

LINEAR INDUSTRIES LIMITED
29th Annual Report
and accounts 2015-2016

29th Annual Report
and accounts 2016

Board of Directors:

Mr. Shashank Shah	Din : 0604038	Chairman and Managing Director
Mr. Aditya Shah	Din : 00605956	Director & CFO
Mr. Jaswant Kumar Gupta	Din : 03080846	Independent Director
Mrs. Garjana Rathore	Din : 06588818	Independent Woman Director

Auditors:

M/s. Jain Bafna and Co.
5, Ganesh Wadi, 4th Floor, Room No. 55, Mumbai - 400 002.
Tel. : 2240 3848 E-mail : jainandbafna@gmail.com

Regd. Office:

116, Maker Chambers-III, Nariman Point, Mumbai 400 021.
Tel. : 2204 4701
E-mail : syntex@vsnl.com
Website : www.linearindustries.in
ISIN Code No. : INE808D01012
CIN : L24300MH1987PLC042352

Registrar & Share Transfer Agent

Sharex Dynamic (India) Pvt. Ltd.
Unit No. 1, Luthra Industrial Premises, Andheri Kurla Road,
Andheri (E), Mumbai-400 072.
Tel. : 2851 5606 / 2851 5644
Email : sharexindia@vsnl.com

Bankers:

HDFC Bank Ltd.
Canara Bank

Solicitor

Gandhi & Gandhi

NOTICE

NOTICE is hereby given that the Twenty Ninth Annual General Meeting of the members of LINEAR INDUSTRIES LIMITED will be held on Saturday, 24th September 2016 at 1.30 P.M. at 116, 11th Floor, Plot-223, Maker Chambers-III, Jamnalal Bajaj Marg, Nariman Point, Mumbai-400021 to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2016, the reports of the Board of Directors and Auditors thereon; and
2. To appoint a Director in place of Mr. Aditya Ashok Shah (DIN 00605956) who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
3. To consider and if thought fit to pass with or without modification(s) the following resolution as an

Ordinary Resolution:

“RESOLVED THAT, pursuant to Section 139 and other applicable provisions of the of the Companies Act, 2013 (“Act”), read with the Companies (Audit & Auditors) Rules, 2014 framed there under, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), pursuant to the recommendations of the audit committee of the board of direct and pursuant to the resolution passed by the members at the AGM held on 25th September 2014, the appointment of M/s. Jain Bafna and Co., (ICAI Firm Registration No.127905W) Chartered Accountants as the Statutory Auditors of the Company to hold office till the conclusion of the 30TH AGM to be held in the calendar year 2017 be and is hereby ratified and that the board of directors be and is hereby authorised to fix the remuneration plus service tax, out-of pocket travelling and living expenses payable to them for the financial year ending March 31, 2017 as may be determined by the audit committee in consultation with the auditors and such remuneration as may be agreed between the auditors and Board of Directors.”

Special Business:

4. **Appointment of Mr. Jaswant Kumar Gupta (DIN: 03080846) as an Independent Director of the Company**

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Jaswant Kumar Gupta (DIN 03080846), who was appointed as an Additional Director cum Independent Director of the Company by the Board of Directors with effect from 29th March, 2016, in terms of Section 161 of the Companies Act, 2013 and Article of Association of the Company and whose term of office expires at the Annual General meeting and in respect of whom the Company has received notice in writing from a member proposing his candidature for office of Director, be and hereby appointed as a Non-executive Independent Director of the Company and to hold office for a term up to 28.03.2021 pursuant to Section 149, 152, 160 and other applicable provisions if any, of the Companies Act, 2013 and the Rules thereunder, who shall not be liable to retire by rotation at the Annual General Meeting.”

5. **Appointment of Mr. Shashank Ashok Shah (DIN: 00604038) as Managing Director of the Company.**

To consider and, if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

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“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013, (“Act”), as amended or re-enacted from time to time, read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force approval of the Company be and is hereby accorded to the appointment of Mr. Shashank Ashok Shah (DIN: 00604038) as Managing Director of the Company for a period of five years with effect from March 29, 2016 upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting, (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Shashank Ashok Shah.”

“RESOLVED FURTHER THAT the Board or a Committee thereof be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

Place: Mumbai

By order of the Board of Directors

Date: July 15, 2016

CIN: L24300MH1987PLC042352

Website: www.linearindustries.in

Shashank Ashok Shah

E-mail: syntex@vsnl.com

Chairman

Reg. Office: 116, 11th Floor, Plot-223,
Maker Chambers-III, Jamnalal Bajaj Marg,
Nariman Point, Mumbai - 400021

Notes:

1. **A member entitled to attend and vote at the Annual General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company.** The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 14. The Company will also send communication relating to remote e-voting which inter alia would contain details about User ID and password along with a copy of this Notice to the members, separately.
3. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
4. In terms of Section 152 of the Companies Act, 2013, Mr. Aditya Ashok Shah (DIN 00605956), Director, retire by rotation at the Meeting and being eligible, offer himself for reappointment. The Board of Directors of the Company commend his re-appointment. Brief resume of Director is given here under:

Sr. No	Particular	Details
1	Name of Director	Mr. Aditya Ashok Shah
2	DIN	00605956
3	Date of Appointment	25/06/2003
4	No of Shares Held of Company as on 31.03.2016	68,108
5	Directorship in other Company	1. Emyrean Financial Services Private Limited. 2. Syntex Securities Private Limited. 3. Syntex Corporation Private Limited 4. Linear Ventures Private Limited
6	Chairman/Member of Committees of Companies	Member of - Audit Committee - Stakeholder Relationship Committee - Nomination and Remuneration Committee of Linear Industries Limited
7	Qualification	MBA
8	Functional Area	Director

5. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
6. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificate to RTA for consideration into single folio.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
9. The Company has notified closure of Register of Members and Share Transfer Books from Saturday, September 17, 2016 to Saturday, September 24, 2016 (both days inclusive).
10. The members holding shares in the dematerialized mode are requested to intimate all changes with respect to their address, bank details, mandate, nomination, power of attorney, etc. to their depository participant (DP). These changes will be automatically reflected in the Company's records, which will help the Company to provide efficient and better service to members.
11. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively) has undertaken a Green Initiative in Corporate Governance and allowed Companies to share documents with its shareholders through an electronic mode. A recent amendment to the Listing Agreement with the Stock Exchanges permits companies to send soft copies of the Annual Report to all those shareholders who have registered their email addresses for the said purpose. Hence Members are requested to register their e-mail addresses with the Company by sending their details relating to name, folio no./DP Id/Client Id to the company's email ID.
12. Members are requested to address all correspondence, to the registrar and share transfer agents, Sharex Dynamic (India) Private Limited, Unit No.1, Luthra Industrial Premises, Safed Pool, Andheri Kurla Road, Andheri (East), Mumbai- 400072.
13. Members/Proxies/authorised representatives are requested to bring their attendance slip along with their copy of annual report at the meeting.
14. Information and other instructions relating to e-voting are as under:
 - (i) The e-voting period begins on Wednesday the 21st September, 2016 (9.00 a.m. Indian Standard Time) and ends on Friday the 23rd September, 2016 (5.00 p.m. Indian Standard Time). During this period, the members of the company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 17th September, 2016, may cast their vote electronically.
 - (ii) The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, he shall not be allowed to change it subsequently.
 - (iii) The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the company as on the cut-off date (record date) of 17th September, 2016.
 - (iv) Since the company is required to provide members the facility to cast their vote by electronic means, shareholders of the company, holding shares either in physical form or in

dematerialized form, as on the cut-off date and not casting their vote electronically, may cast their vote at the AGM venue. Facility will be available at the venue.

- (v) The company has appointed Shri. Shiv Hari Jalan, a whole time practicing Company Secretary as the scrutinizer for conducting the e-voting process in a fair and transparent manner. E-voting is optional. The e-voting rights of the shareholders/beneficial owners shall be reckoned on the equity shares held by them as on 17th September, 2016.
- (vi) The scrutinizer shall, immediately after the conclusion of voting at the annual general meeting, first count the votes at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make, not later than three days of conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the chairman.
- (vii) The chairman shall declare the result of the voting forthwith. The results declared along with the scrutinizer's report shall be placed on the company's website www.linearindustries.in and on the website of CDSL and shall simultaneously forward the results to stock exchange i.e. BSE Limited.
- (viii) Voting will be provided to the members through e-voting and/or at the AGM venue. A member can opt for only one mode of voting i.e. either through e-voting or voting at the AGM. If a member casts votes by both modes, then voting done through e-voting shall prevail and the voting at AGM shall be treated as invalid.
- (ix) The shareholders should log on to the e-voting website www.evotingindia.com.
- (x) Click on Shareholders.
- (xi) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (xii) Next enter the Image Verification as displayed and Click on Login.
- (xiii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

- (xiv) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company. Please enter number of shares held by you as on the cut-off date in the Dividend Bank details.

