



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

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

**28.09.2019**

**Sub: Minutes of the 34<sup>th</sup> Annual General Meeting**

Sir,

We are pleased to enclose herewith copy of the Minutes of the proceedings of the 34<sup>th</sup> Annual General Meeting held on 23<sup>rd</sup> September, 2019.

Kindly take the same on your records.

**Thanking you,**

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

A handwritten signature in black ink that reads 'Deepti Bammi'. The signature is written in a cursive style and is underlined with a single horizontal line.

**Deepti Bammi  
Company Secretary and Compliance Officer**

Minutes of the 34<sup>th</sup> Annual General Meeting of M/s Linaks Microelectronics Ltd. commenced at 11.00 a.m. and concluded till 12.00 noon held at the Registered Office of the Company at 12.6 k.m., Barabanki Road, Chihat, Lucknow on Monday the 23<sup>rd</sup> September, 2019

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## **PRESENT**

- |                           |   |                                   |
|---------------------------|---|-----------------------------------|
| 1. Sri Anil Kumar Singh   | - | Managing Director/Member          |
| 2. Smt. Meena Singh       | - | Director/Member                   |
| 3. Sri Udayan Singh       | - | Member                            |
| 4. Sri U.B. Singh         | - | Director/Chairman Audit Committee |
| 5. Sri Atul Kumar Singh   | - | Member                            |
| 6. Smt. Shobha Singh      | - | Member                            |
| 7. Sri Hredaya Narain Rai | - | Member                            |

And twenty- four other members in person, none by proxy. Sri R.C. Gaur attended the meeting through video conferencing.

Sri U.B. Singh, Chairman occupied the Chair.

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

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

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

The Auditors' Report on the Annual Accounts for the year ended on 31.3.2019 was read by Sri U.B. Singh, Director of the Company.

With the consent of the members present in the meeting, the audited annual accounts of the Company for the year ended 31.3.2019 and the Directors' Report were taken as read. The Chairman then invited the comments on the aforesaid annual accounts of the Company but no comments were offered.

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

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and the revised Clause 35B of the Listing Agreement, the Company had provided E-voting facility to all Members holding shares of the Company as on the cut-off date i.e. 16<sup>th</sup> September, 2019 to enable them to cast their votes in respect of the resolutions contained in the Notice of the Meeting.

The Company made arrangements with National Securities Depository Limited (NSDL), who provided the portal for e-voting. The remote e-voting period opened for 3 (three) days i.e. from 10.00 a.m. on 20<sup>th</sup> September, 2019 to 5.00 p.m. on 22<sup>nd</sup> September, 2019. The Company has appointed Ms. Divya Matah, Practicing Company Secretary, Lucknow as Scrutinizer for carrying out E-voting in a fair and transparent manner.

In the AGM held on Monday, the 23<sup>rd</sup> September, 2019, the Chairman proposed to facilitate those members present at the AGM, who had not cast their vote earlier by remote E-voting but who would like to vote at the AGM through Ballot in case of Poll, but none of the members took the Ballot Papers and instead preferred to vote by show of hands in respect of items of business as set out in the notice of the Meeting. However, the Company had also appointed Ms. Divya Matah, Practicing Company Secretary, Lucknow as Scrutinizer for conducting the Poll by way of Ballot Papers.

The Chairman hereby declare the results of voting on 26<sup>th</sup> of September, 2019 on the basis of the combined report of voting (i.e. E-voting and Poll) submitted by Ms. Divya Matah, Scrutinizer as well as voting by show of hands. The results of the voting are as follows:

