

XXXIV



*Annual
Report*

2018-2019

Linaks Microelectronics Limited



LINAKS MICROELECTRONICS LTD.

(CIN: L32101UP1986PLC007841)

Regd. Office:

12.6 Km. Barabanki Road, Chinhath,

Lucknow-227 105.

BOARD OF DIRECTORS

Mr. Anil K Singh (DIN:00225518)	-Managing Director
Mr. U.B. Singh (DIN: 06650869)	- Independent Director
Mrs. Meena Singh (DIN: 02775239)	- Director
Mr. Ram Chandra Gaur (DIN: 02317264)	Independent Director
Mr. Jai Ram Singh (DIN : 08356669)	Independent Director

AUDITORS

Jaiswal Singh & Co.
(Chartered Accountants)

Secretarial Auditors

Divya Matah & Associates
(Practicing Company Secretaries)

Company Secretary

Ms. Deepti Bammi

Chief Financial Officer

Mr. Girish Chandra Jha

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.
Marathon Futurex, A-Wing, 25th Floor,
N.M. Joshi Marg, Lower Parel,
Mumbai - 400013
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.

**ANNUAL GENERAL MEETING NOTICE 2019**

Notice is hereby given that the 34th Annual General Meeting of M/S LINAKS MICROELECTRONICS LIMITED will be held at its Registered Office of the Company at 12.6 K.M., Barabanki Road, Chihat, Lucknow – 227105 on Monday, the 23rd day of September, 2019 at 11:00 a.m. to transact the following business:

ORDINARY BUSINESSSES:

1. To consider and adopt the Financial Statements of the Company for the financial year ended 31st March, 2019, Statement of Profit & Loss and Cash Flow Statement and Notes thereto for the financial year ended on March 31, 2019 together with the Report of the Board of Directors and Auditors' thereon and, to consider and pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT the Financial Statements of the Company for the financial year ended 31st March, 2019, the Statement of Profit & Loss and Cash Flow Statement for the said financial year and the Reports of the Board of Directors and the Auditors thereon laid before the 34th Annual General Meeting of the members of the Company, be and are hereby received, considered and adopted."

2. To appoint a director in place of Mrs. Meena Singh, who retires by rotation and being eligible, offers herself for re-appointment and, to consider and pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT, Mrs. Meena Singh (DIN- 02775239) 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 34th Annual General Meeting of the members of the Company, and being eligible, has offered herself 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."

3. To ratify the appointment of M/s. Jaiswal Singh & Associates, Kanpur, as statutory auditors for the remaining term and, to consider and pass, the following resolution as an Ordinary Resolution:

"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 34th 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."

SPECIAL BUSINESS:

4. To consider passing of the resolution as a Special resolution:-

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and pursuant to the provisions of sub-regulation 1A of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Jai Ram Singh (DIN – 08356669) who was appointed as an Additional Director AND Non- Executive Independent Director and who holds office upto the date of this AGM, the consent of the members of the Company, be and is hereby accorded for appointment of Mr. Jai Ram Singh (DIN – 08356669) aged about 73 years as a Non- Executive and Independent Director of the Company for a term of five years w.e.f. 12th February,

2019 and whose office shall not be liable to retire by rotation during the period, and to receive the remuneration, within the permissible limits of Section 197 of the Companies Act 2013 as determined by the Board, from time to time.

"RESOLVED FURTHER THAT Mr. Jai Ram Singh shall not be liable to retire by rotation and shall hold office until he resigns".

"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."

**By order of the Board
For Linaks Microelectronics Limited**

**Deepti Bammi
Company Secretary**

**Place: Lucknow
Dated: 07.08.2019**

Note

1. A member entitled to attend and vote at the above meeting may appoint one or more proxies to attend and vote instead of himself. The proxy need not be member of the company. Proxy to be valid shall be deposited with company not later than 48 hours before the time for holding the meeting.
2. A person can act as proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder. As per the Listing Agreement with stock Exchange, the brief resume, functional expertise of the directors proposed for reappointment is annexed as **Appendix-A**.
3. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Special Business is annexed.
4. The register of Members and share transfer books of the Company will remain closed from 17th September, 2019 to 23rd September, 2019 (both days inclusive).
5. Shareholders are requested to intimate to the Company or to the Share Transfer Agent of the Company, M/s. Beetal Financial and Computer Services Pvt. Ltd., change if any, in their registered addresses and also to **provide their mailing address** for quick response.
6. Members are requested to bring their copies of the Report and Accounts to the meeting.
7. Members who require any information about the accounts to be explained in the meeting are requested to inform the Company about the intended query at least seven days in advance of the meeting.
8. The copy of annual report, notice of general meeting, notice of e-voting, etc. are being sent to the members through e-mail who have registered their email IDs with their depository participant (DPs) / Company's Registrar and Transfer Agent (RTA).
9. Members are requested to update their preferred e-mail ids with the Company / DPs / RTA, which will be used for the purpose of future communications.
10. Members whose e-mail ID is not registered with the Company will be sent physical copies of Annual Report, notice of e-voting etc. at their registered address through permitted mode.
11. Annual Report will also be available in the Resource Center section of the website of the Company at **www.linaks.com**.
12. Members are requested to opt for electronic mode of communication and support the Green initiatives of the Government. Pursuant to Section 108 of the Companies Act, 2013, the Company provides e-voting facility to the members to exercise their voting right. The process and manner of voting containing detailed instructions is **given below in point no.13**.
13. **Voting through electronic means**

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and as amended from time to time and Regulation 44(1) of SEBI (LODR)

Regulations, 2015, the Company is pleased to provide to the members the facility to exercise their right to vote on resolutions proposed to be considered at the 34th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

The Company has approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.

The Notice of the Annual General Meeting AGM of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link <https://www.evoting.nsd.com> or (www.linaks.com). The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

The e-voting period commences on September 20, 2019 (10:00 am) and ends on September 22, 2019 (5:00 pm). During this period shareholders of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. The instructions for Voting through electronic means are as under:

The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 16th September, 2019. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 16th September, 2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or (beetalta@gmail.com).

The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

The procedure to login to e-Voting website consists of two steps as detailed hereunder:

Step 1: Log-in to NSDL e-Voting system

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/>.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details will be as per details given below :
 - a) For Members who hold shares in demat account with NSDL: 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300*** and Client ID is 12**** then your user ID is IN300***12****).
 - b) For Members who hold shares in demat account with CDSL: 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12***** then your user ID is 12*****).
 - c) For Members holding shares in Physical Form: EVEN Number followed by Folio Number registered with the company (For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***).
5. Your password details are given below:
 - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c. How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and

open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a. Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
 - b. "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2 : Cast your vote electronically on NSDL e-Voting system

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of the Company.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to (divya.matah@gmail.com) with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsd.com to reset the password.

Please note the following

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

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

The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the



employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith

Other information

- Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990.

**By the Order of the Board
For Linaks Microelectronics Ltd**

**Deepti Bammi
Company Secretary**

Place: Lucknow

Dated: 07-08-2019

ANNEXURE TO THE NOTICE**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****and 17(11) of SEBI (LODR) (AMENDMENT) REGULATIONS, 2018****Item no. 4**

The Board on recommendation of NRC, proposed the appointment of Mr. Jai Ram Singh (DIN: 08356669) as the Non- Executive Independent Director of the company in terms of Section 149 (read with Schedule IV to the Companies Act 2013), 150, 152, 160, 161, 164 and other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules 2014 and Regulation 17 of the Listing Regulations. In the opinion of the NRC and the Board, Mr. Jai Ram Singh fulfils the conditions specified under the Act, 2013 and rules made thereunder and the Listing Regulations, for the proposed appointment as a Non- Executive and Independent Director by the shareholders of the Company and he is Independent of the Management of the Company.

NRC evaluated his skills, experience and knowledge in the field of finance, management, administration and corporate governance. The Board considered that the proposed appointment of Mr. Jai Ram Singh as a director will be of immense benefit for the company.

In terms of Section 149 read with Schedule IV and any other applicable provisions, if any of the Companies Act, 2013 and rules made thereunder and regulation 16 & 17 of the SEBI Listing Regulations, 2015, the aforesaid person can be appointed as an Independent director, with the approval of shareholders by way of special resolution. Hence it is proposed that Mr. Jai Ram Singh who was appointed as an Additional Director and who holds office upto the date of ensuing AGM be appointed as Non- Executive and Independent Director of the Company to hold office for a period of five consecutive years commencing from 12th February, 2019 and not liable to retire by rotation during his tenure of appointment.

The company has received a consent in writing from Mr. Jai Ram Singh to act as a Director in Form DIR-2, intimating to the effect that he is not disqualified to be appointed as a director and a declaration in writing that he meets the criteria of independence as provided under Section 149(6) of the Companies Act 2013 and also under the Listing Regulations.

A copy of the draft letter of appointment setting out the terms and conditions of appointment of Non- Executive and Independent Director will be available for the inspection without the fees by the members at the Registered Office of the Company, at 12.6 Kms, Barabanki Road, Chihat, Lucknow- 227105, during office hours as stated above.

Except Mr. Jai Ram Singh, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution relating to his appointment as a Non- Executive and Independent Director of the Company.

Accordingly, the directors recommend the special resolution in relation to appointment of Mr. Jai Ram Singh as a Non- Executive and Independent Director for approval of the shareholders, as set out in Item-4 of this Notice.

Profile: Mr. Jai Ram Singh

Mr. Jai Ram Singh is having around 40 years of experience in the fields of Management, Finance and Administration of the Company. He is appointed as the Non-Executive, Additional and Independent Director of the company due to his immense knowledge, skills and experience. This would surely help the company in heading forward.

**By Order of the Board
For Linaks Microelectronics Ltd**

Date: 07.08.2019

Place: Lucknow

**Deepti Bammi
Company Secretary**

Appendix –A

The details of the Directors liable to retire by rotation and seek re- appointment:-

Sr. No.	Name of the Director	Qualification	Directorship of Other Companies	Committee position held in other companies	Professional / expertise	Nos. of shares held
						Relationship between directors interse
1.	Mrs. Meena Singh (DIN- 02775239)	Graduate	NIL	NIL	Has experience in management and leadership skills for heading the Company forward.	1420880 Nos. of Equity shares Related with Mr. Anil Kumar Singh (Managing Director)

**By the Order of the Board
For Linaks Microelectronics Ltd**

Date: 07.08.2019

Place: Lucknow

**Deepti Bammi
Company Secretary**

BOARDS' REPORT

To

The Members,

LINA KS MICROELECTRONICS LIMITED

Your Directors present the Thirty Fourth Boards' Report of the Company together with Audited Financial Statements of your company for the financial year ended **31st March, 2019**.

