

LINEAR INDUSTRIES LIMITED

(Formerly known as Linear Polymers Ltd.)

CIN: L24300MH1987PLC042352

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

Tel.No.: 91-22-2202 4342, 2204 4701, Fax: 91-22 2287 5883, Website: www.linearindustries.in, Email: syntex@vsnl.com

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of the members of Linear Industries Limited ("The Company") will be held on Monday, December 19, 2016 at 9.30 A.M. at C K Nayudu Hall, Cricket Club of India, Dinshaw Wachha Road, Mumbai – 400 001, to transact the following business:

SPECIAL BUSINESS

Voluntary Winding up of the Company under Members' Voluntary Winding up

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

"RESOLVED THAT pursuant to the provisions of Section 484(1)(b) of the Companies Act, 1956 and/or Section 304(b) of the Companies Act, 2013, as may be applicable, and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment or re-enactment thereof) and in accordance with the provisions of the Articles of Association of the Company the consent of the members of the Company be and is hereby accorded to wind up the affairs of the Company as the members' voluntary winding up, with effect from the date of passing of this resolution."

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 484 to 498 of the Companies Act, 1956, and/or Sections 304 to 323 of the Companies Act, 2013 as may be applicable and all other applicable statutes, the company hereby resolves to carry out the complete voluntary liquidation by way of distribution of surplus assets in cash."

"RESOLVED FURTHER THAT pursuant to the provision of Section 486 of Companies Act, 1956 and/or Section 308 of the Companies Act, 2013, as may be applicable and upon the passing of this Special Resolution a voluntary winding up shall be deemed to commence."

"RESOLVED FURTHER THAT pursuant to the provisions of Section 490 of the Companies Act, 1956 Mr. Rajesh Shah, Advocate be and is hereby appointed as 'the Liquidator of the Company' for the purpose of the members' voluntary winding up of the affairs of the Company at a remuneration of Rs. 2,00,000/- (Rupees Two Lacs only) net of service tax and other cesses and reimbursement of actual out of pocket expenses for the winding up of the affairs of the Company."

"RESOLVED FURTHER THAT Mr. Rajesh Shah, the Liquidator be and is hereby authorised to exercise all the powers under Section 512 of the Companies Act, 1956 and/or as per the provisions of Sections 290 and 314 of the Companies Act, 2013, as may be applicable, to effectively wind up the affairs of the Company."

"RESOLVED FURTHER THAT pursuant to the provisions of Section 491 of Companies Act, 1956 and/or Section 313 of the Companies Act, 2013, as may be applicable, and upon the passing of this Special Resolution, the power of the Board of Directors of the Company shall cease, which powers the Liquidator shall then assume, for the purpose of carrying out his duties and functions as a Liquidator, in order to effect the liquidation of the company, and for all matters incidental and consequential thereto.

"RESOLVED FURTHER THAT the Liquidator be and is hereby authorised to exercise all or any the power given to him, expressly or implied, under the Companies Act, 1956 and/or Companies Act, 2013 as may be applicable to effectively wind up the affairs of the Company."

By Order of the Board of Directors
For Linear Industries Limited

Shashank A. Shah
Managing Director
DIN 00604038

Date: November 16, 2016
Place: Mumbai

CIN: L24300MH1987PLC042352
Registered office:

116, 11th Floor, Plot-223, Maker Chambers-III, Jamnalal Bajaj Marg, Nariman Point, Mumbai – 400 021
Email: syntex@vsnl.com

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to special business to be transacted at the meeting, is annexed hereto
2. **A registered Shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of himself and such proxy need not be a member of the Company. All alterations made in the Form of Proxy should be initialed. Members attending the meeting are requested to bring duly filled attendance slips.**

