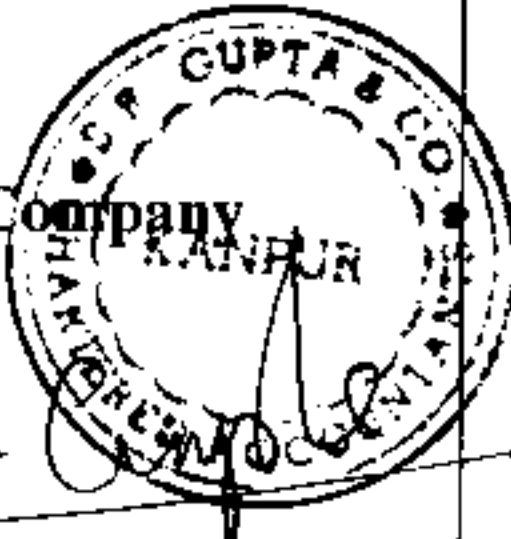
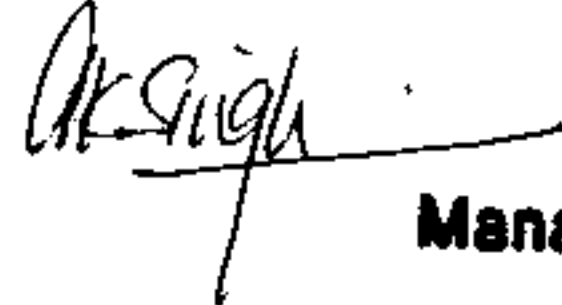



## FORM A

### FORMAT OF COVERING LETTER OF THE AUDIT REPORT TO BE FILED WITH THE STOCK EXCHANGES

1.	Name of the Company	LINAKS MICROELECTRONICS LIMITED
2.	Annual Financial Statement for the year ended	31 <sup>st</sup> March, 2016
3.	Type of observation	No qualification
4.	Frequency of observation	Whether appeared first time/repetitive/ since how long period  NIL
5.	To be signed by  CEO/Managing Director  CFO  Auditor of the Company    Audit Committee Chairman	<b>For Linaks Microelectronics Ltd.</b>   <b>Managing Director</b>     

XXXX9



# *Annual Report*

2015-2016

**Linaks Microelectronics Limited**



Annual Report 2015-2016

LINAKS MICROELECTRONICS LIMITED

LINAKS MICROELECTRONICS LTD.

(CIN: L32101UP1986PLC007841)

Regd. Office:

12.6 Km. Barabanki Road, Chinhat,

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) (till 30.07.2015)	- 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 Thirty First Annual General Meeting of LINAKS MICROELECTRONICS LTD. will be held at the registered office of the Company at 12.6 km. Barabanki Road, Chihat, Lucknow on Tuesday the 27<sup>th</sup> September, 2016 at 11:00 a.m. to transact the following business:

## ORDINARY BUSINESS

- To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March 2016, the Statement of Profit and Loss for the year ended on that date and the Reports of the Directors and Auditors thereon.
- To appoint a Director in place of Dr. Gautam Singh (DIN: 00189284), who retires by rotation, and being eligible offers himself for reappointment.
- To appoint a Director in place of Mr. Udayan Singh (DIN: 00189219), who retires by rotation, and being eligible offers himself for reappointment.
- 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 32<sup>nd</sup> Annual General Meeting on such remuneration as may be determined by the Board of Directors."

By Order of the Board

(Anil Kumar Singh)  
Managing Director  
DIN: 00225518

Place: Lucknow  
Date: 29.07.2016

## NOTES

- 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 21.09.2016 to 27.09.2016 (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 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 is INE028C01027.
- 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 notice/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-

## LINAKS MICROELECTRONICS LIMITED

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](mailto:linakspcb@yahoo.com) or RTA's email ID [beetalrta@gmail.com](mailto:beetalrta@gmail.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.

- (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 URL: [www.evoting.nsdl.com](http://www.evoting.nsdl.com) during the following voting period:

Commencement of e-voting : From 10.00 A.M. on 24.09.2016  
End of e-voting : Up to 05.00 P.M. on 26.09.2016

E-voting shall not be allowed beyond 05.00 P.M. on 26.09.2016. 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 20.09.2016.

- 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.
  - The company has appointed Ms. Divya Malah, as 'scrutinizer' for conducting and scrutinizing the e-voting process in a fair and transparent manner.
  - 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.
  - "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.
- 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.
  - 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](http://www.linaks.com)
  - Details of Directors seeking appointment/reappointment at this Annual General Meeting (Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings) are as under:

Name of the Director	DIN	Date of Birth	Date of Appointment	Qualifications
1		2	3	4
Dr. Gautam Singh	00189284	06.10.1953	20.11.1996	MBBS
Mr. Udayan Singh	00189219	04.09.1959	11.04.1986	MA

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, 2016
5	6	7	8
Thirty Eight Years	NIL	NIL	132240
Thirty Three Years	NIL	NIL	102700

**DIRECTORS' REPORT**

To,  
The Members,  
Linaks Micro Electronics Ltd.  
Your Directors present their Thirty First Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2016.

**1. FINANCIAL SUMMARY OF THE COMPANY**

The summarized financial results of the Company are as under.

(Rs. In Lacs)

Particulars	2015-2016	2014-2015
Sales and other income	18.21	23.08
Profit Before Interest and Depreciation	-156.93	-71.35
Finance Charges	0.00	0.00
Gross Profit	156.93	-71.35
Provision for Depreciation	31.07	54.60
Profit before extraordinary items	-188.00	-125.95
Extraordinary items	99.34	0.00
Net Profit Before Tax	-88.66	125.95
Provision for Tax	0.00	0.00
Net Profit After Tax	-88.66	125.95
Balance of Profit brought forward	2079.87	1826.35
Writing off of fixed assets	0.00	127.57
Balance available for appropriation	-2168.53	2079.87
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	-2168.53	-2079.87

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

Translocation to the new site has been completed except for a few minor services which would be done as we take up those product lines. Initially, we have started with Single Sided FR4 PCBs and added a new SS PCB category of Metal Core PCB's to tap the rapidly growing segment of LED applications. Our long-term strategy is to reduce our dependence on PSPTH PCBs and be a significant player in the high-quality MCPCB sector. Automotive PCBs is another segment which has grown by leaps & bounds, during the years we were dormant and battled on the revival front, and we have started making forays in this segment too. Ramping up volumes with large OE buyers is a multiple stage process involving initial contact, vetting of our infrastructure, sample orders for trial & testing (testing takes 3 to 4 months minimum), visit to the plant by buyers, release of medium volume orders & on successful completion of medium lots the bulk orders commence. The whole cycle starting from initial approach can take anywhere from 6 to 9 months. Since all customer contacts are not initiated at the same time, there is always something in the pipeline at their different stage-cycles hence volumes would commence picking up from the third quarter of the current financial 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 process of trans-locating its factory of the Company from 12.6 km Barabanki Road, Chinhaat, Lucknow to Near Railway Crossing

Safedabad, Lucknow Barabanki Road, Safedabad, Barabanki is still not 100% completed.

