Short Term Borrowings	6	542301.97		2131003.68	
b) Other Current Liabilities	7	5643.00		0.00	
c) Short Term provisions	8	0.00	547944.97	83454.67	2214458.35
			70251193.97		67948294.53
ASSETS					
Non Current Assets					
a) Fixed Assets					
I) Tangible Assets	9	41201397.48		52678549.18	
II) Intangible Assets			41201397.48		52678549.18
Current Assets					
a) Inventories	10	8809026.04		8410963.58	
b) Trade Receivables	11	1588409.07		1588409.07	
c) Cash & Bank Balances	12	16054122.81		3321710.22	
d) Short Term Loans & Advances	13	2598238.57	29049786.49	1946682.48	15269745.35
			70251193.97		67948294.53
Significant Accounting Policies					
Notes on Financial Statements					

As per our separate report of even date.

For: S.R. GUPTA & CO.,
Chartered Accountants

For and on behalf of the Board of Directors

(CA V.K. GUPTA)
PARTNER

(A.K.SINGH)
Managing Director

(U.B. Singh)
Director

Lucknow
Dated : 30.05.2015



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LINAES MICROELECTRONICS LIMITED

LINAES MICROELECTRONICS LIMITED
12.6 K M Barabanki Road , Chinhat, Lucknow.

Statement of Profit and Loss for the period ending on 31.03.2015		As at 31 March 2015		As at 31 March 2014	
PARTICULARS	NOTE	CURRENT YEAR		PREVIOUS YEAR	
		Rupees	Rupees	Rupees	Rupees
Income					
Revenue from operations	14		97474.15		0.00
Other Income	15		2210122.91		0.00
Total Revenue(i+ii)			2307597.06		0.00
Expenditure					
Cost of material Consumed	16		61000.00		0.00
Changes in Inventories of Finished goods and work in process	17		-72550.00		0.00
Employee Benefit Expenses	18		108759.81		0.00
Finance Costs	19		0.00		0.00
Depreciation and Amortisation Expenses	20		5460157.15		0.00
Other Expenses	21		9345671.16		657138.52
Total Expenses			14903038.12		657138.52
Profit before exceptional and extraordinary items and tax(ii-iv)			-12595441.06		-657138.52
Exceptions Items			0.00		0.00
Profit before extraordinary items and tax (1 - 3)			-12595441.06		-657138.52
Extraordinary Items			0.00		0.00
Profit before Tax			-12595441.06		-657138.52
Tax Expenses					
1 Current Tax			0.00		0.00
2 Deferred Tax			0.00		0.00
Profit/ Loss for the period from continuing operations.(ix-x)			-12595441.06		-657138.52
Profit/(loss) from discontinuing operations			0.00		0.00
Tax expenses of discontinuing operations			0.00		0.00
Profit/(loss) from discontinuing operations after tax (xi-xiii)			0.00		0.00
Profit/(loss)for the period (xi+ xiv)			-12595441.06		-657138.52
Earning per equity Share					
(i) Basic			0.00		0.00
(ii) Diluted			0.00		0.00
Significant Accounting Policies					
Notes on Account					

As per our separate report of even date.

For. S.R. GUPTA & CO.,
Chartered Accountants

For and on behalf of the Board of Directors

(CA V.K. GUPTA)
PARTNER(A.K.SINGH)
Managing Director(U.B. Singh)
DirectorLucknow
Dated : 30.05.2015



LINAKS MICROELECTRONICS LIMITED
12.6 K M Barabanki Road , Chinhat, Lucknow.

PARTICULARS	As at 31st March 2015		As at 31st March 2014	
	Numbers	Rupees	Numbers	Rupees
Note				
1 Share Capital				
Authorised				
Optionally Convertible Preference Share of Rs.10/-each	4000000	40000000	4000000	40000000
Equity Shares of Rs. 1/- each (prev.yr Rs 1 each)	50000000	50000000	50000000	50000000
Issued				
Optionally Convertible Preference Share of Rs.10/-each	3220000	32200000	3220000	32200000
Equity Shares of Rs.1/- each (prev.yr Rs 1 each)	14074000	14074000	14074000	14074000
Equity Shares of Rs.1/- each issued as fully paid up pursuant to a contract without payment being received in cash .	336800	336800	336800	336800
Equity Shares of Rs.1/- each issued as fully paid up Bonus Shares	2924700	2924700	2924700	2924700
Subscribed & Paid up				
Optionally Convertible Preference Share of Rs.10/-each	3220000	32200000	3220000	32200000
Equity Shares of Rs.1/- each .	14074000	14074000	14074000	14074000
Equity Shares of Rs.1/- each issued as fully paid up pursuant to a contract without payment being received in cash (prev.yr Rs 1 each)	336800	336800	336800	336800
Equity Shares of Rs.1/- each issued as fully paid up Bonus Shares	2924700	2924700	2924700	2924700
Total	20555300	49535300	20555300	49535300

Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period.

