



**54th  
ANNUAL REPORT  
2014-2015**

**LYNX MACHINERY AND  
COMMERCIALS LIMITED**

## **LYNX MACHINERY AND COMMERCIALS LIMITED**

Warden House, 340 J.J. Road, Byculla, Mumbai 400 008.

CIN NO. L29299MH1960PLCO11870

TEL : (91) 22 2302 7900 FAX : (91) 22 2307 7231

Website : [www.lynxmachinery.com](http://www.lynxmachinery.com)

Email ID : [cosec@lynxmachinery.com](mailto:cosec@lynxmachinery.com)

<b>Directors</b>	:	Mr. R. K. Choudhury Mr. Ashok Kumar Jajodia Mr. H. K. Jajodia Mr. Pradyumna Jajodia Mr. Padmanabh Jajodia Mrs. Krishna Jaisingh Jain
<b>Auditors</b>	:	K. L. SINGHEE & CO. Chartered Accountants
<b>Solicitor</b>	:	KHAITAN & CO.
<b>Registered Office</b>	:	WARDEN HOUSE 340 J. J. ROAD, BYCULLA, MUMBAI - 400 008
<b>Head Office</b>	:	504, "CENTRAL PLAZA" 2/6, SARAT BOSE ROAD, KOLKATA - 700 020

"The practice of distributing copies of the Annual Report at the Annual General Meeting is being discontinued in view of the high cost of paper and printing. Shareholders are, therefore, requested to bring their copy of the Annual Report with them to the Meeting."

**NOTICE**

NOTICE is hereby given that the Fifty Fourth Annual General Meeting of the Members of Lynx Machinery and Commercials Limited will be held on Wednesday the 30th day of September, 2015, at Nagpada Neighbour Hood, Opp. Nagpada Police station, Mumbai 400 008 at 10.30 a.m. to transact the following business:

**ORDINARY BUSINESS :**

1. To receive, consider and adopt the financial statements, including Balance Sheet as at March 31, 2015 and statement of Profit and Loss Account for the year ended on that date together with the Reports of Directors and Auditors.
2. To appoint a Director in place of Mr. Pradyumna Jajodia(DIN00138175), who retires by rotation, and being eligible offers himself for re-appointment.

**SPECIAL BUSINESS:**

3. To consider and if thought fit, to pass, with or without modifications, the following resolution as ordinary resolution.

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any of the Companies Act, 2013 (Including any modification(s) or re-enactment thereof for the time being in force) and the Rules framed thereunder, the appointment of M/s. K.L. Singhee & Co., Chartered Accountants, (FRN No.303121E), as Auditors of the Company made at the 53rd Annual General Meeting of the Company held on September 27, 2014 be and is hereby ratified."

4. To consider and, if thought fit, to pass, with or without modification(s), the following as a Special Resolution:

"RESOLVED THAT pursuant to Section 186(3) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors of the Company to give Loans and to invest in other Body Corporates and mutual funds from time to time on such terms and conditions as the Board of Directors may deem fit, provided that the aggregate value of all Loans and investments made, shall not exceed Rs. 6 Crores (Rupees Six Crores only) outstanding at any time, notwithstanding that it may exceed 60% of its paid up capital, & free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed expedient and necessary to give effect to this resolution."

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NOTES:

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of proxy, in order to be effective, should be deposited at the registered office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A proxy form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/ authority, as applicable.
2. The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of special business of the notice is annexed hereto.
3. The annual report will also be available on the website of the Company at [www.lynxmachinery.com](http://www.lynxmachinery.com) in the Investors Relations Section.
4. The register of members and share transfer book of the Company will remain closed from Friday, 25th September 2015 to wednesday 30th September, 2015 (both days inclusive), for the purpose of annual general meeting.
5. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
6. All the Members are requested to :
  - i. Intimate immediately any change in their address to Company's Registrar and Share transfer Agent  
Sharex Dynamic (India) Pvt. Ltd.,  
Unit 1, Luthra Industrial Premises, Safed Pool,  
Andheri Kurla Road, Andheri (East), Mumbai-400072  
Tel: 022-28515606/44, Fax: 022-2851 2855  
Email: [sharexindia@vsnl.com](mailto:sharexindia@vsnl.com) , Website: [www.sharexindia.com](http://www.sharexindia.com)
  - ii. Inform change in address directly to their respective depository participants in case members are holding shares in electronic form.
  - iii. Send all correspondence relating to transfer and transmission of shares to registrar and transfer agent and not to the Company.
  - iv. Quote their folio no./client ID no. in their correspondence with the registrar and share transfer agents.
  - v. Send their queries related to accounts and operations of the Company at least 10 days in advance so that required information can be made available at the meeting.
  - vi. Intimate Registrar and Share Transfer Agents M/s. Sharex Dynamic (India) Pvt. Ltd. for consolidation of folios, in case having more than one folio.

- vii. Bring their copies of annual report and attendance slip with them at the meeting.
  - viii. Bring entrance pass duly filled for attending the meeting.
7. The Securities and Exchange Board of India (SEBI) and Reserve Bank of India (RBI) have advised all listed companies to use the Electronic Clearing Services (ECS) mandate facility wherever possible for payment of dividend to the Members. In view of this stipulation, the Company has implemented the ECS facility. Members holding shares in physical form are requested to provide the Company with ECS details for crediting the future dividend payment directly to their respective bank accounts. The Company shall be able to co-ordinate with their bankers only on receipt of necessary information. Members holding shares in electronic form may instruct their depository participants accordingly.
  8. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their registered email id, bank details, NECS, mandates, nominations, power of attorney etc., to their Depository Participants. Changes intimated to the Depository Participants will then be automatically reflected in the Company's records which will help the Company and its Registrar and Transfer Agents, M/s. Sharex Dynamic (India) Private Limited, to provide efficient and better service to the Members. Members holding shares in physical form are requested to advice such changes to the Company's registrar and transfer agents, M/s. Sharex Dynamic (India) Private Limited.
  9. In order to provide protection against fraudulent encashment of the dividend warrants, shareholders holding shares in physical form are requested to intimate to the Company's Registrar and Transfer Agents, M/s. Sharex Dynamic (India) Private Limited under the signature of the sole/ first joint holder, the following information to be incorporated on the Dividend Warrants:
    - i. Name of the Sole/First joint holder and folio number
    - ii. Particulars of bank Account, viz:
      - a. Name of the bank.
      - b. Name of the Branch.
      - c. Complete address of the Bank with Pin Code Number.
      - d. Bank Account Number.
      - e. E-mail ID
  10. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares. Members can contact the Company's Registrar and Transfer Agents, M/s. Sharex Dynamic (India) Private Limited for assistance in this regard.
  11. Procedure for e-voting
 

In compliance with the provision of Section 108 of the Companies Act, 2013 and Rule 20 of Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members' facility to exercise their right to vote at 54th AGM by electronic means and the business may be transacted through e-voting Services provided by central depository services Limited (CDSL). The instructions for shareholders voting electronically are as under:

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**For Members whose e-mail addresses are registered with the Company/Depositories:**

- (i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (ii) Click on shareholders.
- (iii) Now enter your user ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in physical form should enter folio number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below :

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders) 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 sequence number in the PAN field. In case the sequence 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 sequence number 1 then enter RA00000001 in the PAN field.
DOB	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.
Dividend Bank Details	Enter the dividend bank details as recorded in your demat account or in the company records for the said demat account or folio. 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 member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) 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.
- (ix) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Note for Non - Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - 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.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xviii) 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](http://www.evotingindia.com), under help Section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**For Members whose e-mail addresses are not registered with the Company/ Depositories:**  
Members will receive a ballot Form along with the annual report. They have two options:

- (i) To opt e-voting follow all steps from (i) to (xvii) above to cast vote; or
- (ii) To opt for casting your vote in physical form, fill in the Ballot Form and drop it in the ballot box in the meeting.

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**Other Instructions:**

- (A) The voting period begins on 27th September, 2015 at 10.00 a.m. and ends on 29th September 2015 at 5.00 p.m. (preceding the date of AGM). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23rd September 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (B) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- (C) The voting rights of the shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 23rd September 2015.
- (D) Ms. Neeta Desai, Practicing Company Secretary has been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (E) The scrutinizer shall immediately after the conclusion of voting at the Annual General Meeting first count the votes cast at the meeting thereafter unlock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make not later than three working days of the conclusion of the meeting, a consolidated scrutinizer report of the total Votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
- (F) A Member can opt for only one mode of voting i.e. either through e-voting or physical form. If Member cast his/her vote by both modes, the voting done through e-voting shall prevail and the vote by ballot shall be treated as invalid.
- (G) The results declared along with Scrutinizers' Report shall be placed on the Company's website [www.lynxmachinery.com](http://www.lynxmachinery.com) within two days of the passing of the Resolutions at the 54th AGM of the Company and communicated to BSE Limited, where the shares of the Company are listed.

Place: Mumbai,  
Dated: 21st August, 2015

**By Order of the Board of Directors  
For Lynx Machinery And Commercials Limited**

Registered Office:  
Warden House, 340, J.J. Road,  
Byculla, Mumbai- 400008

**H. K. Jajodia  
Director  
(DIN: 00075508)**



**ANNEXURE TO THE NOTICE:**

**Explanatory Statement Pursuant to Section 102 (1) of the Companies Act, 2013.**

**Item No.2: Re-Appointment of Mr. Pradyumna Jajodia (DIN 00138175), Director, retiring by rotation.**

Mr. Pradyumna Jajodia is an industrialist and has been associated with the Company since December, 1998 as Director. Mr. Pradyumna Jajodia has completed MBA course from London Business School. He has also undergone a Post Graduate Diploma Course in Foreign Trade from World Trade Institute, Mumbai and attended various courses in leading Business Schools in India and abroad.

Except Mr. Pradyumna Jajodia, Mr. Harish Kumar Jajodia and Mr. Padmanabh Jajodia, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 2.

**Item No. 4: Investments and Loan Under Section 186(3) :**

In the prevailing environment, the Company foresees plenty of opportunities for earnings out of surplus funds available with the Company by investing in the stock Market, units of mutual funds and the equity capital of several companies or give loan to other Companies. As a result investment or loan may exceed the prescribed limit U/s 186(3) of the Companies Act, 2013. Therefore, a general power is required for the Board of Directors, authorizing them to invest in Equity Markets, Mutual funds and Equity Capital of several Companies, exceeding the limits specified under above section. Accordingly, item No. 4 is recommended for approval by the shareholders.