- (xv) After entering these details appropriately, click on “SUBMIT” tab.
- (xvi) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xvii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xviii) Click on the EVSN for the relevant LINEAR INDUSTRIES LIMITED on which you choose to vote.
- (xix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xx) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xxi) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xxii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xxiii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

(xxiv) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xxv) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xxvi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

15. The route map showing directions to reach the venue of the twenty ninth AGM is annexed.

Place: Mumbai

By order of the Board of Directors

Date: July 15, 2016

CIN: L24300MH1987PLC042352

Website: www.linearindustries.in

E-mail: syntex@vsnl.com

Shashank Ashok Shah

Chairman

Reg. Office: 116, 11th Floor, Plot-223,
Maker Chambers-III, Jarnalal Bajaj Marg,
Nariman Point, Mumbai - 400021

EXPLANATORY STATEMENT

(Pursuant to section 102 (1) of the companies Act, 2013)

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 4

The Board of Directors has appointed Mr. Jaswant Kumar Gupta as Additional Independent Director of the Company w.e.f. 29.03.2016 pursuant to section 161 of the Companies Act, 2013 and Article of Association of the Company.

Pursuant to Section 161 of the Companies Act, 2013, Mr. Jaswant Kumar Gupta will hold office till Ensuing AGM. The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Jaswant Kumar Gupta for the office of Independent Director, under the provisions of Section 149 of the Companies Act, 2013.

Pursuant to the provisions of Section 149 of the Companies Act, 2013, that came into effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as independent director. Such Independent Director shall be appointed for not more than two terms of five years each and shall not liable to retire by rotation.

Thus it is proposed to appoint Mr. Jaswant Kumar Gupta for a term up to 28.03.2021.

Mr. Jaswant Kumar Gupta, non-executive directors of the company, have given a declaration to the board that he meet the criteria of independence as per section 149(6) of the Act.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members for the terms stated above.

None of Directors, except the proposed appointees in resolution concerning their individual appointment.

Brief resume of Mr. Jaswant Kumar Gupta

Sr. No	Particular	Details
1	Name of Director	Mr. Jaswant Kumar Gupta
2	DIN	03080846
3	Date of Appointment	29.03.2016
4	No of Shares Held of Company as on 31.03.2016	NIL
5	Directorship in other Company	NIL
6	Chairman/Member of Committees of Companies	Member – Stakeholder Relationship Committee, Audit Committee and Nomination and Remuneration Committee of Linear Industries Limited
7	Qualification	Chartered Accountant
8	Inter-Se Relationship	None
9	Functional Area	Independent Director

The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the members.

Item No. 5

Subject to approval by the shareholders of the company the Board of Directors at their meeting held on 29.03.2016 have designated Mr. Shashank Ashok Shah, as Managing Director of the company for a period of Five years with effect from 29.03.2016 @ nil remuneration payable to Managing Director with power to make such variation, or increase therein as may be thought fit from time to time, but within the ceiling laid down in Schedule V of the Companies Act, 2013 or any statutory amendment or relaxation thereto.

Remuneration payable to Mr. Shashank Ashok Shah a Managing Director of the Company will be Nil.

Perquisites:

Perquisites shall be evaluated as per Income Tax Rules, wherever applicable, and in the absence of any such rule, perquisites shall be evaluated at actual cost.

The relevant complete resolutions passed by the Board of Directors and the Remuneration Committee of the Company are available for inspection by the Members at the Registered office of the Company on any working day (except Sundays and Public Holidays) between 11 a.m. and 3.00 p.m. up to the date of the annual General Meeting and at the venue of the annual General Meeting on the date of the Meeting during Meeting hours.

The information as required under part (B) (iv) of Section II in Part II of Schedule V of the Companies Act, 2013 is given hereunder:

The extracts of remuneration given above shall be deemed to be the extracts of remuneration required to be furnished under Section 190 of the companies Act, 2013.

Your director recommends resolution at item no.5

I. General Information

- a) Nature of Industry: The Company has parked surplus into Bank Fixed Deposits.
- b) Date or expected date of Commercial Production: The Company has commenced activities.
- c) In case of New Companies, expected date of commencement of activities as per Project approved by financial institutions appearing in the prospectus. N. A.
- d) Financial performance based on given indicators

For the year ended 31.03.2016

Particulars	Amount (In Rs.)
Profit After Tax (Rs.)	(51,948)
EPS	(0.04)
Net Worth (Rs.)	14,077,793

e) Export performance and net foreign exchange outgo

Particulars	Amount (in Rs.)
Income	NIL
Exports	NIL
Expenditure	NIL
Imports	NIL

f) Foreign investments or collaborations

The Company has no Foreign Direct Investment or Collaborations in the Company so far.

g) Brief resume of Mr. Shashank Ashok Shah :

Sr. No	Particular	Details
1	Name of Director	Mr. Shashank Ashok Shah
2	DIN	00604038
3	Date of Appointment	29/03/2016
4	No of Shares Held of Company as on 31.03.2016	54,000
5	Directorship in other Company	1. Syntex Securities Private Limited. 2. Empyrean Financial Services Private Limited 3. Syntex Corporation Private Limited 4. Linear Ventures Private Limited
6	Chairman/Member of Committees of Companies	Chairperson – Stakeholder Relationship Committee of Linear Industries Limited
7	Qualification	MBA
8	Functional Area	Managing Director

II. Information about the Director

NAME	Back-ground Details	Past Remuneration	Recognition or awards	Job profile and his suitability	Remuneration proposed	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and the person	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any,
Mr. Shashank Ashok Shah	AGE: 40 QUALIFICATION: MBA	NIL	N.A	Managing Director	NIL	No remunerations are recommend so Comparative remuneration are not required	Mr. Aditya Ashok Shah and their relatives

III. Other Information

1. Reasons for inadequacy of profit.
Business sentiment very low.
2. Steps taken or proposed to be taken for improvement
Expect to minimize the administrative expenses.
3. Expected increase in productivity and profits in measurable terms
Company may achieve profit or may be able to minimize losses for F.Y. 2016-17

IV. Disclosures

1. The shareholders of the company are informed about the remuneration package of Directors through details in the explanatory statement accompanying notice of Annual General Meeting of the company.
2. The Corporate Governance report is not applicable to the company however all the details and components of managerial remuneration are disclosed in the explanatory statement accompanying notice of Annual General Meeting of the company.

Place: Mumbai

By order of the Board of Directors

Date: July 15, 2016

CIN: L24300MH1987PLC042352

Website: www.linearindustries.in

Shashank Ashok Shah

E-mail: syntex@vsnl.com

Chairman

Reg. Office: 116, 11th Floor, Plot-223,
Maker Chambers-III, Jamnalal Bajaj Marg,
Nariman Point, Mumbai - 400021

DIRECTORS' REPORT
1) FINANCIAL RESULTS

The Company's financial performance, for the year ended March 31, 2016 is summarised below:

Particulars	2015-16 (Amt in INR)	2014-15 (Amt in INR)
Revenue from Operations	-	-
Other Income	1,110,486	1,501,012
Depreciation	-	-
Total Expenses	1,153,076	1,903,894
Profit before Tax and before Exceptional items	(42,590)	(402,972)
Tax Expense:		
Current Tax	-	-
Earlier Tax	9,358	-
Deferred Tax	-	-
Profit After Tax	(51,948)	(402,972)

2) DIVIDEND

In view of in-adequacy of distributable profit and present requirement for the working capital funds, the directors do not recommend any dividend for the year.

3) TRANSFER TO RESERVES

The Directors do not propose to transfer any amount to the reserves.

4) DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013, the board of directors, to the best of their knowledge and ability, confirm that:

- (a) in the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures;
- (b) the Directors have 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 as at March 31, 2016 and of the loss of the Company for the year ended on that date;
- (c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the Directors have prepared the annual accounts on a going concern basis;
- (e) they have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively and
- (f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

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Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors and external consultants and the reviews performed by management and the relevant board committees, including the audit committee, the board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2015-16.

5) NUMBER OF MEETINGS OF THE BOARD

During the Financial year ended March 31, 2016 Six Meetings of the Board of Directors were held on 09-05-2015, 30-05-2015, 28-07-2015, 28-10-2015, 28-01-2016 and 29-03-2016.

Sr. No.	Name of Director	Number of meetings during the financial year 2015-16	
		Entitled to Attend	Attended
1	Mr. Ashok Shah	5	5
2	Mr. Shashank Shah	6	6
3	Mr. Aditya Shah	6	6
4	Mrs. Garjana Rathore	6	5
5	Mr. Jaswant kumar gupta	0	0

6) DIRECTORS AND KEY MANAGERIAL PERSONNEL

Pursuant to the provisions of Section 149 of the Act, which came into effect from April 1, 2014, Mr. Jaswant Kumar Gupta was appointed second Additional Independent Director at Board Meeting Held on March 29, 2016.