Particulars	Opening Balance	Closing Balance
Equity Shares :		
Fully paid up pursuant to contract(s) without payment being received in cash	336800	336800
Fully paid up by way of bonus shares	2924700	2924700
Shares bought back	0	0
Preference Shares :		
Fully paid up pursuant to contract(s) without payment being received in cash	3220000	3220000
Fully paid up by way of bonus shares	0	0
Shares bought back	0	0

1.1 Particulars of shareholders holding more than 5% of the total equity share capital

Name of the Holder	No. of shares held as 31.03.2015	% to total paid up capital	No. of shares held as on 31.03.2014	% to total paid up capital
A. MAHARUDRA HOLDING PVT. LTD.	0	0	4196800	24.21
B. ANIL KUMAR SINGH	5425500	31.30	1228700	7.09
C. MEENA SINGH	1420880	8.20	945180	5.45



Note		As at 31st March 2015	As at 31st March 2014
Note 2	Reserves & Surplus		
	a. Capital Reserves		
	Opening Balance	31049000.00	31049000.00
	(+) Current Year Transfer		0.00
	(-) Written Back in Current Year	0.00	
	Closing Balance	31049000.00	31049000.00
	b. Securities Premium Account		
	Opening Balance	19277077.32	19277077.32
	Add : Securities premium credited on Share issue		0
	Less : Premium Utilised for various reasons		
	Premium on Redemption of Debentures		
	For Issuing Bonus Shares		
	Closing Balance	19277077.32	19277077.32
	c. Surplus		
	Opening balance	-232961633.04	-232304494.52
(+) Net Profit/(Net Loss) For the current year	-12595441.06	-657138.52	
(+) Transfer from Reserves			
(-) Proposed Dividends			
(-) Interim Dividends			
(-) retained earning	-12755740.26		
(-) Transfer to Reserves-Reduction in Share Capital	0.00	0.00	
Closing Balance	-245557074.10	-232961633.04	
Total	-207986737.04	-182635555.72	
Note 3	Promoter's contribution		
		As at 31st March 2015	As at 31st March 2014
	Promoter and associates infused the funds to meet cost of rehabilitation (asper BIFR scheme)	0	0
		0	0
Note 4	Other Long Term Liabilities	As at 31st March 2015	As at 31st March 2014
	(a) Trade Payables	12837580.40	12750204.81
	(b) Others	215215096.56	185730647.87
	Total	228052676.96	198480852.68
Note 5	Long Term Provisions	As at 31st March 2015	As at 31st March 2014
	(a) Provision for employee benefits	102009.08	353239.22
	Superannuation (unfunded)		
	Gratuity (unfunded)		
	Leave Encashment (unfunded)		
	ESOP / ESOS		
	(b) Others (Specify nature)		
Duty & taxes	0.00	0.00	
Total	102009.08	353239.22	
Note 6	Short Term Borrowings	As at 31st March 2015	As at 31st March 2014
	Unsecured		
	(a) Loans repayable on demand from banks		
	from other parties - Director	542301.97	459693.68
	(of the above, NIL is guaranteed by Directors and / or others)		
(b) Loans and advances from related parties	0.00	1671310.00	
(of the above, NIL is guaranteed by Directors and / or others)			
Total	542301.97	2131003.68	
Note 7	Other Current Liabilities	As at 31st March 2015	As at 31st March 2014
	TDS Payable	5643.00	0.00
	Total	5643.00	0.00
Note 8	Short Term Provisions	As at 31st March 2015	As at 31st March 2014
	Salary & Reimbursements	0	83454.67
	Total	0	83454.67