There was no foreign exchange inflow. However, the Company had an expenditure of foreign exchange equivalent to Rs. 10.40 lacs (previous year Rs. 10.33 lacs on account of purchase/advance for purchase of machinery/machinery parts and Rs. 8.10 lacs towards traveling (previous year Rs. 5.17 lacs)

**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 188 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 block 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. ii) 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 04 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 there has been no change amongst directorships of the Company. Further, Dr. Gautam Singh and Mr. Udayan 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 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 fulfill all the requirements as stipulated in Section 149(6) 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

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 2016-2017 to BSE where the Company's Shares are listed.

#### 25. CORPORATE GOVERNANCE & MANAGEMENT DISCUSSION AND ANALYSIS

Your Company has already implemented the requirement of Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 trans-locating its plant and the process of recruitment of staff has not yet completed. The skeletal staff with which the Company is presently working are mainly on part time basis.
- B) As required pursuant to Rule 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 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 invests 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 acknowledges 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: 00225918)  
 U.B. Singh Director (DIN: 06650869)

Date: 29.07.2016  
 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	3
Mr. Udayan Singh	Director	Nil	1
Dr. Gautam Singh	Non-Executive Director	Nil	1
Mr. Uday Bhan Singh	Independent & Non-Executive Director	Nil	4
Mrs. Meena Singh	Director	Nil	1
Mr. Ram Chandra Gaur	Independent & Non-Executive Director	Nil	2

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, 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, authorise and monitor strategic investments, ensure regulatory compliance and safeguard interests of Shareholders. Board members ensure that their other responsibilities do not impinge on their responsibility as a Director of Linaks.

**Board Evaluation**

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17(10) of SEBI (LODR) Regulations, 2015, 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 4 times i.e. on 29.05.15, 30.07.15, 29.10.15 & 29.01.16. The gap between any two Meetings was generally around 3 calendar months.

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

Name	No. of Board Meetings		Attendance at Last AGM
	Held	Attended	
Mr. Anil K Singh	4	4	Yes
Mr. Udayan Singh	4	2	NO
Mr. Siddharth Singh	1	-	NO
Dr. Gautam Singh	4	2	NO
Mr. U.B. Singh	4	4	Yes
Mrs. Meena Singh	4	4	Yes
Mr. Ram Chandra Gaur	4	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:**

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 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. There has been 02 meetings of Audit Committee on 29.05.2015 and 29.10.2015.

**Nomination & Remuneration Committee:**

The Company's Nomination & Remuneration Committee consists of non-executive Directors namely, Mr. R.C. Gaur, Dr. Gautam Singh and Mr. Udai 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. No meeting of the Remuneration Committee was held during the period ended 31.03.2016.

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 01.04.15-31.03.16		
			Salary & Perquisites	Commission	Total
Mr. Anil K Singh	Managing Director	NIL	7,20,000	NIL	7,20,000
Mr. Udayan Singh	Whole-time 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 authorised to approve transfer of shares and also monitors other investor grievances. The details of the transfers are reported to the Board of Directors. The Meetings were held on monthly basis or as and when required, to consider matters placed before it.

Name	Nos. of Share Transfer committee Meetings	
	Held	Attended
Udayan Singh	3	1
A.K. Singh	3	3
U.B. Singh	3	3

**Committee for prevention of Sexual Harassment of Women at workplace:**

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
2014-15	12.6 km Barabanki Road, Chinhaat, Lucknow	30.09.2015	11.00 A.M.
01.10.13-31.03.14	12.6 km Barabanki Road, Chinhaat, Lucknow	30.09.2014	11.00 A.M.
01.04.13-30.09.13	12.6 km Barabanki Road, Chinhaat, Lucknow	30.10.2013	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. However, as required the Company made necessary arrangements of e-voting with NSDL on the occasion of the Annual General Meeting held on 30.09.2015.

**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 Hindustan or Sahara in Hindi, the vernacular newspaper. All material information about the Company is promptly uploaded online to the BSE's designated portal <http://listing.bseindia.com>, the Stock Exchange 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 27, 2016 at 11.00 a.m. 12.6 km Barabanki Road, Chinhaat, Lucknow-227 105
Financial Calendar: Results for the quarter ended on 30.06.16 Results for half year ending 30.09.16 Results for the quarter ending 31.12.16 Results for the Quarter ending 31.03.17	On 29.07.2016 (Actual) Last week of October, 2016 (Tentative) Last week of January, 2017 (Tentative) Last week of May, 2017 (Tentative)
Book closure Date	21.09.2016 to 27.09.2016 (both days Inclusive)
Dividend payment Date	N.A
Stock Exchange where the Company's shares are listed	Mumbai
Stock Code at BSE	517483
Demat ISIN Numbers in NSDL & CDSL for New Equity Shares of Re 1/- each	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, 4<sup>th</sup> Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai-400013, email: [info@nsdl.co.in](mailto:info@nsdl.co.in), website: [www.nsdl.com](http://www.nsdl.com) or Central Depository Services (India) Limited, Phiroze Jeejeebhoy Towers, 28<sup>th</sup> Floor, Dalal Street, Mumbai-400 023, email: [investors@cdsiindia.com](mailto:investors@cdsiindia.com), website: [www.cdslindia.com](http://www.cdslindia.com).



**Annual Report 2015-2016****Unclaimed Dividends:**

The Company has no unclaimed dividend.

**Market price data:**

Month	Open Price	High price	Low Price	Close Price	No. of shares
Apr'15	6.39	6.39	3.82	3.82	6791
May'15	3.75	3.75	3.23	3.23	30487
June'15	3.07	3.07	2.07	2.07	1411
July'15	1.97	1.97	1.48	1.48	62278
Aug'15	1.48	1.53	1.39	1.39	26849
Sept'15	1.37	1.37	1.10	1.20	8196
Oct'15	1.14	1.14	0.88	0.88	8187
Nov'15	0.84	0.88	0.74	0.88	13879
Dec'15	0.92	1.03	0.84	0.85	31791
Jan'16	0.81	0.81	0.74	0.74	4821
Feb'16	0.75	0.75	0.65	0.65	12033
Mar'16	0.62	0.62	0.60	0.60	5051

**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, 3<sup>rd</sup> Floor, 99, Madangir,  
Behind Local Shopping Centre,  
Nr. Dada Harsukhdas Mandir,  
New Delhi-110 062.  
Ph: 011-29961261  
E-mail: [beetalrta@gmail.com](mailto:beetalrta@gmail.com)

**Distribution Schedule as on March 31, 2016**

Share holding of nominal Value of Rs. 1/- held	Shareholders		Total Shares	% to Total Shares
	Number	% of Total		
1-5000	4809	96.24	3405920	19.6473
5001-10000	97	1.94	685495	4.0120
10001-50000	80	1.20	1204321	6.9472
50001-100000	15	0.30	1169224	6.7448
100001 & above	16	0.32	10960340	62.8487
Total	4997	100.00	17335300	100.0000

**Shareholding Pattern as on March 31, 2016**

Category	Nos. of Shares	% of Holding
Promoters	9147856	52.77
Mutual Funds & UTI	203200	1.17
Banks, Financial Institutions, Insurance Companies, Govt. Cos. etc.	680000	3.92
Private Corporate Bodies	734771	4.24
OCBs & NRIs	440124	2.54
Venture Capital		
Indian Public	6129549	35.36
Total	17335300	100.00

**LINAKS MICROELECTRONICS LIMITED****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, 2016, 75.24 percent (13043060 Shares) of the Company's total shares were held in dematerialised form while 24.76 percent (4292240 Shares) were held in physical form.