None of the Directors or Key Managerial personnel or their relatives is concerned or interested, weather financially or otherwise in above resolution.

**Place: Mumbai,  
Dated: 21st August, 2015**

**By Order of the Board of Directors  
For Lynx Machinery And Commercials Limited**

**Registered Office:  
Warden House, 340, J.J. Road,  
Byculla, Mumbai- 400008**

**H. K. Jajodia  
Director  
(DIN: 00075508)**

**DIRECTORS' REPORT**

Dear Members,

Your Directors are pleased to present the fifty fourth Annual Report and the Company's Audited Accounts for the financial year ended March 31, 2015.

**1. Financial Results**

<b>Particulars</b>	<b>2014-2015</b>	<b>2013-2014</b>
Sales & other Income	14,63,354	38,82,422
Expenditure	<u>63,11,769</u>	<u>72,21,913</u>
Profit/(Loss) before tax	(48,48,415)	(33,39,491)
Tax		
For Current Year	288	(805)
For Deferred Tax	<u>(1,29,749)</u>	<u>38,845</u>
Profit/(Loss) after tax	<u>(47,18,954)</u>	<u>(33,77,531)</u>

**2. Dividend**

To strengthen the financial position of the Company, your Directors have not recommended any dividend on equity shares for the year under review.

**3. Transfer to Reserve**

The Company has not transferred any amount to the Reserves during the year.

**4. Management Discussion & Analysis Reports**

The Management Discussion and Analysis Report has been separately furnished as an annexure to this Report as "Annexure A."

**5. Deposits**

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

**6. Particulars of Loans, Guarantees or Investments**

The particulars of loans, guarantees and investments have been disclosed in the financial statement. The details of the investments made by company is given in the notes to the financial statements.

**7. Internal Control Systems and their Adequacy**

The Company has an Internal Control System, commensurate with the size, scale and nature of its operations. The scope and authority of the Internal Audit function is defined by the Audit Committee. To maintain its objectivity and independence,

the Internal Audit function reports to the Chairman of the Audit Committee of the Board & to the Managing Director.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies of the Company. Based on the suggestions of internal audit function, Management undertakes corrective action in their respective areas and thereby strengthens the controls.

**8. Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo**

Since your Company does not own manufacturing facility, the particulars relating to conservation of energy and technology absorption stipulated as per Section 134(3)(m) of the Companies Act, 2013 read with Rule, 8 of The Companies (Accounts) Rules, 2014, are not applicable.

There were no foreign exchange earnings / outgo during the year.

**9. Industrial Relations**

During the year under review, your Company enjoyed cordial relationship with employees at all levels.

**10. Directors and Key Managerial Personnel**

In accordance with the provisions of Section 152 of the Companies Act, 2013 and the Articles of Association of the Company Mr. Pradyumna Jajodia, retires by rotation at the ensuing Annual General Meeting and offers himself for reappointment.

**11. Declaration by an Independent Director(s)**

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013.

**12. Board Evaluation**

Pursuant to the provisions of the Schedule IV, clause VIII of the Companies Act, 2013, the Board has carried out an evaluation of its own performance as well as performance of Independent Directors.

**13. Nomination and Remuneration Policy**

The Nomination and Remuneration Policy is under preparation and will be posted on the website of the Company in due course.

**14. Meetings of the Board**

Nine (9) meetings of the Board of Directors were held during the year, the details of which are incorporated in the Corporate Governance Report. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013.

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A separate meeting of Independent Directors, pursuant to Section 149 (7) read with Schedule VI of the Companies Act, 2013 was not held during the year due to unavailability of quorum of Independent Directors.

The details the Board meetings are furnished as an annexure to this Report as "Annexure D."

**15. Directors' Responsibility Statement As Required Under Section 134(3)(C) of the Companies Act, 2013**

The Directors state that: -

- a. In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation by way of notes to accounts relating to material departures;
- b. The selected accounting policies were applied consistently and the judgments and estimates made by them are reasonable and prudent so as to give true and fair view of the state of affairs of the Company as at 31st March 2015 and of the profit for the year ended on that date;
- c. The proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. The annual accounts have been prepared on a going concern basis.
- e. The Directors had laid down internal financial controls to be followed by the Company and that such internal controls are adequate and were operating effectively.
- f. The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**16. Related Party Transactions**

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of the business. There are no materially significant related party transactions made by the company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the company at large.

**17. Subsidiary Companies**

The Company does not have any subsidiary Company.

**18. Code of Conduct**

The Code is under preparation and will be posted on the website of the Company in due course as the Company believes in "Zero Tolerance" against bribery, corruption and unethical dealings / behaviors of any form and the Board has laid down the directives to counter such acts.

**19. Vigil Mechanism / Whistle Blower Policy**

The WBP is under preparation and will be posted on the website of the Company in due course as the Company wants to deal with instance of fraud and mismanagement, if any.

**20. Prevention of Insider Trading**

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Compliance Officer is responsible for implementation of the Code.

The code of prevention of Insider Trading and fair disclosures is there on the website of the Company.

All Board Directors and the designated employees have confirmed compliance with the Code.

**21. Auditors and Auditors Report**

(a) Statutory Auditor

Pursuant to Section 139(1) M/s. K L. Singhee & Co., Chartered Accountants, (FRN No.303121E), were appointed as statutory auditor of the Company in 53rd Annual General Meeting (AGM) for three consecutive AGM of the Company and they hold office until the conclusion of Annual General Meeting of the Company to be held in calendar year 2017. Necessary resolution for ratification of their appointment has been included in the Notice convening the ensuing Annual General Meeting.

The Qualification made by the Auditors in their Report dated 2nd June, 2015, in the "Qualified opinion" are explained as under:

a. Regarding non-provision for Doubtful Debtors-

- I. Sundry Debtors, amounting to Rs. 2,134,761/- are in litigation at the Hon'ble High Court, Mumbai and the management is hopeful of arriving at a out of Court settlement with the debtor. Hence, the same is not provided in the accounts.
- II. An amount Rs. 310,408/- is recoverable towards statutory dues from a government organization which is disputed by them and is in litigation and the management is hopeful of recovering the dues.

- b. In respect of Investments in quoted shares which are not actively traded on stock exchange the management is confident that the realizable value of these investments is atleast equivalent or more than the value at which they are stated in the balance sheet.

**(b) Secretarial Audit and Secretarial Audit Report**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. ND & Associates, Company Secretaries in Practice to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit Report is annexed herewith as "Annexure E" to this Report.

The Secretarial Audit Report does contained one qualification, i.e. no separate meeting of Independent Directors happened during the year under review, however there are no reservations or adverse remarks. For the qualification Board has replied above in point no.14.

**(c) Cost Auditor and Cost Audit Report**

Cost Audit is not applicable to your Company.

**22. Statement Pursuant to Listing Agreement**

The Company's Equity shares are listed at Bombay Stock Exchange Limited. The Annual listing fee for the year 2014-15 has been paid.

**23. Corporate Governance**

Pursuant to Listing Agreement, Corporate Governance is not applicable to Company; however, the Company is committed to maintain the highest standards of Corporate Governance as set out by SEBI as good corporate governance. The Report on composition of Committees and meeting of committees as stipulated under Clause 49 and Section 177 of the Companies Act, 2013, forms part of the Directors Report as an "Annexure B".

**24. Particulars of Employees**

The information required under Section 197 of the Companies Act, 2013 read with Rule 5 of the Companies (appointment and Remuneration of Managerial Personnel) rules, 2014, in respect of employees of the Company are not applicable as no employee was in receipt of remuneration exceeding the limits specified in the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, whether employed for the full year or part of the year.

**25. Extract of Annual Return**

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as "Annexure C".

**26. Cash flow statement**

The Cash flow statement for the year 2014-15 is part of Balance sheet.

**27. Acknowledgements**

The Board of Directors wish to place on record their appreciation for the support extended by the bankers, business associates, clients, consultants, auditors, shareholders of the Company for their continued co-operation and support.

The Board of Directors would also like to place on record their sincere appreciation for the co-operation received from the Local Authorities, BSE and all other statutory and/or regulatory bodies.

**By Order of the Board of Directors  
For Lynx Machinery And Commercials Limited**

**Place : Mumbai,  
Dated : 21st August 2015**

**H K Jajodia  
Director  
(DIN: 00075508)**

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## MANAGEMENT ANALYSIS AND DISCUSSION REPORT

### Business Overview

During the year under review, the Company has incurred loss of Rs. 47,18,954/- which is deducted from the opening balance of Profit & Loss Account of Rs. 1,91,70,482/- leaving a balance of Rs. 1,44,51,528/- in the Profit & Loss Account which your Directors propose to carry over to next year.

### Industry Structure and Development

The company is presently dealing in commodity trading and commission income. The Directors of the Company are exploring opportunities in trading of commodities in the changing economic environment.

### Our Strength

- (i) Significant experience in trading in pulses.
- (ii) Good Reputation and Brand Image
- (iii) Experienced execution team & associates
- (iv) Local marketing support & experience

### Significant factors affecting our results of operations

Our business is subjected to various risks and uncertainties. Our results of operations and financial conditions are affected by numerous factors including the following:

- Government Policies
- Changing technology
- Tax policies
- Cost of Various factors
- Competition to trading sector

### Competition

Our Company faces competition from various domestic traders. We believe that our capability, experience and reputation for providing safe and timely quality services allow us to compete effectively.

### Discussion on financial performance with respect to operational performance

The Company has incurred losses during the year under review. The Directors of the Company are exploring all possibilities of turning around the Company.



**Corporate Governance**

Though Corporate Governance, pursuant to Listing Agreement is not applicable to Company, your Company has successfully implemented the mandatory provisions of corporate governance in accordance with the provisions of clause 49 of the listing agreement (BSE), as a good Corporate Governance Practice.

**Industrial Relations**

During the year under review, your company had cordial and harmonious industrial relations at all levels of the organization.

**Forward looking and cautionary statements**

Statements in the Management Discussion and Analysis Report detailing the Company's objectives, projections, estimates, expectations or predictions may be forward looking statements within the meaning of applicable laws and regulations. These statements being based on certain assumptions and expectation of future events, actual results could differ materially from those expressed or implied. The Company assumes no responsibility to publicly amend, modify or revise any forward-looking statements on the basis of subsequent developments, information or events.

