



LINAKS MICROELECTRONICS LTD.

Regd.Off: 12.6 km. Barabanki Road, Chinhat, Lucknow- 226028
Works:Safedabad, NearRailwayCrossing, Barabanki Road, Barabanki 225003
Correspondence Address: B-66, Nirala Nagar, Lucknow- 226020
Tel: 0522-6549493 Fax:0522-4076594 Email: pcblinaks@yahoo.com
CIN:L32101UP1986PLC007841

Date : 04.09.2021

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

Sub: Uploading Annual Report under Regulation 34(1) of SEBI (LODR) Regulations, 2015

Dear Sir,

Sending attached copy of Annual Report for the year ended 31.03.2021.

Thanking you.

Yours faithfully,
For Linaks Microelectronics Ltd.

PRIYA GUPTA
Company Secretary &
Compliance Officer
M.No. : 55368

Encls: Annual Report



Annual Report 2020-2021

LINAKS MICROELECTRONICS LIMITED

XXXVI



Annual Report

2020-2021

Linaks Microelectronics Limited



LINAKS MICROELECTRONICS LTD.

(CIN: L32101UP1986PLC007841)

Regd. Office:

12.6 Km. Barabanki Road, Chinhat,

Lucknow-227 105.

BOARD OF DIRECTORS

| | |
|--------------------------------------|--|
| Mr. Anil K Singh (DIN:00225518) | -Managing Director |
| Mr. U.B. Singh (DIN: 06650869) | - Independent Director (Died on 13.04.2021) |
| Mrs. Meena Singh (DIN: 02775239) | - Director |
| Mr. Ram Chandra Gaur (DIN: 02317264) | Independent Director |
| Mr. Jai Ram Singh (DIN : 08356669) | Independent Director |
| Mr. Jay Kumar (DIN: 09030964) | Independent Director (w.e.f. 18.01.2021) |

AUDITORS

Jaiswal Singh & Co.
(Chartered Accountants)

Secretarial Auditors

Divya Matah & Associates
(Practicing Company Secretaries)

Company Secretary

Ms. Priya Gupta w.e.f. 10.06.2020

Chief Financial Officer

Mr. Girish Chandra Jha

BANKERS

Bank of Baroda

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 2021**

Notice is hereby given that the 36th Annual General Meeting of M/S LINAKS MICROELECTRONICS LIMITED will be held on Monday, the 27th September, 2021 at 11:30 AM through video conferencing or other audio visual means (VC/OAVM) to transact the following business:

ORDINARY BUSINESSES:

1. To consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2021 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 audited Balance Sheet, Statement of Profit & Loss and Cash Flow Statement along with the notes forming part of the audited financial statements for the financial year ended 31st March 2021 along with the Auditors' Report and the Directors' Report thereon for the financial year ended 31st March 2021, 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 36th 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 0111049C), as the Statutory Auditors of the Company for remaining term, from the conclusion of 36th 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 Appoint Mr. Jay Kumar (DIN: 09030964) as an Independent Director

To consider and, if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof for the time being in force and Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement, amended up to the date, Mr. Jay Kumar (DIN: 09030964), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who was appointed as an Independent Director at the Board Meeting held on 18.01.2021, whose term shall expire at the conclusion of the 36th AGM, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office, for five consecutive years for a term up to the conclusion of the 41st Annual General Meeting of the Company in the Calendar Year 2026."

By order of the Board
For Linaks Microelectronics Limited

Priya Gupta
Company Secretary

Place: Lucknow
Dated: 13.08.2021

Notes:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.linaks.in. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
8. A Statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act"), setting out the material facts concerning the Special Business to be transacted at the Annual General Meeting ("AGM") is annexed hereto.
9. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the company. Since this AGM is being held pursuant to the MCA Circular No. 14/2020 dated April 08, 2020 through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for **appointment of proxies by the Members will not be available** for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
10. Copies of Directors report and Auditors report, Financial Statements of the Company are enclosed.
11. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company and Corporate Office of the Company during normal business hours on all days except Saturdays and Sunday, up to and including the date of the Annual General Meeting.

12. Members can inspect the register of directors and key managerial personnel and their shareholding, required to be maintained under section 170 of the Companies Act, 2013 and register of contracts or arrangements in which the directors are interested, to be maintained under Section 189 of the Companies Act, 2013 during the course of the meeting.
13. The Company has appointed M/s Beetal Financial and Computer Services Private Limited, Delhi as the Registrar and Share Transfer Agents. Members are requested to register/update/notify immediately about any change in their address/e-mail address /bank details/PAN to their Depository Participant (DP) in respect of their shareholding in Demat mode and in respect of their physical shareholding to M/s Beetal Financial and Computer Services Private Limited, Beetal House, 3rd Floor, 99 Madangir, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, Delhi 110062 either physically or by sending mail on beetalrta@gmail.com, for receiving all communication including Annual Report, Notices, and Circulars etc. from the Company electronically.
14. Members who still hold shares in physical form are advised to Dematerialize their shareholding to avail of the benefits of dematerialization which include easy liquidity since trading is permitted only in dematerialized form, electronic transfer, savings in stamp duty, prevention of forgery, etc.
15. Members desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Act are requested to write to the Company's RTA.
16. Subject to receipt of requisite number of votes, the resolution(s) at item no. 1 to 4 in Notice of AGM shall be deemed to be passed at the 36th Annual General Meeting of the Company scheduled to be held on Monday, 27th September, 2021.
17. The Company has decided to close the Register of Members and the Share Transfer Register on September 21, 2021 up to September 27, 2021 (both days inclusive), in terms of the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Cut-off date to record the entitlement of shareholders for the purpose of e-voting is September 20, 2021
18. SEBI has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participant with whom they are maintaining their Demat accounts and members holding shares in physical form to the Company/ RTA.
19. The facility for voting, through electronic voting system on the resolution(s) shall also be made available at the AGM and members attending the meeting through VC/OAVM who have not already cast their vote on the resolution(s) by remote evoting shall be able to exercise their right to vote on such resolution(s) at the meeting. 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 INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

20. The remote e-voting period begins on 24th September, 2021 (9:00 am) and ends on 26th September, 2021 (5:00 pm). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 20th September, 2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 20th September, 2021.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders
Individual Shareholders holding securities in demat mode with NSDL.

Login Method

1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDLand you will be redirected to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
2. If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select "Register Online for IDeAS" Portal or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
4. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/loginor> www.cdslindia.com and click on New System Myeasi.
2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.
3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.

Individual Shareholders holding securities in demat mode with CDSL

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

| Login type | Helpdesk details |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43 |

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP 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.nsdl.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.

- Your User ID details are given below :

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|--|---|
| 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*** |

- Password details for shareholders other than Individual shareholders are given below:
 - If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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.
 - How to retrieve your 'initial password'?
 - 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'.
 - If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
- If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - 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 etc.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- Now, you will have to click on "Login" button.
- After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
- Now you are ready for e-Voting as the Voting page opens.
- 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.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- 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.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to NSDL at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to linakspcb@yahoo.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to linakspcb@yahoo.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/ Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at linakspcb@yahoo.com. The same will be replied by the company suitably.

By the Order of the Board

For Linaks Microelectronics Ltd

Date: 13.08.2021

Place: Lucknow

Priya Gupta

Company Secretary

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 and REG. 17(11) OF SEBI (LODR) (AMENDMENT) REGULATIONS, 2018

Item no. 4

Mr. Jay Kumar was appointed as an Independent Director at the Board Meeting held on 18.01.2021 to comply with the provisions of Section 149 and Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions and Clause 49 of the Listing Agreement, amended up to the date. The term of office of Director of Mr. Jay Kumar would expire at the end of this Annual General Meeting as Independent Director. Keeping in view the statutory requirement of appointing Independent Director, the Board recommend passing of this resolution. Except Mr. Jay Kumar, none of other Directors would be deemed concerned in this resolution.

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

Date: 13.08.2021

Place: Lucknow

Priya Gupta

Company Secretary

Appendix -A

The details of the Directors retire by rotation and seeking re-appointment and being appointed as Independent Director:-

| 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) |
| 2. | Mr. Jay Kumar (DIN-09030964) | Intermediate | NIL | NIL | Has experience in management and leadership skills as an Independent Director | NIL Nos. of Equity shares |
| | | | | | | Not related to any Director of the Company |

By the Order of the Board
For Linaks Microelectronics Ltd

Date: 13.08.2021
Place: Lucknow

Priya Gupta
Company Secretary

BOARDS' REPORT

To
The Members,
LINAKS MICROELECTRONICS LIMITED

Your Directors present the Thirty Sixth Boards' Report of the Company together with Audited Financial Statements of your company for the financial year ended 31st March, 2021.