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

**Address for Correspondence:**

Linaks Microelectronics Ltd.

Phone : 0522-6549493

12.6 km. Barabanki Road,  
Chinhat, Lucknow-227 105.

Fax : 0522-2622061

Email: [linakspcb@yahoo.com](mailto:linakspcb@yahoo.com)

For &amp; on behalf of the Board of Directors

Place: Lucknow  
Date: 29.07.2016  
(U.B. Singh)  
Director  
(Anil K Singh)  
Managing Director

FORM NO. MGT 9  
EXTRACT OF ANNUAL RETURN  
As on financial year ended on 31.03.2016

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 & KM BARABANKI ROAD, CHINIAT 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 <sup>rd</sup> Floor, 99, Maaangir, Behind Ixxa Shopping Centre Nr. Dada Harsukhdas Marg, New Delhi-110 062.

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-2015]				No. of Shares held at the end of the year [As on 31-March-2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(i) Indian									
a) Individual: HUF	8209856	937800	9147656	52.77	8209856	937800	9147656	52.77	0
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	0	0	0	0	0	0	0	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any other	0	0	0	0	0	0	0	0	0
<b>Total share holding of Promoter (A)</b>	<b>8209856</b>	<b>937800</b>	<b>9147656</b>	<b>52.77</b>	<b>8209856</b>	<b>937800</b>	<b>9147656</b>	<b>52.77</b>	<b>0</b>
<b>B. Public Shareholding</b>									
1. Institutions									
a) Mutual Funds	0	203200	203200	1.17	0	203200	203200	1.17	0
b) Banks / FI	0	680000	680000	3.92	0	680000	680000	3.92	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
ii Others (specify):	0	0	0	0	0	0	0	0	0
<b>Sub-total (B)(1):-</b>	<b>0</b>	<b>883200</b>	<b>883200</b>	<b>5.09</b>	<b>0</b>	<b>883200</b>	<b>883200</b>	<b>5.09</b>	<b>0</b>
2. Non-Institutions									
a) Bodies Corp.	468230	350800	819030	4.72	383971	350800	734771	4.24	0.48
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	3827317	1706040	5533357	31.92	3919976	1684840	5604816	32.33	0.41
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	104948	0	104948	0.61	114749	0	114749	0.66	0.05
Non Resident Indians	1524	0	1524	0.01	4524	0	4524	0.03	0.02
Overseas Corporate Bodies	0	435600	435600	2.51	0	435600	435600	2.51	0
Foreign Nationals	0	0	0	0	0	0	0	0	0
Clearing Members	1	0	1	0	0	0	0	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
<b>Sub-total (B)(2):-</b>	<b>4812004</b>	<b>2492440</b>	<b>7304444</b>	<b>42.14</b>	<b>4833240</b>	<b>2471240</b>	<b>7304444</b>	<b>42.14</b>	<b>0</b>
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>4812004</b>	<b>3375640</b>	<b>8187644</b>	<b>47.23</b>	<b>4833204</b>	<b>3354440</b>	<b>8187644</b>	<b>47.23</b>	<b>0</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Grand Total (A+B+C)</b>	<b>13021860</b>	<b>4313440</b>	<b>17335300</b>	<b>100.00</b>	<b>13043060</b>	<b>4292240</b>	<b>17335300</b>	<b>100.00</b>	<b>0</b>



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	5425500	31.30	0	5425500	31.30	0	0
2	RAJESH P SINGH	133300	0.77	0	133300	0.77	0	0
3	RAJENDRA KUMAR MEHRA	7800	0.04	0	7800	0.04	0	0
4	SIDDHARTH SINGH	74800	0.43	0	74800	0.43	0	0
5	HIMANSHU MOHAN SINGH	10800	0.06	0	10800	0.06	0	0
6	MEENA SINGH	1420880	8.20	0	1420880	8.20	0	0
7	UDAYAN SINGH	102700	0.59	0	102700	0.59	0	0
8	BHANU PRATAP SINGH	80000	0.35	0	80000	0.35	0	0
9	USHA KIREN	75000	0.43	0	75000	0.43	0	0
10	SHOBHA SINGH	80000	0.46	0	80000	0.46	0	0
11	VIKRAM SINGH	83100	0.48	0	83100	0.48	0	0
12	ATUL KUMAR SINGH	93000	0.54	0	93000	0.54	0	0
13	VIJAY SINGH	103000	0.59	0	103000	0.59	0	0
14	SARLA SINGH	130260	0.75	0	130260	0.75	0	0
15	GAUTAM SINGH	132240	0.76	0	132240	0.76	0	0
16	HARSH SINGH	262500	1.52	0	262500	1.52	0	0
17	NAMITA SINGH	448300	2.59	0	448300	2.59	0	0
18	MANVI SINGH DEO	504476	2.91	0	504476	2.91	0	0
	<b>TOTAL</b>	<b>9147656</b>	<b>52.77</b>	<b>0</b>	<b>9147656</b>	<b>52.77</b>	<b>0</b>	<b>0</b>

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*	1029940	5.94		
	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			1819908	10.50

\* 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	7156120	41.26		
	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			7081320	40.85*

\*Slight reduction due to resignation of Sri Siddharth Singh from Directorship.

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
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
<b>Total (i+ii+iii)</b>	0	5,42,302	0	5,42,302
<b>Change In Indebtedness during the financial year</b>				
* Addition	0	0	0	0
* Reduction	0	5,25,000	0	5,25,000
<b>Net Change</b>	0	5,25,000	0	5,25,000
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	0	17,302	0	17,302
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	0	17,302	0	17,302

XI. **REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-**

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

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
		Anil Kumar Singh	Udayan Singh	---	---	
1	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Rs.7,20,000	Rs.4,80,000			Rs.12,00,000
	(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
	<b>Total (A)</b>	7,20,000	4,80,000	0	0	12,00,000
	<b>Ceiling as per the Act</b>	Minimum	Minimum	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 31.03.2016  
[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 31<sup>st</sup> March, 2016 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 31<sup>st</sup> March, 2016 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 Financial Officer and/or Company Secretary in view of heavy losses in the Company, in spite

etc. In the area of single sided PCBs we have some units that are now manufacturing flexible circuits.

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

#### Opportunities & Threats:

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

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

#### Risks and Concerns

The major risk the industry faces is of over dependence on one market segment and the industry in India. Linaks included has faced this prospect because many a times their fortunes have fluctuated with those of the telecommunication sector.

Then there is always the overriding concern of fast technological obsolescence which entails constant drain on resources at times impeding ones capability to service ones customers.