1. FINANCIAL RESULTS

Financial Results	(Amount in Thousand Rs.)	
	Year ended 31.03.2019	Year ended 31.03.2018
(a) Turnover (including Other Income)	6922	16746
(b) Net Profit/Loss (before depreciation and tax)	-6419	-4339
Depreciation	1564	2186
(c) Net Profit/(Loss) before extraordinary items	-7983	-6525
Extraordinary items	-	1303
(d) Net Profit/(Loss) before tax	-7983	-5222
Provision for Tax (including for deferred tax)	0	0
(d) Net Profit/(Loss) after tax	-7983	-5222

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

The year ending on March 31, 2019, was *Annus Horribilis*.

We had laid the foundation of sustained growth in orders to cross the Break-Even level through an exclusive selling arrangement with the Delhi based firm last year, i.e. 2017-18. Secondly, the leave & licence real estate Developer's were expecting an uptick in the dormant real-estate market during 2018-19. They had held out hope to increase the release of funds to the Company, which in turn would have enhanced our working funds.

Alas, none of the expectations was met, and almost anything that could go wrong went wrong. Early in the year, our Delhi based sales arrangement got a rude shock when the CEO of the firm suffered a massive stroke and could not return to run the business – he is still in rehabilitation.

His illness gave a massive setback to our sales, which nose-dived and it took us almost the rest of the year to fill the breach, and we are still far from achieving it. So the year under review the Company has operated at below cash break-even level and bled red on the balance sheet. The silver lining is that a new team has taken over the running of our Delhi based Sales associate and the order book once again has started looking up. Augurs well for the coming year.

On the second issue of the funds infusion from the developer's of our old site, things have gone from bad to worse. M/s Clarion Townships Pvt. Ltd., the company that was given the leave and license permission to develop the site could not progress beyond 10-15% completion stage. They have run afoul with their lending Bank who have invoked SARFAESI against them and possessed the site. Since the arrangement of their financing was so structured that they had not only mortgaged their share of the built-up project area but had also been extended a Corporate Guarantee by us to the lending Bank to facilitate & speed-up the arrangement in the interest of expeditious execution. Your Company had taken care to obtain a counter Corporate Guarantee from the parent company of Clarion, namely Rohtas Projects Ltd. for the same amount to cover the overhang. We have since invoked our Corporate Guarantee of Rohtas and have also taken due legal steps under the able advice of our advocates to shield the Company from any negative fall-out. Simultaneously, we are also in discussions with other construction companies to step into the shoes of Clarion and complete the project. To accomplish this, we have initiated dialogues with all the stake-holders.

In the coming year, we do not foresee any significant impediment in ramping up our sales to the break even level and beyond. The challenge on hand would be to address the working capital needs, which would grow with the increase in sales. Our source of infusion from the site development project would not be immediately available; hence alternate avenues are being explored.

3. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company does not have any Subsidiary, Joint venture or Associate Company.

4. 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.

5. SHARE CAPITAL

The paid up share capital of the company as at 31st March, 2019 remained at Rs. 4,95,35,300. During the period under report, your company has not issued any shares including Sweat Equity, ESOP, Bonus and/or Convertible Debentures.

6. DEPOSITS

The Company has neither accepted nor renewed any deposits during the year under review.

7. 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.

8. MATERIAL CHANGES & COMMITMENTS

There has been no material changes and Commitment affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and date of the Report.

9. RISK MANAGEMENT POLICY OF THE COMPANY

The Company does not have any Risk Management Policy as the Company is still in the initial phases of its rehabilitation. However, the Company has introduced several improvements to Integrated Enterprise Risk Management, Internal Controls Management and Assurance Frameworks and processes to drive a common integrated view of risks, optimal risk mitigation responses and efficient management of internal control and assurance activities.

10. HUMAN RESOURCE DEVELOPMENT

At LINA KS, human resource development is considered vital for effective implementation of business plans. Constant endeavours are being made to offer professional growth opportunities and recognition. 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.

11. OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company is an equal opportunity employer and consciously strives to build a work culture that promotes dignity of all employees. As required under the provisions of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules framed thereunder, the Company has implemented a policy on Prevention of Sexual Harassment of Women at Workplace. An Internal Committee has been set up to receive complaints, investigate the matter and report to the management.

At the beginning of the year, there was no complaint pending. During the year, no complaint was received by the Committee and hence no complaint was pending at year end.

12. AUDITORS:**Statutory Auditors**

At the 32nd Annual General Meeting held on September 28, 2017, the members had appointed M/s Jaiswal Singh & Co. (Firm Registration No. 011049C), Chartered Accountants, Kanpur, as Statutory Auditors for a block period of 05 years beginning from the conclusion of the 32nd AGM till the conclusion of the 37th AGM, subject to them ratifying the said appointment at every AGM. The Company had received confirmation from M/s Jaiswal Singh & Co., to the effect that their appointment would be in terms of Section 139 and 141 of the Companies Act, 2013 and rules made thereunder.



The Statutory Auditors have audited the books of accounts of the Company for the Financial Year ended on March 31, 2019 and have issued the Auditors' Report thereon. The Statutory Auditors have not made any adverse comments or given any qualification, reservation or adverse remarks or disclaimer in their Audit Report.

Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the Company has appointed Ms. Divya Matah of M/S Divya Matah & Associates, a firm of Company Secretary in Practice to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit is annexed herewith as 'Annexure A' to this report.

As required under Regulation 24A of SEBI (LODR) Regulations 2015, M/s. Divya Matah & Associates, Practising Company Secretaries, Lucknow has reported on the Annual Secretarial Compliances of the Company for the year ended on 31st March, 2019. The report is uploaded to the Stock Exchange. The said report has been provided under 'Annexure-B' of the Directors' Report.

The Secretarial Auditor has not made any adverse comments or given any qualification, reservation or adverse remarks or disclaimer in their Audit Report and Compliance Report.

13. DIRECTORS AND KEY MANAGERIAL PERSONNEL

In accordance with provision of the Companies Act, 2013, Mrs. Meena Singh, director of the Company, is liable to retire by rotation at the ensuing AGM and is eligible for her reappointment.

Necessary resolutions for the reappointment of the aforesaid director and the detailed profile has been included in the notice convening the annual general meeting.

There is change in the Board of Directors of the Company during the Financial Year 2018-19. During the period since last report Dr. Gautam Singh and Mr. Udayan Singh resigned from the Board w.e.f. August 10, 2018 due to personal reasons and other commitments.

Your Directors take this opportunity to place on record their deep appreciation for the valuable services and guidance rendered by Dr. Gautam Singh and Mr. Udayan Singh.

The Board at its meeting held on February 12, 2019 appointed Mr. Jai Ram Singh, as an Additional and Non- Executive Independent Director of the Company, based on recommendation of NRC, effective from February 12, 2019.

The Company is seeking approval of the Members for the appointment of Mr. Jai Ram Singh as Independent Director at the ensuing AGM.

All the directors of the company have confirmed that they are not disqualified from being appointed as directors in terms of Section 164 of the Companies Act, 2013.

Furthermore, Ms. Shivani Singh Yadav (ACS No. A41654) was appointed as the Company Secretary of the Company w.e.f. December 20, 2018 but she had to resign from the job as on January 31, 2019, due to some of her personal reasons.

In order to comply with the mandatory requirement of recruiting a Company Secretary and Compliance Officer in a Listed company, the company appointed Ms. Deepti Bammi, an Associate Member of The Institute of Company Secretaries of India (ACS No. A57019) as the Company Secretary and Compliance Officer of the Company pursuant to Section 203 of the Companies Act, 2013 and Rule 8 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 w.e.f. February 4, 2019.

With respect to mandatory requirement for appointment of Chief Financial Officer in a Listed Company, Mr. Girish Chandra Jha, being a commerce graduate and holding around 30 years of working experience has been appointed as the CFO of the Company w.e.f. April 2, 2019.

14. 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 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.

15. DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submit its responsibility Statement:

- In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- 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;
- 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;
- The directors had prepared the annual accounts on a going concern basis; and
- 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.
- 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.

16. 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.

17. EXTRACT OF ANNUAL RETURN (FORM MGT-9)

As per the requirements of Section 92(3) and 134(3)(a) of the Act and Rules made thereunder, the extract of the Annual Return for the F.Y. 2018-19 is given in 'Annexure C' in the prescribed Form MGT-9, which is a part of this report.

18. MANAGEMENT DISCUSSION AND ANALYSIS REPORT AND REPORT OF DIRECTORS ON CORPORATE GOVERNANCE

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.

19. ACKNOWLEDGEMENT

Your Directors wish to place on record their appreciation for the co-operation and support extended by the Shareholders, various authorities, banks, dealers and vendors.

The Directors also acknowledge with gratitude the dedicated efforts and valuable contribution made by all the employees of the Company.

By order of the Board
For Linaks Microelectronics Limited

Date: 07.08.2019

PLACE: LUCKNOW

(ANIL KUMAR SINGH)
MANAGING DIRECTOR
DIN: 00225518

(U.B. SINGH)
DIRECTOR
DIN: 06650869

**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:

S.No.	DIRECTORS	DIN	NO.OF DIRECTORSHIP	NO. OF COMMITTEES	CATEGORY OF DIRECTOR
1	Mr. Anil Kumar Singh	00225518	0	3 Member	Managing Director
2	Mrs. Meena Singh	02775239	0	1 Chairperson 1 Member	Non-Executive Non-Independent Director
3	Mr. Udai Bhan Singh	06650869	0	2 Chairperson 2 Member	Independent Director
4	Mr. Ram Chandra Gaur	02317264	2	2 Member	Independent Director
5	Mr. Jai Ram Singh	08356669	0	1 Chairperson	Independent Director
6	Mr. Udayan Singh*	-	0	-	-
7	Mr. Gautam Singh*	-	0	-	-

*Mr. Udayan Singh and Mr. Gautam Singh have resigned from their directorship w.e.f. 10th August, 2018 with the approval of the Board.

Only Audit Committee, Investors' Grievance Committee, Nomination and Remuneration Committee and Committee for Prevention of Sexual Harassment of Women at workplace are considered for the purpose of Committee positions as per listing Agreement.

Responsibilities

The Board of Directors represent the interests of the Company's shareholders in optimising long-term value by providing the management with guidance and strategic direction on the Shareholder's behalf. The Board's mandate is to oversee the Company's strategic decision, review corporate performance, 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.

Role of Independent Directors

Independent Directors play an important role in deliberations at the board meetings and bring to the company their wide experience in the field of finance, accountancy, law etc. The wide knowledge of both, their field of knowledge and boardroom practices help foster unbiased, independent and experienced prospective.

Appointment of Independent Directors

The Company has 3 Independent directors on its Board.

The Current independent director on Board are: Mr. Udai Bhan Singh, Mr. Ram Chandra Gaur and Mr. Jai Ram Singh. None of the Independent directors are liable to retire by rotation.