3. As per Section 105 of the Companies Act, 2013 and Rules made there under, a person can act as proxy on behalf of upto fifty members or such number of members holding in aggregate not more than 10 (ten) percent of the total share capital of the Company carrying voting rights. Further, a member holding more than 10 (ten) percent of the total share capital of the Company carrying voting rights may appoint a single person as **proxy and such person shall not act as proxy for any other member**.
4. The instrument appointing the proxy, duly completed must be deposited at the registered office of the Company at least 48 hours before the Commencement of the meeting. A blank proxy form is attached.
5. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
6. Members/Proxies/Authorised Representatives should bring duly filled Attendance Slip sent herewith to attend the meeting.
7. Relevant documents referred to in the accompanying Notice and the Statements are open for inspection by the members at the Registered Office of the Company on all working days, during business hours up to the date of the Extra-Ordinary General Meeting.
8. Only registered Equity Shareholders of the Company may attend and vote (either in person or by proxy or by Authorized Representative under Section 113 of the Companies Act, 2013) at the Equity Shareholders' meeting. The Authorized Representative of a body corporate which is a registered Equity Shareholder of the Company may attend and vote at the Equity Shareholders' meeting provided a certified true copy of the resolution of the Board of Directors under Section 113 of the Companies Act, 2013 or other governing body of the body corporate authorizing such representative to attend and vote at the Equity Shareholders' meeting on behalf of the body corporate is deposited at the Registered Office of the Company not later than 48 hours before the meeting.
9. Companies or bodies corporate who are registered Equity Shareholder(s) of the Company would be required to deposit certified copy of the resolution of the Board of Directors under Section 113 of the Companies Act, 2013 or other governing body of such companies / body corporate, as the case may be, authorizing the individuals named therein, to attend and vote at the meeting on its behalf. These documents must be deposited at the Registered Office of the Company not later than 48 hours before the meeting.
10. Registered Equity Shareholders who hold shares in dematerialized form are requested to bring their Client ID and DP ID details for easy identification of the attendance at the meeting.
11. Members are informed that in case of joint holders attending the meeting, only such joint holder whose name stands first in the Register of Members of the Company in respect of such joint holding will be entitled to attend and vote at the meeting.
12. The Notice is being sent to all the Members, whose names appeared in the Register of Members as on 18th November 2016. This notice of the Meeting of the Members of the Company is also displayed / posted on the website of the Company at www.linearindustries.in, for their download. Even after registering for e-communication, Members are entitled to receive such communication in physical form, upon making a request for the same, by post, free of cost. For any communication, the Members may also send requests to the Company's investor email id: syntax@vsnl.com.
13. Equity Shareholders can opt for only one mode of voting i.e. either by casting the vote physically at the meeting or by e-voting.

VOTING THROUGH E-VOTING

In compliance with provisions of Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, the Applicant Company is pleased to offer E-Voting facility as an alternate mode of voting, for its Equity Shareholders, to enable them to cast their votes electronically. E-Voting is optional. For this purpose, necessary arrangements have been made with Central Depository Services (India) Limited (CDSL) to facilitate remote e-Voting. It may be noted that the facility for voting, through ballot paper will also be made available at the meeting and the Equity Shareholders attending the meeting who have not already cast their vote before the meeting by way of remote e-Voting shall be able and entitled to exercise their right at the meeting through ballot paper. Members who have cast their votes by remote e-voting prior to the Meeting may attend the Meeting but shall not be entitled to cast their votes again.

The instructions for e-Voting are as under:

- (i) The voting period begins on at 9.00 A.M. on Friday, December 16, 2016 and ends on 5.00 P.M. Sunday, December 18, 2016. During this period shareholders of the Applicant Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of December 12, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, he or she will not be allowed to change it subsequently. Any person who becomes a member of the Company after dispatch of the Notice of meeting and holding shares as on the cut-off date may obtain their USER ID and password in the manner as mentioned below. Person who is not a member as on the cut-off date should treat this Notice for Information purposes only. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

- (ii) The shareholders should log on to the e-voting website www.evotingindia.com
- (iii) Click on "Shareholders".
- (iv) 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
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the EVSN 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "Resolutions File Link" if you wish to view the entire Resolutions details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) 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 linked in the login 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.
- 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.co.in under help Section or write an email to helpdesk.evoting@cdslindia.com.

The Company has appointed Mr. Himanshu S. Kamdar, Partner of M/s. Rathi & Associates, Company Secretaries as the scrutinizer for conducting the E-voting process in a fair and transparent manner. The e-voting rights of the shareholders/beneficial owners shall be reckoned on equity shares held by them as on 12th December 2016.

The scrutinizer shall, immediately after the conclusion of voting at the extraordinary 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 employment of the company and make, not later than three days of conclusion of the meeting, a consolidated scrutinizers report of the total votes cast in favour or against, if any, to the Chairman.

The Chairman shall declare the result of voting forthwith. The result declared along with the scrutinizers report shall be placed on the Company's website www.linearindustries.in and on the website of CDSL and shall simultaneously forward the result to stock exchange i.e. BSE Limited.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The Board of Directors of the Company at its meeting held on November 16, 2016, made a declaration of solvency and approved the proposal for winding up of the operations of the Company under the members' voluntary winding up subject to approval of the members.