#### Overview

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

#### Financial performance

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

#### Resource & Liquidity

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

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

#### Outlook

The outlook is positive 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,

#### LINAKS MICROELECTRONICS LIMITED

considered for all employees according to their skills and abilities. The Company consistently seeks to recruit, develop and employ throughout the organisation suitably qualified, capable and experienced people irrespective of race, religion or sex. All decisions relating to employment practices are objective, free from bias and based solely upon work criteria and individual merit.

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

#### Cautionary Statement:

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

For & on behalf of the Board of Directors

Place: Lucknow  
Date: 29.07.2016

(U.B. Singh)  
Director

(Anil K. Singh)  
Managing Director

S.R. GUPTA & CO.  
Chartered Accountants

24/24-C, Karach, Khana,  
Kanpur. Ph: (0512) 2353032

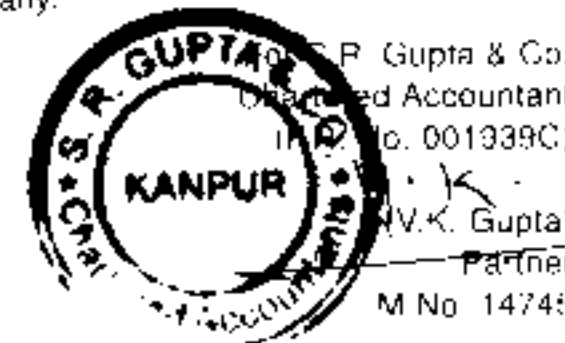
#### AUDITORS' CERTIFICATE

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 2016, as stipulated in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Regulations) read with Listing Agreement of the said Company with the Stock Exchange(s) of India. The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of 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 according to the explanation given to us, we certify that the Company has complied in all material respects with the conditions of corporate governance as stipulated in the Regulations.

We 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.

Place: Lucknow  
Date: 29.07.2016



S.R. GUPTA & Co.,  
Chartered Accountants

24/24-C, Karach, Khana,  
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, 2016, 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 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**

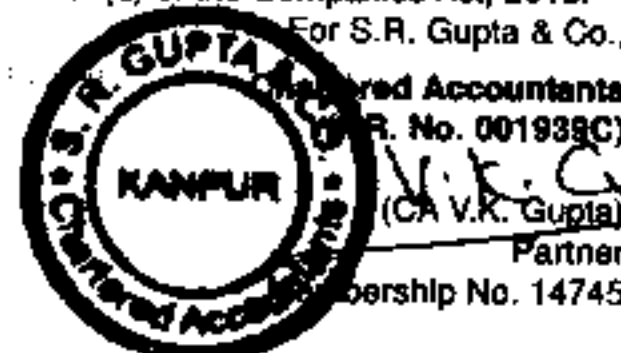
In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India.

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31<sup>st</sup> March, 2016;
- b) in the case of the Statement of Profit and Loss, of the loss for the year ended on that date.
- c) 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, 2016 ("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 the Order.
2. Further, to our comments referred to in paragraph (1) above, we refer note no. n(i) to (iii) of Notes to Accounts attached to and forming part of Balance Sheet.
3. As required by Section 143(3) of the Act, we report that:
  - a) 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;
  - b) 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.
  - c) 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.
  - d) 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;
  - e) on the basis of written representations received from the directors as on March 31, 2016, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, from being appointed as a director in terms of Section 164(2) of the Companies Act, 2013.

For S.R. Gupta & Co.,



Place: LUCKNOW.  
Date : 30.05.2016

S.R. GUPTA & CO.  
CHARTERED ACCOUNTANTS

24/24C KARACHI KI  
KAI  
MOB. 983907

The Annexure referred to in our report to the members of Linaks Microelectronics Ltd., for the year Ended on 31.03.2016. We report the

S. No.	Particulars	Auditors' Reply
(i)	(a) whether the company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets; b) whether these fixed assets have been physically verified by the management at reasonable intervals; whether any material discrepancies were noticed on such verification and if so, whether the same have been properly dealt with in the books of account; c) whether the title deeds of immovable properties are held in the name of the company. If not, provide the details thereof;	Yes Yes. No material Discrepancies were found. Yes
(ii)	whether physical verification of inventory has been conducted at reasonable intervals by the management and whether any material discrepancies were noticed and if so, whether they have been properly dealt with in the books of account;	Yes
(iii)	whether the company has granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. If so, (a) whether the terms and conditions of the grant of such loans are not prejudicial to the company's interest; (b) whether the schedule of repayment of principal and payment of interest has been stipulated and whether the repayments or receipts are regular; (c) if the amount is overdue, state the total amount overdue for more than ninety days, and whether reasonable steps have been taken by the company for recovery of the principal and interest;	No loan is granted NA NA
(iv)	In respect of loans, investments, guarantees, and security whether provisions of section 185 and 186 of the Companies Act, 2013 have been complied with. If not, provide the details thereof.	NA
(v)	In case, the company has accepted deposits, whether the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed thereunder, where applicable, have been complied with? If not, the nature of such contraventions be stated; if an order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal, whether the same has been complied with or not?	NA
(vi)	whether maintenance of cost records has been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 and whether such accounts and records have been so made and maintained.	NA
(vii)	(a) whether the company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities and if not, the extent of the arrears of outstanding statutory dues as on the last day of the financial year concerned for a period of more than six months from the date they became payable, shall be indicated; (b) where dues of income tax or sales tax or service tax or duty of customs or duty of excise or value added tax have not been deposited on account of any dispute, then the amounts involved and the forum where dispute is pending shall be mentioned. (A mere representation to the concerned Department shall not be treated as a dispute).	YES As per Notes on Account point No. q.
(viii)	whether the company has defaulted in repayment of loans or borrowing to a financial institution, bank, Government or dues to debenture holders? If yes, the period and the amount of default to be reported (in case of defaults to banks, financial institutions, and Government, lender wise details to be provided).	NO
(ix)	whether moneys raised by way of initial public offer	NA

or further public offer (including debt instruments) and term loans were applied for the purposes for which those are raised. If not, the details together with delays or default and subsequent rectification, if any, as may be applicable, be reported;

(x) whether any fraud by the company or any fraud on the NO Company by its officers or employees has been noticed or reported during the year; if yes, the nature and the amount involved is to be indicated;

(xi) whether managerial remuneration has been paid or YES provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act? If not, state the amount involved and steps taken by the company for securing refund of the same;

(xii) whether the Nidhi Company has complied with the Net NA Owned Funds to Deposits in the ratio of 1: 20 to meet out the liability and whether the Nidhi Company is maintaining ten per cent unencumbered term deposits as specified in the Nidhi Rules, 2014 to meet out the liability;

(xiii) whether all transactions with the related parties are in YES compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards;

(xiv) whether the company has made any preferential NA allotment or private placement of shares or fully or partly convertible debentures during the year under review and if so, as to whether the requirement of section 42 of the Companies Act, 2013 have been complied with and the amount raised have been used for the purposes for which the funds were raised. If not, provide the details in respect of the amount involved and nature of non-compliance;

(xv) whether the company has entered into any non-cash NO transactions with directors or persons connected with him and if so, whether the provisions of section 192 of Companies Act, 2013 have been complied with;

(xvi) whether the company is required to be registered NO under section 45-IA of the Reserve Bank of India Act, 1934 and if so, whether the registration has been obtained.