Mr. Aditya Ashok Shah retires by rotation and being eligible has offered himself for re-appointment.

During the year, the non-executive directors of the Company had no pecuniary relationship or transactions with the Company.

Mr. Ashok Shah resigned from the post of Managing Director and Mr. Shashank Ashok Shah was appointed the Managing Director of the Company for a period of five years with effect from 29th March, 2016, subject to the approval of the members.

Mr. Aditya Shah has been appointed as Chief Financial Officer (CFO) of the Company w.e.f 29th March, 2016 and Mrs. Garjana Rathore was regularised as Independent Directors for a period of five years by the shareholders at the Annual General Meeting held on 26th September, 2015.

7) BOARD INDEPENDENCE

Based on the confirmation / disclosure received from the Directors and on evaluation of the relationships disclosed, Mr. Jaswant Kumar Gupta and Mrs. Garjana Rathore Non Executive Director is Independent in Terms of Section 149 (6) of the Companies Act, 2013.

The Company has received a declaration from the Independent Directors that they meet the criteria of Independence as provided in sub-section (6) of section 149 of the Companies Act, 2013

The Appointment of Mr. Jaswant Kumar Gupta as an Independent Director is proposed and included in the Notice of Annual General Meeting.

During the Financial year ended March 31, 2016 one Meeting of the Independent Director Meeting was held on 29.03.2016 .

8) INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

The internal financial control systems with reference to financial statements are commensurate with the size and nature of operations of the company. These have been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information, complying with applicable statutes, safeguarding assets from unauthorized use, executing transactions with proper authorization.

The Company has appointed M/S. Amit Jalan & Associates as an Internal Auditor for the financial year 2016-17. The Scope and authority of the Internal Auditor as per the term of the reference approved by the Audit Committee. To maintain its objectivity and independence, the Audit Committee. To Maintain its objectivity and independence, the Internal Auditor report to the Chairman of the Audit Committee of the Board & to the Chairman & Managing Director.

The Internal Auditor monitors and evaluates the efficiency and adequacy of the internal control system in the Company, its compliance with operating systems, accounting procedures and policies of the Company.

Based on the report of Internal Auditor, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to the Audit Committees of the Board.

9) RISK MANAGEMENT

The Board of the Company has formed a risk management policy to frame, implement and monitor the risk management plan for the Company. The Board of Directors are responsible for reviewing the risk management plan and ensuring its effectiveness. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.

In the opinion of Board the rising costs and changing government policies and regulations are the key risk factors that may threaten the existence of the company.

10) MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION SINCE THE END OF FINANCIAL YEAR

There have been no material changes and commitments affecting the financial position of the Company since the end of the financial year

11) PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

The particulars of investments have been disclosed in the financial statements. There are no loans and guarantees given by the Company.

12) CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

There were no transactions with related parties which falls under the scope of Section 188(1) of the Act. Information on transactions with related parties pursuant to Section 134(3)(h) of the Act read with rule 8(2) of the Companies (Accounts) Rules, 2014 are given in Annexure 'I' in Form AOC-2 and the same forms part of this report.

13) EXTRACT OF ANNUAL RETURN

As provided under Section 92(3) of the Act, the extract of Annual Return is given in Annexure "II" in the prescribed Form MGT-9, which forms part of this report.

14) CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO CONSERVATION OF ENERGY:

a) Conservation of Energy:

Your Company continues to work on reducing carbon footprint in all its areas of operations through initiatives like (a) green infrastructure, (b) green IT (data centers, laptops and servers etc, (c) operational energy efficiency.

Power and Fuel Consumption

a)	Electricity:	C.Y	P.Y.
		2015-16	2014-15
	Consumed (Units)	N.A.	N.A.
	Rate/Unit (Rs.)	N.A.	N.A.
	Total Amount (Rs.)	N.A.	N.A.

b) Technology absorption, adaption and innovation:

The Company's operations do not require significant import, absorption and innovation of technology.

c) Research and Development (R&D): Specific areas in which R&D was carried out by the Company

The Company's operations do not involve significant expenditure on Research and Development activities and thus no comments are required for the same.

d) Expenditure on R&D

The Company's operations do not involve significant expenditure on Research and Development activities.

e) Foreign exchange earnings and outgo

Sr. No.	Particulars	2015-16	2014-15
		(Rs in Lacs)	(Rs in Lacs)
a.	Foreign exchange earnings	-	-
b.	CIF Value of imports	-	-
c.	Foreign Exchange Outgo	-	-

15) STATEMENT ON PERFORMANCE OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES.

The Company does not have any Subsidiary, Associate and Joint Ventures.

16) OTHER MATTERS AS PER RULE 8(5) OF COMPANIES (ACCOUNTS) RULES, 2014

a) During the financial year there was no change in nature of Business of the Company

b) During the financial year the Company has not accepted any deposits, not renewed any deposit or made any default in repayment of any deposits.

- c) The Company's securities which are suspended for trading w.e.f. 04.03.2015 have been revoked w.e.f 01.12.2015.
- d) During the financial year following Companies became / ceased to be Company's Subsidiaries, Joint Ventures or Associate Companies:

Sr. No.	Companies which have become subsidiaries, Joint Ventures or Associate Companies during the financial year 2015-16:
1	Nil

Sr. No.	Companies which have ceased to be subsidiaries, Joint Ventures or Associate Companies during the financial year 2015-16:
1	Nil

17) BOARD EVALUATION

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

The Board and the Nomination and Remuneration Committee ("NRC") reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the Chairman was also evaluated on the key aspects of his role.

In a separate meeting of independent Directors, performance of non-independent directors, performance of the board as a whole and performance of the Chairman was evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the independent Directors, at which the performance of the Board, its committees and individual directors was also discussed.

18) POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION AND OTHER DETAILS

In terms of Section 178 of the Companies Act, 2013 the policy on Nomination and Remuneration of Directors, Key Managerial Personnel (KMP), Senior Management and other employees of the company has been formulated by the Nomination and Remuneration Committee of the Company and approved by the Board of Directors. This policy acts as a guideline for determining, inter-alia, qualifications, positive attributes and independence of a Directors, matter relating to the remunerations, appointment, removal and evaluation of performance of the Directors, Key Managerial Personnel, Senior Management and other employees.

The Company does not pay any remuneration to the Directors. Further no sitting fees are paid to Non Executive Directors.

19) VIGIL MECHANISM

The Company has formulated and published a Whistle Blower Policy to provide Vigil Mechanism for employees including directors of the Company to report genuine concerns. The provisions of this policy are in line with the provisions of the Section 177(9) of the Act.

20) AUDIT COMMITTEE

a) The re-constituted Audit Committee Consists of Following Members as at 31st March, 2016

Sr. No	Name	Category	Number of meetings during the financial year 2015-16	
			Entitled to Attend	Attended
1	Mr. Jaswant Kumar Gupta (chairman w.e.f. 29.03.2016)	Independent/ Chairman	0	0
2	Mrs. Garjana Rathore (chairperson upto 28.03.2016)	Independent	4	4
3	Mr. Aditya Shah	Non-Independent	0	0
4	Mr. Ashok Shah (Ceased w.e.f 29.03.2016)	Non-Independent	4	4
5	Mr. Shashank Shah (Ceased w.e.f 29.03.2016)	Non-Independent	4	4

b) During the Financial year ended March 31, 2016 Four Meetings of the Audit Committee were held on 30-05-2015, 28-07-2015, 28-10-2015 and 28-01-2016.

21) NOMINATION AND REMUNERATION COMMITTEE

a) The re-constituted Nomination and Remuneration Committee Consists of Following Members as at 31st March, 2016

Sr. No	Name	Category	Number of meetings during the financial year 2015-16	
			Entitled to Attend	Attended
1	Mr. Jaswant Kumar Gupta (nominated as new chairman)	Independent/ Chairman	0	0
2	Mrs. Garjana Rathore (chairperson upto 29.03.2016)	Independent	1	1
3	Mr. Aditya Shah	Non-Independent	1	1
4	Mr. Shashank Shah (Ceased w.e.f 29.03.2016)	Non-Independent	1	1

b) During the Financial year ended March 31, 2016 one Meeting of the Nomination and Remuneration Committee Meeting was held on 29.03.2016.

The committee reviews and approves the remuneration of Manegerial Personnel and the terms and conditions of appointment and in accordance with the provisions of Companies Act, 2013. The Committee reviews following matters:

- Recommend to the board the set up and composition of the board and its committees. Including the formulation of the criteria for determining qualifications, positive attributes and independence of a director". The committee will consider periodically reviewing the composition of the board with the objective of achieving an optimum balance of size, skills, independence, knowledge, age, gender and experience.
- Recommend to the board the appointment or reappointment of directors.
- Devise a policy on board diversity.