As the members are aware, your Company had manufacturing facilities at Kalher Village, Bhiwandi, Thane, producing Wider Width Grey Fabric which was completely damaged and washed away in the water flood and water logging which occurred in Bhiwandi, Kalyan Thane areas in July 2005. Thereafter since past few years, your Company explored certain business propositions to recommence the activities, however, considering the fact that the Company has very limited financial resources, it has been thought prudent to wind up the operations of the Company and to distribute the assets lying with the Company to shareholders as per their respective holding in the Company.

The shares of the Company are listed on the BSE Limited and are thinly traded in the exchange.

On 1st September 2016, Ahmedabad Stock Exchange Limited vide its letter bearing No. ASEL/2015-16/298 advised the Company about removal of the Company's securities from the list of the Exchange with effect from 1st September 2016.

The members' voluntary winding up shall be effected in accordance with provisions of Sections 484(1)(b) of the Companies Act, 1956 and/or Section 304(b) of the Companies Act, 2013 as may be applicable and any other applicable provisions of the Companies act, 1956 or Companies Act, 2013. Section 484(1)(b) of the Companies Act, 1956 provides that the members' voluntary winding up shall require the approval of the shareholders by a Special Resolution hence, the said resolution is proposed to be passed as a Special Resolution.

In accordance with the provisions of Section 490 of the Companies Act, 1956, it is proposed to appoint Mr. Rajesh Shah, Advocate, a member of the Bar Law and practicing as Advocate at the Bombay High Court for corporate matters, as the Liquidator for the proposed winding up process at such remuneration as provided in the proposed resolution.

Copy of Declaration of Solvency approved by the Board at its meeting held on November 16, 2016 is available for inspection by members during the office hour from 11.00 A.M. to 1.00 P.M. on all working days, except Saturdays and Sundays, at the Registered Office of the Company, till the date of the ensuing Extra-ordinary General Meeting.

None of the Directors, Key Managerial Persons of the Company and/or their respective relatives shall be considered to be concerned or interested in the proposed Special Resolution except to the extent of their respective shareholding in the Company.

By Order of the Board of Directors
For Linear Industries Limited

Shashank A. Shah
Managing Director
DIN 00604038

Date: November 16, 2016
Place: Mumbai

CIN: L24300MH1987PLC042352

Registered office:

116, 11th Floor, Plot-223, Maker Chambers-III, Jamnalal Bajaj Marg, Nariman Point, Mumbai – 400 021

Email: syntex@vsnl.com

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CIN: L24300MH1987PLC042352

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

Tel: 22044701/22024342, Fax: 91-22 2287 5883, Email ID: syntex@vsnl.com

FORM NO. MGT-11

PROXY FORM

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

Name of the Member(s):

Registered address:

E-mail Id:

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

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

1. Name: E-mail Id:
address:

..... Signature: or failing him

2. Name: E-mail Id:
address:

..... Signature: or failing him

3. Name: E-mail Id:
address:

..... Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting to be held on Monday, December 19, 2016 at 09.30 a.m. at C K Nayudu Hall, Cricket Club of India, Dinshaw Wachha Road, Mumbai – 400 001.

Resolution No.: RESOLUTIONS	For	Against
1 Voluntary Winding up of the Company under Members' Voluntary Winding up and appointment of Liquidator.		

Signed this day of 2016

Signature of shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp of
Re. 1/-

NOTES:

- 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.
- Those Members who have multiple folios with different joint holders may use copies of this Attendance slip/Proxy.