Note 5: Schedule of fixed assets as per Companies Act 2013

	Gross Block		Additional (Decreases)	Acquired through business combinations	Revaluations (Impairments)	Balance as at 31 March 2015	Accumulated Depreciation UP TO 31.03.2014	Depreciation charge for the year	Adjustments	On disposal	Balance as at April	Net Block	Balance as at 31 March 2014	Balance as at 31 March 2015
	Rs.	Rs.												
a	Fixed Assets													
		17,467,250.85				17,467,250.85	8,967,867.81		8,599,383.04	0.00	17,467,250.85	8,599,383.04	0.00	0.00
	Tangible Assets													
	Buildings													
	Plant and Equipment	151,268,643.39				151,268,643.39	120,858,863.44	5,447,398.66	12,823,185.45	0.00	139,129,477.54	30,431,049.99	12,190,465.99	
	Furniture and Fixtures	1,476,579.76				1,476,579.76	1,427,527.69	0.00	-30,478.90	0.00	1,387,650.78	43,052.08	73,529.98	
	Vehicles										0.00		0.00	
	Office equipment	3,582,665.02				3,582,665.02	3,373,848.99	12,756.50	-36,868.29	0.00	3,349,857.17	198,818.06	213,028.45	
	Others (specify nature)										0.00			
	Total	173,790,339.02	0.00	0.00	0.00	173,790,339.02	134,528,155.89	5,460,157.15	21,265,103.20	0.00	161,343,418.34	38,262,293.77	12,447,023.92	
b		13,416,265.41	15,336,108.71			28,754,374.12						13,416,265.41	28,754,374.12	
	Capital Work in Progress													
	Total	187,206,604.09	15,336,108.71	0.00	0.00	202,544,713.74	134,528,155.89	5,460,157.15	21,265,103.20	0.00	181,343,418.34	52,678,549.18	41,261,397.44	

Notes:

- Adjustments under building - Rs. 769965.00 is written off, as building is dismantled
Rs 900000.00 is transferred to building under construction account, being cost of old building material used in new factory building.
- Adjustment in Plant & Machinery
Rs.12823105.45 is reduced from plant and machinery & transferred to Retained earning account as per companies act,2013
- Adjustment in Furniture & Fixture
Rs.30476.96 is increased as Furniture & Fixture & transferred to Retained earning account as per companies act,2013
- Adjustment in Office Equipment
Rs. 36868.29 is increased in Office Equipments & transferred to Retained earning account as per companies act,2013
- Depreciation is calculated as per SLM on the basis of companies act 2013.



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LINAKS MICROELECTRONICS LIMITED

PARTICULARS	As at 31 st March 2015	As at 31 st March 2014
Note 10 Inventories		
a. Raw Materials and components (Valued at Landed cost)	879067.46	553555.00
b. Work-in-progress (Valued at Input plus cost of conversion charges)	3328050.00	3266000.00
c. Finished goods (Valued at Cost or net realisable value)	1419996.00	1409496.00
d. Stock-in-trade (Valued at cost)	0.00	0.00
e. Stores and spares (Valued at cost)	960800.00	960800.00
f. Loose Tools (Valued at cost)	0.00	0.00
g. Others (Specify nature)	2221112.58	2221112.58
Land (valued at cost)	2221112.58	2221112.58
Total	8809026.04	8410963.58
Note 11 Disclosure of trade receivables under current assets		
As at 31 st March 2015	Rs.	As at 31 st March 2014
a. Short term trade receivables		Rs.
Secured, considered good	1588409.07	1588409.07
Unsecured, considered good		
Doubtful	0.00	0.00
Less: Provision for doubtful debts	0.00	0.00
	1588409.07	1588409.07
Note 12 Disclosure of Cash & Cash Equivalents under current assets		
As at 31 st March 2015	Rs.	As at 31 st March 2014
Cash, hand	576076.82	265770.59
Bank accounts	2425930.60	3055939.63
FDR With Bank	13052115.39	
	16054122.81	3321710.22
Note 13 Disclosure of Other Current Assets under current assets		
As at 31 st March 2015	Rs.	As at 31 st March 2014
Security Deposits	100000.00	191804.00
PLA Advance	66.00	66.00
Stores and Spares	1496267.00	1496267.00
Vat On Capital goods	32842.10	
Loans & Advances	843766.00	260525.48
Pre Paid Expenses	59410.00	
Vat On raw Material	14941.54	
T D S 2014-15	51145.93	
	2598238.57	1948662.46
14 Revenue from operations	97474.15	0.00
15 Other Income		
Interest Received	511457.32	0.00
Accounts written off	27355.59	0.00
Accounts written off	1671310.00	0.00
	2210122.91	0.00
16 Cost of material Consumed		
Consumption		Consumption
Opening Stock	553555.00	707980.00
Purchases	386512.46	0.00
	940067.46	707980.00
Closing Bal	879067.46	707980.00
Less Consumed	81000.00	0.00
17 Changes in Inventories of Finished goods, Stock in trade and Stock in Process		
Opening Bal.		
WIP	3266000.00	3266000.00
Finished Goods	1409496.00	1255071.00
Total WIP+Finished Goods	4675496.00	4521071.00
Closing Bal.		
WIP	3328050.00	3266000.00
Finished Goods	1419996.00	1255071.00
	4748046.00	4521071.00
Change in Inventory	-72550.00	0.00
18 Employee Benefit Expenses		
Consumption		Consumption
Employee benefit expense		
Employer cont. FPF	0.00	0.00
Employer cont. ESI	0.00	0.00
Employer cont. PF	0.00	0.00
Salary & Wages	108759.81	0.00
Staff welfare exp		0.00
	108759.81	0.00
19 Finance Costs		
Interest	0.00	0.00
Total Fin. Cost	0.00	0.00
20 Depreciation and Amortisation Expenses		
Depreciation	5460157.15	0.00
	5460157.15	0.00