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- Recommend to the board appointment of key managerial personnel (“KMP” as defined by the Act) and executive team members of the Company (as defined by this committee).
- Carry out evaluation of every director’s performance and support the board and independent directors in evaluation of the performance of the board, its committees and individual directors.
- This shall include “formulation of criteria for evaluation of independent directors and the board”.
- Recommend to the board the remuneration policy for directors, executive team or key managerial personnel as well as the rest of the employees.
- On an annual basis, recommend to the board the remuneration payable to the directors and oversee the remuneration to executive team or key managerial personnel of the Company.
- Oversee familiarisation programmes for directors.
- Oversee the human resource philosophy, human resource and people strategy and human resource practices including those for leadership development, rewards and recognition, talent management and succession planning (specifically for the board, key managerial personnel and executive team).
- Provide guidelines for remuneration of directors on material subsidiaries.
- Recommend to the board on voting pattern for appointment and remuneration of directors on the boards of its material subsidiary companies.
- Performing such other duties and responsibilities as may be consistent with the provisions of the committee charter.

22) STAKEHOLDER RELATIONSHIP COMMITTEE

- a) The re-constituted Stakeholder Relationship Committee Consists of Following Members as at 31st March, 2016

Sr. No	Name	Category	Number of meetings during the financial year 2015-16	
			Entitled to attend	Attended
1	Mr. Jaswant Kumar Gupta (nominated as new chairman)	Independent/ Chairman	1	1
2	Mr. Shashank Shah	Non-Independent	1	1
3	Mr. Aditya Shah	Non-Independent	1	1
4	Mr. Ashok Shah (Ceased w.e.f 29.03.2016)	Non-Independent	0	0
5	Mrs. Garjana Rathore (Ceased w.e.f 29.03.2016)	Independent	0	0

- b) During the Financial year ended March 31, 2016 one Meeting of the Stakeholder Relationship Committee Meeting was held on 29.03.2016

The committee has the following roles and responsibilities:

- 1) Resolve the grievances of security holders.
- 2) Monitors and reviews the performance and service standards of the Registrar and Share Transfer Agents of the Company
- 3) Provides continuous guidance to improve the service levels for investors.

23) AUDITORS AND THEIR REPORT**a) Statutory Auditors**

M/s. Jain Bafna and Co, Chartered Accountants, who are the statutory auditors of the Company, hold office until the conclusion of the AGM to be held in 2017 and are eligible for re-appointment. Members of the Company at the AGM held on September 25, 2014 had approved the appointment of M/s. Jain Bafna and Co. as the Statutory Auditors for a period of three financial years i.e., up to 31 March, 2017. As required by the provisions of the Companies Act, 2013, their appointment should be ratified by members each year at the AGM.

The Report of Statutory Auditors do not contain any qualifications or observations.

b) Secretarial Auditors

Section 204 of the Companies Act, 2013 inter-alia requires every listed company to annex with its Board's report, a Secretarial Audit Report given by a Company Secretary in practice, in the prescribed form.

The Board of Directors appointed Mr. Shivhari Jalan, Whole time Practicing Company Secretaries as Secretarial Auditor to conduct Secretarial Audit of the Company for Financial Year 2015-16 and their report is annexed to this Board report Annexure 'IV'.

The Observations given by Secretarial Auditor in his Secretarial Audit Report are self explanatory and do not call for further explanations.

24) DISCLOSURE REQUIREMENTS

Management Discussion and analysis report as per Regulation 34 of the SEBI Listing Regulations, is annexed to this Board Report Annexure 'V'.

25) PARTICULARS OF EMPLOYEES

The information required under Section 197 of the Act read with rule 5(1) & rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are in Annexure 'III'

26) FOLLOWING MATTERS WERE NOT APPLICABLE TO THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2016 AND THUS NO COMMENTS ARE REQUIRED BY THE BOARD OF DIRECTORS ON THE SAME:

- Details of Voting Rights not exercised by the employees u/s 67(3)(c) of Companies Act, 2013 r.w. Rule 16(4) of Companies (Share Capital and Debentures), Rules, 2014..
- Disclosure about issue of equity shares with Differential Rights as per Rule 4(4) of Companies (Share Capital and Debentures), Rules, 2014.
- CSR Policy U/s 135 of Companies Act, 2013.

27) ACKNOWLEDGEMENT

The directors thank the Company's employees, customers, vendors, investors and academic institutions for their continuous support.

Place: Mumbai
Date: 15.07.2016

For Linear Industries Limited

Chairman

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:

Sr. No.	Particulars	Details	Details	Details	Details
a.	Name(s) of the related party	Not Applicable	Not Applicable	Not Applicable	Not Applicable
b.	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(s) 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

Sr. No.	a.	b.	c.	d.	e.	f.	g.
	Name of Related Party	Nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any:	Date(s) of approval by the Board, if any:	Amount paid as advances, if any
There were no Transactions carried out with related parties during the Financial year 2015-16							

Place: Mumbai
Date: 15.07.2016

For Linear Industries Limited

Chairman

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31.03.2016

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

I. REGISTRATION AND OTHER DETAILS:

- i) CIN: : L24300MH1987PLC042352
- ii) Registration Date: : 29/01/1987
- iii) Name of the Company : : LINEAR INDUSTRIES LIMITED
- iv) Category / Sub - Category of the Company: : Company limited by shares/Indian Non-Government Company
- v) Address of the Registered office and contact details: : 116, 11Th Floor, Plot-223, Maker Chambers- Iii, Jamnalal Bajaj Marg, Nariman Point, Mumbai - 400021
- vi) Whether Listed Company (Yes / No) : Yes
- vii) Name, Address and Contact details of registrar and Transfer Agent, If any : Sharex Dynamic (India) Private Limited
CIN : U67190MH1994PTC077176
Unit No.1, Luthra Industrial Premises, Safed Pool ,
Andheri Kurla Road, Andheri (East),
Mumbai- 400072
Tel.28515606 Fax No.28512885

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)

Sr. No.	Name and Description of main products / services	NIC Code of the Product/service	% to Total Turnover of the Company
1	NIL	NIL	NIL
Total	NIL	NIL	NIL

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES :-

Sr. No.	Name of the Company	Address of the Company	CIN/GLN	Holding/ Subsidiary/ associate	% of shares held	Applicable Section
Not Applicable						

IV. SHARE HOLDING PATTERN

(Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. PROMOTER(S)									
(1) Indian									
a) Individual/ HUF	400,708	3,300	404,008	35.53	400,708	3,300	404,008	35.53	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	118,550	-	118,550	10.43	118,550	-	118,550	10.43	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub-total (A)(1)	519,258	3,300	522,558	45.96	519,258	3,300	522,558	45.96	-
(2) Foreign									
a) NRIs-Individuals	-	-	-	-	-	-	-	-	-
b) Other-Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
Sub-total (A)(2)	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter (A)=(A)(1)+(A)(2)	519,258	3,300	522,558	45.96	519,258	3,300	522,558	45.96	-
B. PUBLIC SHAREHOLDING									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	500	-	500	0.04	500	-	500	0.04	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1)	500	-	500	0.04	500	-	500	0.04	-
2. Non-Institutions									

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Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
a) Bodies Corp.	-	-	-	-	-	-	-	-	-
i) Indian	44,943	-	44,943	3.95	45,043	-	45,043	3.96	0.01
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	213,645	317,450	531,095	46.71	214,480	316,399	530,879	46.69	(0.02)
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	37,566	-	37,566	3.30	37,566	-	37,566	3.30	-
c) Others (specify)									
Non Resident Indians	438	-	438	0.04	438	-	438	0.04	0.01
Clearing Members	-	-	-	-	116.00	-	116	0.01	(0.02)
Sub-total (B)(2)	296,592	317,450	614,042	54.00	297,643	316,399	614,042	54.00	-
Total Public Shareholding (B)= (B)(1)+ (B)(2)	297,092	317,450	614,542	54.04	298,143	316,399	614,542	54.04	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	816,350	320,750	1,137,100	100.00	817,401	319,699	1,137,100	100.00	-

(ii) Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% 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	Shashank Ashok Shah	54,000	4.75	-	54,000	4.75	-	-
2	Vimla Ashok Shah	30,100	2.65	-	30,100	2.65	-	-
3	Ashok Nihalchand Shah	248,500	21.85	-	248,500	21.85	-	-
4	Syntex Corporation Pvt Ltd	1,400	0.12	-	1,400	0.12	-	-
5	Syntex Securities Pvt Ltd	117,150	10.30	-	117,150	10.30	-	-
6	Aditya Ashok Shah	68,108	5.99	-	68,108	5.99	-	-
7	Mamta Bafna	3,300	0.29	-	3,300	0.29	-	-
	Total	522,558	45.96	-	522,558	45.96	-	-