1. FINANCIAL RESULTS

| Financial Results | (Amount in Thousand Rs.) | |
|---|--------------------------|-----------------------|
| | Year ended 31.03.2021 | Year ended 31.03.2020 |
| (a) Turnover (including Other Income) | 2108 | 4281 |
| (b) Net Profit/Loss (before depreciation and tax) | -2447 | -5333 |
| Depreciation | 1311 | 1564 |
| (c) Net Profit/(Loss) before extraordinary items | -3758 | -6897 |
| Extraordinary items | - | - |
| (d) Net Profit/(Loss) before tax | -3758 | -6897 |
| Provision for Tax (including for deferred tax) | 0 | 0 |
| (d) Net Profit/(Loss) after tax | -3758 | -6897 |

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

The business operations during the year under review were in limbo. The first eight months following the sudden pandemic driven national lock-down clamped from the third week of March' 2020 crippled our operations. It was only by October'2020 that we could start some activity in the plant, mostly housekeeping, maintenance and renewing contacts with the potential customers and vendors. The scenario that confronted us was pretty daunting and demanded a major rejig in our business approach to survive in the medium term of the next 12 to 18 months. We were beleaguered and under siege on all fronts, namely: market, material, the fall-out from the Corporate Guarantor issues resulting in multiple litigations relating to the FIR filed against Clarion Townships Pvt Ltd & Syndicate Bank, Civil Suit against both of them, SARFESAI and NCLT. We are trapped in the cleft stick of vanishing cash-inflow and mounting legal and regulatory expenses. As an interim remedy, we have let out our plant on a leave & licence basis to ensure steady cash inflow to address the essential expense burden. Not the best option. Yet a measure that would provide us with some breathing space so that we could live to fight another day.

The coming days would be the make-or-break period for your Company. It is an existentialist crisis that is staring into our faces. The Syndicate Bank's petition before the NCLT to recover its dues of Clarion Townships Pvt Ltd. from the Corporate Guarantor Linaks Microelectronics is a time-bomb that could put paid all efforts to kick start our operations. The irony of the claim being that the Syndicate Bank, which was complicit with the borrower Clarion Townships in fraudulently releasing a Rs 19

Crore loan against the construction-at-site security value of Rs 6 to 8 Crores only. The Bank's disbursement condition clearly stated 2:1 Debt Equity; thereby, the maximum eligible loan disbursement should have been between Rs 4 to 5 Crores. And, as is the practice ostensibly for client-confidentiality, the Guarantor is never kept in the loop on the borrowers' account status. As a result, today, before the NCLT, the Bank is pretending to be the 'Holy Cow' and laying claim for recovery of their excessive amount, which is their own doing in brazen collusion with Clarion Townships. The Bank, on its part, has not truthfully disclosed the fact of FIR & Criminal Investigation that is in progress against them and Clarion Townships in response to our FIR filed in August 2019. If the NCLT matter has an adverse outcome, it would badly hamper our renewal of the leave & licence agreement for the rental of the factory land due early next year.

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, 2021 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

Except the effect of overall impact of COVID-19 on the economy of whole world and any fall out case against the Company by NCLT, 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 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, 2021 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 M/S Divya Matah and 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, Practicing Company Secretaries, Lucknow has reported on the Annual Secretarial Compliances of the Company for the year ended on 31st March, 2021. 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.

During the period since last report Mr. Jay Kumar was appointed as an Independent Director at the Board Meeting held on 18.01.2021 to comply with the provisions of Section 149 and Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions and Clause 49 of the Listing Agreement, amended up to the date. The term of office of Director of Mr. Jay Kumar would expire at the end of ensuing Annual General Meeting as Independent Director. Keeping in

view the statutory requirement of appointing Independent Director, the Board recommend for his appointment. Mr. Jay Kumar has confirmed that he is not disqualified from being appointed as director in terms of Section 164 of the Companies Act, 2013.

Moreover, the Board regrets to inform that Mr. Uday Bhan Singh, one of the independent directors as well as the then Chairperson of the Company left for his heavenly abode on 13.04.2021 due to a brief illness. Your Directors take this opportunity to place on record their deep appreciation for the valuable services and guidance rendered by Mr. Uday Bhan Singh during his tenure as Director/Chairman of the Company.

In order to comply with the mandatory requirement of recruiting a Company Secretary and Compliance Officer in a Listed company, the company appointed Ms. Priya Gupta, an Associate Member of The Institute of Company Secretaries of India (ACS No. A55368) 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. June 10, 2020.

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 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. 2020-21 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 along with this report.

18. 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

Date: 13.08.2021

Place: Lucknow

(ANIL KUMAR SINGH)
Managing Director
DIN: 00225518

(J.R. SINGH)
Director
DIN: 08356669

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 judgment of the Board may affect independence of judgment 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. Jay Kumar† | 09030964 | 0 | NIL | Independent Director |

* Mr. Udai Bhan Singh Died on 13.04.2021. # Mr. Jay Kumar appointed as Director on 18.01.2021. Consequent upon the demise of Late Mr. Udai Bhan Singh, Board's Committees have been reconstituted w.e.f. 13.04.2021, the details of which would be reported in the Board's Report for the financial year 2021-22.

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 presently has 3 Independent directors on its Board. The Current independent director on Board are: Mr. Udai Bhan Singh (died on 13.04.2021), Mr. Ram Chandra Gaur, Mr. Jai Ram Singh and Mr. Jay Kumar (w.e.f. 18.01.2021). 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, CSR 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 at least 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 2020-21, 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 35 th AGM |
|----------------------|--------------------------------|--|
| Mr. Anil Kumar Singh | 6 | Yes |
| Mrs. Meena Singh | 6 | Yes |
| Mr. Udai Bhan Singh | 6 | No |
| Mr. Ram Chandra Gaur | 5 | No |
| Mr. Jai Ram Singh | 6 | No |
| Mr. Jay Kumar | 1 | No |

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 5 times during the year under review on 29.06.2020, 14.08.2020, 08.10.2020, 14.11.2020 and 13.02.2021. 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 –Member (Independent Director)
- Mr. Jai Ram Singh –Chairperson (Independent director)
- Mr. Udai Bhan Singh – Member (Independent Director)

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

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.

During the year, the Nomination and Remuneration Committee met 2 Times on 08.10.2020 and 13.02.2021.

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 01.04.20 - 31.03.21 | | |
|------------------|----------------------|--------------|--|------------|-------|
| | | | Salary & Perquisites | Commission | Total |
| Mr. Anil K Singh | Managing Director | NIL | NIL | NIL | NIL |

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 13.02.2021.

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. The committee met 1 time in the year on 13.02.2021. However, no complaint of sexual harassment was received during the year.

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, 2021 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 behavior. 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

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.

**Annual Report 2020-2021****LINAKS MICROELECTRONICS LIMITED****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 |
|---------|---|--|---------------------|--|
| 2019-20 | 35 th Annual General Meeting | Monday, 30 th November, 2020 | 1 | Appointment of Anil Kumar Singh as Managing Director |
| 2018-19 | 34 th Annual General Meeting | Monday, 23 rd September 2019 | 1 | Appointment of Mr. Jai Ram Singh as Independent Director |
| 2017-18 | 33 rd Annual General Meeting | Wednesday, 26 th September 2018 | 1 | Increase in remuneration of Managing Director |

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 by MCA & SEBI for holding AGM of 2020 was held on 30.11.2020 through AV/OAVM due to ongoing COVID-19 pandemic. Moreover, as required the Company made necessary arrangements of e-voting with NSDL on the occasion of the Annual General Meeting held on 30.11.2020.

