

Lincoln Industries Limited

(CIN: L51109WB1983PLC035957)

Registered Office: P – 36, India Exchange Place Extn., Kolkata - 700001

E-mail: sacmill@hotmail.com; Website: www.lincoln-industries.net

Telephone: (033) 2225-4573; Fax: (033) 2225-4850

NOTICE

NOTICE is hereby given that an Extra-Ordinary General Meeting of Lincoln Industries Limited will be held on Tuesday, the 20th day of October, 2020 at 12.30 p.m. IST through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”) to transact the following business:

Special Business :

1. To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

RESOLVED THAT consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”) pursuant to Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013 read with rules related thereto (including any statutory modification(s) or re-enactment thereof for the time being in force and any subsequent amendment / modification in the Rules, Act and/or applicable laws in this regard) for selling, leasing or disposing off the manufacturing unit of the Company situated at Village - Dult, Bhuna, Dist – Fatehabad, Haryana (“Bhuna Unit”) with all its assets and liabilities as assigned to the said Bhuna Unit on as and where basis as a going concern by way of slump sale to such person(s), party(ies), company(ies) or any other entity(ies) at a value and mode of consideration and at appropriate time as may be agreed to, for and on behalf of the Company, by the Board or any Committee thereof constituted by it for the purpose.”

**By order of the Board
For Lincoln Industries Limited**

P – 36, India Exchange Place Extn.
Kolkata- 700 001
CIN: L51109WB1983PLC035957
Phone: (033) 2225-4573
Fax: (033) 2225-4850
Website: www.lincoln-industries.net
(E-mail): sacmill@hotmail.com
Date: 21.09.2020

(Praveen Chand Dhandhanja)
Managing Director
DIN: 00154048

NOTES:

1. Explanatory Statement with respect to the Special Business in terms of Section 102 of the Companies Act, 2013 read with Regulation 30 of SEBI (LODR) Regulations, 2015 is enclosed and constitutes part of this Notice.
2. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 14/2020 dated 8th April, 2020 read with General Circular No. 17/ 2020 dated 13th April, 2020 and General Circular No. 20/2020 dated 5th May, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Extra-Ordinary General Meeting ("EGM") through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the EGM of the Company is being held through VC / OAVM. The procedure for participating in the meeting through VC/ OAVM is explained at Note No. 25. The venue of the meeting shall be deemed to be the Regd. Office of the Company i.e. P – 36, India Exchange Place Extn., Kolkata - 700001.
3. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. The attendance through VC/OAVM is restricted and hence will be made available to only 1000 Members on first come first served basis. However, attendance of Members holding 2% or more of the shares of the Company, Institutional Investors as on closure of the business hours on 22nd day of September, 2020, Promoters, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Scrutinizer, etc. are allowed to attend the EGM without restriction of first come first served basis.
6. Members who would like to express their views or ask questions during the EGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at sacmill@hotmail.com from 15th October, 2020 (9:00 a.m. IST) to 19th October, 2020 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM. In the interest of time, each speaker is requested to express his / her views in 2 – 3 minutes.

7. However, shareholders may post their comments/queries (not more than 150 characters) in the chat box available on the Video Conferencing interface. Message posted by the shareholders will be dealt with accordingly.
8. Corporate Members are required to send to the Company a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the EGM.
9. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
10. The Company's shares are available in demat mode. The shares of the company can be dematerialized under ISIN: INE911E01012. In terms of SEBI Circular, physical shares cannot be transferred on or after 01.04.2019. Members are requested to dematerialize the shares for operational convenience.
11. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that Notice will also be available on Company's website www.lincoln-industries.net.

12. Voting through electronic means

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is offering e-voting facility to its Members in respect of the business to be transacted at the Extra-Ordinary General Meeting scheduled to be held on Tuesday, 20th October, 2020 at 12:30 p.m. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide e-voting facilities. The e-voting particulars are set out below:

ELECTRONIC VOTING PARTICULARS

EVSN (E-voting Sequence Number)	USER ID	PERMANENT NUMBER (PAN)	ACCOUNT
200922002			

The Instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 17th October, 2020 from 09:00 a.m. (IST) and ends on 19th October, 2020 upto 5:00 p.m. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on 13th October, 2020 i.e. the cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.

- (iv) Click on Shareholders.
- (v) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) 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 folio number in the PAN field. In case the folio 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 folio number 1 then enter RA00000001 in the PAN field.
DOB	<p>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.</p>
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 the number of shares in the Dividend Bank details field.

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e- voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Lincoln Industries Limited> on which you choose to vote.

- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the Resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix) Note for Non - Individual Shareholders and Custodians

- a. 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.
 - b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - c. 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.
 - d. 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.
 - e. 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.
- (xx) 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.
- (xxi) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at sacmill@hotmail.com or mdpl@cal.vsnl.net.in or aklabhcs@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com on or before 19th October, 2020 without which the vote shall not be treated as valid.