For S.R GUPTA & Co.  
Chartered Accountants  
Registration number: 00193/C  
Partner Membership number: 14745

Place: LUCKNOW  
Date: 30.05.2016

H.O 54D STRACHY ROAD, CHINHAT, ALLAHABAD MOB - 0532-2260040

**Linaks Micro Electronics Limited**  
12.6 K M Barabanki Road , Chinhat, Lucknow  
Balance Sheet as at 31.03.2016

PARTICULARS	NOTE	As at 31st March 2016		As at 31st March 2015	
		Rupees	Rupees	Rupees	Rupees
<b>EQUITIES AND LIABILITIES</b>					
Share Holder's Funds					
a) Share Capital	1	49535300.00		49535300.00	
b) Reserves & Surplus	2	-216852728.47		-207986737.04	
			-167317428.47		-158451437.04
<b>(3) Non-Current Liabilities</b>					
(a) Long-term borrowings		0.00		0.00	
(b) Other Long term liabilities	4	233074275.11		228052676.96	
(c) Long term provisions	5	220550.00	233294825.11	102009.08	228154686.04
<b>Current Liabilities</b>					
a) Short Term Borrowings	6	17301.97		542301.97	
b) Other Current Liabilities	7	21662.00		5643.00	
c) Short Term provisions	8	0.00	38963.97	0.00	547944.97
			66016360.61		70251193.97
<b>ASSETS</b>					
<b>Non Current Assets</b>					
a) Fixed Assets					
I) Tangible Assets	9	46295060.65	46295060.65	41201397.00	41201397.00
II) Intangible Assets		0.00		0.00	
<b>Current Assets</b>					
a) Inventories	10	2938716.96		8809026.04	
b) Trade Receivables	11	59578.00		1588409.07	
c) Cash & Bank Balances	12	14461402.38		16054122.81	
d) Short Term Loans & Advances	13	2261602.62	19721299.96	2598238.57	29049796.49
			66016360.61		70251193.97

Significant Accounting Policies  
Notes on Financial Statements  
Note: The notes referred to above form an integral part of the Balance Sheet.

As per our separate report of even date.

For S.R. GUPTA & CO.,  
Chartered Accountants  
V.K. Gupta  
(CA V.K. GUPTA)  
PARTNER



(A.K. SINGH)  
Managing Director

For and on behalf of the Board of Directors

(U.B. Singh)  
Director

Lucknow  
Dated : 30.05.2016



**Linaks Micro Electronics Limited**  
12.6 K M Barabanki Road , Chinhat, Lucknow

Statement of Profit and Loss for the year ending on 31.03.2016

As at 31 March 2016

As at 31 March 2015

PARTICULARS	NOTE	CURRENT YEAR		PREVIOUS YEAR	
		Rupees	Rupees	Rupees	Rupees
<b>Income</b>					
i. Revenue from operations	14		444299		97474.15
ii. Other income	15		1377091.66		2210122.91
iii. Total Revenue(i+ii)			1821390.66		2307597.06
<b>Expenditure</b>					
Cost of material Consumed	18		1781105.00		61000.00
Changes in inventories of Finished goods and work in process	17		4723446.00		-72550.00
Employee Benefit Expenses	18		1736061.29		108759.81
Finance Costs	19		0		0
Depreciation and Amortisation Expenses	20		3106765.49		5460157.15
Other Expenses	21		9273817.60		9345671.16
iv. Total Expenses			20621195.38		14903038.12
Profit before exceptional and extraordinary items and tax			-18799804.72		-12595441.06
Exceptional Items			0		0
Profit before extraordinary items and tax			-18799804.72		-12595441.06
Extraordinary Items			9933813.29		0
Profit before Tax			-8865991.43		-12595441.06
Tax Expenses					
Current Tax			0		0
Deferred Tax			0		0
Profit/ Loss for the period from continuing operations.			-8865991.43		-12595441.06
Profit/(loss) from discontinuing operations			0		0
Tax expenses of discontinuing operations			0		0
Profit/(loss) from discontinuing operations after tax			0		0
Profit/(loss)for the period			-8865991.43		-12595441.06
Earning per equity Share					
(i) Basic			0		0
(ii) Diluted			0		0

Significant Accounting Policies

Notes on Account

The notes referred to above form an integral part of the statement of Profit &amp; Loss..

As per our separate report of even date.

For. S.R. GUPTA & CO.,  
Chartered AccountantsV.K. Gupta  
(S.R. GUPTA)  
PARTNERLucknow  
Dated : 30.05.2016A.K. Singh  
(A.K. SINGH)  
Managing Director

For and on behalf of the Board of Directors

U.B. Singh  
(U.B. Singh)  
Director



**Linaks Micro Electronics Limited**  
12.6 K M Barabanki Road , Chinhat, Lucknow.

PARTICULARS	As at 31st March 2016		As at 31st March 2015	
	Numbers	Rupees	Numbers	Rupees
<b>Note 1</b> Share Capital Authorised				
Optionally Convertible Preference Share of Re.10/-each	4000000	40000000	4000000	40000000
Equity Shares of Re. 1/- each (prev.yr Re 1 each)	50000000	50000000	50000000	50000000
<b>Issued</b>				
Optionally Conv ertible Preference Share of Re.10/-each	3220000	32200000	3220000	32200000
Equity Shares of Re.1/- each (prev.yr Re 1 each)	14074000	14074000	14074000	14074000
Equity Shares of Re.1/- each Issued as fully paid up pursuant to a contract without payment being received in cash (prev.yr Re 1 each)	336600	336600	336600	336600
Equity Shares of Re.1/- each Issued as fully paid up Bonus Shares (prev.yr Re 1 each)	2924700	2924700	2924700	2924700
<b>Subscribed &amp; Paid up</b>				
Optionally Convertible Preference Share of Re.10/-each	3220000	32200000	3220000	32200000
Equity Shares of Re.1/- each (prev.yr Re 1each)	14074000	14074000	14074000	14074000
Equity Shares of Re.1/- each Issued as fully paid up pursuant to a contract without payment being received in cash (prev.yr Re 1each)	336600	336600	336600	336600
Equity Shares of Re.1/- each Issued as fully paid up Bonus Shares (prev.yr Re 1 each)	2924700	2924700	2924700	2924700
<b>Total</b>	<b>20555300</b>	<b>49535300</b>	<b>20555300</b>	<b>49535300</b>
<b>1.1</b> Particulars of shareholders holding more than 5% of the total equity share capital				
Name of the Holder	No. of shares held	% to total paid up capital	No. of shares held	% to total paid up capital
A. ANIL KUMAR SINGH	5425500	31.30	5425500	31.30
B. MEENA SINGH	1420880	8.20	1420880	8.20

