

**NOTICE**

Notice is hereby given that the **24<sup>th</sup> Annual General Meeting** of the Members of **Lincoln Electric Company (India) Private Limited** will be held on **Tuesday, the 29<sup>th</sup> September, 2020 at 11.00 AM** of the Company to be held through Video Conferencing (**VC**) or Other Audio Visual Means (**OAVM**), i.e via **Webex Meeting** to transact the following business. The proceedings of the Annual General Meeting shall be deemed to be conducted at registered office of the Company at P-40, Central Avenue, Domestic Tariff Area, Mahindra World City, Chengalpattu District-603004, Tamil Nadu, India

**Ordinary Business:**

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at **31<sup>st</sup> March 2020**, and statement of Profit and Loss Account for the year ended on the date together with Directors and Auditor Report thereon.

**Special Business:**

2. **Regularization of Miss. Jigisha Chauhan, Director (DIN: 08720770) as Director of the Company.**

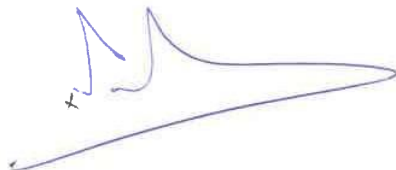
To consider and if though fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**.

“**RESOLVED THAT** Miss. Jigisha Chauhan, Director (holding DIN: 08720770), who had been appointed as an Additional Director of the Company by the Board of Directors at the Board Meeting held on 26th June, 2020 in terms of Section 161 of the Companies Act, 2013 and whose term of office expires at the Annual General Meeting be and is 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.”

3. **Remuneration of Cost Auditor**

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



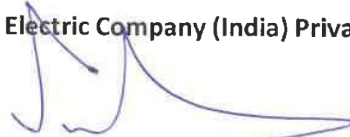
[1]

**"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 31st March 2021, 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.

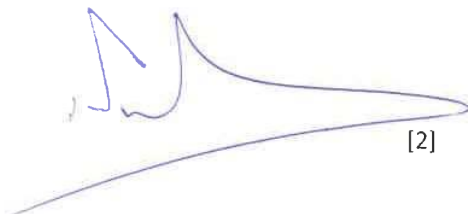
**-//BY ORDER OF THE BOARD//-**

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



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

**Place: Mahindra World City, Chengalpattu**  
**Date: 03<sup>rd</sup> September 2020**



[2]

**Important Notes:**

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated 5 May 2020 read with circulars dated 8 April 2020 and 13 April 2020 (collectively referred to as "MCA Circulars") permitted the holding of Annual General Meeting ("AGM") through video conferencing (VC) or other audio visual means (OAVM), without the physical presence of the Members at a common venue. Hence, the 24<sup>th</sup> AGM of the Company is being held through VC / OAVM.
2. Pursuant to the provisions of the Act, generally a Member entitled to attend and vote at the AGM 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 AGM 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 AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Institutional/Corporate Members (i.e. other than individuals/ HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPG Format) of its Board or Governing Body Resolution/ Authorization etc., authorising its representative to attend the AGM through VC / OAVM on its behalf and cast their votes. The said Resolution/Authorization shall be sent to [bibhu@lincolnelectric.in](mailto:bibhu@lincolnelectric.in).
4. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts is annexed hereto.
5. The Register of Members and Share Transfer books of the Company will remain closed from 25<sup>th</sup> September 2020 to 29<sup>th</sup> September 2020 (Both days inclusive).
6. Intimation of any change of address should be given to the Company immediately.
7. Relevant documents referred to the accompanying notice are open for inspection by the Members at the registered office of the Company.
8. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
10. Members can attend the AGM through Video Conference (VC) via Webex Platform. Physical attendance of the Members at the Meeting venue is not required.



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**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. 2 & 3 of the accompanying Notice

**Item No. 2: Regularization of Miss. Jigisha Chauhan, Director (DIN: 08720770) as Director of the Company**

Miss. Jigisha Chauhan, Director (DIN: 08720770), was appointed as an Additional Director on the Board of Director of the Company with effect from 26th June, 2020, pursuant to provisions of Section 161 of the Companies Act, 2013 and whose term is expires upto ensuring Annual General Meeting of the Company.

Miss. Jigisha Chauhan, is an eminent professional and bring rich experience to the Board. The Board of Directors recommends the resolution set out in **item No.2** of the accompanying notice for approval of members.

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

**Item No. 3: Remuneration of Cost Auditor**

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 2019 -20.


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.2 of the Notice of the ratification of the remuneration payable to the Cost Auditor for the Financial Year 2020-21.

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.3** for the approval of the Members.

-//BY ORDER OF THE BOARD//-

For Lincoln Electric Company (India) Private Limited

Place: Mahindra World City, Chengalpattu  
Date: 03.09.2020

  
Mr. Sundarram Srinivasan  
Managing Director (DIN: 00009622)

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