13. In case you have any queries or issues regarding e-voting, please contact the Company or Registrar & Share Transfer Agents or send mail to sacmill@hotmail.com or mdpl@cal.vsnl.net.in. You may also send mail to helpdesk.evoting@cdslindia.com or refer to the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com.
14. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company held on the cut-off date of 13th October, 2020.
15. The member already cast his/her vote through remote e-voting would not be allowed to cast vote again through e-voting at the EGM. However, he/she can attend the EGM.
16. Mr. A. K. Labh, Practicing Company Secretary (FCS : 4848) of M/s. A. K. Labh & Co., Company Secretaries, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner, whose e-mail address is aklabhcs@gmail.com.
17. The Scrutinizer shall within a period not exceeding 48 hrs from the conclusion of the e- voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
18. The Results shall be declared on or after the EGM of the Company. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.lincoln-industries.net and on the website of CDSL within two (2) days of passing of the resolutions at the EGM of the Company. On receipt of requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the EGM.
19. Members holding shares in physical form are requested to notify immediately change of address, transfer, demat, ECS credit request, if any, to the Registrars and Transfer Agents of the Company i.e. M/s Maheshwari Datamatics Pvt. Ltd. at 23, R. N. Mukherjee Road, 5th Floor, Kolkata - 700 001. Tel No.: (033) 2243 5809 / 5029; 2248 2248; Fax No.: (033) 2248 4787; e-mail: mdpl@cal.vsnl.net.in or mdpldc@yahoo.com or skchaubey@mdpl.in.
20. Members may also note that the Notice of the EGM will be available on the Company’s website at www.lincoln-industries.net.
21. Members holding shares in demat mode are requested to notify any change in address, Bank Details, ECS Credit request to their respective depository participants and make sure that such changes are recorded by them.
22. Queries on accounts, if any, should be mailed to sacmill@hotmail.com at least seven days before the meeting.

23. The Securities & Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market transaction and off-market/private transaction including, transfer of shares held in physical form, deletion of name of the deceased shareholder(s), where the shares are held in the name of two or more shareholders, transmission of shares to the legal heir(s), where deceased shareholder was the sole holder of shares and transposition of shares - when there is a change in the order of names in which physical shares are held jointly in the names of two or more shareholders.
24. Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

25. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC / OAVM ARE AS UNDER:

- i. Members will be provided with a facility to attend the EGM through VC / OAVM through the CDSL e-voting system. Members may access the same at www.evotingindia.com under Members login by using the remote e- voting credentials. The link for VC / OAVM will be available in Members login where the EVSN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further Members can also use the OTP based login for logging into the e-voting system of CDSL.
- ii. Members can participate in the EGM through smart phone/laptop. However, for better experience and smooth participation it is advisable to join the Meeting using Google Chrome, through Laptops connected through broadband. Further Members will be required to use Internet with a good speed to avoid any disturbance during the meeting. Participating Members are requested to keep their device under 'Mute' mode, except for pre-registered speakers, when invited to speak at the Meeting.
- iii. Participants connecting from Mobile Devices or Tablets or through Laptop via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- iv. The Members who are shareholders as on closure of the business hours on 22nd day of September, 2020 are requested to join the EGM through VC/OAVM mode, 30 minutes before the scheduled time of the commencement of the Meeting and not later than 15 minutes after the commencement of the meeting by following the procedure mentioned in the Notice.
- v. Members who need assistance before or during the EGM, can contact CDSL on evoting@cdsl.co.in or use Toll Free No.1800-222-990

EXPLANATORY STATEMENT IN RESPECT TO THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH REGULATION 30 OF SEBI (LODR) REGULATIONS, 2015

Item No. 1

The operations of the Company, i.e., cotton ginning & pressing unit, are divided into 2(two) manufacturing units situated at : (i) Bhuna, Haryana; and (ii) Khajuwala, Rajasthan.

The business of the Company is not running well due to slow down of the economy in last few years marred with the continuous on-going pandemic scenario and the Company is facing a huge liquidity crunch. The Company wants to empower its Board to take appropriate decision at appropriate time regarding selling, leasing or disposing off on slump sale basis on as and where basis or otherwise, the manufacturing unit situated at Bhuna, Haryana having value in excess of twenty per cent of the total income of the Company as per the audited balance sheet of the preceding financial year of the Company on such terms and conditions and to such person(s), party(ies), company(ies) or any other entity(ies), including the value and mode of consideration as may be agreed to, for and on behalf of the Company, by the Board or any Committee thereof constituted by it for the purpose.

It is clarified that "slump sale" shall mean the transfer of one or more undertakings as a result of the sale for a lump sum consideration, without values being assigned to the individual assets and liabilities in such sales, as defined in Section 2(47) of the Income Tax Act, 1961 and as stipulated vide Annexure I to SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015.

No Director, Key Managerial Personnel or their relatives, is interested or concerned, financially or otherwise, in the proposed resolution.

Your directors place the resolution for your approval.

**By order of the Board
For Lincoln Industries Limited**

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(Praveen Chand Dhandhanja)
Managing Director
DIN: 00154048