Market price data

| Month | Open Price | High Price | Low Price | Close Price | No. of Shares Traded |
|--------|------------|------------|-----------|-------------|----------------------|
| Apr-20 | 0.49 | 0.49 | 0.33 | 0.33 | 11184 |
| May-20 | 0.33 | 0.34 | 0.31 | 0.34 | 9882 |
| Jun-20 | 0.35 | 0.44 | 0.35 | 0.42 | 40051 |
| Jul-20 | 0.44 | 0.46 | 0.36 | 0.4 | 85585 |
| Aug-20 | 0.4 | 0.59 | 0.38 | 0.53 | 153239 |
| Sep-20 | 0.53 | 0.57 | 0.53 | 0.57 | 15121 |
| Oct-20 | 0.59 | 0.61 | 0.59 | 0.61 | 10630 |
| Nov-20 | 0.61 | 0.64 | 0.61 | 0.64 | 22917 |
| Dec-20 | 0.67 | 0.67 | 0.67 | 0.67 | 100 |
| Jan-21 | 0.67 | 0.73 | 0.61 | 0.73 | 47076 |
| Mar-21 | 0.73 | 0.73 | 0.73 | 0.73 | 900 |

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, 2021

| Shareholding of nominal value of Re1 /- held | Shareholders | | Total Shares | % to Total Shares |
|--|--------------|---------------|-----------------|-------------------|
| | Number | % of Total | | |
| 1-5000 | 4838 | 96.03 | 3408713 | 19.6634 |
| 5001-10000 | 105 | 2.08 | 757500 | 4.3697 |
| 10001-50000 | 61 | 1.18 | 1169634 | 6.7472 |
| 50001-100000 | 17 | 0.33 | 1281661 | 7.3934 |
| 100001 & above | 17 | 0.33 | 10717792 | 61.8264 |
| TOTAL | 5038 | 100.00 | 17335300 | 100.00 |

Dematerialisation of Shares & Liquidity

The Company has entered into agreements with National Securities Depository Limited (NSDL) & Central Depository Services (India) Limited (CDSL). As at March 31, 2021, 77.257 percent (13392760 Shares) of the Company's total shares were held in dematerialised form while 22.743 percent (3942540 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,
Chinhut, 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 lateron 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.

Date: 13.08.2021

Place: Lucknow

By order of the Board

(ANIL KUMAR SINGH) (J.R. SINGH)
Managing Director Director
DIN: 00225518 DIN: 08356669

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: Apart from ongoing impact of COVID-19 pandemic 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

Date: 13.08.2021

Place: Lucknow

| | |
|--------------------|---------------|
| (ANIL KUMAR SINGH) | (J.R. SINGH) |
| Managing Director | Director |
| DIN: 00225518 | DIN: 08356669 |

Form No. MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31.03.2021

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

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

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

Based on our verification of the Linaks Micro Electronics Limited's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2021 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, 2021 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

UDIN: F009630C000780400

Place: Lucknow
Date: 13.08.2021

*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, Chihat,
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: 13.08.2021

Annexure-B**Secretarial compliance report of LINAKS MICRO ELECTRONICS LIMITED for the year ended 31st March, 2021**

We have examined:

- (a) all the documents and records made available to us and explanation provided by **Linaks Micro Electronics Limited** (The Company),
- (b) the filings/ submissions made by the company to the stock exchanges,
- (c) website of the company,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **31.03.2021** 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 thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, 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)**



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LINA KS MICROELECTRONICS LIMITED

- (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, We hereby report that, during the Review Period:

- (a) The company 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 company has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under in so far as it appears from our examination of those records.
- (c) The following are the details of actions taken against the company/ 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. |

- (d) The company 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 31.03.2021 | 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. |

DivyaMatah&Associates
Company Secretaries
DivyaMatah
M No. – 9630, C.P. - 11719
Date: 27.04.2021
Place: Lucknow
UDIN: F009630C000193935

Annexure C

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2021

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 | LINA KS 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 – 2020 | | | | Shareholding at the end of the year – 2021 | | | | % 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 | 8563156 | 254900 | 8818056 | 50.867 | 8563156 | 254900 | 8818056 | 50.867 | 0 |
| (b) | Central Government / State Government(s) | 0 | 0 | 0 | 0.000 | 0 | 0 | 0 | 0.000 | 0.000 |
| (c) | Financial Institutions / Banks | 0 | 0 | 0 | 0.000 | 0 | 0 | 0 | 0.000 | 0.000 |
| (d) | Any Other (Specify) | | | | 0.000 | | | | 0.000 | 0.000 |
| | Promoter Trust | 0 | 262500 | 262500 | 1.514 | 0 | 262500 | 262500 | 1.514 | 0.000 |
| | Sub Total (A)(1) | 8563156 | 517400 | 9080556 | 52.38 | 8563156 | 517400 | 9080556 | 52.38 | 0.000 |
| [2] | Foreign | | | | 0.000 | | | | 0 | 0.000 |
| (a) | Individuals (Non-Resident Individuals / Foreign Individuals) | 0 | 0 | 0 | 0.000 | 0 | 0 | 0 | 0 | 0.000 |
| (b) | Government | 0 | 0 | 0 | 0.000 | 0 | 0 | 0 | 0 | 0.000 |
| (c) | Institutions | 0 | 0 | 0 | 0.000 | 0 | 0 | 0 | 0 | 0.000 |
| (d) | Foreign Portfolio Investor | 0 | 0 | 0 | 0.000 | 0 | 0 | 0 | 0 | 0.000 |
| (e) | Any Other (Specify) | | | | 0.000 | | | | 0 | 0.000 |
| | Sub Total (A)(2) | 0 | 0 | 0 | 0.000 | 0 | 0 | 0 | 0 | 0.000 |
| | Total Shareholding of Promoter and Promoter Group(A)=(A)(1)+(A)(2) | 8563156 | 517400 | 9080556 | 52.38 | 8563156 | 517400 | 9080556 | 52.38 | 0.000 |
| (B) | Public Shareholding | | | | | | | | | |
| [1] | Institutions | | | | | | | | | |
| (a) | Mutual Funds / UTI | 0 | 203200 | 203200 | 1.172 | 0 | 203200 | 203200 | 1.172 | 0.000 |
| (b) | Venture Capital Funds | 0 | 0 | 0 | 0.000 | 0 | 0 | 0 | 0 | 0.000 |
| (c) | Alternate Investment Funds | 0 | 0 | 0 | 0.000 | 0 | 0 | 0 | 0 | 0.000 |
| (d) | Foreign Venture Capital Investors | 0 | 0 | 0 | 0.000 | 0 | 0 | 0 | 0 | 0.000 |
| (e) | Foreign Portfolio Investor | 0 | 0 | 0 | 0.000 | 0 | 0 | 0 | 0 | 0.000 |
| (f) | Financial Institutions / Banks | 300 | 680000 | 680300 | 3.924 | 0 | 680000 | 680000 | 3.923 | 0.000 |
| (g) | Insurance Companies | 0 | 0 | 0 | 0.000 | 0 | 0 | 0 | 0 | 0.000 |
| (h) | Provident Funds/ Pension Funds | 0 | 0 | 0 | 0.000 | 0 | 0 | 0 | 0 | 0.000 |
| (i) | Any Other (Specify) | | | | 0.000 | | | | 0 | 0.000 |
| | Sub Total (B)(1) | 300 | 883200 | 883500 | 5.0965 | 300 | 883200 | 883500 | 5.0965 | 0.000 |
| [2] | Central Government / State Government(s)/ President of India | | | | 0.000 | | | | 0 | 0.000 |
| | Central Government / State Government(s) | 400 | 0 | 0 | 0.0023 | 400 | 0 | 0 | 0.0023 | 0.000 |
| | Sub Total (B)(2) | 400 | 0 | 0 | 0.0023 | 400 | 0 | 0 | 0.0023 | 0.000 |
| [3] | Non-Institutions | | | | | | | | | |
| (a) | Individuals | | | | | | | | | |
| (i) | Individual shareholders holding nominal share capital upto Rs. 2 lakh. | 4292430 | 1755540 | 6047970 | 34.888 | 4197642 | 1755540 | 5953182 | 34.341 | -0.547 |
| (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 | 0.000 | 0 | 0 | 0 | 0 | 0.000 |
| (d) | Overseas Depositories(holding DRs) (balancing figure) | 0 | 0 | 0 | 0.000 | 0 | 0 | 0 | 0 | 0.000 |
| (e) | Any Other (Specify) | | | | | | | | | |
| | Individual/ Hindu Undivided Family | 123580 | 0 | 123580 | 0.7129 | 105491 | 0 | 105491 | 0.6085 | -0.1044 |
| | Non Resident Indians (Non Repat) | 1200 | 0 | 1200 | 0.0069 | 1200 | 0 | 1200 | 0.0069 | 0.000 |
| | Non Resident Indians (Repat) | 32111 | 0 | 32111 | 0.1852 | 32111 | 0 | 32111 | 0.1852 | 0.000 |
| | Clearing Member | 4 | 0 | 4 | 0.000 | 0 | 0 | 0 | 0 | 0.000 |
| | Bodies Corporate (Indian) | 379579 | 350800 | 730379 | 4.2132 | 492760 | 350800 | 843560 | 4.8661 | 0.6529 |
| | Bodies Corporate (Foreign) | 0 | 435600 | 435600 | 2.5128 | 0 | 435600 | 435600 | 2.5128 | 0.000 |
| | Sub Total (B)(3) | 4828904 | 2541940 | 7370844 | 42.5193 | 4829204 | 2541940 | 7371144 | 42.5193 | 0.000 |
| | Total Public Shareholding(B)=(B)(1)+(B)(2)+(B)(3) | 4829604 | 3425140 | 8254744 | 47.6181 | 4829604 | 3425140 | 8254744 | 47.6181 | 0.000 |
| | Total (A)+(B) | 13392760 | 3942540 | 17335300 | 100 | 13392760 | 3942540 | 17335300 | 100 | 0.000 |
| (C) | Non Promoter - Non Public | | | | | | | | | |
| [1] | Custodian/DR Holder | 0 | 0 | 0 | 0.000 | 0 | 0 | 0 | 0.000 | 0.000 |
| [2] | Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014) | 0 | 0 | 0 | 0.000 | 0 | 0 | 0 | 0.000 | 0.000 |
| | Total (A)+(B)+(C) | 13392760 | 3942540 | 17335300 | 100 | 13392760 | 3942540 | 17335300 | 100 | 0.000 |