21 Other Expenses		
Expenditure in connection with OTS	149237.17	152735.00
Staff welfare exp.	21604.00	0.00
Audit Fee	28090.00	28090.00
Bank Charges	10640.10	9692.08
Advertisement Exp.	92606.51	32117.72
Conveyance Expenses	53751.00	0.00
Courier Expenses	1818.00	0.00
Diesel Expenses	28541.00	0.00
Insurance Charges	14997.00	0.00
Interest on PF	355201.00	0.00
Journal Books & Periodicals	10714.00	2917.00
Legal Expenses	591006.00	270752.00
Freight & cartage	9804.00	0.00
Miscellaneous Expenses	38718.86	24302.00
Postage & Telephone Exp.	19119.00	2516.00
Printing & Stationary	101936.04	71430.72
Repairs & Maintenance	31522.31	0.00
Building Written off	7699363.00	0.00
Round Off	-1.29	0.00
Internal Audit fees	33708.00	0.00
Telephone Expenses	43306.00	27181.00
Travelling Expenses	7189.46	35405.00
Subscription & Membership Fees	3000.00	0.00
TOTAL	9345871.16	657138.52

CASH FLOW STATEMENT FOR 2014-2015
A. CASH FLOW OPERATING ACTIVITIES:

	As at 31.03.15 (Rs. in lacs)	As at 31.3.14 (Rs. in lacs)
Net profit before tax and extraordinary items	-125.95	-6.57
Items Adjustment for:		
1. Depreciation	54.60	
2. Assets written off	76.99	
3. Foreign Exchange		
4. Interest/Dividend	22.10	
Operating profit before working capital	27.74	-6.57
Change adjustment for:		
1. Trade and other receivables	-25.74	16.86
2. Inventories	-3.98	
3. Trade and other payables	0.06	66.41
Cash generated from operations		
Interest Received	-22.10	
Direct taxes paid		
CASH FLOW BEFORE EXTRAORDINARY ITEM:	-24.02	76.70
1. Extra ordinary items (Prov. for Doubtful debts)		
Decrease in Share capital		
Increase in reserves		
2. Expenses pertaining to previous year		
2. Net Cash from operating activities		
B. CASH FROM INVESTMENT ACTIVITIES		
Purchase of fixed assets	-144.38	-45.58
Net Cash used in investing activities		
Total	-168.40	31.12
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Unsecured Loans	295.72	
Repayment of finance/lease liabilities		
Increase in Cash credit borrowings		
Waiver of loans		
payment of unsecured Loans		
NET CASH USED IN FINANCING ACTIVITIES	295.72	
Net increase in cash and cash equivalent	127.32	31.12
Cash and cash Equivalents as at-01.04.14 (Opening Balance)	33.22	2.10
Cash and cash Equivalents as at 31.03.15	160.54	33.22
Closing Balance		

PLACE : Lucknow U.B. Singh ANIL K. SINGH
Date : 30.05.2015 DIRECTOR Managing Director

AUDITORS' REPORT

We have checked the attached cash flow statement of Linaks Microelectronics Ltd. for the year ended March 31, 2015 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 Accountant)

V.K.GUPTA
(Partner)
Place: Lucknow
Date : 30.05.2015

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, 2013.