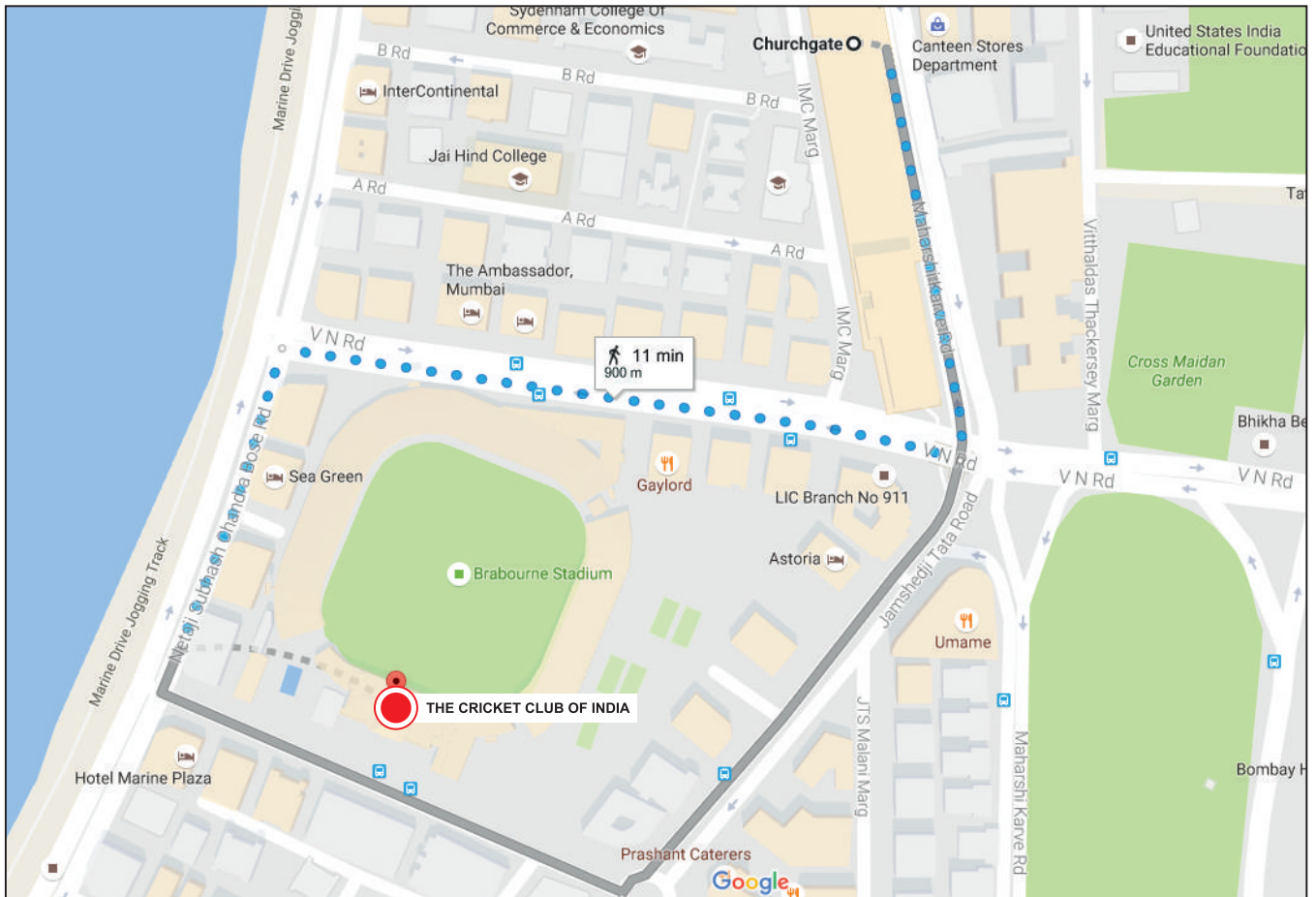
LINEAR INDUSTRIES LIMITED

ROUTE MAP OF THE VENUE

EGM Venue :
C.K. Nayudu Hall,
The Cricket Club Of India,
Veer Nariman Road,
Churchgate,
Mumbai - 400 020.

Prominent Landmark : Brabourne Stadium

Direction : 900 Meter Away from Churchgate Railway Station (Taxi Available)



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CIN: L24300MH1987PLC042352

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Nariman Point, Mumbai-400 021. • Tel. : 22044701/22024342 • Email : syntex@vsnl.com

ATTENDANCE SLIP (To be presented at the entrance)

Extra Ordinary General Meeting of the members of Linear Industries Limited
will be held on Monday, December 19, 2016 at 09.30 a.m.
at C K Nayudu Hall, Cricket Club of India, Dinshaw Wachha Road, Mumbai – 400 001.

DP Client ID / ID - Folio No.	
Name & Address of sole Member	
Name of Joint Holder(s), if any	
No. of shares held	

I certify that I am a member / proxy of the Company,

I/We hereby record my/our presence at the Extra Ordinary General Meeting of the Members of Linear Industries Limited held on Monday, December 19, 2016 at 09.30 a.m. at C K Nayudu Hall, Cricket Club of India, Dinshaw Wachha Road, Mumbai – 400 001.

Note: Members / Proxies are requested to bring the attendance slip with them.

Name of Proxy Holder

Member's / Proxy's signature

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ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	User ID	PAN No. / Seq. No

* Only Shareholder who have not update their PAN with Company / Depository Participant shall use default PAN in the pan field.

NOTE: Please read the instructions in the Notice of Extra Ordinary General Meeting. The E-Voting period starts on Friday the 16th December, 2016 (09.00 a.m. Indian Standard Time) and ends on Sunday the 18th December, 2016 (5.00 p.m. Indian Standard Time). The e-voting module shall be disable by CDSL for voting thereafter.