B) Shareholding of Promoter-

| Sl No. | Shareholder's Name | Shareholding at the beginning of the year 31-03-2020 | | | Shareholding at the end of the year- 31-03-2021 | | | % 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 | HIM ANSHU MOHAN SINGH | 10800 | 0.0623 | 0 | 10800 | 0.0623 | 0 | 0 |
| 6 | M ANVI 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 | 0.045 | 0 | 7800 | 0.045 | 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 from Harsh Singh) | 262500 | 1.54 | 0 | 262500 | 1.54 | 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 - 2020 | | Transactions during the year | | Cumulative Shareholding at the end of the year - 2021 | |
|--------|------------------------------------|--|----------------------------------|------------------------------|---------------|---|----------------------------------|
| | | 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 | 680000 | 3.9226 |
| 2 | SECOND INDIA INVESTMENT FUND B.V. | 435600 | 2.5128 | | | 435600 | 2.5128 |
| | AT THE END OF THE YEAR | | | NIL | NIL | 435600 | 2.5128 |
| 3 | ELECTROPARTS INDIA PVT LTD | 309200 | 1.7836 | | | 309200 | 1.7836 |
| | AT THE END OF THE YEAR | | | NIL | NIL | 309200 | 1.7836 |
| 4 | CCIT CO. LTD./C TAURUS MUTUAL FUND | 203200 | 1.1722 | | | 203200 | 1.1722 |
| | AT THE END OF THE YEAR | | | NIL | NIL | 203200 | 1.1722 |
| 5 | DEVELOPMENT INVESTMENT TRUSTEE CO. | 159600 | 0.9207 | | | 159600 | 0.9207 |
| | AT THE END OF THE YEAR | | | NIL | NIL | 159600 | 0.9207 |
| 6 | ARM RESEARCH PRIVATE LIMITED. | 15436 | 0.6659 | | | 15436 | 0.6659 |
| | AT THE END OF THE YEAR | | | NIL | NIL | 15436 | 0.6659 |
| 7 | VANDANA BAJAJ | 136000 | 0.7845 | | | 136000 | 0.7845 |
| | AT THE END OF THE YEAR | | | NIL | NIL | 136000 | 0.7845 |
| 8 | RAJESHWARI SINGH | 100000 | 0.5769 | | | 100000 | 0.5769 |
| | AT THE END OF THE YEAR | | | NIL | NIL | 100000 | 0.5769 |
| 9 | HREDAYA NARAYAN RAI | 96924 | 0.5591 | | | 96924 | 0.5591 |
| | Transfer | | | NIL | NIL | 96924 | 0.5591 |
| | AT THE END OF THE YEAR | | | | | 96924 | 0.5591 |
| 10 | KALPESH KANAIYALAL PAREKH | 88000 | 0.5076 | | | 89000 | 0.5134 |
| | AT THE END OF THE YEAR | | | NIL | NIL | 89000 | 0.5134 |

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 01-04-2020 | 542550 | 3.129 | 542550 | 3.129 |
| | At the End of the year | 542550 | 3.129 | 542550 | 3.129 |
| 2 | MEENA SINGH | | | | |
| | At the beginning of the year as at 01-04-2020 | 142088 | 8.19 | 142088 | 8.19 |
| | At the End of the year | 142088 | 8.19 | 142088 | 8.19 |
| 3 | UDAI BHAN SINGH | | | | |
| | At the beginning of the year as at 01-04-2020 | - | - | - | - |
| | At the End of the year | - | - | - | - |
| 4 | JAI RAM SINGH | | | | |
| | At the beginning of the year as at 01-04-2020 | - | - | - | - |
| | At the End of the year | - | - | - | - |
| 5 | RAM CHANDRA GAUR | | | | |
| | At the beginning of the year as at 01-04-2020 | - | - | - | - |
| | At the End of the year | - | - | - | - |
| 6 | JAY KUMAR | | | | |
| | At the beginning of the year as at 01-04-2020 | - | - | - | - |
| | At the End of the year | - | - | - | - |



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 (Rs. In 000) | Unsecured Loans (Rs. In 000) | Deposit (Rs. In 000) | Total Indebtedness (Rs. In 000) |
|---|---|------------------------------|----------------------|---------------------------------|
| i) Principal Amount | 0 | 3240 | 0 | 3240 |
| ii) Interest accrued and due on borrowings | 0 | 0 | 0 | 0 |
| Total (i+ii+iii) | 0 | 0 | 0 | 0 |
| Change in Indebtedness during the financial year | 0 | 3240 | 0 | 3240 |
| i) Addition | 0 | 0 | 0 | 0 |
| ii) Reduction | 0 | 3173 | 0 | 3173 |
| Net Change | 0 | -3173 | 0 | -3173 |
| Indebtedness at the end of the financial year | | | | |
| i) Principal Amount | 0 | 67 | 0 | 67 |
| 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 | 67 | 0 | 67 |

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 | | |
| 1. | Gross salary (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 7(3) Income tax Act, 1961 | 0 | | 0 |
| 2. | Stock Option | - | | - |
| 3. | Sweat Equity | - | | - |
| 4. | Commission - as % of profit - Others, specify... | - | | - |
| 5. | Others, please specify-P.F. | - | | - |
| | Total (A) | 0 | | 0 |
| | Ceiling as per the Act | | | |

B. Remuneration to other directors:

| Particulars of Remuneration | NAME OF DIRECTOR | | | | TOTAL (Rs.) |
|---|------------------|------------------|---------------|-----------|-------------|
| | UDAI BHAN SINGH | RAM CHANDRA GAUR | JAI RAM SINGH | JAY KUMAR | |
| 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 Commission Others, please specify | 0 | | | | 0 |
| Total (2) | 0 | 0 | 0 | 0 | 0 |
| Total(B)=(1+2) | - | - | - | - | - |
| Total Managerial Remuneration | - | - | - | - | - |
| Overall Ceiling as per the Act | 0 | 0 | 0 | 0 | - |



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

| Sl. no. | Particulars of Remuneration | Key Managerial Personnel | | | |
|---------|--|--------------------------|------------------------------------|---|------------------|
| | | Girish Chandra Jha, CFO | Ms. Priya Gupta Company Secretary# | | Total |
| 1. | Gross salary (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 | 4598.76 | 250000 | - | 254598.76 |
| 2. | Stock Option | 0 | 0 | | 0 |
| 3. | Sweat Equity | 0 | 0 | | 0 |
| 4. | Commission - as % of profit - others, specify... | 0 | 0 | | 0 |
| 5. | Others, please specify(P.F) | 0 | 0 | | 0 |
| | Total | 4598.76 | 250000 | | 254598.76 |
| | Ceiling as per the Act | | | | 254598.76 |

#The company appointed Ms. Priya Gupta as the Company Secretary and Compliance Officer of the company from 10.06.2020.