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 the Companies Act, 2013. Necessary adjustments required as per the Companies Act, 2013 has been made in the Fixed assets.

d. RETIREMENT BENEFITS:

The Company's contribution in respect of Provident Fund and ESI is charged against revenue every year. In respect of Gratuity, no provision is made. It will be paid as and when arise.

e. INVENTORIES:

- Raw Material, stores and spares are valued at landed cost.
- Work in progress is valued at the cost of inputs plus part of conversion charges as applicable.
- 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 currency income during the year.
There are following foreign currency expenditure/ out go during the year :
Purchase of Machine parts: Rs. 261254.00
Advances for purchase of Machine/Machine parts Rs. 743766.00 (M/s Surplex GMBH)
Advances for purchase of Machine/Machine parts Rs. 27914.00 (M/s S.B. Industrial Supplies, USA)

h. SALES:

- Sales include Excise Duty Wherever applicable.
- 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:

Company is currently operating under the approved rehabilitation scheme. No provision for Deferred Tax Liability is made.

J. EARNING PER SHARE

(a) Calculation of Weighted Average:

	2014-2015	2013-14
Number of Equity Shares at the beginning of the year	17335300	17335300
Number of Equity shares outstanding at the end of year	17335300	17335300
(b) Weighted Average no. of equity shares		
Outstanding during the year	17335300	17335300
Net Loss during the year (Rs. in lacs)	- 125.95	- 6.57
(c) Basic & Diluted earning (in Rs. Per Shares)	0.00	0.00

k. Segment Information:

The company has only one product- Printed Circuit Board.

1. Related Party Disclosure

- Other related Parties with whom transactions have taken place : NIL
- Directors:

Shri Anil Kumar Singh	Managing Director
Shri Udayan Singh,	Whole time Director
Dr. Gautami Singh	
Shri U B Singh	
Shri R. C. Gaur	
Shri Siddharth Singh	
Smt Meena Singh	

Managing director has been paid a remuneration of Rs. 480000.00, the other full time director has not taken any remuneration.

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.

- As the approved rehabilitation scheme recommends waiver of all overdue interest charges on the delayed payment of deferred UPTT and CST dues so no interest provision has been made.
- No provision is made for loss on account of discarded /obsolete Plant and Machinery pending completion of transition period .
- No Provision is made for loss due to diminution in value of inventory pending completion of transition period.

5. CONTINGENT LIABILITIES:

- Estimated amount of contracts remaining to be executed on Capital Account NIL. (Previous year NIL)
 - Outstanding Letters of Credit Rs. NIL Lac (Previous year Rs. NIL)
 - Outstation Cheques purchased by bank but not cleared till the date of Balance Sheet Rs. Nil (Previous Year Rs. Nil Lac).
 - Disputed demand for Rs.63.35 lac (Previous Year 63.35lacs) excluding interest, for Sales Tax, is in appeal and pending before different authorities.
6. Dues towards SSI for Rs 1 lac or more outstanding for more than 30 days are not ascertainable as the suppliers have not furnished their SSI registrations.

7. Details of litigated Sales Tax assessments under appeal and finalisation

Serial Number	Financial Year	Provincial Disputed Amount	Central Disputed Amount
1	1993-94	nil	Rs 1,52,559.00
2	1994-95	Rs 1,41,955.45	Rs 75,389.00
3	1995-96	Rs 6,10,018.00	Rs 12,22,323.00
4	1996-97	Rs 3,82,800.00	Rs 1,01,628.50
5	1997-98	Rs 4,57,577.00	Rs 4,94,262.00
6	1999-00	Rs 92,025.00	Rs 87,611.00
7	2000-01	Rs 4,81,957.00	Rs 7,81,350.55
8	2001-02	Rs 92,204.29	Rs 8,77,018.00
9	2002-03	nil	Rs 2,84,919.40

