

Rathi & Associates

COMPANY SECRETARIES

A-303, Prathamesh, 3rd Floor, Raghuvanshi Mills Compound, 11-12, Senapati Bapat Marg, Lower Parel (W), Mumbai - 400 013.
Tel.: 4076 4444 / 2491 1222 • Fax : 4076 4466 • E-mail : associates.rathi8@gmail.com

December 19, 2016

The Chairman of the Meeting

LINEAR INDUSTRIES LIMITED

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

Dear Sir,

Sub: Scrutinizer's Report on the remote e-voting and physical voting through ballots conducted at the Extra-ordinary General Meeting of the Members of Linear Industries Limited

Linear Industries Limited ('the Company') vide resolution passed by its Board of Directors at their meeting held on November 16, 2016 appointed the undersigned as the Scrutinizer to ensure that the process of remote e-voting and voting through physical ballots at the Extra-ordinary General Meeting ('EGM') of the Company held on Monday, December 19, 2016 on the resolution contained in the Notice dated November 16, 2016 for the EGM, as prescribed under Section 108 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 of the Companies Act, 2013 ('the Act') as amended from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, placed for the approval of Members of the Company, be carried out in a fair and transparent manner.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made there under and the applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to remote e-voting and voting through physical ballots on the resolution contained in the aforesaid Notice of the EGM of the Members of the Company. My responsibility as a Scrutinizer is to scrutinize and ensure that the voting through remote e-voting and physical ballots is done in a fair and transparent



manner and to make a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolution, based on the reports generated from the remote e-voting system of Central Depository Services (India) Limited ('CDSL'), the agency engaged by the Company to provide remote e-voting facility and voting through physical ballots as provided by Sharex Dynamic (India) Private Limited, the Registrar and Transfer Agent of the Company.

As required under Section 101 of the Act, a notice along with explanatory statement under Section 102 of the Act was sent to the members by Speed Post and through e-mail, for seeking approval of members on following resolution as a Special Resolution for voluntary winding up of the Company under Members' Voluntary Winding up and liquidation by way of distribution of surplus asset in cash:

"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 Section 484 to Section 498 of the Companies Act, 1956, and/or Section 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 re-imbusement 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 Section 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."

"RESOLVED FURTHER THAT notwithstanding the appointment of liquidator the Board of Directors of the Company be and is hereby authorized to exercise all the powers in consideration with the liquidation of the Company like filing of statement of affairs with the liquidator, filing / uploading of returns, forms and such other documents with the Registrar of Companies, Maharashtra through MCA21 portal of the Ministry of Corporate Affairs filling up vacancy in the office of liquidator, if any, and such other matters incidental to the liquidation of the Company."

The Company provided the remote e-voting facility offered by Central Depository Services (India) Limited (CDSL) to cast votes on aforesaid resolution through e-voting by the members of the Company. The Company had also made available physical ballots at the EGM to enable the members to cast their votes on the aforesaid resolution, if not already casted through e-voting facilities.

Remote e-voting facility was made available to the members of the Company to exercise their voting rights from 09.00 a.m. of Friday, December 16, 2016 upto 5.00 p.m. of Sunday, December 18, 2016. Accordingly, e-votes cast upto 5.00 p.m. of December 18, 2016 have been considered for my scrutiny.

After the conclusion of the EGM, first the voting conducted through physical ballots at the meeting was considered. Thereafter voting through remote e-voting was unblocked in the presence of two witnesses not in employment of the Company, namely Mr. Darshil Shah and Mr. Satish Singasane. A summary of the votes cast by members through remote e-voting and physical ballots at the EGM with their pattern of voting is as per Annexure annexed to this Report.



The results of the voting by members through remote e-voting and physical ballots at the Extra-ordinary General Meeting in respect of the above mentioned Resolution may accordingly be declared by the Chairman of the meeting who has been authorized in this regard by the Board of Directors of the Company.

Thanking you,

Yours sincerely,

For RATHI & ASSOCIATES
COMPANY SECRETARIES



HIMANSHU S. KAMDAR
PARTNER
FCS No. 5171
COP No. 3030



COUNTERSIGNED BY

For LINEAR INDUSTRIES LIMITED



SHASHANK SHAH
MANAGING DIRECTOR
DIN: 00604038

ANNEXURE

Summary of votes cast through remote e-voting and physical ballots for the Special Resolution for voluntary winding up of the Company under Member's Voluntary Winding up and liquidation by way of distribution of surplus asset in cash.

Sr. No.	Particulars	Resolution	
		No. of Physical Ballots/Remote E-Voting confirmations	No. of Shares voted
a.	Votes cast through physical ballots	32	5,729
b.	Remote e-voting confirmations received	11	541,829
	Total	43	547,558
c.	Less: Invalid Physical Ballot/Remote e-voting confirmation	1	2
d.	Net Valid Physical Ballots/Remote e-voting confirmations	42	547,556
(i)	Physical Ballots/Remote e-voting confirmations with assent for the Resolution	40	524,985
	% of Assent		95.878
(ii)	Physical Ballots/Remote e-voting confirmations with dissent for the Resolution	2	22,571
	% of Dissent		4.122

