



CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE EXTRA ORDINARY GENERAL MEETING OF THE SHAREHOLDERS HELD ON MONDAY 19TH DECEMBER 2016 AT 9.30 AM AT C K NAYUDU HALL, CRICKET CLUB OF INDIA, DINSHAW WACHHA ROAD, MUMBAI – 400 001.

SPECIAL RESOLUTION – APPROVAL OF VOLUNTARY WINDING UP OF COMPANY UNDER MEMBERS' VOLUNTARY WINDING UP

"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) company be and hereby wound up voluntarily as members voluntary winding up."

"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, the company hereby resolve 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 re-imbursment 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, 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."

For Linear Industries Limited

Place: Mumbai
Date: 20th December, 2016.




Shashank Ashok Shah
Managing Director
DIN 00604038