All Independent Directors of the Company, at the time of their first appointment to the Board and thereafter at the first meeting of the Board in every Financial Year, give a declaration that they meet with the criteria of Independence as provided under Section 149 of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

Board Evaluation

Pursuant to the provisions of the Companies Act 2013 and Regulation 17 of the Listing Regulations, the Board has carried out an annual performance evaluation of its Independent Directors and the Independent Directors also evaluated the performance of the Non- Independent Directors. The Board of Directors expressed their satisfaction with the evaluation process. The Board of Directors also evaluated the functioning/ performance of Audit Committee, Stakeholders Relationship Committee, Nomination & Remuneration Committee and expressed satisfaction with their functioning performance.

Board Meetings

The meetings of the Board are generally held at the Registered office of the company. Meetings are generally scheduled well in advance. The Board meets

atleast once a quarter to review the quarterly performance and the financial results of the company.

The Company Secretary, in consultation with the Managing Director prepares the detailed agenda of the Board Meetings. The Board papers are circulated to the directors in advance.

During the financial year 2018-19, the Board of Directors of the Company duly met **Six (6)** times. The intervening gap between the two meetings was within the period as prescribed under the Companies Act, 2013.

The attendance of each director at the Board Meetings and at last AGM is as under:

Directors	No. Of board meetings attended	Attendance At The 33 rd AGM
Mr. Anil Kumar Singh	6	Yes
Mrs. Meena Singh	6	Yes
Mr. Udai Bhan Singh	6	Yes
Mr. Ram Chandra Gaur	5	No
Mr. Jai Ram Singh*	0	No
Mr. Udayan Singh#	1	Yes
Mr. Gautam Singh#	0	No

*Mr. Jai Ram Singh has been appointed as the Non Executive Independent additional director of the Company w.e.f. 12th February, 2019.

Mr. Udayan Singh and Mr. Gautam Singh have resigned from their directorship w.e.f. 10th August, 2018 with the approval of the Board.

Board Committees

To enable better and more focused 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.

The Board is assisted by various committees- Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee AND Committee for Prevention of Sexual Harassment of Women at workplace.

Audit Committee

The Audit Committee is constituted in accordance with the provisions of Regulation 18 of SEBI (LODR) Regulations 2015 and Section 177 of the Companies Act, 2013. The Audit Committee comprises of:

- Mr. Ram Chandra Gaur – Member (Independent Director)
- Mr. Udai Bhan Singh – Chairperson (Independent Director)
- Mr. Anil Kumar Singh – Member (Managing Director)

The meetings of the audit committee are scheduled well in advance. The audit committee met 4 times during the year under review on 28.05.2018, 10.08.2018, 12.11.2018 and 12.02.2019. The Committee reviewed the quarterly/annual financial statements before submission to the Board for approval.

The Committee reviews the report of the internal auditors and statutory auditors along with the comments and corrective actions taken by the Management. The committee also reviews the Asset-liability management system.

Nomination & Remuneration Committee

The Company's Nomination & Remuneration Committee consists of following Directors namely:

- Mr. R.C. Gaur – Chairperson (Independent Director)
- Mrs. Meena Singh – Member (Non Executive non-independent director)
- Mr. Udai Bhan Singh – Member (Independent Director)

Later on 02.04.2019, the Nomination and remuneration committee was reconstituted at the request of Mrs. Meena Singh, Director of the company.

The reconstituted committee consists of the following members:

- Mr. R.C. Gaur –Member (Independent Director)
- Mr. Jai Ram Singh –Chairperson (Independent director)
- Mr. Udai Bhan Singh – Member (Independent Director)

The salary of the Managing/W hole-time Directors is recommended by the Remuneration Committee and approved by the Board. No remuneration is paid to the Non-Executive Directors.

The powers, role and terms of reference of the Nomination and Remuneration Committee covers the areas as contemplated under SEBI (LODR) Regulations, 2015, Section 178 of the Companies Act, 2013 and Rules made thereunder.

The role of the Nomination and Remuneration Committee inter alia, includes formulation of criteria of determining qualifications, positive attributes and independence of a director and recommendation to the Board of the remuneration policy, formulation of criteria for evaluation of the Independent Directors and the Board, devising a policy on Board Diversity, and identification of persons who are qualified to become directors and who may be appointed in senior management in accordance with criteria laid down, and recommend to the Board their appointment and removal.

**Annual Report 2018-2019****LINAKS MICROELECTRONICS LIMITED**

During the year, the Nomination and Remuneration Committee met 3 Times on 02.04.2018, 20.12.2018 and 04.02.2019.

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 01.04.18 - 31.03.19		
			Perquisites	Commission	Total
Mr. Anil K Singh	Managing Director	NIL	14,40,000	NIL	14,40,000
Mr. Udayan Singh	Whole-time Director	NIL	2,40,000	NIL	2,40,000

*Mr. Udayan Singh resigned from directorship w.e.f. 10th August, 2018.

Stakeholders Relationship Committee

The stakeholders relationship committee comprises of:

- Mr. Udai Bhan Singh – Chairperson (Independent Director)
- Mr. Anil Kumar Singh – Member (Managing Director)
- Mrs. Meena Singh – Member (Non Executive non-independent director)

The Committee looks into the redressal of shareholders, investors, depositors and Customer complaints. The stakeholders relationship committee met 1 time in the year on 05.01.2019.

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- Chairperson (Non Executive non-independent director)
- Mr. A.K. Singh – Member (Managing Director)
- Mr. U.B. Singh- Member (Independent Director)

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.

Certificate under Regulation 34(3) of SEBI Listing Regulations

The Company has obtained a certificate pursuant to the Regulation 34(3) read with Schedule V of the Listing Regulations, from M/S Divya Matah and Associates, a firm of Company Secretary in practice, confirming that none of the Directors are debarred or disqualified from being appointed or continuing as Directors of the Company either by Securities and Exchange Board of India or the Ministry of Corporate Affairs or any other Statutory Authority. The said certificate forms part of this report as 'Annexure D'

Shareholding of Directors

The Shareholding details of the directors as at March 31, 2019 are included in Form MGT-9 forming part of the Directors' Report.

Vigil Mechanism/Whistle Blower Policy

The Company believes to conduct its affairs in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour. The Company is committed in developing a culture where it is safe for all the employees to raise concerns about any wrongful conduct.

The Board has approved the vigil mechanism/ Whistle Blower policy of the Company which provides a framework to promote a responsible and secure whistle blowing. The Audit Committee oversees the Vigil Mechanism.

Particulars Of Related Party Transactions

Related party transactions that were entered into during the financial year were on arm's length basis and were in ordinary course of business. There are no materially significant related party transactions made by the Company which may have potential conflict with the interest of the Company. As per Annexure-E in Form AOC-2.

There are no material related party transactions which are not in ordinary course of business or which are not on arm's length basis and hence there is no information to be provided as required under Section 134(3)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014.

Annual General Meetings

Following are details of the Annual General Meetings for the previous three years held. The AGMs were held at the registered office of the Company at 12.6 kms, Barabanki Road, Chinhut, Lucknow.

S. No.	Particulars of Meeting	Day and Date	Number of SR passed	Nature of SR
2017-18	33 rd Annual General Meeting	Wednesday, 26 th September 2018	1	Increase in remuneration of Managing Director
2016-17	32 nd Annual General Meeting	Thursday, 28 th September 2017	0	-
2015-16	31 st Annual General Meeting	Tuesday, 27 th September 2016	0	-

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 26.09.2018.

Listing with the Stock Exchanges

The Company confirms that it has paid the Annual Listing Fees for the year 2019-2020 to BSE where the Company's Shares are listed.

Market price data

Month	Open	High	Low	Close	No. of Shares
Apr-18	0.50	0.50	0.50	0.50	1,407
May-18	0.50	0.54	0.50	0.54	922
Aug-18	0.54	0.92	0.54	0.90	79,515
Sep-18	0.86	0.86	0.78	0.78	3,701
Oct-18	0.78	0.78	0.72	0.72	910
Nov-18	0.72	0.72	0.72	0.72	10
Dec-18	0.72	0.72	0.69	0.69	2,520
Jan-19	0.69	0.69	0.69	0.69	752
Feb-19	0.69	0.69	0.69	0.69	662
Mar-19	0.69	0.69	0.68	0.68	3,300

Depository Services

For guidance on Depository services, Shareholders may write to the Registrar and Share Transfer Agent or National Securities Depository Limited, Trade World, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai-400013, email: info@nsdl.co.in, website: www.nsdl.com or Central Depository Services (India) Limited, Marathon Futurex, A-Wing, 25th Floor, N.M. Joshi Marg, Lower Parel, Mumbai-400013, email: investors@cdslindia.com, website: www.cdslindia.com.

Share Transfer System

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

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

Registrar & Share Transfer Agent
M/s Beetal Financial & Computer Services (P) Ltd.
Beetal House, 3rd Floor, 99, Madangir,
Behind Local Shopping Centre,
Nr. Dada Harsukhdas Mandir,
New Delhi-110 062.
Ph: 011-29961281
E-mail: beetalrta@gmail.com

Distribution Schedule as on March 31, 2019

Shareholding of nominal value of Re1 /- held	Shareholders		Total Shares	% to Total Shares
	Number	% of Total		
1-5000	4801	95.96	3409030	19.67
5001-10000	105	2.09	760883	4.39
10001-50000	64	1.25	1225623	7.07
50001-100000	16	0.31	1222524	7.05
100001 & above	17	0.33	10717240	61.82
TOTAL	5003	100	17335300	100

**Shareholding Pattern as on March 31, 2019**

Category	No. of Shares	% of Holding
Promoters	9080556	52.38
Mutual Funds & UTI	203200	1.17
Banks, Financial Institutions,	680300	3.92
Insurance Companies, Govt. Co. Fills Private Corporate Bodies	1236096	7.1305
OCBs & NRIs	159768	0.9216
Venture Capital	0	0
Indian Public	5975380	34.47
TOTAL	17335300	100

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, 2019, 77.25 percent (13391560 Shares) of the Company's total shares were held in dematerialised form while 22.75 percent (3943740 Shares) were held in physical form.

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

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

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.

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.

Unclaimed Dividends

The Company has no unclaimed dividend.

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).

Orders Passed By Regulators/Courts/Tribunals

There is no such order passed by the Regulators/Courts/Tribunals in respect to the Company during the financial year.

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.

By order of the Board

For Linaks Microelectronics Limited

Date: 07.08.2019

Place: Lucknow

(ANIL KUMAR SINGH)	(U.B. SINGH)
Managing Director	Director
DIN: 00225518	DIN: 06650869

MANAGEMENT DISCUSSION AND ANALYSIS REPORT**Industry structure & Development**

PCB industry consists of a handful of medium sized units and a number of small-scale units which are mostly independent i.e. they are not part of any large conglomerate excepting a couple of units.

The units were historically promoted by technocrat entrepreneurs who in the old days received bank finance easily to promote industrial growth. Most of these units were set up in mid 80's and some of them have ceased to operate.