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 | | |

Date: 13.08.2021
Place: Lucknow

(ANIL KUMAR SINGH)
Managing Director
DIN: 00225518

By order of the Board
(J.R. SINGH)
Director
DIN: 08356669

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, 2021, 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)
Practicing Company Secretary
Membership No. 9630
C.P. No. 11719

UDIN: F009630C000783018
Date: 13.08.2021
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: 01-04-2020 to 31-03-2021

| Sl No. | Nature of transaction/ Name of the related party | Amount of Transaction (in Rupees) | Relation with the Company | Total2020-2021 |
|--------|--|-----------------------------------|---------------------------|----------------|
| i. | Remuneration | | | |
| | Mr. Anil Kumar Singh | 0.00 | Managing Director | 0.00 |
| | Mr. Girish Chandra Jha | 4598.76 | CFO | 4598.76 |
| | Ms. Priya Gupta | 250000.00 | Company Secretary | 250000.00 |

By order of the Board
For Linaks Microelectronics Limited

Date: 30.06.2021
Place: Lucknow

(ANIL KUMAR SINGH) (J.R.Singh)
Managing Director Director
DIN: 00225518 DIN: 08356669

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 2021, 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: 30.06.2021

**INDEPENDENT AUDITOR'S REPORT**

To the Members of LINA KS MICROELECTRONICS LIMITED

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 2021, 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 said 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, 2021, and profit/loss, *changes in equity* and its cashflows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standard 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 thereunder, 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 informing our opinion thereon, and we do not provide a separate opinion on these matters.

Reference be made to Para O (ii) of Notes on account which is as under:

- (a) 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 SARFESAI 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 leading 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 our dues with the IRP 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. The Bank has also moved a Joint application against the corporate Debtor (Clarion) and the corporate Guarantor (Linaks i.e us) with NCLT under the Insolvency and Bankruptcy Board of India for their recovery. The Case has not been admitted as yet. Simultaneously, the Flat Allottees of Clarion Townships Pvt. Ltd. had moved a similar petition in NCLT for recoveries of their deposits & resolution which has been admitted in May, 21. We have also lodged our claim for the recovery of our dues with the IRP against Clarion Townships Pvt. Ltd., for the recovery of our balance dues.
- (b) Given the devastation of the Pandemic on the Company's Finance and the total drying up of the fresh orders, we have faced with the Uphill task of addressing the statutory and regulatory expenses (BSE, NSDL, CDSL, RTA, Comp. Secy. etc.), along with the overheads of minimum security, land rental and wages of plant staff. These overheads were further compounded by the legal expenses being borne on the SARFESAI, NCLT, Civil and criminal suits.

As an interim measure to meet these unavoidable essential expenses, for an initial period of 30 months we have entered into a leave & Licence plant rental agreement (terminable at 3 months notice) starting from Feb. 2021.

'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
- Controls.
- 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 upto 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, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2021 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 significant accounting policies 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
(Firm's Registration No. 011049C)

CA Jagdish Jaiswal
Partner
Membership No. 078449

Place : Lucknow.

Date : 30.06.2021

The Annexure-A referred to in our report to the members of Linaks Microelectronics Ltd., for the year ended on 31.03.2021

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, (a) whether the terms and conditions of the grant of such loans are not prejudicial to the company's interest; | No loan is granted, |
| | (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 com | NA |

| | | | |
|---|---|--|---------------------|
| <p>plied 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?</p> <p>(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.</p> <p>(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;</p> <p>(b) where dues of income tax or sales tax or service tax or duty of customs or duty of excise or value added tax have not been deposited on account of any dispute, then the amounts involved and the forum where dispute is pending shall be mentioned. (A mere representation to the concerned Department shall not be treated as a dispute).</p> <p>(viii) whether the company has defaulted in repayment of loans or borrowing to a financial institution, bank, Government or dues to debenture holders? If yes, the period and the amount of default to be reported (in case of defaults to banks, financial institutions, and Government, lender wise details to be provided).</p> <p>(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.</p> <p>(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;</p> <p>(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;</p> <p>(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;</p> <p>(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;</p> <p>(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</p> | <p>NA</p> <p>YES</p> <p>As per Notes on Account point No. O (i).</p> <p>NO</p> <p>NO</p> <p>NA</p> <p>NO</p> <p>YES</p> <p>NA</p> <p>YES</p> <p>NA</p> <p>YES</p> <p>NA</p> | <p>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;</p> <p>(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</p> <p>(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.</p> | <p>NO</p> <p>NO</p> |
|---|---|--|---------------------|

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

CA JAGDISH PRASAD JAISWAL
Partner
Membership number : 078449

Place: LUCKNOW
Date: 30.06.2021

"ANNEXURE B" TO THE INDEPENDENT AUDIT OR'S REPORT OF THE EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF LINAKS M ICROELECTRONICS LIM ITED 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 M ICROELECTRONICS LIMITED as on March 31, 2021 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, 2021, 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: 30.06.2021

Linaks Microelectronics Ltd
12.Kms. Barabanki Road, Chintah, Lucknow
Balance Sheet as at 31.03.2021

| PARTICULARS | NOTE | AS AT 31 st March, 2021 | | AS AT 31 st March, 2020 | |
|------------------------------------|------|------------------------------------|-------------------|------------------------------------|-------------------|
| | | (Rupees) | (Rupees) | (Rupees) | (Rupees) |
| ASSETS | | | | | |
| Non Current Assets | | | | | |
| a) Fixed Assets | | | | | |
| I) Tangible Assets | 1 | 39753.00 | | 41915.00 | |
| II) Intangible Assets | | | 39753.00 | | 41915.00 |
| Current Assets | | | | | |
| a) Inventories | 2 | 2434.00 | | 2551.00 | |
| b) Trade Receivables | 3 | 571.00 | | 1058.00 | |
| c) Cash & Bank Balances | 4 | 64.00 | | 4192.00 | |
| d) Other current Assets | 5 | 660.00 | 3729.00 | 1108.00 | 8909.00 |
| | | | 43482.00 | | 50824.00 |
| EQUITIES AND LIABILITIES | | | | | |
| Share Holder's Funds | | | | | |
| a) Share Capital | 6 | 49535.00 | | 49535.00 | |
| b) Reserves & Surplus | 7 | -246450.00 | | -242692.00 | |
| | | | -196915.00 | | -193157.00 |
| (3) Non-Current Liabilities | | | | | |
| (a) Long-term borrowings | | | | | |
| (b) Other Long term liabilities | 8 | 238674.00 | | 239474.00 | |
| (c) Long term provisions | 9 | 0.00 | | 0.00 | |
| | | | 238674.00 | | 239474.00 |
| Current Liabilities | | | | | |
| a) Short Term Borrowings | 10 | 67.00 | | 3240.00 | |
| b) Trade Payable | 11 | 412.00 | | 613.00 | |
| b) Other Current Liabilities | 12 | 948.00 | | 2.00 | |
| c) Short Term provisions | 13 | 296.00 | 1723.00 | 652.00 | 4507.00 |
| | | | 43482.00 | | 50824.00 |

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: 30.06.2021

(Anil Kumar Singh)
Managing Director
DIN: 00225518

(J.R. Singh)
Director
DIN: 08356669



Linaks Microelectronics Ltd
12.Kms. Barabanki Road, Chihat, Lucknow
Statement of Profit and Loss for the period ending on 31.03.2021