	2014-15	2013-14
	Rs. Lacs	Rs. Lacs

8. EXPENSES AND EARNING

(In foreign Exchange)

a) Values of Direct Imports (CIF)	Nil	Nil
Raw Material		
Machine Parts (Including advance paid)	10.33	Nil
b) Expenditure in Foreign Currency		
Travelling Expenses	6.17	Nil
Other matters		
c) Earnings in Foreign exchanges (FOB)	Nil	Nil
Export		

9. (a) CONSUMPTION OF RAW MATERIAL

	2014-15		2013-14	
	Qty	Rs. Lacs	Qty	Rs. Lacs
(i) Copper clad Laminates	25.4 sqmtrs	0.32	-	0
(ii) Exit Entry Sheet	10.0 sqmtrs	0.04	-	0
(iii) Liquid Chemicals	53 ltrs	0.18	-	0
(iv) Solid Chemicals	31 kgs	0.07	-	0
(v) Others	-	-	-	0

(b) RAW MATERIALS IMPORTED & INDIGENOUS

	2014-15		2013-14	
	Rs. Lacs	Rs. Lacs	Rs. Lacs	Rs. Lacs
Imported	0	0		
Indigenous	0.61	0		

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

	2014-15		2013-14	
	Qty.(sqm)	Rs. Lacs	Qty.(sqm)	Rs. Lacs
Opening Stock	327.00	14.09	332.30	14.27
Closing Stock	328.00	14.20	327.00	14.09
(b) SALES	2014-15	Rs. Lacs	2013-14	Rs. Lacs
	.97		0.00	

Printed Circuit Boards

11. DETAILS OF LICENSED & INSTALLED CAPACITIES AND PRODUCTION

(In Sq Mtrs)

	Installed Capacities		Licensed Capacities	
	2014-15	2013-14	2014-15	2013-14
(i) Installed Capacity				
Single Sided Glass Epoxy PCB	5000	5000	5000	5000
Single Sided paper Phenolic (pierced and blanked)	10000	10000	10000	10000
Double Sided non-PTH PCB	500	500	500	500
Double Sided PTH PCB	48000	48000	48000	48000
MLB 4 Layer	5000	5000	5000	5000
MLB 6 Layer	3000	3000	3000	3000

[All the equipments have not been fully installed]

	2014-15		2013-14	
	2014-15	2013-14	2014-15	2013-14
(ii) Actual Production				
Printed Circuit Boards	18 sq mtrs		0	

12. PARTICULARS OF REMUNERATION OF DIRECTORS

	2014-15		2013-14	
	2014-15	2013-14	2014-15	2013-14
Salary	480000		240000	
House Rent Allowance	NIL		NIL	
No other perquisites given to Directors				
13. EXPENDITURE INCURRED ON EMPLOYEES				
(a) Employed throughout the year and drawing Rs.60,00,000 or more	NIL		NIL	
(b) Employed for the part of year and drawing Rs.5,00,000 or more	NIL		NIL	
14. PAYMENTS MADE TO AUDITORS				
Audit fee	25000.00		25000.00	
Service tax @ 14% (pr. year)12.36%	3500.00		3090.00	
Reimbursement out of pocket exp.	0		0	

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

For S.R. Gupta & Co.
Chartered Accountants

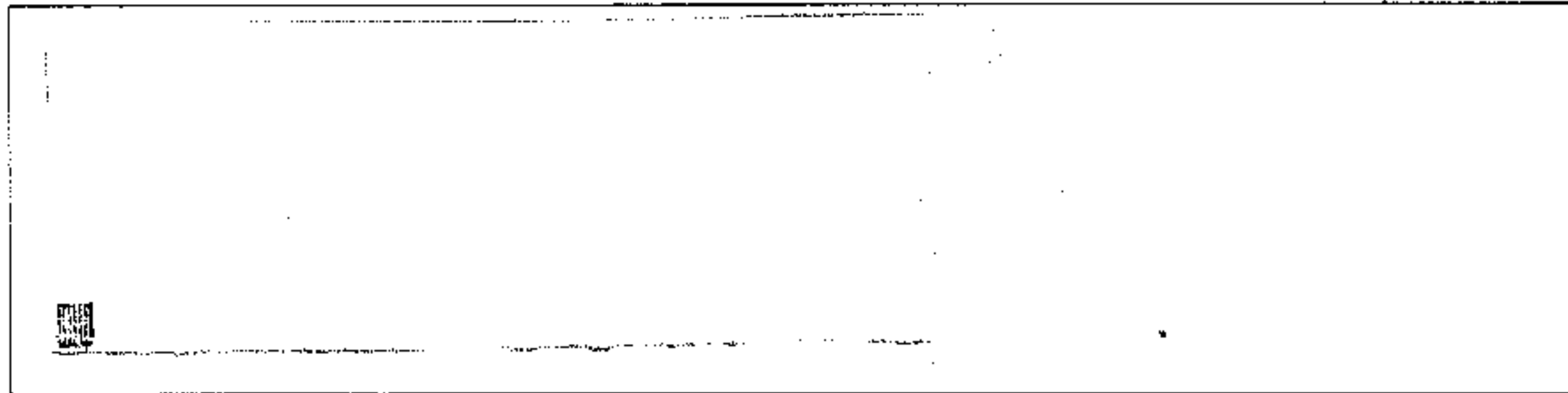
V.K. Gupta
Partner
M.No. 14745
Place: Lucknow
Date : 30.05.2015