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

Sr. No.		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	At the beginning of the year	During the Financial Year ended March 31, 2016 there has been no Change in Shreholding of the Promoters.			
2	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
3	At the End of the year				

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

Sr. No	Name	No. of Shares at the beginning of the year	% of total Shares of the company	Date	Increasing / Decreasing in shareholding	Reason	Cummulative Shareholding during the year	% of total Shares of the company
1	VSL SECURITIES PRIVATE LIMITED	40,000	3.518	1-Apr-15				
	At the end of the year			31-Mar-16			40,000	3.518
2	KALPESH BHANDHARI	15,000	1.319	1-Apr-15				
	At the end of the year			31-Mar-16			15,000	1.319
3	RAM GOPAL RAMGARHIA (HUF)	9,478	0.834	1-Apr-15				
				19-Feb-16	-9428	Transfer	50	0.004
				25-Mar-16	9428	Transfer	9,478	0.834
	At the end of the year			31-Mar-16			9,478	0.834
4	HIREN HARILAL SHAH	3,000	0.264	1-Apr-15				
	At the end of the year			31-Mar-16			3,000	0.264
5	JASMINE PRAVIN AJMERA	22,566	1.985	1-Apr-15				
	At the end of the year			31-Mar-16			22,566	1.985
6	PRITTY DEVI SARAWAGI	4,147	0.365	1-Apr-15				
	At the end of the year			31-Mar-16			4,147	0.365

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Sr. No	Name	No. of Shares at the beginning of the year	% of total Shares of the company	Date	Increasing / Decreasing in shareholding	Reason	Cummulative Shareholding during the year	% of total Shares of the company
7	SHARMISHTA YASHWANT SHAH	8,800	0.774	1-Apr-15				
	At the end of the year			31-Mar-16			8,800	0.774
8	RAM GOPAL RAMGARHIA	6,113	0.538	1-Apr-15				
				19-Feb-16	-6063	Transfer	50	0.004
				25-Mar-16	6063	Transfer	6,113	0.538
	At the end of the year			31-Mar-16	-116	Transfer	5,997	0.527
9	SANJAYKUMAR SARAWAGI	4,448	0.391	1-Apr-15				
	At the end of the year			31-Mar-16			4,448	0.391
10	CHANDRAKALA M BHANDARI	5,000	0.440	1-Apr-15				
	At the end of the year			31-Mar-16			5,000	0.44

(v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Aditya Ashok Shah	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
	For Each of the Directors and KMP				
1	At the beginning of the year	68,108	5.99		
2	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0	-	-	-
		-		68,108	5.99
				68,108	5.99
3	At the End of the year	68,108	5.99	68,108	5.99

Sr. No.	Shashank Ashok Shah	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	For Each of the Directors and KMP				
	At the beginning of the year	54,000	4.75	0	-
2	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0	-	-	-
		-		54,000	4.75
				54,000	4.75
3	At the End of the year	54,000	4.75	54,000	4.75

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Sr. No.	Garjana Rathore	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	At the beginning of the year	-	-	-	-
2	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
3	At the End of the year	-	-	-	-

Sr. No.	Jaswant Kumar Gupta	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	At the beginning of the year	-	-	-	-
2	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
3	At the End of the year	-	-	-	-

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year				
* Addition	-	-	-	-
* Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
			----	----	---	
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.	-	-	-	-	-
2	Stock Option	-	-	-	-	-
3	Sweat Equity	-	-	-	-	-
4	"Commission - as % of profit - others, specify..."	-	-	-	-	-
5	Others, please specify	-	-	-	-	-
	Total (A)					
	Ceiling as per the Act					

The Company does not pay any remuneration to any of the KMP.

B. Remuneration to other Directors:

Sr. No.	Particulars of Remuneration	Name of Directors				Total Amount
			-----	-----	-----	
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	-	-	-	-	-
	Total (2)	-	-	-	-	-
	Total (B)=(1+2)	-	-	-	-	-
	Total Managerial Remuneration					
	Overall Ceiling as per the Act					

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C. Remuneration to Key Managerial Personnel, other than MD/Manager/WTD					
Sr. No.	Particulars of Remuneration	Key Managerial Personnel			Total
		CEO	Company Secretary	CFO	
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	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	others, specify...	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	-	-	-	-

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:						
Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authorityy[RD/NCLT/Court]	Appeal made, if any (give Details)	
A. COMPANY						
Penalty	N.A.	N.A.	N.A.	N.A.	N.A.	
Punishment	N.A.	N.A.	N.A.	N.A.	N.A.	
Compounding	N.A.	N.A.	N.A.	N.A.	N.A.	
B. DIRECTORS						
Penalty	N.A.	N.A.	N.A.	N.A.	N.A.	
Punishment	N.A.	N.A.	N.A.	N.A.	N.A.	
Compounding	N.A.	N.A.	N.A.	N.A.	N.A.	
C. OTHER OFFICERS IN DEFAULT						
Penalty	N.A.	N.A.	N.A.	N.A.	N.A.	
Punishment	N.A.	N.A.	N.A.	N.A.	N.A.	
Compounding	N.A.	N.A.	N.A.	N.A.	N.A.	

Place: Mumbai
Date: 15.07.2016

For Linear Industries Limited

Chairman

PARTICULARS OF EMPLOYEES

1) The information required under Section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

a. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:

Non-executive directors	Ratio to Median Remuneration
Not Applicable Since Company is not paying any Remuneration to Directors	

Executive Directors	Ratio to Median Remuneration
Not Applicable Since Company is not Paying any Remuneration to Directors	

b. The percentage increase in remuneration of each director, chief executive officer, chief financial officer, company secretary in the financial year:

Directors, Chief Executive Officer, Chief Financial Officer and Company Secretary	% increase in remuneration in the financial year financial year
Not Applicable Since Company is not Paying any remuneration to Directors and CFO	

d. The number of permanent employees on the rolls of Company: 1

e. The explanation on the relationship between average increase in remuneration and Company performance:

The Company is not paying any remuneration to Directors and Key Managerial Personnel.

f. Comparison of the remuneration of the key managerial personnel against the performance of the Company:

Aggregate remuneration of Key Managerial personnel (KMP) in FY16	Not Applicable
Revenue	
Remuneration of KMPs (as % of revenue)	
Profit before Tax (PBT)	
Remuneration of KMP (as % of PBT)	

g. Variations in the market capitalisation of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year:

Particulars	March 31, 2016	March 31, 2015	% Change
Market Capitalisation (` crores)	1.85	2.19	-15.53
Price Earnings Ratio	-406.25	-55.14	-636.77

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- h. Percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer:

Particulars	March 31, 2016	Last IPO	% Change*
Market Price (BSE)	16.25	10	62.5

- i. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

Not Applicable Since Company is not paying any Remuneration to Directors

- k. The key parameters for any variable component of remuneration availed by the directors:

Not Applicable Since Company is not paying any Remuneration to Directors

- l. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year:

None.

- m. Affirmation that the remuneration is as per the remuneration policy of the Company:

Since the Company does not pay any remuneration this affirmation is not applicable.

- 2) The statement containing particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014,

No employee of the company was in receipt of remuneration, in excess of Rs 60 Lakhs during the financial year 2015-16

Place: Mumbai
Date: 15.07.2016

For Linear Industries Limited

Chairman

**FORM NO. MR-3
SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2016

[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,
Linear Industries Limited
116, 11th Floor, Plot-223,
Maker Chambers-III,
Jamanalal Bajaj Marg,
Nariman Point,
Mumbai-400021.

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Linear Industries Limited (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of 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, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31.03.2016 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:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2016 according to the provisions of:

- (i) The Companies Act, 2013 (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;
- (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, 1992; and The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 w.e.f. 24.08.2015.
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements)

Regulations, 2009; (Not applicable to the company during the period under review)

- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and exchange board of India (Share based employee benefits) Regulations, 2014. (Not applicable to the company during the period under review)
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the company during the period under review)
 - (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; (Not applicable to the company during the period under review).
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and (Not applicable to the company during the period under review)
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the company during the period under review)
- (vi) The company has informed that there are no other laws which are specifically applicable to the company.