(Rs. In Thousands)

| PARTICULARS | NOTE | AS AT 31 st March, 2021 | | AS AT 31 st March, 2020 | |
|---------------|---|------------------------------------|----------|------------------------------------|----------|
| | | Current Year | | Previous Year | |
| | | (Rupees) | (Rupees) | (Rupees) | (Rupees) |
| Income | | | | | |
| i. | Revenue from operations | 14 | 1558.00 | | 3884.00 |
| ii. | Other Income | 15 | 548.00 | | 397.00 |
| iii. | Total Revenue(i+ii) | | 2106.00 | | 4281.00 |
| iv. | Expenditure | | | | |
| | Cost of material Consumed | 16 | 1420.00 | | 2304.00 |
| | Changes in Inventories of Finished goods and work in process | 17 | 0.00 | | 72.00 |
| | Employee Benefit Expenses | 18 | 602.00 | | 2291.00 |
| | Finance Costs | 19 | 31.00 | | 276.00 |
| | Depreciation and Amortisation Expenses | 20 | 1311.00 | | 1520.00 |
| | Other Expenses | 21 | 2500.00 | | 4715.00 |
| | Total Expenses | | 5864.00 | | 11178.00 |
| v. | Profit before exceptional and extraordinary items and tax(iii-iv) | | -3758.00 | | -6897.00 |
| vi. | Exceptional Items | | 0 | | 0 |
| vii. | Profit before extraordinary items and tax (1 - 3) | | -3758.00 | | -6897.00 |
| viii. | Extraordinary Items - Account written off | | 0 | | 0 |
| ix. | Profit before Tax | | -3758.00 | | -6897.00 |
| x. | Tax Expenses | | | | |
| | Current Tax | | 0 | | 0 |
| | Deferred Tax | | 0 | | 0 |
| xi. | Profit/ Loss for the period from continuing operations.(ix-x) | | -3758.00 | | -6897.00 |
| xii. | Profit /(loss) from discontinuing operations | | 0 | | 0 |
| xiii. | Tax expenses of discontinuing operations | | 0 | | 0 |
| xiv. | Profit/(loss) from discontinuing operations after tax (xii-xiii) | | 0 | | 0 |
| xv. | Profit/(loss)for the period (xi+ xiv) | | -3758.00 | | -6897.00 |
| xvi. | Earning per equity Share | | | | |
| | (i) Basic | | -0.22 | | -0.40 |
| | (ii) Diluted | | -0.22 | | -0.40 |

Significant Accounting Policies

Notes on Financial Statements

Note: The Schedules referred to above form an integral part of the Profit & Loss Account.

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

(Anil Kumar Singh)
Managing Director

(J.R. Singh)
Director

Place : Lucknow
Date: 30.06.2021



Linaks Microelectronics Ltd
12.Kms. Barabanki Road, Chinhat, Lucknow

Cash Flow Statement for 2020-2021

| A. CASH FLOW OPERATING ACTIVITIES: | As at 31.03.2021 (Rupees in 000) | As at 31.03.2020 (Rupees in 000) |
|---|-------------------------------------|-------------------------------------|
| Net profit before tax and extraordinary Items | -4274 | -6860 |
| Items Adjustment for: | | |
| 1. Depreciation | 1311 | 1520 |
| 2. loss on sale of Asstes | | 152 |
| 2. Foreign Exchange | | |
| 3. Investments | | |
| 4. Interest/Dividend | -32 | -276 |
| Operating profit before working capital | -2843 | -5616 |
| Change adjustment for: | | |
| 1. Trade and other receivables | 932 | 1277 |
| 2. Inventories | 117 | 763 |
| 3. Tradeand other payables - | -2783 | -180 |
| Cash generated from operations | | -4577 |
| Interest Received | 548 | 239 |
| Direct taxes paid | | |
| CASH FLOW BEFORE EXTRAORDINARY ITEM: | -4029 | 3517 |
| 1. Extra ordinary items(creditors written off) | | |
| Decrease in Share capital | | |
| Increase in reserves | | |
| 2. Expenses pertaining to previous year | | |
| 2. Net Cash from operating activities | -2673 | -4029 |
| B. CASH FROM INVESTMENT ACTIVITIES | | |
| Purchase of fixed assets | | |
| Sale of Assets | 700 | 421 |
| Net Cash used in investing activities | | |
| Total | -3329 | -3096 |
| C. CASH FLOW FROM FINANCING ACTIVITIES | | |
| Proceeds from Unsecured Loans | | 3093 |
| Repayment of finance/lease liabilities | -800 | |
| Increase in Cash credit borrowings | | 296 |
| Waiver of loans | | |
| payment of unsecured Loans | | |
| NET CASH USED IN FINANCING ACTIVITIES | -800 | 3389 |
| Net increase in cash and cash equivalent | -4129 | 293 |
| Cash and cash Equivalents as at 01.04.2020 | 4193 | 3900 |
| (Opening Balance) | | |
| Cash and cash Equivalents as at 31.03.2021 | | |
| Closing Balance | 64 | 4193 |

For LINA KS MICROELECTRONICS LTD.

(Anil Kumar Singh)
Managing Director

(J.R. Singh)
Director

Place : Lucknow
Date : 30.06.2021

AUDITORS' REPORT

We have checked the attached cash flow statement of Linaks Microelectronics Ltd. for the year ended March 31, 2021 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
M. No. 078449
Place : Lucknow
Date : 30.06.2021

| Fixed Assets | Gross Block | | | | | | Depreciation | | | Net Block | | |
|------------------------------------|--------------------------|-----------------------|---------------------------------------|-------------|--------------------------|------------------|----------------------------------|--------------------------------|--------------|--------------------------|--------------------------|--------------------------|
| | Balance as at March 2020 | Additions/ (Disposal) | Acquired through business combination | Adjustments | Balance as at March 2021 | up to 31.03.2021 | Depreciation charge for the year | Adjustment due to revaluations | on disposals | Balance as at 31.03.2021 | Balance as at 31.03.2020 | Balance as at 31.03.2021 |
| a Tangible Assets | | | | | | | | | | | | |
| Buildings | 44594.00 | | | | 44594.00 | 19684.00 | 464.00 | | | 20148.00 | 24910.00 | 24446.00 |
| car | 1755.00 | | | -1755.00 | 0.00 | 903.00 | 0.00 | | 903.00 | 0.00 | 852.00 | 0.00 |
| Plant and Equipment | 163391.00 | | | | 163391.00 | 147561.00 | 791.00 | | | 148352.00 | 15830.00 | 15039.00 |
| Assets under lease | 0.00 | | | 0.00 | 0.00 | 0.00 | 0.00 | | | 0.00 | 0.00 | 0.00 |
| Furniture and Fixtures | 1475.00 | | | | 1475.00 | 1398.00 | 0.00 | | | 1398.00 | 77.00 | 77.00 |
| Assets under lease | 0.00 | | | 0.00 | 0.00 | 0.00 | 0.00 | | | 0.00 | 0.00 | 0.00 |
| Vehicles | 0.00 | | | 0.00 | 0.00 | 0.00 | 0.00 | | | 0.00 | 0.00 | 0.00 |
| Assets under lease | 0.00 | | | 0.00 | 0.00 | 0.00 | 0.00 | | | 0.00 | 0.00 | 0.00 |
| Office equipment | 3833.00 | | | | 3833.00 | 3655.00 | 12.00 | | | 3677.00 | 178.00 | 166.00 |
| Assets under lease | 0.00 | | | 0.00 | 0.00 | 0.00 | 0.00 | | | 0.00 | 0.00 | 0.00 |
| Others (specify nature) | 197.00 | | | | 197.00 | 128.00 | 44.00 | | | 172.00 | 69.00 | 25.00 |
| computers | 0.00 | | | 0.00 | 0.00 | 0.00 | 0.00 | | | 0.00 | 0.00 | 0.00 |
| Total | 215245.00 | | 0.00 | -1755.00 | 213490.00 | 173329.00 | 1311.00 | | | 173737.00 | 41916.00 | 39753.00 |
| Prev Year | | | | | | | | | | | | |
| b. Capital Work in progress | | | | | | | | | | | | |
| Total | 215245.00 | 0.00 | 0.00 | -1755.00 | 213490.00 | 173329.00 | 1311.00 | 21355103.30 | 0.00 | 161343416.34 | 41916.00 | 39753.00 |