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

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

Opportunities & Threats: The industry has a domestic market, which initially was driven by telecommunication, but thanks to the lopsided custom tariff structure telecom manufacturing has shallowed out resulting in steep decline in PCB demand. Although the telecom infrastructure has grown by leaps and bounds but the downstream electronic component demand has not seen any growth since all fresh demand for equipment has been met largely through imports. Thus, now the domestic requirement is dependent on diverse segments like automation, control, instrumentation, metering and automotive. Automotive electronics, though a massive growth engine, can be volatile as it is subject to global business swings in this connected world of automotive business with only a handful of players. The gradual easing of custom duties is happening on account of India being a signatory to ITA. But this threat is also an opportunity because it applies to the developed countries too who are still levying duty on Indian imports. In fact India with a low cost technical manpower enjoys tremendous advantage as an export-manufacturing base and especially to the high cost developed countries of Europe and the US. The industry and moreover Linaks should leverage this advantage. The company is already working towards it as they have a clutch of regular and reliable customers in Europe and they are also in the process of developing new ones in Eastern Europe and Americas.

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

Then there is always the over riding concern of fast technological obsolescence, which entails constant drain on resources at times impeding ones capability to service one's customers.

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

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

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

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

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

Internal Control System: Your Company's management continuously reviews the internal control system and procedures to ensure orderly and efficient conduct of business. Your Company adheres to its written corporate policies with respect to all transactions, financial reporting and budgeting to ensure that all assets are safeguarded and protected against loss from unauthorised use or disposition, and that transactions are authorised, recorded and reported correctly.

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

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

Human Resources: The Company gives full and fair consideration to all employees with regard to their particular aptitudes and abilities. Training, career development and promotion are, as far as practicable, considered for all employees according to 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.

By order of the Board
For Linaks Microelectronics Limited

Date: 07.08.2019

Place: Lucknow

(ANIL KUMAR SINGH)	(U.B. SINGH)
Managing Director	Director
DIN: 00225518	DIN: 06650869

**Annexure A****Form No. MR-3
SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31.03.2019

[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, Chinhhat,
Lucknow-227105

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Linaks Micro Electronics Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon. Based on our verification of the Linaks Micro Electronics Limited's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2019 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Linaks Micro Electronics Limited ("the Company") for the financial year ended on 31st March, 2019 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;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

Not applicable to the company during the Audit Period

- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

Not applicable to the company during the Audit Period

- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999/ Securities And Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

Not applicable to the company during the Audit Period

- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

Not applicable to the company during the Audit Period

- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;

Not applicable to the company during the Audit Period

- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

Not applicable to the company during the Audit Period

- (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(vi) The other laws as may be applicable specifically to the company are:

1. The Air (Prevention and Control of Pollution) Act, 1981
2. The Environment (Protection) Act, 1986
3. The Water (Prevention and Control Pollution) Act, 1974
4. Factories Act, 1948
5. Industrial Disputes Act, 1947
6. The Payment of Wages Act, 1936
7. Maternity Benefit Act, 1961
8. The Minimum Wages Act, 1948
9. Employees' State Insurance Act, 1948
10. The Employees' Provident Funds and Miscellaneous Provisions Act, 1952
11. The Payment of Bonus Act, 1965
12. The Payment of Gratuity Act, 1972
13. The Industrial Employment (Standing Order) Act, 1946

14. The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standard on Meetings of the Board of Directors and General Meetings issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned hereinabove.

In respect of other laws specifically applicable to the Company, we have relied on information/records produced by the company during the course of our audit and the reporting is limited to that extent.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors during the period under review were carried out in compliance with the provisions of the Act.

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

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

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

For Divya Matah & Associates

(DIVYA MATAH)
Practicing Company Secretary
C P No.: 11719

Place: Lucknow
Date: 22.07.2019

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

'ANNEXURE A'

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

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For Divya Matah & Associates

(DIVYA MATAH)
Practicing Company Secretary
C P No.: 11719

Place: Lucknow
Date: 22.07.2019

**Annexure B****Secretarial compliance report of Linaks Microelectronics Limited for the year ended 31st March, 2019**

I/We have examined:

- (a) all the documents and records made available to us and explanation provided by **Linaks Microelectronics Limited** ("the company"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended **31.03.2019** ("Review Period") in respect of compliance with the provisions of :
- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");
- The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include:-
- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable to the company during the review period)**
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **(Not applicable to the company during the review period)**
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the company during the review period)**
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable to the company during the review period)**
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the company during the review period)**
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **(Not applicable to the company during the review period)**
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; **(Not applicable to the company during the review period)**

and circulars/ guidelines issued there under; and based on the above examination, I/We hereby report that, during the Review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under, **except** in respect of matters specified below:-

Sr.No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
	N.A.	N.A.	N.A.

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under in so far as it appears from my/our examination of those records.

- c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued there under:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if
	N.A.	N.A.	N.A.	N.A.

- a) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year Ended 31.03.2019	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
	N.A.	N.A.	N.A.	N.A.

Divya Matah
Proprietor
Divya Matah & Associates
Company Secretaries
M No. - 31186, C.P. - 11719
Date: 29.05.2019
Place: Lucknow

Annexure C**FORM NO. MGT 9****EXTRACT OF ANNUAL RETURN**

As on financial year ended on 31.03.2019

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

I. REGISTRATION & OTHER DETAILS:

1	CIN	L32101UP1986PLC007841
2	Registration Date	11.04.1986
3	Name of the Company	LINAKS MICRO ELECTRONICS LIMITED
4	Category/Sub-category of the Company	Company limited by shares/ Non-Government Company
5	Address of the Registered office & contact details	12.6 KM BARABANKI ROAD, CHINHAT LUCKNOW, UTTAR PRADESH INDIA - 227105
6	Whether listed company	Yes
7	Name, Address and Contact Details of the Registrar and Transfer Agent, if any	M/S Beetal Financial and Computer Services (P) Ltd. Beetal House, 3 rd Floor, 99, Madangir, Behind Local Shopping Centre Dada Harsukhdas Mandir New Delhi- 110062

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

Sr No	Category of Shareholders	Shareholding at the beginning of the year – 2018				Shareholding at the end of the year – 2019				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(A)	Shareholding of Promoter and Promoter Group									
[1]	Indian									
(a)	Individuals / Hindu Undivided Family	8488356	675300	9163656	52.86	8563156	254900	8818056	50.867	-2
(b)	Central Government / State Government(s)	0	0	0	0	0	0	0	0	0
(c)	Financial Institutions / Banks	0	0	0	0	0	0	0	0	0
(d)	Any Other (Specify)									
	Promoter Trust	0	0	0	0	0	262500	262500	1.514	1.514
	Sub Total (A)(1)	8488356	675300	9163656	52.86	8563156	517400	9080556	52.38	-0.486
[2]	Foreign									
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)	0	0	0	0	0	0	0	0	0
(b)	Government	0	0	0	0	0	0	0	0	0
(c)	Institutions	0	0	0	0	0	0	0	0	0
(d)	Foreign Portfolio Investor	0	0	0	0	0	0	0	0	0
(e)	Any Other (Specify)									
	Sub Total (A)(2)	0	0	0	0	0	0	0	0	0
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)	8488356	675300	9163656	52.86	8563156	517400	9080556	52.38	-0.486
(B)	Public Shareholding									
[1]	Institutions									
(a)	Mutual Funds / UTI	0	203200	203200	1.72	0	203200	203200	1.72	0
(b)	Venture Capital Funds	0	0	0	0	0	0	0	0	0
(c)	Alternate Investment Funds	0	0	0	0	0	0	0	0	0
(d)	Foreign Venture Capital Investors	0	0	0	0	0	0	0	0	0
(e)	Foreign Portfolio Investor	0	0	0	0	0	0	0	0	0
(f)	Financial Institutions / Banks	0	680000	680000	3.92	300	680000	680300	3.924	0.004
(g)	Insurance Companies	0	0	0	0	0	0	0	0	0
(h)	Provident Funds/ Pension Funds	0	0	0	0	0	0	0	0	0
(i)	Any Other (Specify)									
	Sub Total (B)(1)	0	883200	883200	5.092	300	883200	883500	5.0965	0.0045
[2]	Central Government/ State Government(s)/ President of India									
	Central Government / State Government(s)	0	0	0	0	0	0	0	0	0
	Sub Total (B)(2)	0	0	0	0	0	0	0	0	0
[3]	Non-Institutions									
(a)	Individuals									
(i)	Individual shareholders holding nominal share capital upto Rs. 2 lakh.	4246702	1681640	5928342	34.2	4218640	1756740	5975380	34.469	0.269
(ii)	Individual shareholders holding nominal share capital in excess of Rs. 2 lakh	0	0	0	0	0	0	0	0	0
(b)	NBFCs registered with RBI	0	0	0	0	0	0	0	0	0
(c)	Employee Trusts	0	0	0	0	0	0	0	0	0
(d)	Overseas Depositories(holding DRs) (balancing figure)	0	0	0	0	0	0	0	0	0
(e)	Any Other (Specify)									
	Individual/ Hindu Undivided Family	130332	0	130332	0.75	125957	0	125957	0.7266	-0.0234
	Non Resident Indians (Non Repat)	0	0	0	0	1200	0	1200	0.0069	0.0069
	Non Resident Indians (Repat)	32911	0	32911	0.19	32111	0	32111	0.1852	-0.0048
	Clearing Member	0	0	0	0	500	0	500	0.0029	0.0029
	Bodies Corporate (Indian)	410459	350800	761259	4.4	449696	350800	800496	4.6177	0.2177
	Bodies Corporate (Foreign)	0	435600	435600	2.5128	0	435600	435600	2.5128	0
	Sub Total (B)(3)	4820404	2468040	7288444	42.0528	4828104	2543140	7371244	42.5216	0.4688
	Total Public Shareholding(B)=(B)(1)+(B)(2)+(B)(3)	4820404	3351240	8171644	47.1448	4828104	3426340	8254744	47.6181	0.4733
	Total (A)+(B)	13308760	4026540	17335300	100	13391560	3943740	17335300	100	0
(C)	Non Promoter - Non Public									
[1]	Custodian/DR Holder	0	0	0	0	0	0	0	0	0
[2]	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	0	0	0	0	0	0	0	0	0
	Total (A)+(B)+(C)	13308760	4026540	17335300	100	13391560	3943740	17335300	100	0.000