(U.B. Singh)
Director
(Anil K. Singh)
Managing Director



LINAKS MICROELECTRONICS LTD
 Regd.Off: 12,6 km Barabanki Road,
 Chihat, Lucknow-227105
 CIN: L32101UP1986PLC007841

**30th Annual General Meeting
 ATTENDANCE SLIP**



I hereby record my presence at the 30th Annual General Meeting of the Linaks Micro Electornics Ltd. , 12.6 KM Barabanki Road, Chihat, Lucknow, on Wednesday, the 30th September, 2015.

Member's Folio/DP ID-Client ID No. Member's/Proxy's name in Block Letters Member's/Proxy's Signature

ELECTRONIC VOTING PARTICULARS

Electronic Voting Event Number (EVEN)	User ID	Password
102728		Use Existing Password

Note:

- Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be available.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.

Form No. MGT-11
 Proxy form

[Pursuant to Sec. 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)		
Registered Address		
E-mail Id	Folio No /Client ID	DP ID*

I/We, being the member(s) of _____ shares of the above named company. Hereby appoint

- Name: _____ Address: _____
 E-mail Id: _____ Signature: _____ or failing him;
- Name: _____ Address: _____
 E-mail Id: _____ Signature: _____ or failing him;
- Name: _____ Address: _____
 E-mail Id: _____ Signature: _____

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30th Annual General Meeting of the company, to be held on the 30th day of September, 2015 at 11.00 a.m. at Lucknow and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

Sl. No.	Resolution(S)	Vote	
		For	Against
1	Adoption of statement of Profit & Loss, Balance Sheet, report of Director's and Auditor's for the financial year 31st March, 2015		
2	Re-appointment of Mr. Udayan Singh as Director		
3	Re-appointment of Mr. Uday Bhan Singh as Independent Director		
4	Ratification of appointment of M/s S K Gupta & Co., Chartered Accountants as Statutory Auditors & fixing their remuneration		
5	Appointment of Mrs. Meena Singh as Director		
6	Appointment of Mr. Ram Chandra Gaur as Independent Director		
7	Re-appointment of Mr. Anil Kumar Singh as Managing Director for a period of five years		
8	Re-appointment of Mr. Udayan Singh as Whole-time Director for a period of five years		

* Applicable for investors holding shares in Electronic form.

Signed this _____ day of _____ 2015

Affix
 Revenue
 Stamps

Signature of Shareholder

Signature of proxy holder

Signature of the shareholder
 across Revenue Stamp

Note:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- The proxy need not be a member of the company.
- The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

LINAKS MICROELECTRONICS LIMITED
VOTING INSTRUCTIONS ANNEXED TO AND FORMING PART OF AGM NOTICE

Voting Options

(1) Voting through Electronic Means

Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company / Depository Participant(s)]:

(i) Open email and open PDF file viz; "Linaks Microelectronics Limited e-Voting.pdf" with your Client ID or Folio No. as password.

The said PDF file contains your user ID and password / PIN for e-voting. Please note that the password is an initial password.

(ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>

(iii) Click on Shareholder - Login

(iv) Put user ID and password as initial password / PIN noted in step (i) above. Click Login.