<b>ORDINARY BUSINESS:</b>					
<b>Particulars</b>	<b>Number of Votes Contained in</b>			<b>TOTAL</b>	<b>Percentage</b>
	<b>Remote E votes</b>	<b>Poll through physical Ballots at AGM</b>	<b>Voting by show of hands</b>		
<b>Item No:1,</b>					
<b>To receive, consider and adopt the Audited Balance Sheet as at 31st March 2019, the Statement of Profit and Loss for the year ended on that date and the Reports of the Directors and Auditors thereon. (Ordinary Resolution)</b>					
Proposed by: Mr. Anil Kumar Singh Seconded by: Mrs. Meena Singh					
The ordinary resolution set out at item no. 1 of the notice pertaining to the adoption of annual accounts along with annexure, proposed and seconded by the aforementioned shareholders and taken up for consideration with the consent of the Members present.					
The Chairman stated that the audited Annual Accounts of the Company for the year ended 31st March, 2019, the Auditors' Report thereon and the Directors' Report attached thereto have been with the members for some time and, therefore, with the permission of the members present, the same were taken as read.					
"RESOLVED THAT the Financial Statements of the Company for the financial year ended 31st March, 2019, the Statement of Profit & Loss and Cash Flow Statement for the said financial year and the Reports of the Board of Directors and the Auditors thereon laid before the 34th Annual General Meeting of the members of the Company, be and are hereby received, considered and adopted."					
Assent	0	0	7237404	7237404	100%
Dissent	0	0	0	0	0
Invalid	0	0	0	0	0
Total	0	0	7237404	7237404	100%
<b>The Chairman declared that the Ordinary Resolution passed with requisite majority.</b>					
<b>Item No. 2:</b>					
<b>To appoint a director in place of Mrs. Meena Singh (DIN- 02775239), who retires by rotation and being eligible offers herself for re-appointment. (Ordinary Resolution)</b>					
Proposed by: Mr. Hredaya Narain Rai Seconded by: Mr. Atul Kumar Singh					
The ordinary resolution set out at item no. 2 of the notice pertaining to the appointment of Mrs. Meena Singh (DIN- 02775239), who retires by rotation and being eligible offers herself for re-appointment, proposed and seconded by the afore mentioned shareholders and taken up for consideration with the consent of the Members present.					

**“RESOLVED THAT** , Mrs. Meena Singh (DIN- 02775239) who retires by rotation under Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred as ‘the Act’) and the Rules made thereunder read with the Articles of Association of the Company, at the conclusion of 34th Annual General Meeting of the members of the Company, and being eligible, has offered herself for re-appointment, be and is hereby re-appointed as a Director on the Board of the Company, whose period of office shall be liable to retire by rotation.”

Assent	0	0	7237404	7237404	100%
Dissent	0	0	0	0	0
Invalid	0	0	0	0	0
Total	0	0	7237404	7237404	100%

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

**Item No. 3:**

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

Proposed by: Mr. U.B. Singh

Seconded by: Mr. Hredaya Narain Rai

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

**“RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the members of the company do hereby ratify the appointment of M/s.Jaiswal Singh & Associates, Kanpur, Chartered Accountants (Firm Registration No 011049C), as the Statutory Auditors of the Company for remaining term, from the conclusion of 34th Annual general meeting of the Company till the conclusion of 37th Annual general meeting of the Company, on such remuneration plus Goods and service tax, out-of pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the said Auditors.

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

Assent	0	0	7237404	7237404	100%
Dissent	0	0	0	0	0
Invalid	0	0	0	0	0
Total	0	0	7237404	7237404	100%

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

**Item No. 4:****To approve the appointment of Mr. Jai Ram Singh (DIN - 08356669) as the Non- Executive and Independent Director of the Company (Special Resolution).**

Proposed by: Mr. U.B. Singh

Seconded by: Mr. Hredaya Narain Rai

The special resolution set at item no. 4 of the notice pertaining to approval of appointment of Mr. Jai Ram Singh (DIN - 08356669) as the Non- Executive and Independent Director of the Company, proposed and seconded by the aforementioned shareholders and taken up for consideration with the consent of the Members present.

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and pursuant to the provisions of sub-regulation 1A of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Jai Ram Singh ( DIN - 08356669) who was appointed as an Additional Director AND Non- Executive Independent Director and who holds office upto the date of this AGM, the consent of the members of the Company, be and is hereby accorded for appointment of Mr. Jai Ram Singh ( DIN - 08356669) aged about 73 years as an Non- Executive and Independent Director of the Company for a term of five years w.e.f. 12th February, 2019 and whose office shall not be liable to retire by rotation during the period, and to receive the remuneration, within the permissible limits of Section 197 of the Companies Act 2013 as determined by the Board, from time to time.

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

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

Assent	0	0	7237404	7237404	100%
Dissent	0	0	0	0	0
Invalid	0	0	0	0	0
Total	0	0	7237404	7237404	100%

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

There being no other business, the meeting ended at 12.00 noon with a Vote of Thanks to the Chair.

Place: LUCKNOW

Date: 26.09.2019



(U.B. Singh)  
Chairman