**Linaks Micro Electronics Limited**  
12.6 K M Barabanki Road , Chinhat, Lucknow.

<b>Note 2</b>	As at 31st March 2016	As at 31st March 2015	<b>Note 9</b>	As at 31st March 2016	As at 31st 2015
<b>Reserves &amp; Surplus</b>			<b>Inventories</b>		
a. Capital Reserves			a. Raw Materials and components (Valued at Landed cost)	693004.38	8790
Opening Balance	31049000.00	31049000.00	Total	<b>693004.38</b>	<b>8790</b>
(+/-) Current Year Transfer			b. Work-in-progress (Valued at Input plus cost of conversion charges)	24600.00	332805
(-) Written Back in Current Year		0.00	Total	<b>24600.00</b>	<b>332805</b>
Closing Balance	31049000.00	31049000.00	c. Finished goods (Valued at Cost or net realisable value)	0.00	141999
b. Securities Premium Account			Total	<b>0.00</b>	<b>141999</b>
Opening Balance	19277077.32	19277077.32	d. Stock-in-trade (Valued at cost)	0.00	-
Add : Securities premium credited on Share Issue			Total	<b>0.00</b>	<b>-</b>
Less : Premium Utilised for various reasons		0.00	e. Stores and spares (Valued at cost)	0.00	960805
Premium on Redemption of Debentures			Total	<b>0.00</b>	<b>960805</b>
For Issuing Bonus Shares			f. Loose Tools (Valued at cost)	0.00	0
Closing Balance	19277077.32	19277077.32	Total	<b>0.00</b>	<b>0</b>
c. Surplus			g. Others (Specify nature)		
Opening balance	-258312814.36	-232961633.04	Land ( valued at cost)	2221112.58	2221112.
(+/-) Net Profit/(Net Loss) For the current year	-8865991.43	-12595441.06	Total	<b>2221112.58</b>	<b>2221112.</b>
(+/-) Transfer from Reserves			Total	<b>2938716.96</b>	<b>8809026.1</b>
(-) Proposed Dividends					
(-) Interim Dividends			<b>Note 10</b>		
(-) retained earning	0.00	-12755740.26	<b>Trade Receivables</b>		
(-) Transfer to Reserves-Reduction in Share Capital	0.00		a. Short term trade receivables		
Closing Balance	-267176805.79	-258312814.36	Secured, considered good	59578.00	1588409.0
Total	<b>-216852728.47</b>	<b>-207966737.04</b>	Unsecured, considered good		
			Doubtful		
			Less: Provision for doubtful debts	0.00	0.00
			Total	<b>59578.00</b>	<b>1588409.07</b>
<b>Note 3</b>			<b>Note 11</b>		
<b>Other Long Term Liabilities</b>			<b>Cash &amp; Cash Equivalents</b>		
(a) Trade Payables	2683035.11	12837580.40	Cash in hand	809848.55	576076.82
(b) Others	230391240.00	215215096.56	Bank Accounts	869600.82	2425930.60
Total	<b>233074275.11</b>	<b>228052676.96</b>	FDR With Bank	12981953.01	13052115.39
<b>Note 4</b>			Total	<b>14461402.38</b>	<b>16054122.81</b>
<b>Long Term Provisions</b>			<b>Note 12</b>		
(a) Provision for employee benefits	220550.00	102009.08	<b>Other Current Assets</b>		
Superannuation (unfunded)			Security Deposits	100000.00	100000.00
Gratuity (unfunded)			PLA Advance	66.00	66.00
Leave Encashment (unfunded)			Stores and Spares	1496287.00	1496287.00
ESOP / ESOS			Vat On Capital goods	229223.10	32642.10
(b) Others (Specify nature)	0.00		Loans & Advances	181000.00	843766.00
Duty & taxes			Pre Paid Expenses	53697.00	59410.00
Total	<b>220550.00</b>	<b>102009.08</b>	Vat On raw Material	12661.55	14941.54
<b>Note 5</b>			T D S 2014-15	186687.97	51145.93
<b>Short Term Borrowings</b>			Total	<b>2261602.62</b>	<b>2598238.57</b>
Unsecured			<b>Note 13</b>		
(a) Loans repayable on demand from banks from other parties - Director (of the above, NIL is guaranteed by Directors and / or others)	17301.97	542301.97	<b>Revenue from operations</b>	444299.00	97474.15
(b) Loans and advances from related parties (of the above, NIL is guaranteed by Directors and / or others)	0.00	0.00	Total	<b>444299.00</b>	<b>97474.15</b>
Total	17301.97	542301.97	<b>Note 14</b>		
<b>Note 6</b>			<b>Other Income</b>		
<b>Other Current Liabilities</b>			Interest Received	1377091.66	511457.32
TDS Payable	21662.00	5643	Accounts written off	0.00	27355.59
Total	<b>21662.00</b>	<b>5643</b>	Accounts written off	0.00	1671310.00
<b>Note 7</b>			Total	<b>1377091.66</b>	<b>2210122.91</b>
<b>Salary &amp; Reimbursements</b>	0.00	0			
Total	<b>0.00</b>	<b>0</b>			

	GROSS BLOCK						DEPRECIATION				NET BLOCK	
	Balance as at 31 March 2015	Additions/ (Disposals)	Acquired through business combinations	Revaluations (Impairments)	Balance as at 31 March 2016	Accumulated Up to 31.03.2015	Depreciation charged for the year	Adjustment due to revaluations	On disposals	Balance as at 31.03.2016	Balance as at 31 March 2015	Balance as at 31 March 2016
	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹
<b>a</b>												
Tangible Assets												
Buildings	17467250.85	24927892.79			42395143.64	17467250.85	394691.64		394691.64	17861942.49	0.00	24533201.15
Car		1754729.44			1754729.44		69458.04		69458.04	69458.04	0.00	1685271.40
Plant and Equipment	151289843.39	11467388.80			162757232.19	139129477.54	2599677.47	2685908.52	5285585.99	144415063.53	12160465.85	18342168.66
Assets under lease					0.00				0.00	0.00	0.00	0.00
Furniture and Fixtures	1478579.76	4615.00			1475194.76	1397050.78	219.21		219.21	1397269.99	73528.98	77924.77
Assets under lease					0.00				0.00	0.00	0.00	0.00
Vehicles					0.00				0.00	0.00	0.00	0.00
Assets under lease					0.00				0.00	0.00	0.00	0.00
Office equipment	3562665.62	197025.00			3759690.62	3349637.17	42719.13	13880.65	56599.78	3406236.95	213028.45	353453.67
Assets under lease									0.00	0.00	0.00	0.00
Others (specify nature)							0.00		0.00	0.00	0.00	0.00
<b>Total</b>	173790339.62	38351651.03	0.00	0.00	212141990.65	161343416.34	3106765.49	0.00	3106765.49	167149971.00	12447023.28	44992019.65
<b>b</b>												
Capital Work in Progress	28754374.12	1303041.00			30057415.12						28754374.12	1303041.00
<b>Total</b>	202544713.74	39654692.03	0.00	0.00	242199405.77	161343416.34	3106765.49	21355103.30	0.00	161343416.34	41201397.40	46295060.65

**Linaks Micro Electronics Limited**  
12.6 K M Barabanki Road , Chinhat, Lucknow.

**Note 15**

Cost of material Consumed	As at 31st March 2016	As at 31st March 2015
Opening Stock	1839867.46	1514355.00
Purchases	634241.92	386512.46
Total WIP+Finished Goods	2474109.38	1900867.46
Less Consumed	1781105.00	61000.00
Closing Balance	693004.38	1839867.46

