



LYNX MACHINERY AND COMMERCIALS LIMITED

Regd. Off.: Warden House, 340 J. J. Road, Byculla, Mumbai - 400 008.

CIN: L29299MH1960PLC011870 **PAN:** AAACL4374K

GSTIN: 27AAACL4374K1Z9

TEL: +91 22 2302 7900 **FAX:** +91 22 2307 7231

Email: cosec@lynxmachinery.com

Website: www.lynxmachinery.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended]

Dear Shareholders,

Notice is hereby given to the members of Lynx Machinery and Commercials Limited (the '**Company**') that in terms of the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any amendment(s), statutory modification(s) and/ or re-enactment thereof for the time being in force), and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (the "MCA") for holding general meetings / conducting postal ballot through e-voting vide General Circular Nos. 14/2020 dated 8th April 2020; 17/2020 dated 13th April 2020; 22/2020 dated 15th June 2020; 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020 and 10/2021 dated 23rd June 2021 issued by the Ministry of Corporate Affairs (the "Relevant MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('**SEBI LODR Regulations**') and subject to such other applicable laws and regulations, the Company is seeking consent of its members for the proposed Resolution as set-out herein below, by way of postal ballot ('**Postal Ballot**') for alteration of Object Clause of Memorandum of Association of the Company.

The Draft Resolution proposed to be passed by way of Postal Ballot and the Explanatory Statement, setting out the material facts and reasons for the proposal are appended below for consideration of the members.

The explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act pertaining to the aforesaid Resolutions setting out the material facts concerning the aforesaid alteration of Object Clause of Memorandum of Association of the Company is annexed hereto for your consideration.

The Board of Directors of the Company, at its meeting held on 24th November 2021, appointed Mr. Mehul Pitroda of M S Pitroda & Co., Practicing Company Secretary as the Scrutinizer for conducting the postal ballot only through the e-voting process in a fair and transparent manner.

In accordance with the provisions of the MCA Circulars, shareholders can vote only through the remote e-voting process. Accordingly, the Company is pleased to offer a remote e-voting facility to all its shareholders to cast their votes electronically. Shareholders are requested to read the instructions in the Notes under the section “Notes and Instructions and instructions relating to e-voting” in this postal ballot notice (“Postal Ballot Notice”) to cast their vote electronically. Shareholders are requested to cast their vote through the e-voting process not later than 17:00 Hours IST on Sunday, 26th December 2021, to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.

SPECIAL BUSINESS

To alter Object clause of Memorandum of Association of the Company and in this regard,

To consider and if thought fit, to give assent/dissent to the following Resolution, as a Special Resolution:

“RESOLVED THAT, pursuant to provision of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Incorporation) Rules, 2014, including any statutory amendment(s) or modification(s) thereto or re-enactment(s) or substitutions(s) made thereof for the time being in force, the existing Clause 3 under the heading “THE OBJECTS FOR WHICH THE COMPANY IS ESTABLISHED ARE” in the Memorandum of Association, be altered by inserting the new sub-clause numbered as 57 and 58 after the existing sub-clause 56 as under:

57. To Build, construct and operate clearing forwarding and warehousing business for goods including goods imported into India or for goods exported outside India and carry-on business of logistic organizers, conductors and implementers for shipment, movement, transfer and trans-shipment of goods including goods imported into India, or for goods exported outside India, and for movements of goods within India and out of India and to carry on the Business of Logistics Services, Logistic Park, Distribution, Storage Hub, Retail Mall or to operate on behalf of any Person, Firm, Company, Body Corporate any or all the above activities or Association of Persons in India or Abroad in relation to Management of Warehouses and Logistics Centres, undertaking Warehousing Services and managing all statutory compliances and related services, warehousing services, supply-chain management solutions, information technology / communication support and to carry on the business of storage in any manner, for transporting, handling and generally dealing or Mercantile, Commercial, Retail Business in all types of goods and services and to carry on the business of buying, selling or otherwise dealing in, operating, hiring, letting on hire, leasing, giving on lease, obtaining licenses for the use of and granting licenses for the use of, cold stores, freezing, chilling and cooling plants, refrigeration units and to carry on the business of storage, warehousing, transportation and handling of all kinds of cargo, whether containerized or not, from any port station to any container freight station or to any inland container depot and freight carriers and to carry on the Business of Logistic Park, Warehousing, Distribution, Storage Hub generally on our own or in Joint Development through SPV or subsidiary or otherwise.

58. To carry on the business of real estate, builders, developers, contractors, engineers, town planners, surveyors, valuers, appraisers, dealers, managers, caretakers, owners, licensees, decorators, furnishers, individually or otherwise as to layout, develop, give on rent, hire, construct, build, erect, demolish, re-erect, alter, repair, re-model, execute, acquire, take on lease, work on own land or on leasehold land, purchase, sale, maintain, improve, administer, manage or do any other work in connection with any building, building schemes, multi-storeyed apartments, Housing, estates, complexes, malls, township, rooms, commercial complex ports, airport, roads, infrastructure projects.

RESOLVED FURTHER THAT, the Board be and is hereby authorized to do all such acts, deeds, matters and things necessary or desirable in connection with or incidental to giving effect to this Resolution and to agree to such modification, terms and conditions with reference thereto as may be directed by the prescribed authorities, and make all necessary filings and intimations to the Registrar of Companies and other appropriate authorities, in its absolute discretion deem necessary or desirable.”

