



LINAKS MICROELECTRONICS LTD.  
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**CIN: L32101UP1986PLC007841**

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

**08.12.2020**

**Sub: Minutes of the 35<sup>th</sup> Annual General Meeting**

Sir,

We are pleased to enclose herewith copy of the Minutes of the proceedings of the 35<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> November, 2020.

Kindly take the same on your records.

**Thanking you,**

**Yours faithfully,  
For Linaks Microelectronics Ltd.**

**Priya Gupta  
Company Secretary and Compliance Officer**

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Minutes of the 35<sup>th</sup> Annual General Meeting of M/s Linaks Microelectronics Ltd. commenced at 11.30 a.m. and concluded till 12.30 p.m. held through video conferencing or other audio visual means (VC/OAVM) on Monday the 30<sup>th</sup> November, 2020

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## **PRESENT**

1. Sri Anil Kumar Singh - Managing Director/Member
2. Smt. Meena Singh - Director/Member
3. Sri R.C. Gaur - Director
4. Smt. Manvi Singh Deo - Member

And thirty three other members through VC/OAVM mode.

In the absence of Sri U.B. Singh, Chairman, Sri Anil Kumar Singh was unanimously elected as Chairman of the Meeting, whereupon he occupied the Chair.

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

The Chairman explained that in view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (MCA) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as 'MCA Circulars') permitted the holding of the AGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars and the relevant provisions of the Companies Act, 2013 (Act) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') the AGM of the Company is being held through VC/OAVM.

The notice convening the meeting was read by Ms. Priya Gupta, Company Secretary and Compliance Officer.

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

As requested by the Auditors, they were granted exemption from attending the meeting and with the consent of the members present in the meeting, the audited annual accounts of the Company for the year ended 31.3.2020 alongwith Auditors' and the Directors' Report were taken as read. The Chairman then invited the comments on the aforesaid annual accounts of the Company but no comments were offered.

## **E-Voting and Poll Results**

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and the revised Clause 35B of the Listing Agreement, the Company had provided E-voting facility to all Members holding shares of the Company as on the cut-off date i.e. 23<sup>rd</sup> November, 2020 to enable them to cast their votes in respect of the resolutions contained in the Notice of the Meeting.

The Company made arrangements with National Securities Depository Limited (NSDL), who provided the portal for e-voting. The remote e-voting period opened for 3 (three) days i.e. from 9.00 a.m. on 27<sup>th</sup> November, 2020 to 5.00 p.m. on 29<sup>th</sup> November, 2020. The Company has appointed Ms. Divya Matah, Practicing Company Secretary, Lucknow as Scrutinizer for carrying out E-voting in a fair and transparent manner.

In the AGM held on Monday, the 30<sup>th</sup> November, 2020, the Chairman proposed to facilitate those members present at the AGM, who had not cast their vote earlier by remote E-voting and instead preferred to vote by evoting in respect of items of business as set out in the notice of the Meeting.

However, the Company had also appointed Ms. Divya Matah, Practicing Company Secretary, Lucknow as Scrutinizer for conducting the Poll by way of Ballot Papers.

The Chairman hereby declare the results of voting on 30<sup>th</sup> of November, 2020 on the basis of the combined report of voting (i.e. Remote E-voting) dated 07.12.2020 submitted by Ms. Divya Matah, Scrutinizer as well as E-voting at AGM. The results of the voting are as follows:

**Item No: 1,**

**To receive, consider and adopt the Audited Balance Sheet as at 31st March 2020, the Statement of Profit and Loss for the year ended on that date and the Reports of the Directors and Auditors thereon. (Ordinary Resolution)**

Proposed by: Mr. Anil Kumar Singh

Seconded by: Mrs. Meena Singh

The ordinary resolution set out at item no. 1 of the notice pertaining to the adoption of annual accounts along with annexure, proposed and seconded by the aforementioned shareholders and taken up for consideration with the consent of the Members present:.