B) Shareholding of Promoter-

Sl No.	Shareholder's Name	Shareholding at the beginning of the year 31-03-2018			Shareholding at the end of the year-31-03-2019			% change in share holding 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 ALSPS0283Q	5425500	31.2974	0	5425500	31.2974	0	0
2	ATUL KUMAR SINGH ADPPS6741L	93000	0.5365	0	93000	0.5365	0	0
3	BHANU PRATAP SINGH ANPPS2821R	60000	0.3461	0	60000	0.3461	0	0
4	GAUTAM SINGH ASWPS4298Q	132240	0.7628	0	132240	0.7628	0	0
5	HIMANSHU MOHAN SINGH	10800	0.0623	0	10800	0.0623	0	0
6	MANVI SINGH DEO ALGPS8666M	504476	2.9101	0	504476	2.9101	0	0
7	MEENA SINGH BCFPS4716M	1420880	8.1965	0	1420880	8.1965	0	0
8	NAMITA SINGH AEHPS7933M	448300	2.5861	0	448300	2.5861	0	0
9	RAJENDRA KUMAR MEHRA ADVPM5557C	7800	0.0450	0	7800	0.0450	0	0
10	RAJESH P SINGH	400	0.0023	0	400	0.0023	0	0
11	RAJESH PRASAD SINGH	132900	0.7666	0	132900	0.7666	0	0
12	SHOBHA SINGH AUZPS5187P	80000	0.4615	0	80000	0.4615	0	0
13	SIDDHARTH SINGH AKWPS0843H	74800	0.4315	0	74800	0.4315	0	0
14	SARLA SINGH ABIPS0818D	146260	0.8437	0	146260	0.8437	0	0
15	UDAYAN SINGH AWEPS7645F	102700	0.5924	0	102700	0.5924	0	0
16	USHA KIRAN AHAPK5385K	75000	0.4326	0	75000	0.4326	0	0
17	VIJAY SINGH	103000	0.5942	0	103000	0.5942	0	0
18	HARSH SINGH TRUST AABTH1990F (Transmitted by Harsh Singh)	262500	1.514	0	262500	1.514	0	0
	Total	9080556	52.3819	0	9080556	52.3819	0	0

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

S.NO	Name of the shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		Nos. of shares	% of total share of the Company	Nos. of shares	% of total share of the Company
1	At the beginning of the year	9080556	52.3819	9080556	52.3819
	Date wise increase/ Decrease in promoters shareholding during the year specifying the reason for increase/ decrease (eg: allotment/ transfer/ bonus/ sweat equity etc)	N.A	N.A.	N.A.	N.A.
	At The End Of The Year	9080556	52.3819	9080556	52.3819

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

Sr No.	Name & Type of Transaction	Shareholding at the beginning of the year - 2018		Transactions during the year		Cumulative Shareholding at the end of the year - 2019	
		NO.OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY	DATE OF TRANSACTION	NO. OF SHARES	NO OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY
1	U P ELECTRONICS CORPORATION LTD.	680000	3.9226			680000	3.9226
	AT THE END OF THE YEAR			NIL	NIL		
2	SECOND INDIA INVESTMENT FUND B.V.	435600	2.5128			435600	2.5128
	AT THE END OF THE YEAR			NIL	NIL		
3	ELECTROPARTS INDIA PVT LTD	309200	1.7836			309200	1.7836
	AT THE END OF THE YEAR			NIL	NIL		
4	CCIT CO. LTD./C TAURUS MUTUAL	203200	1.1722			203200	1.1722
	AT THE END OF THE YEAR			NIL	NIL		
5	DEVELOPMENT INVESTMENT TRUSTEE	159600	0.9207			159600	0.9207
	AT THE END OF THE YEAR			NIL	NIL		
6	VANDANA BAJAJ	136000	0.7845			136000	0.7845
	AT THE END OF THE YEAR			NIL	NIL		
7	ALPESH RASIKLAL SHAH	144422	0.8331			144100	0.8313
	Transfer			11 May 2018	(322)	144100	0.8313
	Transfer			18 May 2018	(200)	143900	0.8301
	Transfer			17 Aug 2018	(100)	143800	0.8295
	Transfer			31 Aug 2018	(28896)	114904	0.6628
	Transfer			07 Dec 2018	(20)	114884	0.6627
	AT THE END OF THE YEAR					114884	0.6627
8	RAJESHWARI SINGH	100000	0.5769			100000	0.5769
	AT THE END OF THE YEAR			NIL	NIL		
9	HREDAYA NARAYAN RAI	96124	0.5545			96924	0.5591
	Transfer			20 July 2018	800	96924	0.5591
	AT THE END OF THE YEAR					96924	0.5591
10	KALPESH KANAIYALAL PAREKH	88000	0.5076			88000	0.5076
	AT THE END OF THE YEAR			NIL	NIL		
	AT THE END OF THE YEAR					88000	0.5076

E) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	For Each of the Directors and KMP	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
1	ANIL KUMAR SINGH				
	At the beginning of the year as at 01-04-2018	5425500	31.29	5425500	31.29
	At the End of the year	5425500	31.29	5425500	31.29
2	MEENA SINGH				
	At the beginning of the year as at 01-04-2018	1420880	8.19	1420880	8.19
	At the End of the year	1420880	8.19	1420880	8.19
3	UDAI BHAN SINGH				
	At the beginning of the year as at 01-04-2018	-	-	-	-
	At the End of the year	-	-	-	-
4	JAI RAM SINGH				
	At the beginning of the year as at 01-04-2018	-	-	-	-
	At the End of the year	-	-	-	-
5	RAM CHANDRA GAUR				
	At the beginning of the year as at 01-04-2018	-	-	-	-
	At the End of the year	-	-	-	-
6	UDAYAN SINGH				
	At the beginning of the year as at 01-04-2018	102700	0.5924	102700	0.5924
	At the End of the year	102700	0.5924	102700	0.5924
7	GAUTAM SINGH				
	At the beginning of the year as at 01-04-2018	132240	0.7628	132240	0.7628
	At the End of the year	132240	0.7628	132240	0.7628



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

Indebtedness at the beginning of the financial year	Secured Loans excluding deposits	Unsecured Loans	Deposit	Total Indebtness
i) Principal Amount	0	2951	0	2951
ii) Interest accrued and due on borrowings	0	0	0	0
Total (i+ii+iii)	0	2951	0	2951
Change in Indebtedness during the financial year				
i) Addition	0	0	0	0
ii) Reduction	0	7	0	7
Net Change	0	7	0	7
Indebtedness at the end of the financial year				
i) Principal Amount	0	2944	0	2944
ii)) Interest accrued but not due on borrowings	0	0	0	0
iii)) Interest accrued and due on borrowings	0	0	0	0
Total (i+ii+iii)	0	2944	0	2944

G) Remuneration Of Directors And Key Managerial Personnel

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

Sl. no.	Particulars of Remuneration	Name of MD/ WTD/ Manager		Total (Rs.)
		Mr. Anil Kumar Singh	Mr. Udayan Singh*	
1.	Gross salary	1440000	240000	1680000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act,1961	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act,1961	-	-	-
	(c) Profits in lieu of salary under section7(3)Income tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission - as % of profit - Others, specify...	-	-	-
5.	Others, please specify-P.F.	-	-	-
	Total (A)	1440000	240000	1680000
	Ceiling as per the Act			1680000

*Mr. Udayan Singh resigned from directorship w.e.f. 10th August, 2018.

B. Remuneration to other directors:

Particulars of Remuneration	NAME OF DIRECTOR			TOTAL (Rs.)
	UDAI BHAN SINGH	RAM CHANDRA GAUR	JAI RAM SINGH	
1.Independent Directors				
· Fee for attending board / committee meetings	-	-	-	-
· Commission				
· Others, please specify				
Total (1)	-	-	-	-
2. Other Non-Executive Directors				
Fee for attending board /committee meetings	0			0
Commission				
Others, please specify	0			0
Total (2)	0	0	0	0
Total(B)=(1+2)	-	-	-	-
Total Managerial Remuneration	-	-	-	-
Overall Ceiling as per the Act	0	0	0	-

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

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO *	Company Secretary#	CFO	Total
1.	Gross salary	240000	72000	-	312000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961				
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961				
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961				
2.	Stock Option	0	0	0	0
3.	Sweat Equity	0	0	0	0
4.	Commission - as % of profit - others, specify...	0	0	0	0
5.	Others, please specify(P.F)	0	0	-	0
	Total	240000	72000	-	312000
	Ceiling as per the Act				312000



*Mr. Udayan Singh resigned from directorship w.e.f. 10th August, 2018 and is currently the Chief Executive Officer of the company.

#The company appointed Ms. Shivani Singh Yadav as the company secretary but as she resigned due to her personal reasons, therefore she is entitled to receive salary for 20 Dec 2018- 31 Jan 2019. Further the company appointed Ms. Deepti Bammi as the Company Secretary and Compliance Officer of the company from February 2019 till Current date.

H) Penalties / Punishment/ Compounding Of Offences:

Type	Section of The Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty			Nil		
Punishment			Nil		
Compounding			Nil		
B. DIRECTORS					
Penalty			Nil		
Punishment			Nil		
Compounding			Nil		
C. OTHER OFFICERS IN DEFAULT					
Penalty			Nil		
Punishment			Nil		
Compounding			Nil		

By order of the Board
For Linaks Microelectronics Limited

Date: 07.08.2019

Place: Lucknow

(ANIL KUMAR SINGH)
Managing Director
DIN: 00225518

(U.B. SINGH)
Director
DIN: 06650869

Annexure D

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS
(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
Linaks Micro Electronics Limited
12.6 Kms, Barabanki Road, Chinhath,
Lucknow, Uttar Pradesh-227105

In pursuance of sub clause (i) of clause 10 of Part C of Schedule V of The Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015; (LODR) in respect of Linaks Micro Electronics Limited (CIN: L32101UP1986PLC007841) we hereby certify that:

On the basis of written representation/declaration from the directors and taken on record by the Board of Directors, as on March 31, 2019, none of the directors on the Board of the company has been debarred or disqualified from being appointed or continuing as director of companies by the SEBI/MCA or any such statutory authority.

For Divya Matah & Associates
Company Secretaries

(Divya Matah)
Company Secretary
Membership No. 9630
C.P. No. 11719

Date: 22.07.2019

Place: Lucknow



FORM NO. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis - **NIL**
- (a) Name(s) of the related party and nature of relationship
 (b) Nature of contracts/arrangements/transactions
 (c) Duration of the contracts / arrangements/transactions
 (d) Salient terms of the contracts or arrangements or transactions including the value, if any
 (e) Justification for entering into such contracts or arrangements or transactions
 (f) Date of approval by the Board
 (g) Amount paid as advances, if any:
 (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188

2. Details of material contracts or arrangement or transactions at arm's length basis :-

- (a) Name(s) of the related party and nature of relationship:-
 (b) Nature of contracts/arrangements/transactions:-
 (c) Duration of the contracts / arrangements/transactions: 01-04-2018 to 31-03-2019

Sl no.	Nature of transaction/ Name of the related party	Amount of Transaction (in Rupees)	Relation with the Company	Total 2018-19
i.	Remuneration			
	Mr. Anil Kumar Singh	14,40,000	Managing Director	14,40,000
	Mr. Udayan Singh*	2,40,000	Whole time director	2,40,000
	Ms. Deepti Bammi#	44,000	Company Secretary	44,000
	Ms. Shivani Singh Yadav#	28,000	-(-)	28,000
ii.	Loan Lend to the Company			
	Mr. Anil Kumar Singh	9,40,000	Managing Director	9,40,000

*Mr. Udayan Singh resigned from directorship w.e.f. 10th August, 2018 and is currently the Chief Executive Officer of the company.