Linaks Microelectronics Ltd
12.Kms. Barabanki Road, Chihat, Lucknow

(Rs. In Thousands)

| | | | | | |
|--|------------------------------|-----------------------------|---------------------------------------|--------------------------------|----------------------------|
| Note 2 Inventories | As at 31st March 2021 | | As at 31st March 2020 | | |
| a. Raw Materials and components (Valued at Landed cost) | 212.00 | | 330.00 | | |
| | 213.00 | | 330.00 | | |
| b. Work-in-progress (Valued at Input plus cost of conversion charges) | 0.00 | | 0.00 | | |
| | 0.00 | | 0.00 | | |
| c. Finished goods (Valued at Cost or net realisable value) | 0.00 | | 0.00 | | |
| 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) | 2221.00 | | 2221.00 | | |
| | 2221.00 | | 2221.00 | | |
| Total | 2434.00 | | 2551.00 | | |
| Note 3 Trade reeivables | As at 31st March 2021 | | As at 31st March 2020 | | |
| a. Short term trade receivables | | | | | |
| Secured, considered good | 571.00 | | 1058.00 | | |
| Unsecured, considered good | | | | | |
| Doubtful | | | | | |
| Less: Provision for doubtful debts | 0 | | 0 | | |
| Total | 571.00 | | 1058.00 | | |
| Note 4 Cash & Cash Equivalents under curent assets | As at 31st March 2021 | | As at 31st March 2020 | | |
| Cash in hand | 21.00 | | 490.00 | | |
| Bank Accounts | 43.00 | | 28.00 | | |
| FDR With Bank | 0 | | 3674.00 | | |
| Total | 64.00 | | 4192.00 | | |
| Note 5 Current Assets other curent assets | As at 31st March 2021 | | As at 31st March 2020 | | |
| Security Deposits | 153.00 | | 135.00 | | |
| PLA Advance | | | | | |
| Storers and Spares | 382.00 | | 481.00 | | |
| Vat On Capital goods | | | | | |
| Loans & Advances | 37.00 | | 204.00 | | |
| Pre Paid Expenses | 7.00 | | 13.00 | | |
| G S T | 80.00 | | 140.00 | | |
| T D S | 1.00 | | 135.00 | | |
| Total | 660.00 | | 1108.00 | | |
| Note 6 Share Capital | As at 31st March 2021 | | As at 31st March 2020 | | |
| | Numbers | Rupees (in 000) | Numbers | Rupees | |
| 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 | | | Changes in the equity during the year | Balance at the end of the year | |
| 17335300 | | | 0 | 17335300 | |
| B. Other Equity | | | | | |
| There has been no change in the other equity | | | | | |
| C. Preference Shares | | | Changes in the equity during the year | Balance at the end of the year | |
| Balance at the beginning of the reporting period | 322000 | | 0 | 322000 | |



Note 7

Reserves & Surplus

| | As at 31st March 2021 | As at 31st March 2020 |
|---|--------------------------|--------------------------|
| a. Capital Reserves | | |
| Opening Balance | 31049.00 | 31049.00 |
| (+) Current Year Transfer | | |
| (-) Written Back in Current Year | | 0 |
| Closing Balance | 31049.00 | 31049.00 |
| b. Securities Premium Account | | |
| Opening Balance | 19277.00 | 19277.00 |
| 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 | 19277.00 | 19277.00 |
| c. Surplus | | |
| Opening balance | -293018.00 | -286121.00 |
| (+) Net Profit/(Net Loss) For the current year | -3758.00 | -6897.00 |
| (+) Transfer from Reserves | | |
| (-) Proposed Dividends | | |
| (-) Interim Dividends | | |
| (-) retained earning | 0 | 0 |
| (-) Transfer to Reserves-Reduction in Share Capital | 0 | 0 |
| Closing Balance | -296776.00 | -293018.00 |
| Total | -246450.00 | -242692.00 |

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.

Note 8

Other Long Term Liabilities

| | As at 31st March 2021 | As at 31st March 2020 |
|---------------------------------------|--------------------------|--------------------------|
| (a) Advances | | |
| i) Rohtas Projects Ltd. | 233191.00 | 233191.00 |
| (ii) Andes Town Planners (P) | 2250.00 | 2250.00 |
| (b) Others -A K Singh Director | 3233.00 | 4033.00 |
| Total | 238674.00 | 239474.00 |

Note 9

Long Term Provisions

| | As at 31st March 2021 | As at 31st March 2020 |
|-------------------------------------|--------------------------|--------------------------|
| (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 |

Note 10

Short Term Borrowings

| | As at 31st March 2021 | As at 31st March 2020 |
|--|--------------------------|--------------------------|
| Unsecured | | |
| (a) Loans repayable on demand | 0.00 | 3240.00 |
| from banks vijaya bank | | |
| from other parties - Director | 67.00 | 0.00 |
| (of the above, ' ' is guaranteed by Directors and / or others) | | |
| (b) Loans and advances from related parties | 0.00 | 0.00 |
| (of the above, ' ' is guaranteed by Directors and / or others) | 67.00 | 3240.00 |

Note 11

| | | |
|--------------------|---------------|---------------|
| (a) Trade Payables | 412.00 | 613.00 |
| Total | 412.00 | 613.00 |

Note 12

| | As at 31st March 2021 | As at 31st March 2020 |
|---------------------------------------|--------------------------|--------------------------|
| Other Current Liabilities * | | |
| TDS Payable | 0.00 | 2.00 |
| Security receive from Leave & Licence | 750.00 | 0.00 |
| Advance from Amit Kumar Singh | 198.00 | 0.00 |
| Advance Receive from Customer | 0.00 | 0.00 |
| Total | 948.00 | 2.00 |

Note 13

| | As at 31st March 2021 | As at 31st March 2020 |
|-------------------------|--------------------------|--------------------------|
| Short Term Provisions | 70.00 | 111.00 |
| Salary & Reimbursements | 190.00 | 417.00 |
| P F Payable | 27.00 | 111.00 |
| ESI Payable | 9.00 | 13.00 |
| Total | 296.00 | 652.00 |

Rs.In Thousands

Note 14

Revenue from operations

| PARTICULARS | As at | | As at | |
|-------------|----------------|----------------|----------------|----------------|
| | 31, March 2021 | 31, March 2020 | 31, March 2021 | 31, March 2020 |
| | Rupees | Rupees | Rupees | Rupees |
| | 1558.00 | | 3884.00 | |
| | 1558.00 | | 3884.00 | |

Note 15

| | | |
|-----------------------------|--------|--------|
| Other Income | | |
| Interest Received | 25.00 | 239.00 |
| Misc Income | 523.00 | 109.00 |
| Profit on sale of Machinery | 0.00 | 49.00 |
| | 548.00 | 397.00 |

Note 16

Cost of material Consumed

| | Consumption | Consumption |
|---------------|-------------|-------------|
| | 330.00 | 1021.00 |
| Opening Stock | 330.00 | 1021.00 |
| Purchases | 1302.00 | 1613.00 |
| | 1632.00 | 2634.00 |
| Less Consumed | 1420.00 | 2304.00 |
| Closing Bal | 212.00 | 330.00 |

Note 17

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

| | 0 | 0 |
|--------------------------------|-------------|--------------|
| Opening Bal. | | |
| WIP | 0.00 | 72.00 |
| Finished Goods | 0.00 | 0.00 |
| Total WIP+FinishedGoods | 0.00 | 72.00 |
| Closing Bal.I | | |
| WIP | 0.00 | 0.00 |
| Finished Goods | 0.00 | 0.00 |
| | 0.00 | 0.00 |
| Change in Inventory | 0.00 | 72.00 |

Note 18

Employee Benefit Expenses

| | | |
|--------------------|--------|---------|
| Salary To Director | 0.00 | 360.00 |
| Employer cont. FPF | 17.00 | 78.00 |
| Employer cont. ESI | 7.00 | 36.00 |
| Employer cont. PF | 9.00 | 39.00 |
| Salary & Wages | 556.00 | 1748.00 |
| Staff Welfare exp | 13.00 | 30.00 |
| | 602.00 | 2291.00 |

**Note 19****Finance Costs**

| | | |
|-----------------|-------|--------|
| Interest | 32.00 | 276.00 |
| Total Fin. Cost | 32.00 | 276.00 |

Note 20**Depreciation and Amortisation Expenses**

| | | |
|--------------|---------|---------|
| Depreciation | 1311.00 | 1520.00 |
| | 1311.00 | 1520.00 |