“RESOLVED THAT the audited Balance Sheet, Statement of Profit & Loss and Cash Flow Statement along with the notes forming part of the audited financial statements for the financial year ended 31st March 2020 along with the Auditors’ Report and the Directors’ Report thereon for the financial year ended 31st March 2020, be and are hereby received, considered and adopted.”

<b>ORDINARY BUSINESS:</b>					
<b>Particulars</b>	<b>Number of Votes Contained in</b>			<b>TOTAL</b>	<b>Percentage</b>
	<b>Remote E votes</b>	<b>Poll through physical Ballots at AGM</b>	<b>Voting at AGM</b>		
Assent	1426900	0	5942776	7369676	100%
Dissent	0	0	0	0	0
Invalid	0	0	0	0	0
Total	1426900	0	5942776	7369676	100%

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

**Item No. 2:**

**To appoint a director in place of Sri Anil Kumar Singh (DIN 00225518), who retires by rotation and being eligible offers herself for re-appointment. (Ordinary Resolution)**

Proposed by: Mrs. Meena Singh

Seconded by: Mrs. Manvi Singh Deo

The ordinary resolution set out at item no. 2 of the notice pertaining to the appointment of Sri Anil Kumar Singh (DIN 00225518), who retires by rotation and being eligible offers himself for re-appointment, proposed and seconded by the aforementioned shareholders and taken up for consideration with the consent of the Members present.

“RESOLVED THAT, Sri Anil Kumar Singh (DIN 00225518) who retires by rotation under Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred as ‘the Act’) and the Rules made thereunder read with the Articles of Association of the Company, at the conclusion of 35th Annual General Meeting of the members of the Company, and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director on the Board of the Company, whose period of office shall be liable to retire by rotation.”

Particulars	Number of Votes Contained in			TOTAL	Percentage
	Remote E votes	Poll through physical Ballots at AGM	Voting at AGM		
Assent	1426900	0	5942776	7369676	100%
Dissent	0	0	0	0	0
Invalid	0	0	0	0	0
Total	1426900	0	5942776	7369676	100%

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

**Item No. 3:**

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

Proposed by: Mr. Anil Kumar Singh

Seconded by: Mrs. Meena Singh

The ordinary resolution set at item no. 3 of the notice pertaining for ratification of appointment of Auditor and fixing their remuneration, proposed and seconded by the aforementioned shareholders and taken up for consideration with the consent of the Members present.

**“RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the members of the company do hereby ratify the appointment of M/s. Jaiswal Singh & Associates, Kanpur, Chartered Accountants (Firm Registration No 011049C), as the Statutory Auditors of the Company for remaining term, from the conclusion of 35th Annual general meeting of the Company till the conclusion of 37th Annual general meeting of the Company, on such remuneration plus Goods and service tax, out-of pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the said Auditors.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.”

Particulars	Number of Votes Contained in			TOTAL	Percentage
	Remote E votes	Poll through physical Ballots at AGM	Voting at AGM		
Assent	1426900	0	5942776	7369676	100%
Dissent	0	0	0	0	0
Invalid	0	0	0	0	0
Total	1426900	0	5942776	7369676	100%

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

**Item No. 4:**

**To appoint Sri Anil Kumar Singh (DIN 00225518) one of Promoter/Director, as Managing Director of the Company with effect from December 01, 2020 for a period of five years (Special Resolution).**

Proposed by: Mrs. Meena Singh  
 Seconded by: Mrs. Manvi Singh Deo

The special resolution set at item no. 4 of the notice pertaining to approval of appointment of Sri Anil Kumar Singh (DIN 00225518) as Managing Director of the Company with effect from December 01, 2020 for a period of five years, proposed and seconded by the aforementioned shareholders and taken up for consideration with the consent of the Members present.

“RESOLVED THAT, notwithstanding his completion of seventy years of age, pursuant to the section 196 of the Companies Act, 2013 and other applicable provisions of the Act and Articles of Association of the Company, Sri Anil Kumar Singh (DIN 00225518), one of Promoter/Director, be and is hereby appointed as Managing Director of the Company under section 196 of the Companies Act, 2013 with effect from December 01, 2020 for a period of five years.