**By Order of the Board of Directors  
For Lynx Machinery And Commercials Limited**

**Place : Mumbai,  
Dated: 21st August 2015**

**H K Jajodia  
Director  
(DIN: 00075508)**

## REPORT ON CORPORATE GOVERNANCE

### 1. Board of Directors

The Board of Directors comprised of Six(6) Directors as on 31st March, 2015 including 3 Independent Directors out of which one is a woman Director, which is in compliance with Companies Act, 2013.

The day to day management is conducted by the Mr. Pradyumna Jajodia, Director of the Company subject to superintendence, control and direction of the Board of Directors.

None of the Director on the Company's Board is holding office of Director in more than twenty Companies and Independent Director in more than seven listed companies. Further none of the Director is a Member of more than ten Committees and Chairman of more than five Committees across all the Companies in which he act as Director.

The composition of the Board and other relevant details relating to Directors are given below:

Name of the Director	DIN	Category	No. of other Directors hips*	No. of Shares held
HARISH KUMAR JAJODIA	00075508	Director	19	50
RAM KISHORE CHOUDHURY	00083192	Director	5	50
PADMANABH JAJODIA	00086099	Director	18	50
PRADYUMNA JAJODIA	00138175	Director	19	Nil
ASHOK KUMAR JAJODIA	00240260	Director	8	Nil
KRISHNA JAISINGH JAIN	06956461	Director	6	Nil

\* Excludes Directorship in Foreign Companies and Government Bodies.

### 2. Committees of the Board

The Board has constituted three Committees of Directors as to effectively focus in activities falling within their terms of reference. The minutes of the meeting of all the Committees of the Board are placed before the Board for discussion/ noting. The Board Committees can request special invitees to join the meeting, as appropriate.

The Board has currently established the following Committees:

#### A. Audit Committee

##### I. Composition

Pursuant to Section 177 of the Companies Act, 2013, the Audit Committee comprising of three (3) Directors who have considerable expertise in accounting and financial management. The Compliance Officer acts as Secretary to the Committee.

During the year the Committee met two times on 30th October 2014 and 27th January 2015. The necessary quorum was present for all the meetings

The attendance of each member of the Committee is given below:

Name of the Member	Designation	Nature of Directorship	No. of Meetings Attended
Smt. Krishna Jain	Chairperson	Non-Executive Independent Director	2
Shri. Ashok Kumar Jajodia	Member	Non-Executive Independent Director	2
Shri. Pradyumna Jajodia	Member	Director	2

## II. Brief Description of term of reference :

The terms of reference of Audit Committee are broadly as under:

- Oversight of our Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees;
- Review and monitor the auditors independent and performance, and effectiveness of audit process;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to, but not restricted to:
  - Matters required to be included in the 'Director's Responsibility Statement' under sub Section 5 of Section 134, which is further required to be included in our Board's report in terms of clause (c) of sub Section 3 of Section 134 of the Companies Act, 2013;
  - Changes, if any, in accounting policies and practices and reasons for the same;
  - Major accounting entries involving estimates based on the exercise of judgment by management;
  - Significant adjustments made in the financial statements arising out of audit findings;
  - Compliance with listing and other legal requirements relating to financial statements;
  - Disclosure of any related party transactions; and
  - Qualifications in the draft audit report.

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- Approval or any subsequent modification of transactions of our Company with related parties;
- Scrutiny of inter-corporate loans and investments, valuation of undertakings or assets of our Company, wherever it is necessary;
- Reviewing with the management the half yearly financial statements before submission to the Board for approval;
- Reviewing, with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department , staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit ;
- Discussion with internal auditors of any significant findings and follow up there on;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- To review the functioning of the 'vigil' mechanism, in case the same is existing;
- Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background of the candidate, etc.;
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee and to carry out any other function statutorily required to be carried out by the Audit Committee as per applicable laws;
- Mandatorily review the following information:
  - Management discussion and analysis of financial information and results of operations;
  - Statement of significant related party transactions (as defined by the Audit Committee), submitted by the management;
  - Management letters / letters of internal control weaknesses issued by the statutory auditors;
  - Internal audit reports relating to internal control weaknesses; and

- The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee.

III. The audit committee invites executives, as it considers appropriate (particularly the head of the finance function) and representatives of the statutory auditors. The internal auditor reports directly to the Audit Committee.

## B. Nomination and Remuneration Committee

### I. Composition

Nomination and Remuneration Committee has been constituted as per the provisions of Section 178(1) of the Companies Act, 2013 to review and to recommend the remuneration payable to the Executive Directors and Senior Management of the Company based on their performance and defined assessment criteria.

Committee comprises of Three (3) members as mentioned herein below. The Compliance Officer acts as Secretary to the Committee. During the year the Committee met once on 30th October 2014.

The attendance of each member of the Committee is given below:

Name of the Member	Designation	Nature of Directorship	No. of Meetings Attended
Smt. Krishna Jain	Chairperson	Non-Executive Independent Director	1
Shri. Ashok Kumar Jajodia	Member	Non-Executive Independent Director	1
Shri. Pradyumna Jajodia	Member	Director	1

### II. Brief Description of term of reference:

The following is the terms of reference of Nomination and Remuneration Committee,

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the level and composition of remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of independent directors and the Board;
3. To ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
4. Devising a policy on Board diversity; and

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5. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.

**III. Nomination and Remuneration Policy :**

The Committee is in process of formulating Nomination and Remuneration Policy which determines criteria inter-alia qualification, positive attributes and independence of Directors for their appointment on the Board of the Company and payment of remuneration to Directors, Key Managerial Personnel and other Employees.

The Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director.

- (i) Qualification, expertise and experience of the Directors in their respective fields;
- (ii) Personal, Professional or business standing;
- (iii) Diversity of the Board.

In case of re-appointment of Non Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

**C. Stakeholder's Relationship Committee**

**I. Composition**

Pursuant to Section 178 of the Companies Act, 2013 and also Listing Agreement with BSE Ltd, the Company has constituted a Stakeholders Relationship Committee comprising of Three (3) Directors as mentioned below to redress complaints of the shareholders. During the year the Committee met twice on 30th October 2014 and 27th January 2015.

Name of the Member	Designation	Nature of Directorship	No. of Meetings Attended
Smt. Krishna Jain	Chairperson	Non-Executive Independent Director	2
Shri. Ashok Kumar Jajodia	Member	Non-Executive Independent Director	2
Shri. Pradyumna Jajodia	Member	Director	2

**II. Term of reference:**

The following is term of reference of Stakeholder's Relationship Committee

- i. Efficient transfer of shares; including review of cases for refusal of transfer / transmission of shares and debentures

- ii. Redressal of shareholder's/investor's complaints Efficient transfer of shares; including review cases for refusal of transfer / transmission of any other securities;
- iii. Reviewing on a periodic basis the approval/refusal of transfer or transmission of shares or any other securities,
- iv. Issue of duplicate certificates and new certificates on split/consolidation/renewal;
- v. Allotment and listing of shares;
- vi. Reference to statutory and regulatory authorities regarding investor grievances; and
- vii. To otherwise ensure proper and timely attendance and redressal of investor queries and grievances and
- viii. Any other power specifically assigned by the Board of Directors of the Company

**III. Number of shareholders' complaints :**

No complaints were received during the year under review.

**By Order of the Board of Directors  
For Lynx Machinery And Commercials Limited**

**Place : Mumbai,  
Dated: 21st August 2015**

**H K Jajodia  
Director  
(DIN: 00075508)**

**Form No. MGT - 9****EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED March 31, 2015**

*[Pursuant to Section 92(3) of the Companies Act, 2013, and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]*

**I. REGISTRATION AND OTHER DETAILS**

i.	CIN	L29299MH1960PLC011870
ii.	Registration Date	10/11/1960
iii.	Name of the Company	Lynx Machinery And Commercials Limited
iv.	Category / Sub-Category of the Company	Company having Share Capital / Indian Non Government Company
v.	Address of the Registered office and contact details	Warden House, 340, J. J. Road, Byculla, Mumbai - 400 008. Tel: (91) 22 2302 7900, Fax: (91) 22 2307 7231, Website: www.lynxmachinery.com, Email ID: cosec@lynxmachinery.com
vi.	Whether listed company	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Sharex Dynamics (India) Private Limited Unit No. 1, Luthra Industrial Premises, Andheri Kurla Road, Andheri (East), Mumbai-400 072. Tel: 022 28515606 / 28515644 Fax: +91 22 28512885 Email: sharexindia@vsnl.com Website: www.sharexindia.com

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

SN	Name and Description of main products / services	NIC Code of the Product/Service	% to total turnover of the company
1.	Warehousing, Trading and Commission business	--	100%



**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

SN	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
	NA	NA	NA	NA	NA

**IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)****(i) Category-wise Shareholding**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during The year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual /HUF	106926	-	106926	17.821	106926	-	106926	17.821	-
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
<b>Sub-Total (A)(1):</b>	<b>106926</b>	<b>-</b>	<b>106926</b>	<b>17.821</b>	<b>106926</b>	<b>-</b>	<b>106926</b>	<b>17.821</b>	<b>-</b>
<b>(2) Foreign</b>									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other - Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-

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e) Any Other	-	-	-	-	-	-	-	-	-
<b>Sub-Total (A)(2):</b>	-	-	-	-	-	-	-	-	-
<b>Total Shareholding of Promoters (A) = (A)(1)+(A)(2)</b>	<b>106926</b>	<b>-</b>	<b>106926</b>	<b>17.821</b>	<b>106926</b>	<b>-</b>	<b>106926</b>	<b>17.821</b>	<b>-</b>
<b>B. Public Shareholding</b>									
(1) Institutions									
a) Mutual Funds / UTI	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	2000	2000	0.333	-	2000	2000	0.333	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-Total (B)(1):</b>	-	<b>2000</b>	<b>2000</b>	<b>0.333</b>	-	<b>2000</b>	<b>2000</b>	<b>0.333</b>	-
(2) Non-Institutions									
a) Bodies Corporate									
i) Indian	174811	3700	178511	29.752	177170	3700	180870	30.145	0.393