Building Written off Round Off	0.00	76993
Internal Auditees	18.62	
Electric Expenses	34350.00	3371
Telephone Expenses	352607.00	841
Travelling Expenses	74566.00	4331
Watch & Wards	302044.18	711
Subscription & Membership Fees	41262.00	
TOTAL	0.00	300
	9273817.60	934567

**Note 16**

**Changes in Inventories of Finished goods, Stock in trade and Stock in Process**

	As at 31.03.16	As at 31.03.15
Opening Balance		
WIP	3328050.00	3266000.00
Finished Goods	1419996.00	1409496.00
Total WIP+Finished Goods	4748046.00	4675496.00
Closing Balance		
WIP	24600.00	3328050.00
Finished Goods	0.00	1419996.00
Total	24600.00	4748046.00
Change in Inventory	4723446.00	-72550.00

**Note 17**

**Employee benefit expense**

Employer cont. FPF	79419.00	0.00
Employer cont. ESI	38826.00	0.00
Employer cont. PF	31497.00	0.00
Salary & Wages	1585319.29	108759.81
Staff welfare exp	0.00	0.00
<b>Total</b>	<b>1736061.29</b>	<b>108759.81</b>

**Note 18**

**Finance Costs**

Interest	0.00	0.00
Total Fin. Cost	0.00	0.00

**Note 19**

**Depreciation and Amortisation Expenses**

Depreciation	3106765.49	5460157.15
<b>Total</b>	<b>3106765.49</b>	<b>5460157.15</b>

**Note 20**

**Other Expenses**

Expenditure in connection with OTS	0.00	149237.17
staff welfare exp.	41559.00	21604.00
Audit Fee	28625.00	28090.00
Bank Charges	38937.97	10640.10
Advertisement Exp.	141474.17	92606.51
Conveyance Expenses	96458.00	53751.00
Courier Expenses	4132.00	1618.00
Diesel Expenses	25925.00	28541.00
Discount	0.00	403.86
Insurance Charges	67440.00	14997.00
interest on PF	0.00	355201.00
Journal Books & Periodicals	40.00	10714.00
Legal Expenses	505523.00	591006.00
Freight & cartage	52004.00	9804.00
Misc Expenses	65586.00	37315.00
Postage & Telephone Exp.	86991.00	19119.00
Printing & Stationery	102738.50	101936.04
Rate & Taxes	10000.00	1000.00
Repairs & Maintenance ( D G Set)	285215.00	2290.00
Amt writton Off	1811386.91	0.00
Assets Writton Off	2699889.25	0.00
Travelling Expenses foreign	810206.00	0.00
Fax Charges	70.00	0.00
Insurance Charges Car	53589.00	0.00
Rent Factory	182200.00	0.00
Repairs & Maintenance (Computer)	13100.00	0.00
Salary To Director	1200000.00	0.00
Repairs & Maintenance	165800.00	20744.00

**CASH FLOW STATEMENT FOR 2015-2016**

**A. CASH FLOW OPERATING ACTIVITIES:**

	As at 31.03.16 (Rs. In lacs)	As at 31.03.15 (Rs. In lacs)
Net profit before tax and extraordinary items	-201.77	-148
<b>Items Adjustment for:</b>		
1. Depreciation	31.07	54
2. Assets written off	27.00	78
3. Foreign Exchange		
4. Investments		
5. Interest/Dividend		
Change adjustment for before working capital	-143.7	-16.1
1. Trade and other receivables	18.65	-25.7
2. Inventories	58.7	-3.8
3. Trade and other payables	1.35	0.0
Cash generated from operations	-65.00	
Interest Received	13.77	22
Direct taxes paid		
<b>CASH FLOW BEFORE EXTRAORDINARY ITEM:</b>	<b>-51.23</b>	<b>-24.0</b>
1. Extra ordinary items( creditors written off)	99.34	
Decrease in Share capital		
Increase in reserves		
2. Expenses pertaining to previous year		
3. Net Cash from operating activities	99.34	
<b>B. CASH FROM INVESTMENT ACTIVITIES</b>		
Purchase of fixed assets	-109	-144.38
Net Cash used in investing activities		
Total	-109.00	-168.40
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from Unsecured Loans	50.21	295.72
Repayment of finance/lease liabilities	-5.25	
Increase in Cash credit borrowings		
Waiver of loans		
Payment of unsecured Loans		
<b>NET CASH USED IN FINANCING ACTIVITIES</b>	<b>44.96</b>	<b>295.72</b>
Net increase in cash and cash equivalent	-15.93	127.32
Cash and cash Equivalents as at-1.04.15		33.22
(Opening Balance)	160.54	
Cash and cash Equivalents as at 31.03.16	144.61	160.54
Closing Balance		

PLACE : Lucknow                      U.B. Singh                      ANIL K. SINGH  
Date : 30.05.2016                      DIRECTOR                      Managing Director

**AUDITORS' REPORT**

We have checked the attached cash flow statement of Linaks Microelectronics Ltd. for the year ended March 31, 2016 from the books & records maintained by the company in the ordinary course of business and have found in accordance therewith.

For S.R. GUPTA & CO.  
(Chartered Accountants)

*V.K. Gupta*  
V.K. GUPTA  
(Partner)

Place: Lucknow  
Date : 30.5.2016



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:**
  - i. Raw Material, stores and spares are valued at landed cost.
  - ii. Work in progress is valued at the cost of inputs plus part of conversion charges as applicable.
  - iii. Finished Goods are valued at lower of cost or net realisable value. Excise duty on finished goods at factory is accounted for as and when the materials are cleared.
- f. **EXCISE DUTY:**  
Excise duty deposited in PLA and excise duty payable is shown in the Books of Account. Purchases, Sales, Raw material Stock and Work in Progress are inclusive of excise duty. Excise duty on finished goods stock is not provided, since it belongs to goods manufactured for Hindustan Aeronautics Ltd., which has got exemption from Excise.
- g. **FOREIGN EXCHANGE TRANSACTIONS:**  
There is no foreign currency income during the year.  
There are following foreign currency expenditure/ out go during the year:  
Purchase of Machine & Machine parts ; Rs. 10.40 Lac ( Prev. Year Rs. 2.61)  
Advances for purchase of Machine/Machine parts Nil  
Travelling Rs. 8.10 (Pre. Year Rs.6.17)
- h. **Sales**
  - i. Sales include Excise Duty Wherever applicable.
  - ii. Debit note received from parties for rejection of goods are accounted for after these rejected goods are declared to be beyond rectification.