FURTHER RESOLVED THAT Sri Anil Kumar Singh, Managing Director of the company be paid such remuneration by way of minimum remuneration or allowed such perquisites as may be approved by the Remuneration Committee and the Board as and when deemed fit and proper in accordance with the provisions of Sections 198 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

Particulars	Number of Votes Contained in			TOTAL	Percentage
	Remote E votes	Poll through physical Ballots at AGM	Voting at AGM		
Assent	1426900	0	5942776	7369676	100%
Dissent	0	0	0	0	0
Invalid	0	0	0	0	0
Total	1426900	0	5942776	7369676	100%

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

**Item No. 5:**

**To approve the appointment of Mr. Ram Chandra Gaur (DIN: 02317264) as the Non- Executive and Independent Director of the Company (Special Resolution).**

Proposed by: Mr. Anil Kumar Singh  
 Seconded by: Mrs. Meena Singh

The special resolution set at item no. 5 of the notice pertaining to approval of appointment of Mr. Ram Chandra Gaur (DIN: 02317264) as the Non- Executive and Independent Director of the Company, proposed and seconded by the aforementioned shareholders and taken up for consideration with the consent of the Members present.

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 including any statutory modification(s) or reenactment thereof for the time being in force and Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement, amended up to the date, Mr. Ram Chandra Gaur (DIN: 02317264), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who

was appointed as an Independent Director at the AGM held on 30.09.2015 till the conclusion of the 35th AGM, be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation, to hold office, for five consecutive years for a term up to the conclusion of the 40th Annual General Meeting of the Company in the Calendar Year 2025.”

Particulars	Number of Votes Contained in			TOTAL	Percentage
	Remote E votes	Poll through physical Ballots at AGM	Voting at AGM		
Assent	1426900	0	5942776	7369676	100%
Dissent	0	0	0	0	0
Invalid	0	0	0	0	0
Total	1426900	0	5942776	7369676	100%
<b>The Chairman declared that the Special Resolution passed with requisite majority.</b>					

**Item No. 6:**

**To reclassify some of the shareholders of Promoter Group as Public shareholder.**

**(Ordinary Resolution)**

Proposed by: Mr. Anil Kumar Singh

Seconded by: Mrs. Meena Singh

The ordinary resolution set out at item no. 6 of the notice pertaining to the reclassification of some of the shareholders of Promoter Group as Public shareholder, proposed and seconded by the afore mentioned shareholders and taken up for consideration with the consent of the Members present.

“RESOLVED, in view of the requirement of Reg. 31(2) of SEBI (LODR) Regulations, 2015 for holding 100% of the promoters shares in dematerialized form and in view of 06 Shareholders holding 517400 equity shares of Re.1/- each (5.70% of total promoters/promoters group holding and 2.99% of total equity share capital of the Company) belonging to Promoters Group not cooperating to comply with the provisions of Reg. 31(2) of SEBI (LODR) Regulations, 2015, consent/approval of the Company be and is hereby accorded for reclassification of the Promoters/Promoters Group excluding the holding of the above shareholders and that the Board of Directors of the Company be and is hereby authorised to submit necessary application to Stock Exchange, Mumbai or any other appropriate authority for seeking the above approval.”

Particulars	Number of Votes Contained in			TOTAL	Percentage
	Remote E votes	Poll through physical Ballots at AGM	Voting at AGM		
Assent	1426900	0	5942776	7369676	100%
Dissent	0	0	0	0	0
Invalid	0	0	0	0	0
Total	1426900	0	5942776	7369676	100%
<b>The Chairman declared that the Ordinary Resolution passed with requisite majority.</b>					

There being no other business, the meeting ended at 12.30 p.m. with a Vote of Thanks to the Chair.

Place: LUCKNOW

Date: 08.12.2020

(Anil Kumar Singh)

Chairman