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ii) Overseas	-	-	-	-	-	-	-	-	-
<b>b) Individuals</b>									
i) Individual Shareholders holding nominal share capital upto 1 lakh	56976	220032	277008	46.168	55477	219127	274604	45.767	(0.401)
ii) Individual Shareholders holding nominal share capital in excess of 1 lakh	17200	17600	34800	5.8	17200	17600	34800	5.8	-
<b>c) Others (specify)</b>									
Non Resident Indian	755	-	755	0.126	800	-	800	0.133	0.007
ii) Other Foreign Nationals	-	-	-	-	-	-	-	-	-
iii) Foreign Bodies	-	-	-	-	-	-	-	-	-
iv) NRI / OCBs	-	-	-	-	-	-	-	-	-
v) Clearing Members / Clearing House	-	-	-	-	-	-	-	-	-
vi) Trusts	-	-	-	-	-	-	-	-	-
vii) Limited Liability Partnership	-	-	-	-	-	-	-	-	-
viii) Foreign Portfolio Investor (Corporate)	-	-	-	-	-	-	-	-	-

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ix) Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
<b>Sub-Total (B)(2):</b>	249742	241332	491074	81.846	250647	240427	491074	81.845	(0.001)
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	249742	243332	493074	82.179	250647	242427	493074	82.178	(0.001)
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	356668	243332	600000	100.00	357573	242427	600000	100.00	(0.001)

ii) Shareholding of Promoters

Sl No.	Shareholders Name	No. of Shares held at the beginning of the year			No. of Shares held at the end of the year			% Change during the year
		No of Shares	% of Total Shares	% of shares Pledged/encumbered to total shares	No of shares	% of Total Shares	% of Shares ledge/encumbered to total shares	
1	SRAWAN KUMAR JAJODIA (HUF)	1268	0.211	-	1268	0.211	-	-
2	HARISH KUMAR JAJODIA (HUF)	1395	0.233	-	1395	0.233	-	-
3	HARISH KUMAR JAJODIA (HUF)	1362	0.227	-	1362	0.227	-	-
4	PRADYUMNA JAJODIA (HUF)	100	0.017	-	100	0.017	-	-

5	<b>SRAWAN KUMAR JAJODIA</b>	27001	4.5	-	27001	4.5	-	-
6	<b>HARISH KUMAR JAJODIA</b>	20100	3.35	-	20100	3.35	-	-
7	<b>NIRMALA JAJODIA</b>	15300	2.55	-	15300	2.55	-	-
8	<b>ABHA JAJODIA</b>	700	0.117	-	700	0.117	-	-
9	<b>PRADYUMNA JAJODIA</b>	7250	1.208	-	7250	1.208	-	-
10	<b>VIBHA JAJODIA</b>	5000	0.833	-	5000	0.833	-	-
11	<b>PADMANABH JAJODIA</b>	27350	4.558	-	27350	4.558	-	-
12	<b>PRITI JAJODIA</b>	100	0.017	-	100	0.017	-	-
	<b>Total</b>	<b>106926</b>	<b>17.821</b>		<b>106926</b>	<b>17.821</b>		

iii) Change in Promoters' Shareholding: N.A.

iv) Shareholding Pattern of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs)

Sl No.	Name	No. of Shares at the beginning (01-04-2014) end of the year (31-03-2015)	% of total Shares of the company	Date	Increasing/Decreasing in Shareholding	Reason	No. of Shares	% of total Shares of the company
1	<b>ANJALI DEVI JAJODIA</b>	17600	2.933	4/1/2015	0		0	0
	<b>-Closing Balance</b>	17600	2.933	3/31/2015	0		17600	2.933
2	<b>A-ONE COMMERCE PRIVATE LIMITED</b>	9750	1.625	4/1/2015	0		0	0
	<b>-Closing Balance</b>	9750	1.625	3/31/2015	0		9750	1.625
3	<b>WARDEN INFRA PROJECTS PRIVATE LIMIT</b>	9550	1.592	4/1/2015	0		0	0
	<b>-Closing Balance</b>	9550	1.592	3/31/2015	0		9550	1.592

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4	<b>GRANDIOSE HOLDING CO PVT LTD</b>	13050	2.175	4/1/2015	0	0	0
	<b>-Closing Balance</b>	13050	2.175	3/31/2015	0	13050	2.175
5	<b>VISHVPRABHA TRADING LIMITED</b>	16600	2.767	4/1/2015	0	0	0
	<b>-Closing Balance</b>	16600	2.767	3/31/2015	0	16600	2.767
6	<b>WARDEN INTERNATIONAL (AGENCIES) PVT. LTD.</b>	21723	3.621	4/1/2015	0	0	0
	<b>-Closing Balance</b>	21723	3.621	3/31/2015	0	21723	3.621
7	<b>TERRA FIRMA INVESTMENTS &amp; TRADING PVT. LTD.</b>	14000	2.333	4/1/2015	0	0	0
	<b>-Closing Balance</b>	14000	2.333	3/31/2015	0	14000	2.333
8	<b>RISHABH ENTERPRISES LIMITED</b>	34550	5.758	4/1/2015	0	0	0
	<b>-Closing Balance</b>	34550	5.758	3/31/2015	0	34550	5.758
9	<b>SHRI GURUDEV EN TRADE LTD</b>	23090	3.848	4/1/2015	0	0	0
	<b>-Closing Balance</b>	23090	3.848	3/31/2015	0	23090	3.848
10	<b>SUDHA JAJODIA</b>	17200	2.867	4/1/2015	0	0	0
	<b>-Closing Balance</b>	17200	2.867	3/31/2015	0	17200	2.867

v) Shareholding of Directors and Key Managerial Personnel

A. Directors

	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
At the beginning of the year	500	0.083%		
At the end of the year			500	0.083%

	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
<b>Ram Kishore Choudhury</b>				
At the beginning of the year	500	0.083%		
At the end of the year			500	0.083%

	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
<b>Harish Kumar Jajodia</b>				
At the beginning of the year	20100	3.350%		
At the end of the year			20100	3.350%

	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
<b>Pradyumna Jajodia</b>				
At the beginning of the year	7250	1.208%		
At the end of the year			7250	1.208%

	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
<b>Padmanabh Jajodia</b>				
At the beginning of the year	27350	4.558%		
At the end of the year			27350	4.558%

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**Key Managerial Personnel: Nil**

**V. INDEBTEDNESS**

**Indebtedness of the Company including interest outstanding/accrued but not due for payment: Nil**

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

- A. Remuneration to Managing Director, Whole-time Directors and/or Manager: Nil.**
- B. Remuneration to other Directors: Nil.**
- C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/  
MANAGER/WTD: Nil.**

**PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES: Nil.**

**By Order of the Board of Directors  
For Lynx Machinery And Commercials Limited**

**Place : Mumbai,  
Dated: 21st August 2015**

**H K Jajodia  
Director  
(DIN: 00075508)**



**No. of Board Meetings**

<b>Sr. No.</b>	<b>Date of Board Meeting</b>
1	16.05.2014
2	27.05.2014
3	31.07.2014
4	25.08.2014
5	16.09.2014
6	30.10.2014
7	28.11.2014
8	27.01.2015
9	31.03.2015

**By Order of the Board of Directors  
For Lynx Machinery And Commercials Limited**

**Place : Mumbai,  
Dated: 21st August 2015**

**H K Jajodia  
Director  
(DIN: 00075508)**

**Form No. MR-3**

**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2015**  
[Pursuant to Section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies  
(Appointment and Remuneration Personnel) Rules, 2014]

To,  
The Members,  
Lynx Machinery And Commercials Limited  
Warden House,  
340 J.J. Road, Byculla,  
Mumbai 400 008

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s Lynx Machinery And Commercials Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the M/s. Lynx Machinery And Commercials Limited's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') :-

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not applicable to the Company during the Audit period)
- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; (Not applicable to the Company during the Audit period)
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the Audit period)
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the Audit period) and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company during the Audit period)
- (vi) Other laws as follows;
  - Factories Act, 1948
  - Industrial Disputes Act, 1947
  - Payment of Wages Act, 1936
  - Employees Provident Fund and Miscellaneous Provisions Act, 1952
  - Employees State Insurance Act, 1948
  - Environment Protection Act, 1986
  - Indian Contracts Act, 1872
  - Income Tax Act, 1961 and Indirect Tax Laws
  - Pollution Control Laws

**We have also examined compliance with the applicable clauses of the following:**

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India (not notified hence not applicable to the Company during audit period).
- (ii) The Listing Agreements entered into by the Company with Mumbai Stock Exchange;

LYNX MACHINERY AND COMMERCIALS LIMITED

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations :

The appointment of Independent Director as per section 149 & 152 of the Companies Act, 2013 was done late. Hence the Audit Committee & Nomination & Remuneration Committee was formed late. First two quarter's unaudited financial results were not adopted by Audit Committee.

The Company could not hold Independent Directors Meeting wherein evaluation of performance of Board should have been done. Hence, information of conducting of Independent Directors Meeting has not been sent to BSE.

We have relied on the representation made by the Company and its officers for systems and mechanism formed by the Company for compliances under other applicable Acts, laws and regulations to the Company

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**We further report that during the audit period there were no instance of :**

- (i) Public Right/Preference issue of shares / debentures / sweat equity, etc.
- (ii) Redemption / buy-back of securities
- (iii) Major decisions taken by the members in pursuance to Section 180 of the Companies Act, 2013
- (iv) Merger / amalgamation / reconstruction, etc.
- (v) Foreign technical collaborations.

**Further, our report of even dated to be read along with the following clarifications:**

1. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express as opinion on these secretarial records based on my audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the process and practices, we followed provide as reasonable basis of my opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws and regulations and happening
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company

Place : Mumbai  
Date : 25.06.2015

ND & Associates  
FCS No. 3262  
C P No.: 4741

LYNX MACHINERY AND COMMERCIALS LIMITED

## **INDEPENDENT AUDITOR'S REPORT**

To the Members of

### **LYNX MACHINERY AND COMMERCIALS LIMITED**

We have audited the accompanying financial statements of LYNX MACHINERY AND COMMERCIALS LIMITED ("the Company"), which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

#### **Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion.

#### **Basis for Qualified Opinion**

(a) The Company's trade receivables aggregating to Rs 2,445,169 are old and under litigation. We were unable to obtain sufficient appropriate audit evidence about the extent to which these amounts are realisable. Consequently, we were unable to determine whether any adjustments to these amounts were necessary. This matter was also qualified in our report on the financial statements for the year ended 31st March 2014; and

(b) In respect of the company's investment in quoted equity shares, a sum of Rs 8,044,525 has been invested in equity shares of companies which are not actively traded on stock exchanges. We were unable to obtain sufficient appropriate audit evidence about the carrying amount of the company's investments in such equity shares as at March 31, 2015 because we did not have access to the financial information of the investee companies. Consequently, we were unable to determine whether any adjustments to these amounts were necessary.