#The company appointed Ms. Shivani Singh Yadav as the company secretary but as she resigned due to her personal reasons, therefore she is entitled to receive salary for 20 Dec 2018- 31 Jan 2019. Further the company appointed Ms. Deepti Bammi as the Company Secretary and Compliance Officer of the company from February 2019 till Current date.

By order of the Board
For Linaks Microelectronics Limited

Date: 07.08.2019
Place: Lucknow

(ANIL KUMAR SINGH) (U.B. SINGH)
Managing Director Director
DIN: 00225518 DIN: 06650869

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 2019, 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.

For Jaiswal Singh & Co.
Chartered Accountants
(CA Jagdish Jaiswal)
PARTNER
M. No. 078449
Lucknow
Date: 07.08.2019



To
The Members of
LINA KS MICROELECTRONICS LTD.,

Report on the Audit of the Standalone Financial Statements

OPINION

We have audited the standalone financial statements of LINA KS MICROELECTRONICS LIMITED ("the Company"), which comprise the balance sheet as at 31st March 2019, and the statement of Profit and Loss, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone 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, of the state of affairs of the Company as at March 31, 2019, and profit/loss, changes in equity and its cash flows for the year ended on that date.

BASIS FOR OPINION

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

MANAGEMENT'S RESPONSIBILITY FOR THE STANDALONE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, (changes in equity) and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Paragraph 40(b) of this SA explains that the shaded material below can be located in an Appendix to the auditor's report. Paragraph 40(c) explains that when law, regulation or applicable auditing standards expressly permit, reference can be made to a website of an appropriate authority that contains the description of the auditor's responsibilities, rather than including this material in the auditor's report, provided that the description on the website addresses, and is not inconsistent with, the description of the auditor's responsibilities below.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for

one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

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 Companies Act, 2013, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable. As required by Section 143(3) of the Act, we report that:

- We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books
- The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account].
- In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules,
- On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
- With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
- With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 'o(i) & 'o(ii) under the head 'NOTES ON ACCOUNTS' to the financial statements
 - The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For Jaiswal Singh & Co.
Chartered Accountants

(CA Jagdish Jaiswal)
PARTNER
M. No. 078449
Lucknow
Date: 29.05.2019



Annual Report 2018-2019

JAISSAL SINGH & CO.
Chartered Accountants

17/19, Kurswan
The Mall, Kanpur
Ph: 8318228806

LINAKS MICROELECTRONICS LIMITED

**The Annexure-A referred to in our report to the members of Linaks
Microelectronics Ltd., for the year ended on 31.03.2019**

We report that:

S.No.	Particulars	Auditors Remark
(i)	(a) whether the company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;	Yes
	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;	Yes. No material Discrepancies were found.
	(c) whether the title deeds of immovable properties are held in the name of the company. If not, provide the details thereof;	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,	No loan is granted,
	(a) whether the terms and conditions of the grant of such loans are not prejudicial to the company's interest;	NA
	(b) whether the schedule of repayment of principal and payment of interest has been stipulated and whether the repayments or receipts are regular;	NA
	(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;	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;	YES
	(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. (Amere representation to the concerned Department shall not be treated as a dispute).	As per Notes on Account point No. O (i).
(viii)	whether the company has defaulted in repayment of loans or borrowing to a financial institution, bank,	NO

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).

(ix)	whether moneys raised by way of initial public offer 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;	NA
(x)	whether any fraud by the company or any fraud on the 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;	NO
(xi)	whether managerial remuneration has been paid or 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;	YES
(xii)	whether the Nidhi Company has complied with the Net 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;	NA
(xiii)	whether all transactions with the related parties are in 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;	YES
(xiv)	whether the company has made any preferential 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;	NA
(xv)	whether the company has entered into any non-cash 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	NO
(xvi)	whether the company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and if so, whether the registration has been obtained.	NO

For Jaiswalsingh & Co.,
Chartered Accountants
Firm's registration number: 011049C

CA JAGDISH PRASAD JAISWAL
Partner
Membership number : 078449

Place : LUCKNOW
Date : 29.05.2019

"ANNEXURE B" TO THE INDEPENDENT AUDITOR'S REPORT OF THE EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF LINAKS MICROELECTRONICS LIMITED ON THE FINANCIAL CONTROLS UNDER CLAUSE (i) OF SUB SECTION 3 OF SECTION 143 OF COMPANIES ACT 2013.

Section 143 of the Companies Act, 2013:

We have audited the internal financial controls over financial reporting of LINAKS MICROELECTRONICS LIMITED as on March 31, 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls:

The Company's management is responsible for establishing and maintaining internal financial controls based on, "The internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India". These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors' Responsibility:**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting:

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2)

provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting:

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion:

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as on March 31, 2019, based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India".

For and on behalf of
Jaiswal Singh & Co.
Chartered Accountant

CA. Jagdish Prasad Jaiswal
Partner
Membership Number: 078449
Place: Lucknow
Date: 29.05.2019

Linaks Microelectronics Ltd
12.Kms. Barabanki Road, Chinhat, Lucknow
Balance Sheet as at 31.03.2019

PARTICULARS	NOTE	AS AT 31 st March, 2019		AS AT 31 st March, 2018	
		(Rupees)		(Rs. In Thousands)	
ASSETS					
Non Current Assets					
a) Fixed Assets					
l) Tangible Assets	1	43856		45291	
ll) Intangible Assets			43856		45291
Current Assets					
a) Inventories	2	3314		4583	
b) Trade Receivables	3	2178		4530	
c) Cash & Bank Balances	4	3900		5761	
d) Other Current Assets	5	1265	10657	1646	16520
			54513		61811
EQUITY AND LIABILITIES					
Shareholder's Funds					
a) Share Capital	6	49535		49535	
b) Reserves & Surplus	7	-235795	-186260	-227813	-178278
Non- Current Liabilities					
a) Long term Borrowings					
b) Other Long Term Liabilities	8	236381		235441	
c) Long Term Provisions	9	0	236381	0	235441
Current Liabilities					
a) Short term borrowings	10	2944		2952	
b) Trade Payable	11	1150		1380	
c) Other Current Liabilities	12	37		25	
d) Short Term Provisions	13	261	4392	291	4648
			54513		61811

Significant Accounting Policies

Notes on Financial Statements

Note: The Schedules referred to above form an integral part of the Balance Sheet

As per our separate report of even date

For Jaiswal Singh & Co.
Chartered Accountants

For and on behalf of the Board Of Directors

(CA Jagdish Prasad Jaiswal)
Partner
Date: 29.05.2019

(Anil Kumar Singh)
Managing Director
DIN: 00225518

(Udai Bhan Singh)
Director
DIN: 06650869



Linaks Microelectronics Ltd
12.Kms. Barabanki Road, Chihat, Lucknow
Statement of Profit and Loss for the period ending on 31.03.19

(Rs. In Thousands)

PARTICULARS	NOTE	AS AT 31 st March, 2019 (Rupees)	AS AT 31 st March, 2018 (Rupees)
INCOME			
i) Revenue from operations	14	6559	16200
ii) Other Income	15	364	490
iii) Total Revenue (i+ii)		6923	16690
EXPENDITURE			
Cost of material Consumed	16	3814	8615
Changes in Inventories of Finished goods and WIP	17	-57	183
Employee Benefit Expenses	18	4095	4102
Finance Costs	19	267	236
Depreciation	20	1564	2186
Other Expenses	21	5222	7893
iv) Total Expenditure		14905	23215
Profit before exceptional and extraordinary items and tax(iii-iv)			
		-7982	-6525
Exceptional Items		0	0
Profit before extraordinary items and tax		-7982	-6525
Extraordinary Items - Account written off		0	1303
Profit before Tax		-7982	-5222
Tax Expenses			
Current Tax		0	0
Deferred Tax		0	0
Profit/ Loss for the period from continuing operations		-7982	-5222
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		-7982	-5222
Earning per equity Share			
(i) Basic		-0.46	-0.30
(ii) Diluted		-0.46	-0.30

Significant Accounting Policies

Notes on Financial Statements

Note: The Schedules referred to above form an integral part of the Balance Sheet

As per our separate report of even date

For Jaiswal Singh & Co.
Chartered Accountants

For and on behalf of the Board Of Directors

(CA Jagdish Prasad Jaiswal)
Partner
Date: 29.05.2019

(Anil Kumar Singh)
Managing Director
DIN: 00225518

(Udai Bhan Singh)
Director
DIN: 06650869



Linaks Microelectronics Ltd
12.Kms. Barabanki Road, Chinhat, Lucknow
Cash Flow Statement for the period ended 31.03.19

(Rs. In Thousands)

A. CASH FLOW OPERATING ACTIVITIES:	As at 31.03.19 (Rupees in 000)	As at 31.03.18 (Rupees in 000)
Net profit before tax and extraordinary Items	-8079	-6780
Items Adjustment for:		
1. Depreciation	1564	2186
2. Assets written off		0
3. Foreign Exchange		
4. Investments		
5. Interest/Dividend	-267	-236
Operating profit before working capital	-6782	-4830
Change adjustment for:		
1. Trade and other receivables	2733	-1559
2. Inventories	1269	142
3. Trade and other payables	-257	-1494
Cash generated from operations	-3037	-7740
Interest Received	364	491
Direct taxes paid		
CASH FLOW BEFORE EXTRAORDINARY ITEM:	-2673	-7250
1. Extra ordinary items(creditors written off)		1303
Decrease in Share capital		
Increase in reserves		
2. Expenses pertaining to previous year		
3. Net Cash from operating activities	-2673	-5947
B. CASH FROM INVESTMENT ACTIVITIES		
Purchase of fixed assets	-129	-417
Net Cash used in investing activities		
Total	-2802	-6363
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Unsecured Loans	940	
Repayment of finance/lease liabilities		0
Increase in Cash credit borrowings		1310
Waiver of loans		
payment of unsecured Loans		
NET CASH USED IN FINANCING ACTIVITIES	940	1310
Net increase in cash and cash equivalent	-1862	-5053
Cash and cash Equivalents as at-1.04.18 (Opening Balance)	5762	10815
Cash and cash Equivalents as at 31.03.19 (Closing Balance)	3900	5762

For and on behalf of the Board Of Directors

(Anil Kumar Singh)
Managing Director
DIN: 00225518

(Udai Bhan Singh)
Director
DIN: 06650869

AUDITORS' REPORT

We have checked the attached cash flow statement of Linaks Microelectronics Ltd. for the year ended March 31, 2019 from the books & records maintained by the company in the ordinary course of business and have found in accordance therewith.