NOTES ON ACCOUNTS

- i. **TAXATION:**  
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:

	2015-2016	2014-15
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)	-88.66	-125.95
- k. **Segment Information:**  
The company has only one product- Printed Circuit Board.
- l. **Related Party Disclosure**
  - 1. Other related Parties with whom transactions have taken place - Nil
  - 2. Directors:

Name	Designation
Shri Anil Kumar Singh	Managing Director
Shri Udayan Singh,	Whole time Director
Dr. Gautam Singh	
Shri U B Singh	
Shri R. C. Gaur	
Smt Meena Singh	
- m. **LIQUIDATED DAMAGES:**  
Liquidated Damages on late deliveries are accounted for only when they are finally not recoverable inspite of Company's best efforts.
- n.
  - i) 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.
  - ii) Necessary adjustment has been made to show the Fixed Assets as per AS10.
  - iii) Old and obsolete inventory has been written off since it has no realisable value.
- o. **CONTINGENT LIABILITIES:**
  - i. Estimated amount of contracts remaining to be executed on Account NIL. (Previous year NIL)
  - ii. Outstanding Letters of Credit Rs. NIL Lac (Previous year Rs. Nil Lac)
  - iii. Outstation Cheques purchased by bank but not cleared till the Balance Sheet Rs. Nil (Previous Year Rs. Nil Lac).
  - iv. Disputed demand for Rs.83.35 lac (Previous Year 83.35lacs) excluding Interest, for Sales Tax, is in appeal and pending before different authorities. Lucknow
- p. Dues towards SSIs for Rs 1 lac or more outstanding for more than 30 days are not ascertainable as the suppliers have not furnished their SSI registrations.

q. 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 75,369.00
3	1995-96	Rs 6,10,018.00	Rs 12,22,323.00
4	1996-97	Rs 3,82,600.00	Rs 1,01,628.90
5	1997-98	Rs 4,57,577.00	Rs 4,94,262.00
6	1998-00	Rs 92,025.00	Rs 87,811.00
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

Income Tax Order for the asst. Year shows a demand of Rs. Nil but assessing authority has not allowed current year loss for Rs. 47,81,259 plus carried forward depreciation and allowances. Matter is pending under appeal.

	2015-16	2014-15
	Rs. Lacs	Rs. Lacs
r. EXPENSES AND EARNING (In foreign Exchange)		
a) Values of Direct Imports (CIF)	Nil	Nil
Raw Material		
Machine Parts (including advance paid)	10.40	10.33
b) Expenditure in Foreign Currency		
Travelling Expenses	8.10	6.17
Other matters		
c) Earnings in Foreign exchanges (FOB)	Nil	Nil
Export		

	2015-16		2014-15	
	Qty	Rs. Lacs	Qty	Rs. Lacs
s. (a) CONSUMPTION OF RAW MATERIAL				
(i) Copper clad Laminates	268 sqmtrs	2.50	26.4 sqmtrs	0.32
(ii) Exit Entry Sheet	Nil	Nil	10.00	0.04
(iii) Liquid Chemicals	160 ltrs	0.25	53.00	0.18
(iv) Solid Chemicals	140 ltrs	0.40	31.00	0.07
(v) Others	Lot	0.28	-	0

	2015-16		2014-15	
	Rs. Lacs	Rs. Lacs	Rs. Lacs	Rs. Lacs
(b) RAW MATERIALS IMPORTED & INDIGENOUS				
Imported	0	0		
Indigenous	8.34	0.61		

	2015-16		2014-15	
	Qty.(sqm)	Rs. Lacs	Qty.(sqm)	Rs. Lacs
t. (a) OPENING & CLOSING STOCK OF FINISHED GOODS				
Opening Stock	328.00	14.20	327.00	14.09
Closing Stock	Nil	0.00	328.00	14.20
(b) SALES				
	2015-16	4.44	2014-15	0.97

	2015-16		2014-15	
	Installed Capacities	2015-16	Licensed Capacities	2014-15
u. DETAILS OF LICENSED & INSTALLED CAPACITIES AND PRODUCTION (In Sq Mtrs)				
(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)				
(ii) Actual Production				
Printed Circuit Boards		170.88 sq mtrs		18 sq mtrs

	2015-16		2014-15	
	2015-16	2014-15	2015-16	2014-15
v. PARTICULARS OF REMUNERATION OF DIRECTORS				
Salary	1200000	480000		
No other perquisites given to Directors				

	2015-16		2014-15	
	2015-16	2014-15	2015-16	2014-15
w. EXPENDITURE INCURRED ON EMPLOYEES				
(a) Employed throughout the year and drawing Rs.50,00,000 or more	Nil	Nil	Nil	Nil
(b) Employed for the part of year and drawing Rs.5,00,000 or more	Nil	Nil	Nil	Nil

	2015-16		2014-15	
	2015-16	2014-15	2015-16	2014-15
x. PAYMENTS MADE TO AUDITORS				
Audit fee	25000.00	25000.00		
Service tax @ 14% (pr. year 12.36%)	3625.00	3500.00		
Reimbursement	0	0		
out of pocket exp.	0	0		

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



V.K. Gupta  
Director

(Anil K. Singh)  
Managing Director

## LINA KS 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 Participants(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 [lnakspcb@yahoo.com](mailto:lnakspcb@yahoo.com) with a copy marked to [evoting@nsdl.co.in](mailto: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 Participants(s)] or requesting physical copy:**

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

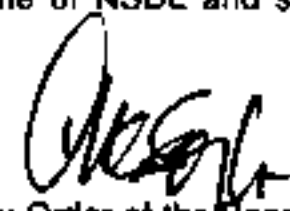
EVEN (E-voting Event Number) USER ID PASSWORD/PIN.

- (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.

Place: Lucknow  
Date : 29.07.2016

## 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](http://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 follo 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 Tuesday, 20<sup>th</sup> September, 2016, 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 Saturday, 24<sup>th</sup> September, 2016 and will end at 5.00 p.m. on Monday, 26<sup>th</sup> September, 2016. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 20<sup>th</sup> September, 2016, 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 20<sup>th</sup> September, 2016.
- 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. 20<sup>th</sup> September, 2016 may obtain the login ID and password by sending an email to [lnakspcb@yahoo.com](mailto:lnakspcb@yahoo.com) or [evoting@nsdl.co.in](mailto: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](http://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



Annual Report 2015-2016

LINAKS MICROELECTRONICS LIMITED



**LINAKS MICROELECTRONICS LTD**  
Regd. Off: 12.6 km Barabanki Road,  
Chinhat, Lucknow-227105  
CIN: L32101UP1986PLC007841

**31<sup>st</sup> Annual General Meeting  
ATTENDANCE SLIP**



I hereby record my presence at the 31<sup>st</sup> Annual General Meeting of the Linaks Micro Electronics Ltd., 12.6 KM Barabanki Road, Chinhat, Lucknow, on Tuesday, the 27<sup>th</sup> September, 2016.

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

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

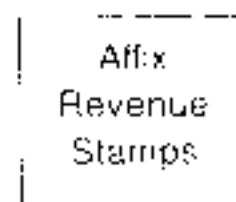
- Name: \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him,
- Name: \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him;
- Name: \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31<sup>st</sup> Annual General Meeting of the company, to be held on the 27<sup>th</sup> day of September, 2016 at 11.00 a.m. at Lucknow and at any adjournment thereof in respect of such resolutions as are indicated below

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, 2016		
2.	Re-appointment of Dr. Gautam Singh as Director		
3.	Re-appointment of Mr. Udayan Singh as Director		
4.	Ratification of appointment of M/s S. R. Gupta & Co., Chartered Accountants as Statutory Auditors & fixing their remuneration		

\* Applicable for investors holding shares in Electronic form

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2016



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.