



LINAKS MICROELECTRONICS LTD.
Regd.Off: 12.6 km Barabanki Road,
Chinhat, Lucknow-227105.
Phone: 0522-6549493 Fax: 0522-4076594
Email: linakspcb@yahoo.com
CIN: L32101UP1986PLC007841

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

29.09.2018

Sir,
Re. : Submission of Minutes of 33rd AGM held on 26.09.18

As required under Listing Agreement, we are uploading herewith Minutes of 33rd Annual General Meeting of the Company held on 26.09.2018.

Thanking you,

Yours faithfully,
For Linaks Microelectronics Ltd.

U.B. SINGH
Director
DIN : 06650869

Encls: As above

Minutes of the 33rd 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, Chinhat, Lucknow on Wednesday the 26th September, 2018

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 nine 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 Sri Anil Kumar Singh, Managing Director.

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 thereunder 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 31.3.2018 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 31.3.2018 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. 19th September, 2018 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 23rd September, 2018 to 5.00 p.m. on 25th September, 2018. 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 Wednesday, the 26th September, 2018, 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 29th of September, 2018 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:

ORDINARY BUSINESS:					
Particulars	Number of Votes Contained in			TOTAL	Percentage
	Remote E votes	Poll through physical Ballots at AGM	Voting by show of hands		
Item No. 1:					
To receive, consider and adopt the Audited Balance Sheet as at 31st March 2018, the Statement of Profit and Loss for the year ended on that date and the Reports of the Directors and Auditors thereon. (Ordinary Resolution)					
Proposed by: Mr. Anil Kumar Singh					
Seconded by: Mrs. Meena Singh					
The ordinary resolution set out at item no. 1 of the notice pertaining to the adoption of annual accounts along with annexure, proposed and seconded by the aforementioned shareholders and taken up for consideration with the consent of the Members present.					
The Chairman stated that the audited Annual Accounts of the Company for the year ended 31st March, 2018, 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 audited Balance Sheet, Statement of Profit & Loss and Cash Flow Statement along with the notes forming part of the audited financials for the financial year ended 31st March 2018 along with the Auditors’ Report and the Directors’ Report thereon for the financial year ended 31st March 2018, be and are hereby taken as read, approved and adopted by the members.”

Assent	0	0	7225404	7225404	100%
Dissent	0	0	0	0	0
Invalid	0	0	0	0	0
Total	0	0	7225404	7225404	100%

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

Item No. 2:

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

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 Sri Anil Kumar Singh (DIN 00225518), who retires by rotation and being eligible offers himself 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 Sri Anil Kumar Singh (DIN 00225518), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment, be and is hereby appointed a Director of the Company, whose term of office will be liable to determination by retirement of Directors by rotation.”

Assent	0	0	7225404	7225404	100%
Dissent	0	0	0	0	0
Invalid	0	0	0	0	0
Total	0	0	7225404	7225404	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 ratify 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, pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made there under (including any statutory modification or re-enactment thereof, for the time being in force), the company hereby ratifies the appointment of M/s Jaiswal Singh & Co. (Firm Registration No. 011049C), Chartered Accountants, Kanpur, as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and THAT the Board of Directors of the Company be and is hereby authorized to fix their remuneration in consultation with the said Auditors.”

Assent	0	0	7225404	7225404	100%
Dissent	0	0	0	0	0
Invalid	0	0	0	0	0
Total	0	0	7225404	7225404	100%

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

Item No. 4:**To approve increase in remuneration of Mr. Anil Kumar Singh (DIN: 00225518) Managing Director (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 increase in remuneration of Mr. Anil Kumar Singh (DIN: 00225518) Managing Director, proposed and seconded by the afore mentioned shareholders and taken up for consideration with the consent of the Members present.

“RESOLVED THAT pursuant to provisions of Sections 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013, (including any statutory modifications or re-enactment(s) thereof, for the time being in force), and subject to such other consents and permission as may be necessary, consent/approval of the Company be and is hereby granted for the revision in the remuneration payable to Mr. Anil Kumar Singh (DIN: 00225518), Managing Director of the Company for a period of two (02) years with effect from 1st April, 2018 as per following details, as recommended by the Remuneration Committee in its meeting held on 02.04.2018 and approved by the Board of Directors at their meeting held on 11.04.2018:

I. REMUNERATION:

Salary Rs. 1,20,000 (Rupees one lac twenty thousand only) per month.

II. PERQUISITES:

- (i). Provision of car or reimbursement of expenses incurred on a car for use on Company's business.
- (ii) Provision of telephone at residence for use on company's business will not be considered as a perquisite.
- (iii) Privilege/Causal Leave: As per Rules of the Company.

III. REMUNERATION IN THE EVENT OF LOSS OR INADEQUACY OF PROFITS Where in any financial year, the Company has no profits or its profits are inadequate, the foregoing amount of remuneration and benefits shall be paid, subject to applicable provisions of Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter, amend or vary the terms and conditions of appointment including remuneration structure as may be agreed to between the Board of Directors and Mr. Anil Kumar Singh subject to the limits within such guidelines or amendments as may be made to the Companies Act, 2013 or the Central Government or such other authority.

RESOLVED FURTHER THAT the Board/Committee of the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect to above resolution.”

Assent	0	0	7225404	7225404	100%
Dissent	0	0	0	0	0
Invalid	0	0	0	0	0
Total	0	0	7225404	7225404	100%

Item No. 5:

To approve Reclassification of one of the shareholder of Promoter Group as Public shareholder (Ordinary Resolution).

Proposed by: Mr. U.B. Singh

Seconded by: Mr. Hredaya Narain Rai

The special resolution set at item no. 5 of the notice pertaining to approval of Reclassification of one of the shareholder of Promoter Group as Public shareholder, proposed and seconded by the afore mentioned shareholders and taken up for consideration with the consent of the Members present.

"RESOLVED, in view of the requirement of Reg. 31(2) of SEBI (LODR) Regulations, 2015 for holding 100% of the promoters shares in dematerialized form and in view of Mr. Vikram Singh holding 83100 equity shares of Re.1/- each (0.906% of total promoters/promoters group holding and 0.479% of total equity share capital of the Company) belonging to Promoters Group opting out to be reclassified as public share holder, consent/approval of the Company be and is hereby accorded for reclassification of the Promoters/Promoters Group excluding the holding of Mr. Vikram Singh and that the Board of Directors of the Company be and is hereby authorised to submit necessary application to Stock Exchange, Mumbai or any other appropriate authority for seeking the above approval."

Assent	0	0	7225404	7225404	100%
Dissent	0	0	0	0	0
Invalid	0	0	0	0	0
Total	0	0	7225404	7225404	100%

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

Place : LUCKNOW

Date : 29.09.2018

(U.B. Singh)

Chairman