For Jaiswal Singh & Co.
Chartered Accountants

(CA Jagdish Prasad Jaiswal)
Partner
Date: 29.05.2019

NOTE: 1 Disclosure on fixed assets (Rs. In hundreds)	Fixed Assets	Gross Block	Additions/ (Disposals)	Acquired through business combinations	Adjustments	Balance as at 31 March 2019	Accumulated Depreciation	Depreciation charge for the year	Adjustment due to revaluations	On disposals	Balance as at 31.3.2019	Net Block	Balance as at 31.3.2019	
		Balance as at 31 March 2018	(Disposals)			₹	₹	₹	₹	₹	₹	₹	Balance as at March 2018	Balance as at 31.3.2019
a	Tangible Assets													
	Buildings	44594				44594	18756	464			19220	25638	25374	
	car	1755				1755	486	208			694	1269	1061	
	Plant and Equipment	164911				164911	147111	797			147008	17800	17003	
	Assets under lease	0				0	0	0			0	0	0	
	Furniture and Fixtures	1475				1475	1398	0			1398	77	77	
	Assets under lease	0				0	0	0			0	0	0	
	Vehicles	0				0	0	0			0	0	0	0
	Assets under lease	0				0	0	0			0	0	0	0
	Office equipment	3818	15.00			3833	3565	45			3610	253	223	
	Assets under lease	0				0	0	0			0	0	0	0
	Others (specify nature) computers	83	114.00			197	28	50			78	54	119	
	Total				0.00		216765	171344	1564			172008	45291	43657
			129	0	0	216765	171344	1564	21355103	0	161343416	45291	43657	



Note 2 Inventories		As at 31st March 2019		As at 31st March 2018	
a. Raw Materials and components (Valued at Landed cost)	1021		2347		
	1021		2347		
b. Work-in-progress (Valued at Input plus cost of conversion charges)	72		0		
	72		0		
c. Finished goods (Valued at Cost or net realisable value)	0		15		
d. Stock-in-trade (Valued at _____)	0		0		
e. Stores and spares (Valued at _____)	0		0		
	0		0		
f. Loose Tools (Valued at _____)					
g. Others (Specify nature)					
Land (valued at cost)	2221		2221		
	2221		2221		
Total	3314		4583		
Note 3 Trade receivables		As at 31st March 2019		As at 31st March 2018	
a. Short term trade receivables					
Secured, considered good	2178		4530		
Unsecured, considered good					
Doubtful					
Less: Provision for doubtful debts	0		0		
Total	2178		4530		
Note 4 Cash & Cash Equivalents under current assets		As at 31st March 2019		As at 31st March 2018	
Cash in hand	369		528		
Bank Accounts	60		148		
FDR With Bank	3471		5085		
Total	3900		5761		
Note 5 Current Assets other current assets		As at 31st March 2019		As at 31st March 2018	
Security Deposits	135		100		
PLA Advance					
Stores and Spares	604		968		
Vat On Capital goods					
Loans & Advances	192		266		
Pre Paid Expenses	57		64		
G S T	141		212		
T D S	136		36		
Total	1265		1646		
PARTICULARS		As at 31st March 2019		As at 31st March 2018	
	Numbers	Rupees	Numbers	Rupees	
Note 6 Share Capital					
Authorised					
Optionally Convertible					
Preference Share of Rs.10/-each	4000000	40000	4000000	40000	
Equity Shares of Rs. 1/- each (prev.yr Rs 1 each)	50000000	50000	50000000	50000	
Issued, Subscribed & Paid up					
Optionally Convertible Preference Share of Rs.10/-each	3220000	32200	3220000	32200	
Equity Shares of Rs.1/- each (prev.yr Rs 1 each)	17335300	17335	17335300	17335	
	20555300	49535	20555300	49535	
6.1 Particulars of shareholders holding more than 5% of the total equity share capital					
S.N	Name of the Holder	No. of shares held	% to total paid up capital	No. of shares held	% to total paid up capital
1	ANIL KUMAR SINGH	5425500	31.30%	5425500	31.30%
2	MEENA SINGH	1420880	8.20%	1420880	8.20%
Note 6.1 A. Statement of changes in equity					
Balance at the beginning of the reporting period	17335300	Changes in the equity during the year	0	Balance at the end of the year	17335300
B. Other Equity					
There has been no change in the other equity					
C. Preference Shares					
Balance at the beginning of the reporting period	322000	Changes in the equity during the year	0	Balance at the end of the year	322000



Note 7

	As at 31st March 2019	As at 31st March 2018
Reserves & Surplus		
a. Capital Reserves		
Opening Balance	31049	31049
(+) Current Year Transfer		
(-) Written Back in Current Year		0
Closing Balance	31049	31049
b. Securities Premium Account		
Opening Balance	19277	19277
Add : Securities premium credited on Share issue		
Less : Premium Utilised for various reasons		0
Premium on Redemption of Debentures		
For Issuing Bonus Shares		
Closing Balance	19277	19277
c. Surplus		
Opening balance	-278139	-272917
(+) Net Profit/(Net Loss) For the current year	-7982	-5222
(+) Transfer from Reserves		
(-) Proposed Dividends		
(-) Interim Dividends		
(-) retained earning	0	0
(-) Transfer to Reserves-Reduction in Share Capital	0	0
Closing Balance	-286121	-278139
Total	-235795	-227813

Note: Equity share of Rs. 10/- each has been reduced to four equity shares of Rs.1/- each, as per Members Resolution passed at EGM held on 30.09.2013 at the registered office of the company.

	As at 31st March 2019	As at 31st March 2018
Note 8 Other Long Term Liabilities		
(b) Others	236381	235441
Total	236381	235441

	As at 31st March 2019	As at 31st March 2018
Note 9 Long Term Provisions		
(a) Provision for employee benefits		
Superannuation (unfunded)		
Gratuity (unfunded)		
Leave Encashment (unfunded)		
ESOP / ESOS		
(b) Others (Specify nature)		
Duity & taxes		
Total	0.00	0.00

	As at 31st March 2019	As at 31st March 2018
Note 10 Short Term Borrowings		
Unsecured		
(a) Loans repayable on demand	2944	2910
from banks vijaya bank		
from other parties - Director	0	41
(of the above, '_____' is guaranteed by Directors and / or others)		
(b) Loans and advances from related parties	0	0
(of the above, '_____' is guaranteed by Directors and / or others)		
Total	2944	2951

	As at 31st March 2019	As at 31st March 2018
Note 11 (a) Trade Payables	1150	1380
Total	1150	1380

	As at 31st March 2019	As at 31st March 2018
Note 12 Other Current Liabilities *		
TDS Payable	37	25
Total	37	25

	As at 31st March 2019	As at 31st March 2018
Note 13 Short Term Provisions	54	0
Salary & Reimbursements	155	262
P F Payable	41	23
ESI Payable	11	6
Total	261	291

PARTICULARS

	(Rs. in 000)			
	As at	As at	As at	As at
	31, March 2019	31, March 2018	31, March 2019	31, March 2018
	Rupees	Rupees	Rupees	Rupees

Note 14 Revenue from operations				
	6559	16200		
	6559	16200		

	(Rs. In Thousands)	
Note Other Income		
15 Interest Received	364	491
	364	491
Note		
16 Cost of material Consumed		
	Consumption	Consumption
Opening Stock	2347	2306
Purchases	2488	8656
	4835	10962
Less Consumed	3814	8615
Closing Bal	1021	2347
Note		
17 Changes in Inventories of Finished goods, Stock in trade and Stock in Process		
Opening Bal.		
WIP	0	198
Finished Goods	15	
Total WIP+FinishedGoods	15	198
Closing Bal.I		
WIP	72	0
Finished Goods	0	15
	72	15
Change in Inventory	-57	183
Note		
18 Employee Benefit Expenses		
Employee benefit expense		
Salary To Director	1680	1440
Employer cont. FPF	0	103
Employer cont. ESI	53	57
Employer cont. PF	133	59
Salary & Wages	2187	2368
Staff welfare exp	42	75
Total	4095	4102
Note		
19 Finance Costs		
Interest	267	236
Total Fin. Cost	267	236
Note		
20 Depreciation and Amortisation Expenses		
Depreciation	1564	2186
	1564	2186
Note		
21 Other Expenses		
Audit Fee	30	30
Bank Charges	13	69
Advertisement Exp.	150	110
Conveyance Expenses	400	145
Courier Expenses	35	10
Diesel Expenses	142	160
Packing expenses	4	9
Insurance Charges	72	87
internet	0	6
Journal Books & Periodicals	0	0
Legal Expenses	349	0
Freight & cartage	65	1327
Mise Expenses	32	64
Postage	0	55
Printing & Stationery	130	79
incentive	40	137
Repairs & Maintenance	880	1475
Licence Charges	0	17
registration & renewal fees	11	16
watch & wards	431	299
Professional charges	484	346
Sebi & share Depsitory Exp	250	630
Insurance car	10	11
Rent Factory	216	196
Clearing & Forwarding Expenses	3	0
vech. Running & maintenace	183	190
Round Off	0	0
Rate & taxes	0	5
Machine Shifting Charges	70	0
Internal Audifees	30	30
Website Maintenance== Site	1	0
Electric Expenses	756	1036
Telephone Expenses	22	21
Penalty	2	0
Consumable Stores	20	0
Travelling Expenses	377	1333
Filing Charges	14	0
TOTAL	5222	7893

**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. Building is constructed on rented land.

c. DEPRECIATION:

Depreciation on Fixed Assets is provided as per the Straight Line Method and at the rates and in the manner specified in the Companies Act, 2013. Necessary adjustments required as per the Companies Act, 2013 has been made in the Fixed assets.

d. RETIREMENT BENEFITS:

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

e. INVENTORIES:

- Raw Material, stores and spares are valued at cost or net realisable value, whichever is lower.
- Work in progress is valued at the cost of inputs plus part of conversion charges as applicable.
- Finished Goods are valued at lower of cost or net realisable value.

f. FOREIGN EXCHANGE TRANSACTIONS:

There is no foreign currency income during the year.

There are following foreign currency expenditure/ out go during the year

	(Rs. In 000)	
	2018-2019	2017-2018
Purchase of Machine, Machine parts & Spares;	Rs. Nil (prev. Year Rs Nil)	Rs. Nil (Prev. Year Rs Nil)
Purchase of Raw Material	Rs. Nil (Prev. Year Rs 2844)	Rs. Nil (Prev. Year Rs Nil)
Travelling	Rs. Nil	Rs. Nil

g. SALES

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

h. TAXATION:

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

i. EARNING PER SHARE

(a) Calculation of Weighted Average:

	2018-2019	2017-2018
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 thousand)	-7983	-5222
Earning/loss per share (in Rs.)	-0.46	-0.30

j. SEGMENT INFORMATION:

The company has only one product- Printed Circuit Board.

k. RELATED PARTY DISCLOSURE

- Other related Parties with whom transactions have taken place – Nil
- Directors.