#### **Qualified Opinion**

In our opinion and to the best of our information and according to the explanations given to us, except for the possible effects of the matters described in the Basis for Qualified Opinion paragraph, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at 31st March 2015, and its loss and its cash flows for the year ended on that date.

LYNX MACHINERY AND COMMERCIALS LIMITED

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143 (3) of the Act, we report that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit ;

(b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books ;

(c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account ;

(d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 ;

(e) On the basis of the written representations received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act ;

(f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- I. The Company has disclosed the impact of pending litigations on its financial position in its financial statements-Refer Note 2.22 and 2.23 to the financial statements;
- II. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses ;
- III. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

Martin Burn House, Room No 303,  
1, R.N. Mukherjee Road,  
Kolkata - 700 001  
The 2nd day of June, 2015.

**FOR K.L SINGHEE & CO.**  
Chartered Accountants  
Firm registration No. 303121E  
**K.L. SINGHEE**  
Partner  
Membership No. 004964



**LYNX MACHINERY AND COMMERCIALS LIMITED**

**Statement on matters specified in paragraphs 3 & 4 of the Companies  
(Auditor's Report) Order 2015 ("the order"), issued by the Central  
Government in terms of Sub-section (11) of section 143 of the Companies Act  
2013, for the year ended 31st March 2015**

- (i) The company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets. These fixed assets have been physically verified by the Management at reasonable intervals and no material discrepancies were noticed on such verification.
- (ii) The inventory has been physically verified by the Management at reasonable intervals. In our opinion, the procedures of physical verification of above followed by the Management are reasonable and adequate in relation to the size of the Company and nature of its business. In our opinion, the company is maintaining proper records of inventory and no material discrepancy was noticed on physical verifications.
- (iii) The Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act 2013. As such clause (iii) of para 3 of the order is not applicable.
- (iv) The Company has an internal control procedure commensurate with the size of the Company and nature of the business, for the purchase of fixed assets. The company had no purchase of inventory or sale of goods or services during the year. We have not come across or have been informed of any major weaknesses in the internal control procedures.
- (v) In accordance with information and explanations given to us, the company has not accepted any deposits during the year and hence directives issued by the Reserve bank of India and provisions of section 73 to 76 and other applicable provisions of the Companies Act 2013, and rules framed there under are not applicable. No order in this regard, in respect of the company, has been passed by the Company Law Board or Reserve Bank of India or National Company Law Tribunal or any court or any other tribunal.
- (vi) As explained to us the Central Government has not prescribed maintenance of cost records for the Company under subsection (1) of section 148 of the Companies Act 2013.

LYNX MACHINERY AND COMMERCIALS LIMITED

- (vii) The Company is regular in depositing of all undisputed statutory dues including provident fund, employees' state insurance, income-tax, service tax and any other statutory dues, so far as applicable to the Company, with the appropriate authorities and the company has no outstanding statutory dues as at the last day of the financial year concerned for a period of more than six months from the date they became payable.

The Company has no disputed statutory dues on account of Income-tax, Sales-tax, Wealth tax, service tax, duty of customs, duty of excise or value added tax or cess.

The company has no amount required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 and rules made there under.

- (viii) The Company has no accumulated losses as at 31st March 2015. It has incurred cash losses in the financial year as well as in the immediately preceding financial year.
- (ix) In accordance with the information and explanations given to us the company has no dues to any financial institution or bank or debenture holder.
- (x) The company has not given any guarantee for loans taken by others from a bank or financial institutions.
- (xi) In accordance with the information given to us, the Company has not taken any fresh term loan during the year.
- (xii) In accordance with our audit as per generally accepted auditing practices and the information and explanation given to us, no fraud by or on the Company has been noticed or reported during the year nor have we been informed of any such case by the management.

Martin Burn House, Room No. 303,  
1, R.N. Mukherjee Road,  
Kolkata - 700 001  
The 2nd day of June, 2015

**FOR K.L. SINGHEE & CO.**  
Chartered Accountants  
Firm registration No. 303121E  
**K.L. SINGHEE**  
Partner  
Membership No. 004964

**LYNX MACHINERY AND COMMERCIALS LIMITED**  
**BALANCE SHEET AS AT 31st MARCH, 2015**

Amount in Rupees

Particulars	Note No.	As at 31.03.2015	As at 31.03.2014
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholders' Funds</b>			
(a) Share Capital	2.1	6,000,000	6,000,000
(b) Reserves and Surplus	2.2	19,986,486	24,705,440
		<b>25,986,486</b>	<b>30,705,440</b>
<b>(2) Non-Current Liabilities</b>			
(a) Long-Term Borrowings	2.3	1,317,688	64,957
(b) Deferred Tax Liabilities	2.4	323,048	452,797
		<b>1,640,736</b>	<b>517,754</b>
<b>(3) Current Liabilities</b>			
(a) Trade Payables	2.5	444,305	346,338
(b) Other Current Liabilities	2.6	9,725,258	10,401,980
(c) Short Term Provisions	2.7	-	231,000
		<b>10,169,563</b>	<b>10,979,318</b>
<b>Total</b>		<b>37,796,785</b>	<b>42,202,512</b>
<b>II. ASSETS</b>			
<b>(1) Non-Current Assets</b>			
(a) Fixed Assets	2.8	5,930,649	7,170,657
Tangible Assets			
(b) Non-Current Investments	2.9	13,956,745	27,932,156
(c) Long Term Loans And Advances	2.10	1,350,280	1,593,974
		<b>21,237,674</b>	<b>36,696,787</b>
<b>(2) Current Assets</b>			
(a) Inventories	2.11	45,000	45,000
(b) Trade Receivables	2.12	2,445,169	2,445,169
(c) Cash and Cash Equivalents	2.13	670,594	446,361
(d) Short Term Loans and Advances	2.14	12,381,080	685,028
(e) Other Current Assets	2.15	1,017,268	1,884,167
		<b>16,559,111</b>	<b>5,505,725</b>
<b>Total</b>		<b>37,796,785</b>	<b>42,202,512</b>

Significant Accounting Policies & Notes on Accounts 1 & 2

As per our report attached  
**FOR K.L. SINGHEE & CO.**

Chartered Accountants

Firm registration No. : 303121E

**K. L. SINGHEE**

Partner

Membership No. 004964

Martin Burn House, Room No. 303,

1, R.N. Mukherjee Road,

Kolkata-700 001

The 2nd day of June, 2015

**H. K. Jajodia      Padmanabh Jajodia**

**Director                      Director**

The 2nd day of June, 2015

**LYNX MACHINERY AND COMMERCIALS LIMITED**  
**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH, 2015**

Amount in Rupees

Particulars	Note No.	Year ended 31.03.2015	Year ended 31.03.2014
I. Revenue from Operations	2.16	-	2,440,000
II. Other Income	2.17	1,463,354	1,442,422
III. Total Revenue (I +II)		1,463,354	3,882,422
IV. Expenses:			
Purchases of Stock-in-Trade		-	-
Changes in Inventories of Stock-in-Trade	2.18	-	-
Employee Benefits Expense	2.19	1,264,638	1,668,587
Finance Costs	2.20	65,279	114,260
Depreciation and Amortization Expense	2.8	1,276,008	878,746
Other Expenses	2.21	3,705,844	4,560,320
Total Expenses		6,311,769	7,221,913
V. Profit / (Loss) before exceptional and extraordinary items and tax (III-IV)		(4,848,415)	(3,339,491)
VI. Exceptional Items		-	-
VII. Profit / (Loss) before extraordinary items and tax (V - VI)		(4,848,415)	(3,339,491)
VIII. Extraordinary Items		-	-
IX. Profit / (Loss) before tax (VII - VIII)		(4,848,415)	(3,339,491)
X. Tax expense:			
(1) Current tax(Incl. of income tax for earlier years)		288	(805)
(2) Deferred tax		(129,749)	38,845
XI. Profit/(Loss) for the period from continuing operations (IX-X)		(4,718,954)	(3,377,531)
XII. Profit / (Loss) from discontinuing operations		-	-
XIII. Tax expense of discounting operations		-	-
XIV. Profit / (Loss) from Discontinuing operations (XII - XIII)		-	-
XV. Profit / (Loss) for the period (XI + XIV)		(4,718,954)	(3,377,531)
XVI. Earning per equity share:	2.27		
(1) Basic		(7.86)	(5.63)
(2) Diluted		(7.86)	(5.63)

Significant Accounting Policies &amp; Notes on Accounts

1 &amp; 2

As per our report attached  
**FOR K.L. SINGHEE & CO.**  
Chartered Accountants  
Firm registration No. : 303121E  
**K. L. SINGHEE**  
Partner  
Membership No. 004964  
Martin Burn House, Room No. 303,  
1, R.N. Mukherjee Road,  
Kolkata-700 001  
The 2nd day of June, 2015

**H. K. Jajodia**      **Padmanabh Jajodia**  
Director                      Director  
The 2nd day of June, 2015

**LYNX MACHINERY AND COMMERCIALS LIMITED**

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015**

	Year ended 31.03.2015		Year ended 31.03.2014	
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>				
Net Profit before Extraordinary Items		(4,718,954)		(3,377,531)
Adjustment for				
Depreciation	1,276,008		878,743	
(Profit)/Loss on sale of Fixed Assets	-		-	
(Profit)/Loss on sale of Investments	(29,144)		(392,283)	
Dividend Received	(789,291)		(935,014)	
Interest Received	(644,919)		(72,905)	
Interest Paid	65,279	(122,067)	114,260	(407,196)
<b>OPERATING PROFIT BEFORE</b>				
<b>WORKING CAPITAL CHANGES</b>		(4,841,021)		(3,784,727)
Adjustment for Trade & Other Receivables	(10,585,459)		1,550,714	
Inventories	-		-	
Trade Payable	(809,755)		(1,032,297)	
Adjustment for deferred tax liability (net)	(129,749)	(11,524,963)	38,845	557,262
<b>CASH GENERATED FROM OPERATION</b>		(16,365,964)		(3,227,465)
Interest Paid		(65,279)		(114,260)
<b>CASH FLOW BEFORE EXTRA -</b>				
<b>ORDINARY ITEMS</b>		(16,431,263)		(3,341,725)
Extra ordinary items		-		-
<b>NET CASH FROM OPERATING ACTIVITIES</b>		<b>(16,431,263)</b>		<b>(3,341,725)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>				
Addition of Fixed Assets	(36,000)	-		
Sale of Fixed Assets	-	-		
Dividend Received	789,291		935,014	
Interest Received	644,919		72,905	
Purchase of Investments	(17,189,291)		(55,484,704)	
Sale of Investments	31,193,846	15,402,765	58,004,214	3,527,429
<b>NET CASH FROM INVESTING ACTIVITIES</b>		<b>15,402,765</b>		<b>3,527,429</b>