(v) Password change menu appears. Change the password / PIN with new password of your choice with minimum 8 digits / characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) Home page of e-voting opens. Click on e-voting: Active Voting Cycles.

(vii) Select "EVEN" of Linaks Microelectronics Limited.

(viii) Now you are ready for e-voting as Cast Vote page opens.

(ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

(x) Upon confirmation, the message "Vote cast successfully" will be displayed.

(xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF /JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to linakspcb@yahoo.com with a copy marked to evoting@nsdl.co.in.

B. In case a Member receives physical copy of the Notice of AGM and Attendance Slip [for members whose email IDs are not registered with the Company / Depository Participant(s)] or requesting physical copy:

(i) Initial password is provided at the bottom of the Attendance Slip for the AGM:

EVEN (E-voting Event Number) USER ID PASSWORD/PIN.

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) Above, to cast vote.

(2) Voting at AGM: The members who have not cast their vote by remote e-voting can exercise their voting rights at the AGM. The Company will make arrangements of ballot papers in this regards at the AGM Venue.

OTHER INSTRUCTIONS

I. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com

II. If you are already registered with NSDL for e-voting then you can use your existing user ID and password /PIN for casting your vote.

III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

IV. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Wednesday, 23rd September, 2015, are entitled to vote on the Resolutions set forth in this Notice.

V. The remote e-voting period will commence at 10.00 a.m. on Sunday, 27th September, 2015 and will end at 5.00 p.m. on Tuesday, 30th September, 2015. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2015, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

VI. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd September, 2015.

VII. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23rd September, 2015 may obtain the login ID and password by sending an email to linakspcb@yahoo.com or evoting@nsdl.co.in by mentioning their Folio No./DP ID and Client ID No. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forget User Details/Password" option available on www.evoting.nsdl.com

VIII. A member may participate in the meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the meeting.

IX. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the meeting through ballot papers.

X. Ms. Divya Matah, Practicing Company Secretary of Divya Matah & Associates has been appointed as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.

XI. The Scrutiniser shall, immediately after the conclusion of voting at general meeting, count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. Scrutiniser shall within 3 days of conclusion of the meeting submit a consolidated scrutiniser report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing.

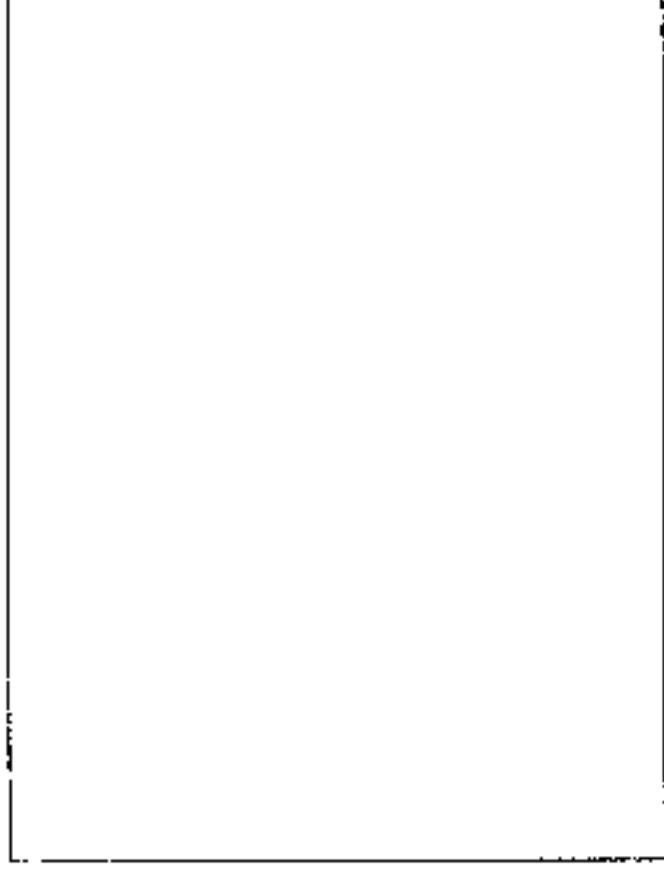
XII. The results along with the Scrutinisers Report shall be placed on the website of the Company and on the website of NSDL and shall be communicated to BSE Limited.

By Order of the Board.

(Anil Kumar Singh)
Managing Director
DIN: 00225518

Place: Lucknow
Date : 30.07.2015

To.



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