Note 21**Other Expenses**

| | | |
|--------------------------------|----------------|----------------|
| Audit Fee | 30.00 | 30.00 |
| Bank Charges | 6.00 | 6.00 |
| Advertisement Exp. | 3.00 | 163.00 |
| Conveyance Expenses | 23.00 | 465.00 |
| Courier Expenses | 1.00 | 11.00 |
| Diesel Expenses | 1.00 | 56.00 |
| Packing expenses | 5.00 | 9.00 |
| Insurance Charges | 19.00 | 66.00 |
| internet | 1.00 | 2.00 |
| Journal Books & Periodicals | 0.00 | 0.00 |
| Legal Expenses | 85.00 | 1004.00 |
| Freight & cartage | 38.00 | 42.00 |
| Misc Expenses | 134.00 | 23.00 |
| Loss on sale of Car | 152.00 | 0.00 |
| Printing & Stationery | 5.00 | 74.00 |
| Excess GST ITC Written Off | 76.00 | 0.00 |
| Repairs & Maintenance | 188.00 | 231.00 |
| Licence Charges | 0.00 | 0.00 |
| Registration & Renewal Fees | 0.00 | 9.00 |
| Watch & Wards | 200.00 | 234.00 |
| Professional charges | 204.00 | 752.00 |
| Sebi & share Depository Exp | 300.00 | 300.00 |
| Insurance car | 0.00 | 0.00 |
| Rent Factory | 218.00 | 238.00 |
| Clearing & Forwarding Expenses | 3.00 | 3.00 |
| veh. Running & maintenace | 70.00 | 168.00 |
| Round Off | 0.00 | 0.00 |
| Rate & taxes | 0.00 | 0.00 |
| Machine Shifting Charges | 18.00 | 0.00 |
| Internal Audifees | 30.00 | 30.00 |
| Salary & Wages | 0.00 | 0.00 |
| Electric Expenses | 597.00 | 601.00 |
| Telephone Expenses | 10.00 | 18.00 |
| Penalty | 9.00 | 12.00 |
| Consumable Stores | 6.00 | 18.00 |
| Travelling Expenses | 52.00 | 150.00 |
| Filing Charges | 16.00 | 0.00 |
| TOTAL | 2500.00 | 4715.00 |

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:

i. Raw Material, stores and spares are valued at cost or net realisable value, whichever is lower.

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

iii. Finished Goods are valued at lower of cost or net realisable value.

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) |
| Purchase of Machine, Machine parts & Spares; Rs. Nil (prev. Year Rs Nil) | Rs. Nil (Prev. Year Rs. Nil) |
| Purchase of Raw Material | Rs. Nil (Pre. Year Rs Nil) |
| Travelling | Rs. Nil (Pre. Year Rs Nil) |

g. Sales

i. 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:

| | 2020-2021 | 2019-2020 |
|--|-----------|-----------|
| 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)

-3758 -6897

Earning/loss per share (in Rs.) **-0.22 -0.40**

j. Segment Information:

The company has only one product- Printed Circuit Board.

k. Related Party Disclosure

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

2. Directors.

Shri Anil Kumar Singh Managing Director

Shri U B Singh

Shri R. C. Gaur

Smt Meena Singh

Shri Jai Ram Singh

Managing director has been paid a remuneration of Rs. NIL (prev. year Rs. 3,60,000).

l. LIQUIDATED DAMAGES:

- i) Liquidated Damages on late deliveries are accounted for only when they are finally not recoverable in spite of Company's best efforts.
- ii) Necessary adjustment has been made to show the Fixed Assets as per AS10.
- m. CONTINGENT LIABILITIES:**
- i. Estimated amount of contracts remaining to be executed on Capital Account NIL. (Previous year NIL)
- ii. Outstanding Letters of Credit Rs. NIL (Previous year Rs. NIL)
- iii. Outstation Cheques purchased by bank but not cleared till the date of Balance Sheet Rs. Nil (Previous Year Rs. Nil)
- iv. Disputed demand for Rs. 6335 (in 000) (Previous Year(s) Rs 6335 (Rs in 000) excluding Interest, for Sales Tax, is in appeal and pending before different authorities.
- v. Company has given its land to Syndicate Bank as corporate guarantee against a loan of Rs. 30 crores.
- n. 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.
- o. (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 |

- O (ii) a. 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 SARFESA 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 (LINAKS MICROELECTRONICS LTD.,) to the lending bank to facilitate and speed-up the arrangement in the interest of expeditious execution. LINAKS 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 leading bank of Clarion has invoked LINAKS MICROELECTRONICS LTD.'s corporate Guarantee, the Linaks has since also invoked corporate Guarantee of Rohtas to cover negative fallout. Simultaneously, LINAKS MICROELECTRONICS LTD., is also in discussions our dues with the IRP with the other construction companies to step into the shoes of clarion and complete the project. To accomplish this LINAKS MICROELECTRONICS LTD., has initiated dialogues with all the stake holders. The Bank has also moved a Joint application against the corporate Debtor (Clarion) and the corporate Guarantor (Linaks i.e us) with NCLT under the Insolvency and Bankruptcy Board of India for their recovery. The Case has not been admitted as yet. Simultaneously, the Flat Allottees of Clarion Townships Pvt. Ltd. had moved a similar petition in NCLT for recoveries of their deposits & resolution which has been admitted in May, 21. We have also lodged our claim for the recovery of our dues with the IRP against Clarion Townships Pvt. Ltd., for the recovery of our balance dues.

(b) Given the devastation of the Pandemic on the Company's Finance and the total drying up of the fresh orders, we have faced with the Uphill task of addressing the statutory and regulatory expenses (BSE, NSDL, CDSL, RTA, Comp. Secy. etc.) along with the overheads of minimum security, land rental and wages of plant staff. These overheads were further compounded by the legal expenses being borne on SARFESA, NCLT, Civil and criminal suits.

As an interim measure to meet these unavoidable essential expenses, for an initial period of 30 months we have entered into a leave & Licence plant rental agreement (terminable at 3 months notice) starting from Feb. 2021.

| | 2020-21 | 2019-20 |
|---|----------|----------|
| | Rs in 00 | Rs in 00 |
| P. EXPENSES AND EARNING | | |
| a) Values of Direct Imports (CIF) | Nil | Nil |
| Raw Material | | |
| Machinery, Machine Parts (including advance paid) | Rs. Nil | Rs. Nil |
| b) Expenditure in Foreign Currency | Nil | |
| Travelling Expenses | Nil | NIL |
| Other matters | | |
| c) Earnings in Foreign exchanges (FOB) Export | Nil | NIL |

| Q.(a) CONSUMPTION OF RAW MATERIAL | 2020-21 | 2019-20 |
|--|-----------|-----------|
| | Qty | Qty |
| | Rs.in | Rs.in |
| | Thousands | Thousands |
| (i) Copper clad Laminates | 650 | 1152 |
| | sq.Mtrs. | sq.Mtrs. |
| (ii) Other inputs | 570 | 922 |
| | Lots | Lots |

| (b) RAW MATERIALS IMPORTED & INDIGENOUS | 2020-21 | 2019-20 |
|--|----------|----------|
| | Rs.in | Rs.in |
| | Thousand | Thousand |
| Imported | Nil | Nil |
| Indigenous | 1302 | 1613 |

| R. (a) OPENING & CLOSING STOCK OF FINISHED GOODS | 2020-21 | 2019-20 |
|---|--------------------------|------------------------|
| | Qty. (sq.m.) (Rs.in 000) | Qty. (Nos) (Rs.in 000) |
| Opening Stock | Nil | Nil |
| Closing Stock | Nil | Nil |
| (b) SALES | 620 | 1545 |
| | 1558 | 3884 |

Printed Circuit Boards

s. DETAILS OF LICENSED & INSTALLED CAPACITIES AND PRODUCTION (In Sq Mtrs)

| | Installed Capacities | | Licensed Capacities | |
|---|----------------------|---------|---------------------|---------|
| | 2020-21 | 2019-20 | 2020-21 | 2019-20 |
| (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 | 2020-21 | 2019-20 |
| Printed Circuit Boards | 620 sq.m. | 1545 sq.m. |

t. PARTICULARS OF RENUMERATION OF DIRECTORS

| | 2020-21 | 2019-20 |
|---|---------|---------|
| Salary (Rs. In Thousand) | 000 | 360 |
| No other perquisites given to Directors | | |

u. EXPENDITURE INCURRED ON EMPLOYEES

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

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 : 30.06.2021 | (Mr. Anil Kumar Singh) Managing Director DIN: 00225518 | (Mr. J.R. Singh) Director DIN : 08356669 |
|---|--|--|

By Courier

To,



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