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

- (i) Secretarial Standards (SS-1 & SS-2) issued by The Institute of Company Secretaries of India w.e.f. 01.07.2015;
- (ii) The Listing Agreements entered into by the Company with BSE Limited and Listing Obligations and Disclosure Requirements Regulations 2015 w.e.f. 01.12.2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except to the extent as mentioned below:

- 1) The company has not complied the provision of section 203(1) of the Companies Act, 2013 w.r.t non-appointment of Company Secretary.
- 2) The company has made delay in filing DIR-12, MR-1 and MGT-14 i.e. w.r.t. appointment and /or re designation of Director and Key Managerial Personnel.
- 3) The company has not complied with the Clause 41(III) (b) of the Listing agreement w.r.t. issue of public notice for publication of date of board meetings for the quarter ended March, June & September 2015.
- 4) The Company has not complied with the clause 1.2.4 of Secretarial Standards 2 issued by the Institute of Company Secretaries of India w.r.t route map and prominent land mark for easy location of venue of AGM 2015

I 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 that took place 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

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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 if any are captured and recorded as part of the minutes.

I 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.

I further report that during the audit period the company's securities which were suspended for trading w.e.f. 04.03.2015 have been revoked w.e.f. 01.12.2015.

Place: Mumbai

Date: 13.07.2016

**SHIV HARI JALAN
COMPANY SECRETARY**

FCS No: 5703

C.P.NO: 4226

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

To,
The Members,
Linear Industries Limited
116, 11th Floor, Plot-223,
Maker Chambers-III,
Jamanalal Bajaj Marg,
Nariman Point,
Mumbai-400021.

My 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. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and process 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. I believe that the process and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the company.
4. Where ever required, I have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of provision of Corporate and other applicable laws, rules, regulations, standard is the responsibility of management. My examination was limited to the verification of procedure on test basis.
6. The secretarial Audit report is neither an assurance as to the future viability of Company nor of the efficacy of effectiveness with which the management has conducted the affairs of the company.

Place: Mumbai
Date: 13.07.2016

SHIV HARI JALAN
COMPANY SECRETARY
FCS No: 5703
C.P.NO: 4226

Management Discussion and analysis report

(As per Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Introduction

At Linear Industries Limited (LIL), corporate sustainability is demonstrated through (a) fair, transparent and ethical governance, (b) engagement with marginalized and vulnerable communities, (c) adherence to and respect for all human rights, (d) reduction of impact of its operations on the environment and (d) promotion of employee well-being and safety.

Management discussion and analysis report reflecting the performance and outlook including the future prospects for the Company is presented herewith.

(a) Industry Structure and development:

The company has made a loss during the year and as the recession is continuing to affect the industries all-round the company is also affected. It is expected that the company would in near future would make profits to offset the losses incurred and on the path of recovery.

(b) Opportunities and Threats:

The company is likely to start its main business activities in the near future but due to the present conditions prevailing the directors feel that the company should continue in its present activity for some more time. However the directors are hopeful they would start the core business in near future.

(c) Segment wise or product-wise performance:

There was no production activity carried out during the financial year.

(d) Outlook:

The company is confident in spite of the possible recessionary conditions in the industry it will perform better in view of the strong fundamentals of the Indian companies and hope to improve its Turnover.

(e) Risks and concerns:

The Board of the Company has formed a risk management policy to frame, implement and monitor the risk management plan for the Company. The Board of Directors are responsible for reviewing the risk management plan and ensuring its effectiveness. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. In compliance with the requirement of the Companies Act, 2013 and Listing Agreement guidelines, the Company has established a Whistle Blower Policy /Vigil mechanism Policy and the same is placed on the website of the Company.

In the opinion of Board the rising costs and changing government policies and regulations are the key risk factors that may threaten the existence of the company.

(f) Internal control systems and their adequacy:

The company has adequate internal control systems to ensure operational efficiency, protection and conservation of resources, accuracy and promptness in financial reporting and compliance of law and regulations. The internal control system is supported by the internal audit process. The Audit Committee of the Board reviews the Audit reports and the adequacy and effectiveness of internal controls. Further Internal Audit systems will also be placed and proposed to be carried out to check the implementation and working of the Internal Systems.

(g) Discussion on financial performance with respect to operational performance:

There was no activity carried out during the financial year.

(h) Material developments in Human Resources / Industrial Relations front, including number of people employed:

The relationship with the employees continues to be cordial. The Company recognizes the importance and contribution of its employees for its growth and development and constantly endeavors to train nurture and groom its people. The Company puts emphasis on attracting and retaining the right talent. The company places emphasis on training and development of employees at all levels and has introduced methods and practices for Human Resource Development. There is currently 1 employee in the company.

Place: Mumbai

For Linear Industries Limited

Date: 15.07.2016

Chairman

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF
LINEAR INDUSTRIES LIMITED

REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of LINEAR INDUSTRIES LIMITED, which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Company's Board of Director of is responsible for the matters stated in Section 134(5) of the Companies Act, 2013("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance 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, read with rule 7 of Companies (Accounts) Rules, 2014. This responsibility includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and

the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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 31st March, 2016, and its Loss and its cash flows for the year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2016 (the Order) issued by the Central Government of India in terms of Section 143 of the Act, we give in the Annexure-'A' statement on the matters specified in paragraphs 3 of the Order.
2. As required by Section 143 (3) of the Act, we report that:
 - a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of the books.
 - c. 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.
 - d. In our opinion , the aforesaid financial statements comply with Accounting Standards specified under section 133 of the Act, read with Rule 7of the Companies(Accounts)Rules 2014.
 - e. On the basis of the written representations received from the directors as on March 31, 2016, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, from being appointed as a director in terms of Section 164(2) of the Act.
 - f. 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 the Annexure 'B' and
 - g. With respect to the other matters 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:

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- i. The Company does not have any pending litigation which would impact its financial position.
- ii. The Company did-not have any long-term contracts including derivative contracts for which provisions are required for any material foreseeable losses.
- iii. There were no funds required to be transferred to Investor Education and Protection Fund by the Company

For and on behalf of
M/S. JAIN BAFNA AND CO..(Reg.No. 127905W)
Chartered Accountants

Sd/-
P.K. BAFNA(M.NO.070039)
PARTNER.

MUMBAI
DATED: 30.05.2016

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The Annexure 'A' referred to in our report to the members of LINEAR INDUSTRIES LIMITED for the year ended 31 March 2016. We report that :

1. The Company has no fixed assets, hence provisions of Clause No. (i) of Para 3 of the order do not apply.
2. During the year the Company neither purchases, sold, manufactured any article or goods nor there were any inventories. Therefore, provisions of Clause No. (ii) of Para 3 of the order do-not apply.
3. During the year, the Company has not granted any loans secured or unsecured to parties mentioned under Section 189 of the Companies Act, 2013, therefore, provisions of Clauses (iii) of para 3 of the order do not apply to that extent.
4. In our opinion, the company has not made any loans or advances referred in section 185 of the Companies Act, 2013 or investments referred in section 186 of the Companies Act, 2013, therefore, provisions of Clauses (iv) of para 3 of the order do not apply.
5. The Company has not accepted any deposits from public and therefore provisions of section 73 to 76 of the Companies Act, 2013 or any other relevant provisions of the companies Act 2013 or rules framed thereunder are not applicable. There is no order passed by Company law Board or National Company law Tribunal or Reserve Bank of India or any court or any other tribunal against the company.
6. The Central Government has not prescribed for maintaining any cost records, therefore provisions of Clause (vi) of para 3 of the order do-not apply.
7. The Company is regular in depositing undisputed statutory dues referred in clause (vii) of para 3 of the order wherever is applicable. There is no outstandings as at the end of the year, of any such dues for more than six months.
8. The Company has not borrowed from bank or any other financial institutions or govt. or debentureholders, and therefore question of default in repayment of loans does-not arise.
9. During the year or year earlier the company has not raised any capital by way of public offer or borrowed as term loans, therefore provisions of Clause (ix) of para 3 of the order do-not apply.
10. To the best of our knowledge and belief and according to the information and explanations given to us no fraud was noticed or reported on or by the Company during the year.
11. During the year company has not paid managerial remuneration, therefore provisions of Clause (xi) of para 3 of the order do-not apply.
12. The company is not a nidhi company and therefore provisions of Clause (xii) of para 3 of the order do-not apply.
13. Provisions of section 177 and 188 of the Companies Act, 2013 are not applicable to the company, being there is no transaction with related parties details of related parties are disclosed in the financial statements as required by the applicable accounting standards.
14. During the year the company has not made preferential allotment or private placement of shares or convertible debentures, therefore provisions of Clause (xiv) of para 3 of the order do-not apply.
15. During the year the company has not entered in-to non cash transactions with directors or persons connected with them, therefore provisions of Clause (xiv) of para 3 of the order do-not apply.
16. The company is not required to be registered u/s 45IA OF The Reserve Bank of India Act, 1934.

For and on behalf of
M/S. JAIN BAFNA AND CO..(Reg.No. 127905W)
Chartered Accountants

Sd/-
P.K. BAFNA(M.NO.070039)
PARTNER.

