



SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies
(Management and Administration) Rules, 2014, as amended]

The Chairman
Lincoln Industries Limited
P-36, India Exchange Place Extn.
Kolkata- 700001

Dear Sir,

I, Atul Kumar Labh, Practicing Company Secretary (FCS – 4848 / CP - 3238) and proprietor of M/s. A. K. Labh & Co., Company Secretaries, Kolkata was appointed as the scrutinizer in connection with 32nd Annual General Meeting of the members of **Lincoln Industries Limited** (“Company”) held on Wednesday, 30th day of September, 2015 at 11:30 A.M. at the Registered office of the Company at P-36, India Exchange Place Extn., Kolkata - 700001 for the purpose of scrutinizing the remote e-voting and voting through physical ballot process in a fair and transparent manner and ascertaining the requisite majority on remote e-voting and voting through physical ballot process carried out as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, *as amended*, on the resolutions referred to in this report.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and voting through physical ballot process on the resolutions contained in the Notice of the Annual General Meeting dated the 14th August, 2015. My responsibility as a scrutinizer for the voting process through electronic means and physical ballots is restricted to make a Scrutinizer's Report of the votes cast “in favour” or “against” the resolutions, based on the reports generated from the e-voting system of Central Depository Services (India) Limited (CDSL) and of voting through physical ballots as provided by M/s Maheshwari Datamatics Private Limited., the agencies engaged by the Company to provide e-voting and physical ballot facilities.

I submit my report as under:

1. The remote e-voting period remained open from 10:00 AM IST on Sunday, the 27th September, 2015 up to 5.00 PM IST on Tuesday, the 29th September, 2015.





2. The Shareholders holding shares as on the “cut off” date, i.e. 23rd September, 2015 were entitled to vote on the proposed 4 (Four) resolutions as mentioned in the notice dated 14th day of August, 2015 of the Annual General Meeting of the Company.
3. The votes were unblocked on Wednesday, the 30th day of September, 2015 around 5.00 P.M. after the completion of the Annual General Meeting in the presence of two witnesses, namely, Mr. Narayan Chandra Saha, residing at 108, Sarat Chatterjee Road, Howrah – 711 102 and Mr. Raju Chowdhury residing at The C.A.B. Dr. B. C. Roy Club House, Eden Gardens, Kolkata – 700 021 who are not in employment of the Company.
4. Thereafter the details containing, inter-alia, list of equity shareholders, who voted “For” and “Against”, were downloaded from the e-Voting website of CDSL (<https://www.evotingindia.com>)
5. The result of the remote e-voting [EVSN : 150901043] is as under:

<A> ORDINARY BUSINESS:**a) Resolution 1**

To receive, consider and adopt the Audited Financial Statements including the consolidated financial statements of the Company together with the Directors’ Report and the Auditors’ Report thereon for the financial year ended 31st March, 2015

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
0	0	0

b) Resolution 2

To appoint a Director in place of Ms. Rinku Dhandhanika (DIN – 05230255), who retires by rotation and being eligible, offers herself for re-appointment

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
0	0	0



**c) Resolution 3****Type of Resolution : Ordinary Resolution*****To re-appoint M/s. B. K. S. & Co., Chartered Accountants as the Statutory Auditors of the Company and to fix their remuneration***

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
0	0	0

** SPECIAL BUSINESS:****d) Resolution 4****Type of Resolution : Special Resolution*****Re-appointment of Mr. Praveen Chand Dhandhanian (DIN-00154048) as Managing Director***

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
0	0	0

6. The Company has also distributed the physical ballot forms at the venue of the Annual General Meeting to enable the shareholders to cast the votes physically in case the same has not been casted by them through remote e-voting.
7. The result of the voting through ballot forms are as under :



**<A> ORDINARY BUSINESS:****a) Resolution 1**

To receive, consider and adopt the Audited Financial Statements including the consolidated financial statements of the Company together with the Directors' Report and the Auditors' Report thereon for the financial year ended 31st March, 2015

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
240050	240050	0

b) Resolution 2

To appoint a Director in place of Ms. Rinku Dhandhanian (DIN – 05230255), who retires by rotation and being eligible, offers herself for re-appointment

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
240050	240050	0

c) Resolution 3

Type of Resolution : Ordinary Resolution

To re-appoint M/s. B. K. S. & Co., Chartered Accountants as the Statutory Auditors of the Company and to fix their remuneration

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
240050	240050	0



** SPECIAL BUSINESS:****d) Resolution 4****Type of Resolution : Special Resolution*****Re-appointment of Mr. Praveen Chand Dhandhanian (DIN-00154048) as Managing Director***

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
240050	240050	0

8. Thus, the combined result of the remote e-voting [EVSN : 150901043] and votes casted through physical ballot papers distributed at the venue are as under:

<A> ORDINARY BUSINESS:**a) Resolution 1*****To receive, consider and adopt the Audited Financial Statements including the consolidated financial statements of the Company together with the Directors' Report and the Auditors' Report thereon for the financial year ended 31st March, 2015***

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
240050	240050 (100.00%)	0 (0.00%)



**b) Resolution 2**

To appoint a Director in place of Ms. Rinku Dhandhanian (DIN – 05230255), who retires by rotation and being eligible, offers herself for re-appointment

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
240050	240050 (100.00%)	0 (0.00%)

c) Resolution 3

Type of Resolution : Ordinary Resolution

To re-appoint M/s. B. K. S. & Co., Chartered Accountants as the Statutory Auditors of the Company and to fix their remuneration

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
240050	240050 (100.00%)	0 (0.00%)

** SPECIAL BUSINESS:****d) Resolution 4**

Type of Resolution : Special Resolution

Re-appointment of Mr. Praveen Chand Dhandhanian (DIN-00154048) as Managing Director

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
240050	240050 (100.00%)	0 (0.00%)



A. K. LABH

M.Com., MBA, FCS, ACMA (ICAI), ACSI (Lond)
DIM, DHRD, PGHDSM, DIRPM
Practicing Company Secretary



A. K. LABH & Co.

Company Secretaries

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Mobile : 9 8 3 0 0 - 5 5 6 8 9 / 9 8 3 0 0 - 5 7 6 8 9
e-mail aklabh@aklabh.com / aklabhcs@gmail.com
Website : www.aklabh.com

9. All the resolutions proposed hereinabove have been passed with requisite majority.
10. The physical ballot forms, remote e-voting register and other related papers / registers and records shall remain in our safe custody until the Chairman considers, approves and signs the minutes in this regard.

Thanking You,

Yours truly
For A. K. LABH & Co.
Company Secretaries



(CS A. K. LABH)
Practicing Company Secretary
FCS - 4848 / CP No. - 3238

Place: Kolkata
Dated: 01.10.2015

Verified the contents and received the Report of the Scrutinizer
For Lincoln Industries Limited

(Praveen Chand Dhandhanian)
Managing Director