LYNX MACHINERY AND COMMERCIALS LIMITED

	Year ended 31.03.2015		Year ended 31.03.2014	
<b>C. CASH FLOW FROM FINANCIAL ACTIVITIES</b>				
Increase in Share Capital	-	-	-	-
Proceeds from/(Repayment of) Borrowings	1,252,731	1,252,731	(625,642)	(625,642)
<b>NET CASH FROM /(USED IN) FINANCING ACTIVITIES</b>		<b>1,252,731</b>		<b>(625,642)</b>
<b>NET INCREASE IN CASH &amp; CASH EQUIVALENTS (A+B+C)</b>		<b>224,233</b>		<b>(439,938)</b>
<b>OPENING CASH &amp; CASH EQUIVALENTS</b>		<b>446,361</b>		<b>886,299</b>
<b>CLOSING CASH &amp; CASH EQUIVALENTS</b>		<b>670,594</b>		<b>446,361</b>

1. The above Cash Flow Statement has been compiled / prepared based on the audited accounts of the Company under the 'Indirect Method' as set out in the Accounting Standard - 3 on Cash Flow Statements issued by the Institute of Chartered Accountants of India.
2. Figures for the previous year have been rearranged and regrouped wherever necessary. The accompanying Notes 1 and 2 are an integral part of the Financial Statements.

As per our report attached  
**FOR K.L. SINGHEE & CO.**  
 Chartered Accountants  
 Firm registration No. : 303121E  
**K. L. SINGHEE**  
 Partner  
 Membership No. 004964  
 Martin Burn House, Room No. 303,  
 1, R.N. Mukherjee Road,  
 Kolkata-700 001  
 The 2nd day of June, 2015

**H. K. Jajodia**      **Padmanabh Jajodia**  
 Director              Director  
 The 2nd day of June, 2015

**LYNX MACHINERY AND COMMERCIALS LIMITED**  
**YEAR ENDED - 31ST MARCH 2015**

**SIGNIFICANT ACCOUNTING POLICIES & NOTES ON ACCOUNTS**

**1. Significant Accounting Policies**

**I. Recognition of Income and Expenditure--**

Revenue / Income and Costs / Expenditure are generally accounted on accrual basis as and when they are earned or incurred except as otherwise stated in the Accounts.

**II. Fixed Assets--**

Tangible assets are stated at cost, less accumulated depreciation and impairment, if any. Direct costs are capitalized until such assets are ready for use. Capital work-in-progress comprises of the cost of fixed assets that are not yet ready for their intended use at the reporting date.

**III. Method of Depreciation--**

Depreciation on tangible assets is provided on the straight-line method over the useful lives of assets as prescribed under Part C of Schedule II of the Companies Act 2013. Depreciation for assets purchased / sold during a period is proportionately charged.

**IV. Valuation of Inventories--**

Stocks of quoted equity shares are valued at cost or Market value whichever is lower and where the quotations are not available, at cost. Unquoted shares are valued at cost.

**V. Investments--**

Investments in Shares & Securities are all long term and are valued at cost. Temporary diminution in the value of Investments meant to be held for long period of time is not recognised.

**VI. Taxes on income--**

Tax expense comprise both current tax and deferred tax at the applicable enacted rates. Current tax represents the amount of income tax payable / recoverable in respect of the taxable income/loss for the reporting period. Deferred tax represents the effect of timing differences between taxable and accounting income for the reporting period that originate in one period and are capable of reversal in one or more subsequent periods.

**VII. Retirement Benefits--**

The Company contributes to Provident Fund administered by Government and such contributions are charged to revenue. The company's liability in respect of gratuity has been accounted for and is funded with Life Insurance Corporation of India under its Group Gratuity Scheme.

**VIII. Contingent Liabilities--**

Contingent Liabilities are generally not provided for in the accounts and are separately shown by way of Note.

## LYNX MACHINERY AND COMMERCIALS LIMITED

**2 NOTES ON ACCOUNTS FOR THE YEAR ENDED 31st MARCH, 2015**

Amounts in the Financial statements are presented in Rupees including per share data. Previous year figures have been regrouped/reclassified wherever necessary to conform to the current period presentation.

**2.1 SHARE CAPITAL**

Amount in Rupees

Particulars	As at 31.03.2015	As at 31.03.2014
<b>AUTHORISED CAPITAL</b>		
2,500,000 Equity Shares, Par Value of Rs. 10/-	25,000,000	25,000,000
	25,000,000	25,000,000
<b>ISSUED, SUBSCRIBED &amp; PAID UP CAPITAL</b>		
600,000 Equity Shares, Par Value Rs. 10/-, Fully paid up	6,000,000	6,000,000
<b>Total</b>	<b>6,000,000</b>	<b>6,000,000</b>

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the shareholders.

The reconciliation of the number of shares outstanding as at March 31, 2015 and March 31, 2014 is set out below:

PARTICULARS	31.03.2015	31.03.2014
Number of Equity Share at the beginning	600,000	600,000
Add :- Equity Share allotted	-	-
<b>Number of Equity Share at the end</b>	<b>600,000</b>	<b>600,000</b>

Details of the shareholders holding more than 5% of Equity shares:

NAME	NUMBER OF SHARES HELD		PERCENTAGE OF HOLDING	
	31.03.2015	31.03.2014	31.03.2015	31.03.2014
Particulars				
Rishabh Enterprises Limited	34450	34450	5.74%	5.74%



**2.2 RESERVES AND SURPLUS****Amount in Rupees**

<b>Particulars</b>	<b>As at 31.03.2015</b>		<b>As at 31.03.2014</b>	
Capital Reserve				
Opening Balance	5,534,958		5,534,958	
Addition / (Deduction)	-		-	
Closing Balance		5,534,958		5,534,958
Surplus/(Deficit)				
Opening Balance	19,170,482		22,548,013	
Add / (Less) : Net Profit / (Loss) after tax	(4,718,954)		(3,377,531)	
Closing Balance		14,451,528		19,170,482
<b>Total</b>		<b>19,986,486</b>		<b>24,705,440</b>

**2.3 LONG-TERM BORROWINGS****Amount in Rupees**

<b>Particulars</b>	<b>As at 31.03.2015</b>		<b>As at 31.03.2014</b>	
Secured				
Term Loan from a body corporate		-		64,957
Unsecured				
From Director(s) (Refer Note No. 2.28)		1,317,688		-
<b>Total</b>		<b>1,317,688</b>		<b>64,957</b>

Term Loans from a body corporate is secured by way of hypothecation of asset (vehicle) financed. Terms of Repayment - The loan is repayable in equated monthly installments of Rs 65,484, the last installment falling due in April 2015.

**2.4 DEFERRED TAX LIABILITIES (NET)****Amount in Rupees**

<b>Particulars</b>	<b>As at 31.03.2015</b>		<b>As at 31.03.2014</b>	
Deferred Tax Liabilities				
Excess of Depreciation as per provisions of the Income tax Act, 1961 over Depreciation as per books of accounts		323,048		452,797
<b>Deferred Tax Liabilities (Net)</b>		<b>323,048</b>		<b>452,797</b>

LYNX MACHINERY AND COMMERCIALS LIMITED

Deferred tax assets and deferred tax liabilities have been offset wherever the Company has a legally enforceable right to set off current tax assets against current tax liabilities and where the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority.

**2.5 TRADE PAYABLES**

**Amount in Rupees**

<b>Particulars</b>	<b>As at 31.03.2015</b>		<b>As at 31.03.2014</b>	
Liabilities for Expenses		444,305		346,338
<b>Total</b>		<b>444,305</b>		<b>346,338</b>

**2.6 OTHER CURRENT LIABILITIES**

**Amount in Rupees**

<b>Particulars</b>	<b>As at 31.03.2015</b>		<b>As at 31.03.2014</b>	
Current Maturities of Long-Term Debt (due within one year)		64,487		739,903
Other Payables				
TDS Payable		2,918		4,224
Advances Received		7,137,853		7,137,853
Sundry Deposits		2,520,000		2,520,000
Others (Service Tax, Profession Tax etc)		-		-
<b>Total</b>		<b>9,725,258</b>		<b>10,401,980</b>

**2.7 SHORT TERM PROVISIONS**

**Amount in Rupees**

<b>Particulars</b>	<b>As at 31.03.2015</b>		<b>As at 31.03.2014</b>	
Provision for Income Tax		-		231,000
<b>Total</b>		<b>-</b>		<b>231,000</b>

**LYNX MACHINERY AND COMMERCIALS LIMITED**

**2.8 FIXED ASSETS**

Amount in Rupees

Sr. No.	Particulars	ORIGINAL COST				Depreciation				NET BOOK VALUE	
		As at 01.04.2014	Addition during the Year	Deduction during the Year	Total to 31.03.2015	As at 01.04.2014	For the Year	Deduction on sale/ disposal	Total to 31.03.2015	As at 31.03.2015	As at 1.03.2014
	<b><u>Tangible Assets</u></b>										
1	Leasehold Land and Development	248,411	-	-	248,411	240,691	-	-	240,691	7,720	7,720
2	Building on Leasehold/ Rented Land	1,480,568	-	-	1,480,568	1,068,187	21,147	-	1,089,334	391,234	412,381
3	Plant & Machinery	15,400	-	-	15,400	5,740	-	-	5,740	9,660	9,660
4	Electric fittings & Equipments	278,263	-	-	278,263	271,723	-	-	271,723	6,540	6,540
5	Furniture, Fixtures & Office Equipments	1,268,991	36,000	-	1,304,991	1,202,043	5,898	-	1,207,941	97,050	66,948
6	Motor Vehicles	8,903,115	-	-	8,903,115	2,364,420	1,143,569	-	3,507,989	5,395,126	6,538,695
7	Tube-Well	259,197	-	-	259,197	152,385	93,852	-	246,237	12,960	106,812
8	Computers	207,175	-	-	207,175	185,274	11,542	-	196,816	10,359	21,901
	<b>TOTAL</b>	<b>12,661,120</b>	<b>36,000</b>	<b>-</b>	<b>12,697,120</b>	<b>5,490,463</b>	<b>1,276,008</b>	<b>-</b>	<b>6,766,471</b>	<b>5,930,649</b>	<b>7,170,657</b>
	Previous Year	12,661,120	-	-	12,661,120	4,611,717	878,746	-	5,490,463	7,170,657	

Note : During the year ended 31.03.2015, depreciation on tangible assets has been provided on the straight-line method over the useful lives of assets as prescribed under Part C of Schedule II of the Companies Act, 2013. Had the Company continued with the rates of depreciation prescribed under Schedule XIV of the Companies Act, 1956, the charge for depreciation for year ended March 31, 2015 would have been lower by Rs 394,862, for assets held at April 1, 2014. For Fixed Assets that had completed its useful life as of April 1, 2014, the carrying amount of such assets as on that date after retaining the residual value, aggregating to Rs 207,549 has been included under Depreciation and Amortization Expense and charged to the Statement of Profit & Loss for the year ended 31st March 2015.