MUMBAI
DATED: 30.05.2016

The Annexure 'B' referred to in our report to the members :

Report on the Internal Financial Controls under Clause(i) of sub-section 3 of section 143 of the Companies Act, 2013 (the Act) :

We have audited the internal financial controls over financial reporting of Linear Industries Limited (the Company) as of 31 March 2016 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 ('ICAI'). 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 (the "Guidance Note") 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 judgment, 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised 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 at 31 March 2016, 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
M/S. JAIN BAFNA AND CO..(Reg.No. 127905W)
Chartered Accountants

Sd/-
P.K. BAFNA(M.NO.070039)
PARTNER.

MUMBAI
DATED: 30.05.2016

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BALANCE SHEET AS AT 31ST MARCH, 2016

	NOTE	CURRENT YEAR AS ON 31.03.16 Rs.	PREVIOUS YEAR AS ON 31.03.15 Rs.
EQUITIES & LIABILITIES			
SHARE HOLDERS' FUNDS			
(a)	Share Capital	"1" 11,371,000	11,371,000
(b)	Reserves & Surplus	"2" 2,706,793	2,758,741
(c)	Current Liabilities	"3" 113,234	227,075
	TOTAL	14,191,027	14,356,816
ASSETS			
CURRENT ASSETS			
(a)	Current Investments	"4" 6,000	6,000
(b)	Cash and cash equivalents	"5" 137,99,234	13,939,637
(c)	Other Current assets	"6" 3,85,794	411,179
	TOTAL	141,91,027	14,356,816
NOTES ON ACCOUNTS	"10"		

AS PER OUR REPORT OF EVEN DATE ATTACHED.

For and on behalf of

M/S.JAIN BAFNA AND CO.

(Reg. No. 127905W)

Chartered Accountants

Sd/-

(P.K.BAFNA)M.NO. 070039

PARTNER.

MUMBAI

DATED: 30.05.2016

Sd/-

Shashank Shah

Chairman &
Managing Director

Sd/-

Aditya Shah

Director & CFO

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STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON 31ST MARCH, 2016

	NOTE	CURRENT YEAR Rs.	PREVIOUS YEAR Rs.
INCOME			
Other Income	"7"	1,110,486	1,501,012
	TOTAL	<u>1,110,486</u>	<u>1,501,012</u>
EXPENDITURE			
Employees Remuneration & Benefits	"8"	288,892	1,301,208
Other Expenses	"9"	864,184	602,776
	TOTAL	<u>1,153,076</u>	<u>1,903,984</u>
Profit before tax for the year		(42,590)	(402,972)
Less: Tax provisions for the year		-	-
Profit for the year		<u>(42,590)</u>	<u>(402,972)</u>
Less: Provision for taxation for earlier years w/off		<u>(9,358)</u>	-
Balance Carried to Balance Sheet		<u>(51,948)</u>	<u>(402,972)</u>
Earning per equity share (Basic)		(0.04)	(0.35)
Earning per equity share (Diluted)		(0.04)	(0.35)

NOTES ON ACCOUNTS "10"

AS PER OUR REPORT OF EVEN DATE ATTACHED.

For and on behalf of

M/S.JAIN BAFNA AND CO.

(Reg. No. 127905W)

Chartered Accountants

Sd/-
(P.K.BAFNA)M.NO. 070039
PARTNER.
MUMBAI

Sd/-
Shashank Shah
Chairman &
Managing Director

Sd/-
Aditya Shah
Director & CFO

DATED: 30.05.2016

AUDITOR'S CERTIFICATE

We have examined the attached Cash Flow Statement of LINEAR INDUSTRIES LIMITED for the year ended 31st March, 2016. The statement has been prepared by the Company in accordance with requirement of listing agreement clause 32 with various stock exchange and is based on and in agreement with the corresponding Profit and Loss account and Balance Sheet of the Company covered by our report of even date to the members of the Company.

M/S.JAIN BAFNA AND CO.

(Reg. No. 127905W)

Chartered Accountants
(P.K. BAFNA) M.NO. 070039
PARTNER.

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016

PARTICULARS	RUPEES IN THOUSAND	
	2015-16	2014-15
A. NET CASH FROM OPERATIONAL ACTIVITIES		
Net Profit before tax & Extra Ordinary Items	(43)	(403)
Adjustment For: Depreciation	-	-
Interest	(1,110)	(117)
Dividend Earned	(0)	(0)
Profit on Sale of Investments	-	(1,384)
Loss on sale of fixed assets	-	-
Miscellaneous Expebenditure Written/off	-	-
Operating Profit before working Capital Changes	(1,153)	(1,904)
Adjustement for : Trade and other Receivable	35	(105)
Inventories		
Trade Payable	(21)	61
Cash Generated from Operation	(1,139)	(1,948)
Interest Paid	-	-
Direct Taxes Paid	(111)	(113)
Interest Received	1,110	117
Dividend received	0	0
NET CASH FROM OPERATIONAL ACTIVITIES	(A) (140)	(1,944)
B. CASH FLOW FROM INVESTMENT ACTIVITIES		
Sales of Fixed Assets	-	-
Acquisition of Fixed Assets	-	-
Purchase of Investment and Loans & Advances	-	(7,500)
Sales of Investments	-	15,543
NET CASH FROM INVESTMENT ACTIVITIES	(B) -	8,043

C. CASH FLOW FROM FINANCING ACTIVITIES

Proceeds from Issue of Share Capital	-	-
Proceeds from Long Term Borrowing (Net)	-	-
Borrowing from Promotors Firm & Companies	-	-
Dividend Paid	-	-

NET CASH FROM FINANCING ACTIVITIES	(C)	-	-
---	------------	---	---

Net Increase in Cash and Cash Equivalents	(140)	6,099
Cash and Cash Equivalents 01.04.2015 (Note-5)	13,939	7,840
Cash and Cash Equivalents 31.03.2016 (Note-5)	13,799	13,939

NOTES:

1. The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Accounting Standard-3 on Cash Flow Statements issued by the Institute of Chartered Accountants of India.
2. The Schedule referred to above form an integral part of the Cash Flow Statement.

AS PER OUR REPORT OF EVEN DATE ATTACHED.

For and on behalf of

M/S.JAIN BAFNA AND CO.

(Reg. No. 127905W)

Chartered Accountants

Sd/-
(P.K.BAFNA)M.NO. 070039
 PARTNER.
 MUMBAI
 DATED: 30.05.2016

Sd/-
Shashank Shah
 Chairman &
 Managing Director

Sd/-
Aditya Shah
 Director & CFO

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NOTES ATTACHED TO AND FORMING PART OF ACCOUNTS AS ON 31ST MARCH 2016

	AS ON 31.03.16	AS ON 31.03.15
	Rs.	Rs.

NOTE "1"

SHARE CAPITAL

AUTHORISED SHARE CAPITAL

50,00,000 Equity Shares of Rs. 10/-each

50,000,000

50,000,000

50,000,000

50,000,000

ISSUED, SUBSCRIBED & PAID UP

1137100 Equity Shares of Rs. 10/-
each fully paid up

11,371,000

11,371,000

TOTAL

11,371,000

11,371,000

(a) Reconciliation of Equity shares

Value and no of shares at the beginning of the year and at the end of the year is same. Hence no reconciliation is required.

(b) Bonus shares/Buyback/shares for consideration other than cash issued during five years immediately preceding the financial yearended 31st March 2016

NIL

(c) LIST OF SHAREHOLDING OF MORE THAN 5%

	NO OF SHARES 31.03.16	NO OF SHARES 31.03.15
ASHOK SHAH	248500 21.85%	248500 21.85%
ADITYA SHAH	68108 5.99%	68108 5.99%
SYNTEX SECURITIES PVT LTD	117150 10.30%	117150 10.30%

NOTE "2"

RESERVES & SURPLUS

CAPITAL RESERVE:

Balance as per last year

114,500

114,500

SHARE PREMIUM ACCOUNT:

Balance as per last year

255,000

255,000

PROFIT & LOSS ACCOUNT:

As per last year

2,389,242

2,792,213

Add: For the year

(51,948)

(402,972)

2,337,293

2,389,241

TOTAL

2,706,793

2,758,741

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NOTE "3"	NO OF SHARES 31.03.16	NO OF SHARES 31.03.15
CURRENT LIABILITIES		
Trade Payables	91,873	111,820
Other current liabilities	21,361	23,255
Short term provisions		
For taxation	-	92,000
TOTAL	113,234	227,075

NOTE "4"

CURRENT INVESTMENTS

Investments in Equity shares-Quoted

100 Shares of Sterlite Technologies

of Rs. 2/- each (Fully paidup)

(M.V. 9000)

	6,000	6,000
TOTAL	6,000	6,000

NOTE '5'

CASH AND CASH EQUIVALENTS

Bank Balance

(With Schedule Banks)

In Current Accounts	5,799,234	939,637
In Fixed Deposit Accounts	8,000,000	13,000,000
TOTAL	13,799,234	13,939,637

NOTE "6"

OTHER CURRENT ASSETS

Advance tax & T.D.S.	315,859	306,175
Interest Accrued but not due	69,935	105,004
TOTAL	385,794	411,179

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AS ON 31.03.16 AS ON 31.03.15
Rs. Rs.