Shri Anil Kumar Singh	Managing Director
Shri Udayam Singh	Whole time Director
Dr. Gautam Singh	
Shri U B Singh	
Shri R. C. Gaur	
Smt Meena Singh	

Managing director has been paid a remuneration of Rs.14,40,000 and Shri Udayam Singh is paid a remuneration of Rs. 2,40,000.00.

l. LIQUIDATED DAMAGES:

- Liquidated Damages on late deliveries are accounted for only when they are finally not recoverable in spite of Company's best efforts.
- Necessary adjustment has been made to show the Fixed Assets as per AS10.

m. CONTINGENT LIABILITIES:

- Estimated amount of contracts remaining to be executed on Capital Account NIL. (Previous year NIL)
- Outstanding Letters of Credit Rs. NIL (Previous year Rs. NIL)
- Outstation Cheques purchased by bank but not cleared till the date of Balance Sheet Rs. Nil (Previous Year Rs. Nil).
- Disputed demand for Rs.6335 (in Thousand) (Previous Year(s) Rs 6335 (Rs in Thousand) excluding Interest, for Sales Tax, is in appeal and pending before different authorities.
- Company has given its land to Syndicate Bank as corporate guarantee against a loan of Rs. 30 crores.
- 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.
- (i) Details of litigated Sales Tax assessments under appeal and finalisation.

(Rs. In 000)

Serial Number	Financial Year	Provincial Disputed Amount	Central Disputed Amount
1	1993-94	Nil	Rs 153
2	1994-95	Rs 142	Rs 75
3	1996-97	Rs 383	Rs 102
4	1997-98	Rs 458	Rs 494
5	1999-00	Rs 92	Rs 88
6	2000-01	Rs 482	Rs 781
7	2001-02	Rs 92	Rs 9
8	2002-03	Nil	Rs 285

- The developers of old site, M/s CLARION TOWNSHIP (P) LIMITED, the company that was given the leave and licence permission to develop the site, could not progress beyond 10-15% completion stage of Group Housing Project. They have run afoul with their lending bank who have invoked SARFESAL against them and possessed the site. Since the arrangement of their financing was so structured that they had mortgaged their share of built up project area but had also been extended a Corporate Guarantee by the company (LINA KS MICROELECTRONICS LTD.,) to the lending bank to facilitate and speed- up the arrangement in the interest of expeditious execution. LINA KS MICROELECTRONICS LTD., had taken care to obtain a counter corporate Guarantee from the parent company of Clarion , namely Rohtas Projects Ltd. for the same amount to cover the overhang. As the lending bank of Clarion has invoked LINA KS MICROELECTRONICS LTD's Corporate Guarantee, the Linaks has since also invoked corporate Guarantee of Rohtas to cover negative fallout. Simultaneously, LINA KS MICROELECTRONICS LTD., is also in discussions with the other construction companies to step into the shoes of Clarion and complete the project. To accomplish this LINA KS MICROELECTRONICS LTD., has initiated dialogues with all the stake holders. We are unable to determine litigated liability. No provision for the same is made in books.

p. EXPENSES AND EARNING

	2018-19 Rs in 00	2017-18 Rs in 00
a) Values of Direct Imports (CIF) Raw Material	Nil	2844
Machinery, Machine Parts (including advance paid)	Rs. Nil	Rs. Nil
b) Expenditure in Foreign Currency Travelling Expenses	Nil	NIL
Other matters	Nil	Nil
c) Earnings in Foreign exchanges (FOB) Export	Nil	Nil

q. (a) CONSUMPTION OF RAW MATERIAL

	2018-19 Qty	Rs.in Thousands	2017-18 Qty	Rs.in Thousands
(i) Copper clad Laminates	1908 sq. Mtrs.	282.2	1810 sq. Mtrs.	293.5
(ii) Other inputs	Lots	52	Lots	73

(b) RAW MATERIALS IMPORTED & INDIGENOUS

	2018-19 Rs.in Thousand	2017-18 Rs.in Thousand
Imported	Nil	2844
Indigenous	1046	5771

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

	2018-19 (Qty. sqm.)	(Rs.in 000)	2017-18 Qty.(Nos)	(Rs. in 000)
Opening Stock	15	2150	Nil	Nil
Closing Stock	149	115	15	2150
(b) SALES		6559		16200

Printed Circuit Boards**s. DETAILS OF LICENSED & INSTALLED CAPACITIES AND PRODUCTION**

	Installed Capacities (In Sq Mtrs)		Licensed Capacities	
	2018-19	2017-18	2018-19	2017-18
(i) Installed Capacity				
Single Sided Glass Epoxy PCB	5000	5000	5000	5000
Single Sided paper ACCL (pierced and blanked)	10000	10000	10000	10000

[All the equipments have not been fully installed]

(ii) Actual Production

2018-19 2017-18
Printed Circuit Boards 1908 sq.m. 1365 Sq.m.

t. PARTICULARS OF RENUMERATION OF DIRECTORS

	2018-19	2017-18
Salary (Rs. In Thousand)	1680	1440

No other perquisites given to Directors

u. EXPENDITURE INCURRED ON EMPLOYEES

(a) Employed throughout the Rs.60,00,000 or year and drawing More	Nil	Nil
(b) Employed for the part of year and drawing Rs.5,00,000 or more	Nil	Nil

v. PAYMENTS MADE TO AUDITORS

Audit fee	30	30
-----------	----	----

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

For Jaiswal Singh & Co.
Chartered Accountants

For and on behalf of the Board of Directors

(CA Jagdish Prasad Jaiswal)
Partner
Date: 29.05.2019

(Mr. Anil Kumar Singh)
Managing Director
DIN: 00225518

(Mr. Udai Bhan Singh)
Director
DIN: 06650869



LINA KS MICROELECTRONICS LTD.
Regd.Off: 12.6 km Barabanki Road,
Chinhat, Lucknow-227105.
Phone: 0522-6549493 Fax: 0522-2622061
Email: linakspcb@yahoo.com
CIN: L32101UP1986PLC007841

ATTENDANCE SLIP

Please fill attendance slip and hand it over at the entrance of the meeting hall
Joint shareholders may obtain additional Slip at the venue of the meeting.

DP ID*	CLIENT ID*	FOLIO NO.	NO. OF SHARES

I, _____ (Name and address of the Shareholder / Proxy) hereby record my presence at the 34th ANNUAL GENERAL MEETING of the Company held on Monday, 23rd day of September, 2019 at 11.00 a.m.at 12.6 kms, Barabanki Road, Chinhat- 227105

Signature of Shareholder / Proxy

*Applicable for investors holding shares in electronic form.

Note :-

1. Please complete this attendance slip and hand over it at the entrance of the meeting venue.
2. Only shareholders of the Company or their proxy/(ies) will be allowed to attend the meeting on production of the attendance slip duly completed and signed.

**POLL SLIP**

1.	Name(s) and registered address of the Sole / First Holder	
2.	Folio no. of the shareholder	
3.	Nos. of Equity Shares held	

I/We hereby exercise my/our vote(s) in respect of the Resolutions set out in the notice of Annual General Meeting of the Company held Monday, the 23rd day of September, 2019 at 11.00 a.m. at 12.6 kms, Barabanki Road, Chinhat- 227105 by giving my/our assent or dissent to the Resolutions by placing the tick (– ') mark at the appropriate box below :

No.	Matter of resolution	VOTE		
		For	Against	Abstain
1	To consider and adopt the Financial Statements of the Company for the financial year ended 31st March, 2019, the Consolidated Financial Statements for the said financial year and the Reports of the Board of Directors and the Auditors thereon.			
2.	To reappoint Mrs. Meena Singh as Non- Executive non- independent director, who retires by rotation.			
3.	To ratify the appointment of M/s. Jaiswal Singh & Associates, Chartered Accountants, Kanpur, as statutory auditors.			
4.	To approve the appointment of Mr. Jai Ram Singh, as an Independent Director.			

Signed this ___ day of September, 2019

Signature of shareholder

INSTRUCTIONS

- 1) This Form is provided for the benefit of Members to participate in the Poll.
- 2) A Member can opt for this mode of voting.
- 3) The scrutinizer will collate the votes to declare the final result for each of the Resolutions forming part of the Notice of the AGM.

PROCESS AND MANNER FOR MEMBERS OPTING TO VOTE BY POLL

- 1) The Form should be signed by the Member as per the specimen signature registered with the Company. In case of joint holding, the Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. A Power of Attorney (POA) holder may vote on behalf of a Member, mentioning the registration number of the POA registered with the Company or enclosing an attested copy of the POA.
- 2) In case the shares are held by companies, trusts, societies, etc. , the authorized person should provide a certified true copy of the relevant Board Resolution/Authorization.
- 3) Votes should be cast in case of each resolution, either in favour or against by putting the tick (") mark in the column provided in the Poll slip.
- 4) The voting rights of shareholders shall be in proportion of the shares held by them in the paid up equity share capital of the Company as on Monday, 16th September, 2019 as per the Register of Members of the Company.
- 5) The decision of the Scrutinizer on the Poll shall be final.
- 6) The results shall be declared in the meeting itself.

Form No. MGT-11

Proxy form

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

CIN : L32101UP1986PLC007841
 Name of the company : LINA KS MICROELECTRONICS LIMITED
 Registered office : 12.6 Kms, Barabanki Road, Chinhat - 227105

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

I/We, being the member(s) of _____ shares of the above named company, hereby appoint -
 1) _____ Address _____ having e-mail id _____; or failing him
 2) _____ Address _____ having e-mail id _____; or failing him
 3) _____ Address _____ having e-mail id _____

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual general meeting of the company, to be held on Monday, 23rd day of September, 2019 at 11.00 a.m. at 12.6 kms, Barabanki Road, Chinhat – 227105 and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:

No.	Matter of resolution	VOTE		
		For	Against	Abstain
1	To consider and adopt the Financial Statements of the Company for the financial year ended 31st March, 2019, the Consolidated Financial Statements for the said financial year and the Reports of the Board of Directors and the Auditors thereon.			
2.	To reappoint Mrs. Meena Singh as Non- Executive non-independent director, who retires by rotation.			
3.	To ratify the appointment of M/s. Jaiswal Singh & Associates, Chartered Accountants, Kanpur, as statutory auditors.			
4.	To approve the appointment of Mr. Jai Ram Singh, as an Independent Director.			

Signed this..... day of September, 2019

 Signature of shareholder

Signature of first proxy holder (s)

Affix
 revenue
 stamp

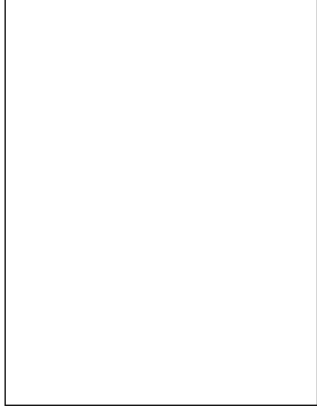
Notes:

- (1) The 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.
- (2) A Proxy need not be a member of the Company.
- (3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- ** (4) This is only optional. Please put a '✓' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (5) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- (6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

Route map of Registered office of LINA KS MICROELECTRONICS LIMITED at 12.6 Kms, Barabanki Road, Chinhat-227105

By Courier

To,



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