## LYNX MACHINERY AND COMMERCIALS LIMITED

## 2.9 NON-CURRENT INVESTMENTS (At Cost)

(Long term, other than trade)

Amount in Rupees

Name of the Company	Face Value	As at 31.03.2015		As at 31.03.2014	
		Nos.	Amount (Rs)	Nos.	Amount (Rs)
(A) In Immovable Property			4,978,640		4,978,640
Total (A)			4,978,640		4,978,640
(B) In Equity Instruments in Companies					
(a) Quoted					
Hindustan Oil Exploration Co Ltd	10	2,000	730,080	2,000	730,080
Abhinandan Enterprises Ltd	10	274,500	2,625,250	24,500	125,250
Bhairav Enterprises Ltd	10	244,500	2,325,250	24,500	125,250
Mrugesh Trading Limited	10	24,000	78,000	24,000	78,000
Rishabh Enterprises Ltd	10	244,500	2,325,250	24,500	125,250
Shri Gurudev En-Trade Ltd	10	68,600	593,000	18,600	93,000
Vishvprabha Trading Ltd	10	23,550	97,775	23,550	97,775
Total (B)(a)			8,774,605		1,374,605
(b) Unquoted					
Cymose Metals Pvt Ltd	10	4,000	44,000	4,000	44,000
Konkan Investment Co Pvt Ltd	10	450	40,500	450	40,500
Subrosa Investment Ent Pvt Ltd	10	250	5,000	250	5,000
Warden International (Ag) Pvt Ltd	100	500	50,000	500	50,000
Warden & Co (I) Pvt Ltd	100	1,000	54,000	1,000	54,000
A-One Commerce Pvt Ltd	10	1,000	10,000	1,000	10,000
Total (B)(b)			203,500		203,500
(C) In Units of Mutual Funds					
Birla Sun Life Cash Plus-Daily Dividend Reinvestment		-	-	93,531	9,371,350
IDFC Cash Fund - Daily Dividend		-	-	12,001	12,004,061
Total (C)			-		21,375,411
<b>Total (A) + (B) + (C)</b>			<b>13,956,745</b>		<b>27,932,156</b>
Market Value of Quoted Investments			Not possible to be stated *		738,925

\* Apart from investment in equity shares in Hindustan Oil Exploration Co Ltd, the other quoted equity shares are not actively traded on the exchange, hence their market value as at the year-end could not be ascertained.

## LYNX MACHINERY AND COMMERCIALS LIMITED

## 2.10 LONG-TERM LOANS AND ADVANCES

Amount in Rupees

Particulars	As at 31.03.2015	As at 31.03.2014
Unsecured, Considered Good		
Security & Other Deposits	1,350,280	1,593,974
<b>Total</b>	<b>1,350,280</b>	<b>1,593,974</b>

## 2.11 INVENTORIES

Amount in Rupees

Particulars	As at 31.03.2015	As at 31.03.2014
(As taken, valued & certified by the management)		
Stock-in-Trade - Shares	45,000	45,000
<b>Total</b>	<b>45,000</b>	<b>45,000</b>

## 2.12 TRADE RECEIVABLES

Amount in Rupees

Particulars	As at 31.03.2015	As at 31.03.2014
Unsecured, Considered Good		
Outstanding for more than six months	2,445,169	2,445,169
Others	-	-
<b>Total</b>	<b>2,445,169</b>	<b>2,445,169</b>

Trade Receivables, which are outstanding for more than six months from the date they become due, include debtors under litigation amounting to

2,445,169	2,134,761
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LYNX MACHINERY AND COMMERCIALS LIMITED

**LYNX MACHINERY AND COMMERCIALS LIMITED**

**2.13 CASH AND CASH EQUIVALENTS**

**Amount in Rupees**

<b>Particulars</b>	<b>As at 31.03.2015</b>	<b>As at 31.03.2014</b>
Balances With Banks		
On Current Account	640,816	395,351
Cash on Hand	29,778	51,010
<b>Total</b>	<b>670,594</b>	<b>446,361</b>

**2.14 SHORT-TERM LOANS AND ADVANCES**

**Amount in Rupees**

<b>Particulars</b>	<b>As at 31.03.2015</b>	<b>As at 31.03.2014</b>
<b>Unsecured, Considered Good</b>		
Loans and Advances to Other than Related Parties	12,381,080	685,028
<b>Total</b>	<b>12,381,080</b>	<b>685,028</b>

**2.15 OTHER CURRENT ASSETS**

**Amount in Rupees**

<b>Particulars</b>	<b>As at 31.03.2015</b>	<b>As at 31.03.2014</b>
Tax Deducted at Source	310,544	1,264,869
Income Tax Refundable	549,616	549,616
Service Tax Cenvat Credit Receivable	157,108	69,682
<b>Total</b>	<b>1,017,268</b>	<b>1,884,167</b>

## LYNX MACHINERY AND COMMERCIALS LIMITED

## 2.16 REVENUE FROM OPERATIONS

Amount in Rupees

Particulars	Year Ended 31st March 2015	Year Ended 31st March 2014
Storage & Hire Charges	-	2,440,000
<b>Total</b>	-	2,440,000

## 2.17 OTHER INCOME

Amount in Rupees

Particulars	Year Ended 31st March 2015	Year Ended 31st March 2014
Interest received	644,919	72,905
Dividend Received	789,291	935,014
Prior Period Adjustment	-	42,220
Profit on sale of Investments	29,144	392,283
<b>Total</b>	1,463,354	1,442,422

## 2.18 CHANGES IN INVENTORIES

Amount in Rupees

Particulars	Year Ended 31st March 2015	Year Ended 31st March 2014
Stock at Commencement		
- Shares	45,000	45,000
Stock at Close		
- Shares	45,000	45,000
<b>(Increase) / Decrease in Inventories</b>	-	-

## 2.19 EMPLOYEE BENEFITS EXPENSE

Amount in Rupees

Particulars	Year Ended 31st March 2015	Year Ended 31st March 2014
Salary, Bonus, Gratuity & Other Benefits	1,150,184	1,559,674
Employer's Contribution to Provident & Other Funds	76,410	76,590
Staff Welfare Expenses	38,044	32,323
<b>Total</b>	1,264,638	1,668,587

The company's liability in respect of Gratuity payable to employees has been funded with Life Insurance Corporation of India (LIC). The contribution for the year to LIC amounting to Rs Nil (PY Rs 193,843/-) has been duly paid and provided for in the Accounts.

## 2.20 FINANCE COSTS

Amount in Rupees

Particulars	Year Ended 31st March 2015	Year Ended 31st March 2014
Interest	65,279	114,260
<b>Total</b>	65,279	114,260

## LYNX MACHINERY AND COMMERCIALS LIMITED

## 2.21 OTHER EXPENSES

Amount in Rupees

Particulars	Year Ended 31st March 2015	Year Ended 31st March 2014
Rent & Services	341,160	412,548
Storage Charges	90,000	145,000
Rates & Taxes	115,435	100,854
Electricity Charges	317,418	411,480
Insurance	45,709	147,077
Printing & Stationery	49,081	35,878
Service Charges	-	102,400
Security Charges	410,500	255,825
Office Usage Charges	90,000	240,000
Traveling & Conveyance	257,302	211,450
Motor Vehicles Up-Keep	195,520	316,584
Legal & Professional Charges	991,750	1,291,461
Telephone Charges	70,331	49,234
Miscellaneous Expenses	483,086	381,085
Advertisement	41,509	49,945
Sundry Balances Written off	-	288,281
Repairs & Maintenance	152,391	54,645
Auditors Remuneration		
As Auditors	51,000	57,303
For Tax Audit	-	5,618
For Others	3,652	3,652
	3,705,844	4,560,320



**2.22 CONTINGENT LIABILITIES AND COMMITMENTS TO THE EXTENT NOT PROVIDED FOR**  
 Claims against the Company not acknowledged as debts Rs 74.42 lacs (PY Rs 46.58 lacs) and interest thereon.

**2.23** In respect of company's leasehold premises, the company has claimed certain amounts from the sub-lessee towards damages caused by them to the company's property during their occupation, against which the company has withheld the security deposit. Against the same, the sub-lessee has filed a suit against the company which according to the management is not maintainable. The matter is sub-judice, and final effect will be considered in the accounts when the issue is finally settled.

**2.24 DISCLOSURE AS REQUIRED UNDER SECTION 186(4) OF THE COMPANIES ACT, 2013**

A. Particulars of loan given

Name	Remi Edelstahl Tubulars Ltd	Remi Electrotechnik Ltd
Amount of loan given (Rs)	1,000,000	10,000,000
Period for which loan given (months)	Payable on Demad	Payable on Demad
Rate of interest	11.50%	12%
Purpose for which loan is given	Short Term deployment of funds to earn income	

B. Particulars of Investments made - Disclosed in Note No 2.9

**2.25** This is a single segment company in accordance with AS-17 (Segment Reporting) issued by the ICAI. Hence, disclosure of segment information is not applicable.