Registered Office:

Warden House, 340, J.J. Road,
Byculla, Mumbai- 400008
CIN: L29299MH1960PLC011870

By order of the Board
For Lynx Machinery and Commercials Limited

Sd/-

Tel : +91-22- 2302 7900
Fax: +91-22- 2307 7231
E-mail : cosec@lynxmachinery.com
Website: www.lynxmachinery.com

Pradyumna Jajodia
Director
(DIN: 00138175)

Place: Mumbai

Date: 24th November 2021

NOTES AND INSTRUCTIONS:

- 1) A Statement pursuant to Section 102 of the Companies Act 2013 read with Rules made thereunder, setting out all material facts relating to the Resolution mentioned in this postal Ballot Notice is attached.
- 2) In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members/List of Beneficial Owners as on 19th November 2021 (“Cut-off-Date”) received from the Depositories and whose e-mail address is registered with the Company/Depositories. Physical copies of the Postal Ballot Notice along with postal ballot form and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
- 3) This Postal Ballot Notice will also be available on the Company’s website at www.lynxmachinery.com, website of BSE Limited at www.bseindia.com and on the website of CDSL at www.evotingindia.com.
- 4) Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date. Once the Shareholder has exercised the vote, whether partially or otherwise, the Shareholder shall not be allowed to change it subsequently or cast the vote again.
- 5) In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form or by giving details of folio number, e-mail address and self- attested copy of PAN card to M/s. Link Intime India Private Limited, Registrar and Share transfer Agent, if the Shares are held in physical form.
- 6) Pursuant to Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 of the Listing Regulations read with circular of SEBI on e-Voting Facility provided by Listed Entities dated December 9, 2020 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed Resolution electronically. The Company has engaged the services of CDSL as the agency to provide e-voting facility. The instructions for e-voting are provided as part of this Postal Ballot Notice which the members are requested to read carefully before casting their vote.
- 7) The Company has appointed Mr. Mehul Pitroda of M S Pitroda & Co. a Company Secretary in whole-time practice ACS 43364, COP: 20308 as the scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

- 8) Members would be able to cast their votes and convey their assent or dissent to the proposed Special Resolution only through the remote e-voting process. Members whose names appear on the Register of Members/List of Beneficial Owners as on the Cut-off date will only be considered eligible for the purpose of e-voting. A person who becomes a member after the Cut-off-date should treat this notice for information purpose only.
- 9) Voting will commence on Saturday, 27th November 2021 at 9.00 A.M. (IST) and end on Sunday, 26th December 2021 at 5.00 P.M. (IST). Members desirous to exercise their vote should cast their vote during this period, to be eligible for being considered. The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by CDSL upon expiry of the aforesaid period.
- 10) The results of the voting by e-voting will be announced on or before 28th December 2021 by placing it, along with the scrutinizer's report, on the website of the Company at www.lynxmachinery.com, and will also be communicated to BSE Limited. The Scrutinizer's decision on the validity of a postal ballot/e-voting will be final.
- 11) The Resolution, if approved, shall be deemed to have been passed on the last date of e-voting i.e. Sunday, 26th December 2021.
- 12) All the documents referred to in the Postal Ballot Notice will be available for inspection electronically until the last date of voting. Members seeking to inspect such documents can send an email to cosec@lynxmachinery.com.
- 13) Members are requested to note the following contact details for addressing e-voting related grievances:

Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400 013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.
- 14) The instructions for e-voting are as under:
 - (i) The voting period begins on 27th November 2021, Saturday at 9.00 a.m. and ends on 26th December 2021, Sunday at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 1st October 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all Shareholders' Resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>

<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(iv) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in demat form.
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (vii) For Shareholders holding shares in physical form, the details can be used only for e-voting on the Resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant LYNX MACHINERY AND COMMERCIALS LIMITED on which you choose to vote.
- (ix) 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.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the Resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual Shareholders are required to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cosec@lynxmachinery.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

- 1) For Physical Shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
- 2) For Demat Shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
- 3) For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL evoting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N. M. Joshi Marg, Lower Parel (East), Mumbai – 400 013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

**EXPLANATORY STATEMENT AND REASONS FOR THE PROPOSED RESOLUTION
PURSUANT TO SECTION 102 AND 110 OF THE COMPANIES ACT, 2013****Item No. 1:**

The existing objects clause of Memorandum of Association of the Company needs to be amended to explore the potential of new business opportunities which the management proposes to undertake which can be conveniently combined with the existing activities of the Company and which would lead to better business synergies and better results for the Shareholders of the Company and will improve the existing infrastructure created by the Company. The same calls for an amendment to the objects clause of the Memorandum of Association of the Company. Accordingly, it is proposed to alter the Object Clause of Memorandum of Association of the Company by inserting new sub clause number as 57 and 58 after existing sub clause 56 as mentioned in the Resolution.

Alteration of Object Clause of Memorandum of Association of the Company requires prior Shareholders approval by way of passing of Special Resolution as per the provisions of the Companies Act, 2013 and rules made thereunder, as amended.

The draft Memorandum of Association depicting above proposed changes will be available for inspection by the members through the electronic mode by sending a request for the same to the Company at cosec@lynxmachinery.com

None of the Directors/Key Managerial Personnel of the Company/relatives of Directors and Key Managerial Personnel are, in any way, concerned or interested, financially or otherwise, in the Resolution.

The Board of Directors recommends the passing of Special Resolution as set out at Item No. 1 of the accompanying Notice relating alteration of Object Clause of Memorandum of Association of the Company for the approval of the members.

Registered Office:

Warden House, 340, J.J. Road,
Byculla, Mumbai- 400008
CIN: L29299MH1960PLC011870

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Pradyumna Jajodia
Director
(DIN: 00138175)

Place: Mumbai

Date: 24th November 2021