NOTE "7"

OTHER INCOME

Interest Income(TDS-111042/-)	1,110,426	116,671
Dividend	60	30
Profit on sale of Investments	-	1,384,311
TOTAL	<u>1,110,486</u>	<u>1,501,012</u>

NOTE "8"

EMPLOYEES REMUNERATION & BENEFITS

Salaries. Wages & Bonus	288,892	372,362
Gratuity	-	928,846
TOTAL	<u>288,892</u>	<u>1,301,208</u>

NOTE "9"

OTHER EXPENSES

Rates & Taxes	2,500	6,960
Printing & Stationery	46,665	14,320
Postage. Telegram & Telephone	56,826	19,118
Advertisement	52,620	63,528
Bank Charges	710	-
Misc. Expenses	20,317	10,500
Listing Expenses	304,529	112,360
Depository Charges	16,672	16,780
Registrar Charges	95,554	85,426

AUDITORS' REMUNERATION:

For Audit	75,000	75,000
For Taxation	<u>22,500</u>	<u>22,500</u>
	97,500	97,500
Professional Charges	164,592	170,666
A.G.M. Expenses	5,700	5,618
TOTAL	<u>864,184</u>	<u>602,776</u>

NOTE "10"
NOTES ON ACCOUNTS

1) **ACCOUNTING POLICIES**

a. **METHOD OF ACCOUNTING**

The books of account are maintained on accrual basis as going concern.

b. Income from interest is accounted as and when accrued and dividend, if any, as and when received.

c. Dividend income is accounted as and when received.

2) Balance of Sundry Creditors and Advances are subject to confirmations.

3) Previous Year's figures have been regrouped or recast wherever necessary.

4) Segment reporting is not required being the Company is not operating in more than one area and no multi product activities exists, and at the end of year there were no manufacturing or trading activities.

5) Deffered Tax Assets/Liabilities are not provided being insignificant in value.

6) **RELATED PARTY DISCLOSURES**

(i) **Enterprises in which Promotors**

Holding or Interest is more than 20%

M/s. Syntex securities Pvt.Ltd.

M/s.Syntex Corporation Pvt.Ltd.

M/S Empyrean Financial Services Pvt. Ltd.

M/s. Nihal Sons.

M/S Linear overseas LLP

M/S Linear Enterprises LLP

M/s.Syntex Exports

M/S/Linear Ventures Pvt. Ltd.

(ii) **Key Management Personnel**

Shri Ashok N. Shah -- Director Resigned w.e.f. 29/03/2016

Shri Shashank Shah -- Director.

Shri Aditya Shah -- Director.

Mrs. Garjana Rathore Ind. Director

Shri Jaswant Gupta Ind. Director

(iii) **Relatives of Key Management Personnel**

Smt. Vimla Shah

Smt. Shubha Shah

Smt Akanksha shah

Miss Diya Shah

Miss Vidhi Shah

Miss Ahana Shah

Miss Ashna Shah

(iv) **Transactions with related parties - NIL (P.Y. NIL)**

Sd/-
(P.K.BAFNA)M.NO. 070039
PARTNER.

Sd/-
Shashank Shah
Chairman &
Managing Director

Sd/-
Aditya Shah
Director & CFO

MUMBAI
DATED: 30.05.2016

LINEAR INDUSTRIES LIMITED

CIN: L24300MH1987PLC042352

Registered Office: 116, 11th Floor, Plot-223, Maker Chambers-III, Jamnalal Bajaj Marg, Nariman Point, Mumbai – 400021 • Tel: 22044701/22024342 Email ID: syntax@vsnl.com

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s):

Registered address:

E-mail Id:

Folio No. / Client ID No.: DP ID No.:

I / We, being the member(s) of Shares of Linear Industries Limited, hereby appoint

1. Name: E-mail Id.....

Address:.....

or failing him

2. Name: E-mail Id.....

Address:.....

or failing him

3. Name: E-mail Id.....

Address:.....

or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty Nine Annual General Meeting of the Company to be held on Saturday, 24th September, 2016 at 1.30 p.m. at 116, 11th Floor, Maker Chambers-III, Jamnalal Bajaj Marg, Nariman Point, Mumbai – 400 021 and at any adjournment thereof in respect of such resolutions as are indicated below:

1. To receive, consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2016, the reports of the Board of Directors and Auditors thereon; and
2. To appoint a Director in place of Mr. Aditya Ashok Shah (DIN 00605956) who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

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3. Retification of appointment of Auditor M/s. Jain Bafna and Co., Chartered Accountant (Firm Registration no. 127905W) as statutory auditors of the company.
4. Appointment of Mr. Jaswant Kumar Gupta (DIN: 03080846) as an Independent Director of the Company.
5. Appointment of Mr. Shashank Ashok Shah (DIN: 00604038) as Managing Director of the Company

Signed this day of 2016

Affix
Revenue
Stamp

Signature of shareholder Signature of Proxy holder(s)

NOTES:

1. This Form in order to be effective should be duly completed and deposited at the Registered Office of the Company at 116, 11th Floor, Plot-223, Maker Chambers-III, Jamnalal Bajaj Marg, Nariman Point, Mumbai – 400021, not less than 48 hours before the commencement of the Meeting.
2. Those Members who have multiple folios with different joint holders may use copies of this Attendance slip/Proxy.

LINEAR INDUSTRIES LIMITED

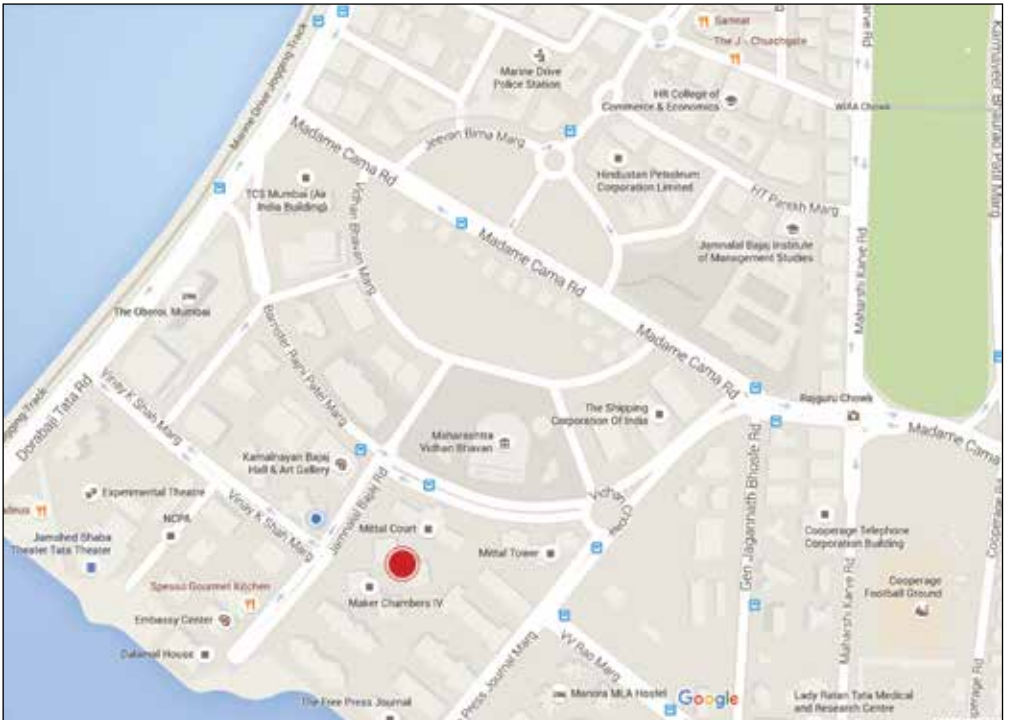
ROUTE MAP OF THE VENUE OF THE 29TH ANNUAL GENERAL MEETING OF THE COMPANY

AGM Venue:

116, Maker Chambers-III, 11th Floor,
Maker Chambers-III, Plot-223,
Jamnalal Bajaj Marg
Nariman Point,
Mumbai – 400021

Prominent Landmark: Maharashtra VidhanBhavan

Direction: 1.5 Kms away from Churchgate Railway Station (Bus & Taxi available)



If undelivered please return to :

LINEAR INDUSTRIES LIMITED

116, Maker Chamber No. III,

11th Floor, Nariman Point,

Mumbai-400 021.