



THE WELDING EXPERTS®

L I N C O L N   E L E C T R I C   C O M P A N Y   ( I N D I A )   P R I V A T E   L I M I T E D

P.40, Central Avenue, DTA, Mahindra World City, Mahindra World City Post Office, Chengalpattu, Kancheepuram District - 603 004. Tamil Nadu, India Tel: +91 44 47 424 999 Fax: +91 44 47 424 888  
CIN NO:U31909TN1997PTC064987

## NOTICE

Notice is hereby given that the **21<sup>st</sup> Annual General Meeting** of the Members of **Lincoln Electric Company (India) Private Limited** will be held on **Thursday, the 28th September, 2017 at 11.00 AM** at the Registered of the Company at P.40, Central Avenue, Domestic Tariff Area, Mahindra World City, Natham Sub Post Office, Chengalpattu, Kancheepuram District, TamilNadu-603002 India.

### Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at **31<sup>st</sup> March 2017**, and statement of Profit and Loss Account for the year ended on the date together with Directors and Auditor Report thereon.
2. To consider and if though fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**.

**“RESOLVED THAT** Pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder, as amended from time to time, M/s. Seshachalam & Co, Chartered Accountants (Firm Registration No.003714S) be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the Conclusion of Next Annual General Meeting of the Company to be held in the year 2018, on such remuneration as shall be fixed by the Board of Directors of the Company”.

### Special Business:

3. To consider and if though fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**.

**“RESOLVED THAT** Mr. Stuart Douglas Hyde, Director (holding DIN: 07803192), who had been appointed as an Additional Director of the Company by the Board of Directors at the Board Meeting held on 05<sup>th</sup> May, 2017 in terms of Section 161 of the Companies Act, 2013 and whose term of office expires at this Annual General Meeting be and hereby appointed as Director of the Company and whose period shall not be liable to determination by retirement of directors by rotation.”

**“RESOLVED FURTHER THAT** Mr. Sundarram Srinivasan, (DIN: 00009622), Managing Director of the Company be and is hereby authorized to file e-form DIR-12 for the change in designation of the Director with Registrar of Companies, Tamil Nadu and also authorized to do all other acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”



#### 4. Remuneration of Cost Auditor

To consider and if though fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**

**“RESOLVED THAT** pursuant to the provision of section 148(3) and other applicable provisions, if any of the Companies Act, 2013 and Companies (Audit & Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), M/s. S. Sundar & Associates, Practicing Cost Accountants (Firm Registration No. 101188) appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the Financial Year ending on 31<sup>st</sup> March 2018, at a remuneration of Rs.60,000/- plus payment of Goods & Service Tax as applicable and reimbursement of actual out of pocket expenses incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed.

**“RESOLVED FURHTER THAT** Mr. Sundarram Srinivasan, (DIN: 00009622), Managing Director of the Company be and is hereby authorized to do all acts, deeds, and things which are necessary to give effect to the above resolution.

**-//BY ORDER OF THE BOARD//-**

**For Lincoln Electric Company (India) Private Limited**

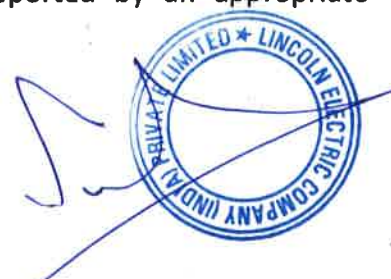
**Place: Mahindra World City, Chengalpattu**  
**Date: 26.09.2017**

**Mr. Sundarram Srinivasan**  
**Managing Director (DIN: 00009622)**

#### Important Notes:

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts is annexed hereto.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy / proxies to attend and vote on a poll, instead of himself/herself. The proxy need not be a member of the Company.

The instrument of proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the Meeting. A Proxy form enclosed herewith. Proxies submitted on behalf of Companies, societies etc., must be supported by an appropriate resolution/authority as applicable.



3. The Register of Members and Share Transfer books of the Company will remain closed from 26<sup>th</sup> September 2017 to 28<sup>th</sup> September 2017 (Both days inclusive).
4. Intimation of any change of address should be given to the Company immediately.
5. Corporate Members are requested to send a duly certified copy of Board resolution authorizing their representatives to attend and vote on their behalf at the Meeting.
6. Members/Proxies should fill in the attendance slip for attending the meeting and bring their attendance slip along with their copy of annual report to the meeting.
7. Relevant documents referred to the accompanying notice are open for inspection by the Members at the registered office of the Company.

#### **ANNEXURE TO THE NOTICE**

As required by Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 3 & 4 of the accompanying Notice

#### **Item No.3:**

Mr. Stuart Douglas Hyde, Director (holding DIN: 07803192), was appointed as an Additional Director on the Board of Director of the Company with effect from 05th May, 2017, pursuant to provisions of Section 161 of the Companies Act, 2013 and whose term is expires upto ensuring Annual General Meeting of the Company.

Mr. Stuart Douglas Hyde, is an eminent professional and bring rich experience to the Board. The Board of Directors recommends the resolution set out in **item No.3** of the accompanying notice for approval of members.

None of the Directors, KMP of the Company and their relatives, except Mr. Stuart Douglas Hyde, is in any way, concerned or interested, financially or otherwise in the resolution.

#### **Item No.4:**

As per notification issued by Ministry of Corporate Affairs for the amendment in Companies (Cost Record and Audit) Rules, 2014 dated 31<sup>st</sup> December 2014, Cost Audit will be applicable to the Company from FY 2014-15 onwards.

Accordingly the Board of Directors of the Company approved the appointment and remuneration of M/s. Sundar & Associates, Practicing Cost Accountants to conduct the Audit of Cost Records of the Company across various segments for the Financial Year 2017-18.



In terms of the provisions of Section 148(3) of the Companies Act, 2013, read with the Companies (Audit & Auditors) Rules, 2014, the remuneration payable to the Cost Auditor as recommended and approved by the Board of Directors has to be ratified by the Members of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No.4 of the Notice of the ratification of the remuneration payable to the Cost Auditor for the Financial Year 2017-18.

None of the Directors, KMP of the Company and their relatives, is in any way, concerned or interested, financially or otherwise in the resolution.

The Board recommends the resolution set forth in **item No.4** for the approval of the Members.

**-//BY ORDER OF THE BOARD//-**

**For Lincoln Electric Company (India) Private Limited**

**Place: Mahindra World City, Chengalpattu**  
**Date: 26.09.2017**

**Mr. Sundarram Srinivasan**  
**Managing Director (DIN: 00009622)**

**ROAD MAP**