**2.26** In the opinion of the Board, any of the assests other than Fixed Assets have a value on realization, in the ordinary course of business, at least equal to the amount at which they are stated.

**2.27 EARNING PER SHARE**

Particulars	Year Ended 31st March 2015	Year Ended 31st March 2014
Profit / (Loss) after tax (Rs)	(4,718,954)	(3,377,531)
Weighted average number of Equity shares outstanding during the year	600,000	600,000
Face value of each Equity share (Rs)	10	10
Basic/Diluted Earning per share (Rs)	(7.86)	(5.63)

## LYNX MACHINERY AND COMMERCIALS LIMITED

## 2.28 RELATED PARTY DISCLOSURE AS REQUIRED BY ACCOUNTING STANDARD-18 ISSUED BY THE ICAI

Sl. No.	Name of the Related Party	Relationship	Nature of transaction during the year	Volume of transaction during the year	Balance outstanding as at 31.3.15 Receivable/ (Payable)	Balance outstanding as at 31.3.14 Receivable/ (Payable)
				(Rupees)	(Rupees)	(Rupees)
1	Mr Pradyumna Jajodia	Director & Key Management Person	Unsecured loan Taken during the year Interest Paid	1,300,000 16,804	(1,315,124)	-
2	Mr Padmanabh Jajodia	Director & Key Management Person	Unsecured loan Taken during the year Repaid during the year Interest Paid	200,000 200,000 2,564	(2,564)	-
3	Grandiose Holdings Co Pvt Ltd	Same Person able to exercise significant influence	Office Usage Charges Electricity Charges Water Charges Deposits Paid	90,000 82,653 4,706 -	(17,926) 150,000	(6,992) 150,000
4	Amisha Engineering Pvt Ltd	Same Person able to exercise significant influence	Rent Paid Deposits Paid	240,000 -	(24,714) 400,000	(3,076) 400,000
5	Warden Properties Pvt Ltd	Same Person able to exercise significant influence	Water Charges Refund of deposit	11,875 250,000	- -	(8,044) 250,000
6	Konkan Investments Co Pvt Ltd	Same Person able to exercise significant influence	Electricity Charges Repairs & Maintenance Storage Charges Water Charges	11,990 30,756 90,000 2,160	(3,160)	(2,230)

Note: There are no provisions for doubtful debts or amounts written off or written back during the year for debts due from or to related parties

As per our report attached  
**FOR K.L. SINGHEE & CO.**  
Chartered Accountants  
Firm registration No. : 303121E  
**K. L. SINGHEE**  
Partner  
Membership No. 004964  
Martin Burn House, Room No. 303,  
1, R.N. Mukherjee Road, Kolkata-700 001  
The 2nd day of June, 2015

**H. K. Jajodia**      **Padmanabh Jajodia**  
Director                      Director  
The 2nd day of June, 2015

**FORM 2B  
NOMINATION FORM**

Folio No. : \_\_\_\_\_

No. of Shares : \_\_\_\_\_

(Applicable only in respect of physical shareholding)  
(To be filled in by individual(s) applying singly or jointly)

I/We \_\_\_\_\_ and \_\_\_\_\_ and \_\_\_\_\_

\_\_\_\_\_ the holders of Shares bearing number(s) \_\_\_\_\_ of  
M/s. Lync Machinery And Commercials Limited wish to make a nomination and do hereby nominate the following  
person in whom all rights of transfer and/or amount payable in respect of Shares shall vest in the event of my or our  
death.

**Name and Address of Nominee**

Name : \_\_\_\_\_ Date of Birth\* : \_\_\_\_\_

Address : \_\_\_\_\_

(\*To be furnished in case the nominee is a minor)

\*\* The Nominee is a minor whose guardian is

Name and Address : \_\_\_\_\_

(\*\* To be deleted if not applicable)

[To be filled in by the Shareholder(s)]

1. Signature : \_\_\_\_\_

Name : \_\_\_\_\_

Address : \_\_\_\_\_

Date : \_\_\_\_\_

2. Signature : \_\_\_\_\_

Name : \_\_\_\_\_

Address : \_\_\_\_\_

Date : \_\_\_\_\_

3. Signature : \_\_\_\_\_

Name : \_\_\_\_\_

Address : \_\_\_\_\_

Date : \_\_\_\_\_

**Name, Address and Signature of two Witnesses**

Name and Address Signature with date

1. \_\_\_\_\_

2. \_\_\_\_\_

**Instructions:**

1. The Nomination can be made by individuals only, applying holding Shares on their own behalf, singly or jointly. Non-individuals including society, trust, body corporate, partnership firm, Karta of Hindu Undivided Family, holder of Power of Attorney cannot nominate. If the Shares are held jointly, all joint holders will sign the Nomination Form. Space is provided as a specimen, if there are more joint holders more sheets can be added for signatures of holders of Shares and witnesses.
2. A minor can be nominated by a holder of Shares and in that event, the name and address of the guardian shall be given by the holder.
3. The nominee shall not be a trust, society, body corporate, partnership firm, Karta of Hindu Undivided Family or power of attorney holder. A non-resident Indian can be a nominee on repatriable basis.
4. Nomination shall stand rescinded upon transfer of Shares.
5. Transfer of Shares in favour of a nominee shall be a valid discharge by a company against the legal heir.
6. The Nomination Form shall be filed in duplicate with the Share Transfer Agent or at the Registered Office of the Company.

Tear Off





**Lynx Machinery and Commercials Limited**

CIN: L29299MH1960PLC011870

Registered Office: Warden House, 340 J. J. Road, Byculla, Mumbai 400 008.

**ATTENDANCE SLIP**

(To be presented at the entrance)

54th ANNUAL GENERAL MEETING ON WEDNESDAY, SEPTEMBER 30, 2015 AT 10.30 A.M.

at Nagpada Neighbour Hood, Opp. Nagpada Police Station, Mumbai 400 008

Folio No. \_\_\_\_\_ DP ID No. \_\_\_\_\_ Client ID No. \_\_\_\_\_

Name of the Member \_\_\_\_\_ Signature \_\_\_\_\_

Name of the Proxyholder \_\_\_\_\_ Signature \_\_\_\_\_

1. Only Member / Proxyholder can attend the Meeting.
2. Member / Proxyholder should bring his/her copy of the Annual Report for reference at the Meeting.



**Lynx Machinery and Commercials Limited**

CIN: L29299MH1960PLC011870

Registered Office: Warden House, 340 J. J. Road, Byculla, Mumbai 400 008.

**Form No. MGT-11**

**Proxy Form**

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s): \_\_\_\_\_

Registered Address: \_\_\_\_\_

Email Id: \_\_\_\_\_

Folio No. /Client ID no. \_\_\_\_\_ DP ID no. \_\_\_\_\_

I/We, being the member(s) of \_\_\_\_\_ Shares of Lynx machinery and Commercials Limited, hereby appoint

1. Name: \_\_\_\_\_ Email Id: \_\_\_\_\_

Address: \_\_\_\_\_

Signature: \_\_\_\_\_

2. Name: \_\_\_\_\_ Email Id: \_\_\_\_\_

Address: \_\_\_\_\_

Signature: \_\_\_\_\_

3. Name: \_\_\_\_\_ Email Id: \_\_\_\_\_

Address: \_\_\_\_\_

Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my /our behalf at the fifty fourth Annual General Meeting of the Company to be held on Wednesday, 30 September, 2015 at 10.30 a.m. at Nagpada Neighbour Hood, Opp. Nagpada Police Station, Mumbai 400 008 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl.No.	Description	Type of Resolution	For	Against
Ordinary Business				
1.	Adoption of Annual Accounts and Reports thereon for the Financial year ended 31st March, 2015.	Ordinary		
2.	Reappointment of Mr. Mr. Pradyumna Jajodia (DIN 00138175), as Director of the Company	Ordinary		
3.	Appointment of M/s. K. L. Singhee & Co., Chartered Accountants as Statutory Auditor of the Company	Ordinary		
Special Business				
4.	To take general Authority for Board of Directors for Investments and Loans under Section 186 (3) of the Companies Act, 2013	Special		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2015.

Signature \_\_\_\_\_

Affix  
Revenue  
Stamp

**Notes:**

1. This form of Proxy in order to be effective should be duly completed and deposited at the Registered office of the Company, no: less than 48 hours before the commencement of the Meeting;
2. For the Resolutions, Explanatory Statement and Notes, please refer to the 54th AGM;
3. It is optional to put a '?' in the appropriate column against the Resolution indicated in the Box, if you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he / she think appropriate;
4. Please complete all details including details of member(s) in above box before submission.



Form No. MGT-12  
Polling Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company	:	<b>Lynx Machinery And Commercials Limited</b> CIN: L29299MH1960PLC011870
Registered office	:	Warden House, 340 J. J. Road, Byculla, Mumbai 400 008. Tel: (91) 22 23084801; Fax: (91) 22 23077231; Email id: shashi.dujari@wardengroup.com; Web: www.lynxmachinery.com

**BALLOT PAPER**

Sr.No.	Particulars	Details
1.	Name of the First Shareholder (In block letters)	
2.	Postal address & Email Address	
3.	Registered folio No. / * Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	Equity

I hereby exercise my vote in respect of Ordinary / Special Resolutions enumerated below by recording my assent or dissent to the said resolutions in the following manner:

No.	Item No.	No. of shares held by me	I assent to the resolution (✓) (For)	I dissent from the resolution (✓) (Against)
1.	Adoption of Annual Accounts and Reports thereon for the Financial year ended 31st March, 2015.			
2.	Reappointment of Mr. Pradyumna Jajodia (DIN 00138175), as Director of the Company			
3.	Appointment of M/s. K L. Singhee & Co., Chartered Accountants as Statutory Auditor of the Company			
4.	To take general Authority for Board of Directors for Investments and Loans under Section 186 (3) of the Companies Act, 2013			

Place : Mumbai  
Date : 30.09.2015

Signature of the Shareholder







**LYNX MACHINERY AND COMMERCIALS LIMITED**

Warden House, 340 J.J. Road, Byculla, Mumbai 400 008.

CIN NO. L29299MH1960PLCO11870

TEL : (91) 22 2302 7900 FAX : (91) 22 2307 7231

Website : [www.lynxmachinery.com](http://www.lynxmachinery.com)

Email ID : [cosec@lynxmachinery.com](mailto:cosec@lynxmachinery.com)