

LINC LIMITED

(Formerly known as Linc Pen & Plastics Limited)

CIN: L36991WB1994PLC065583

Regd. Office: Aurora Water Front, 18th Floor,
GN 34/1, Salt Lake, Sector-V, Kolkata- 700 091

Website: www.lincpen.com, Email: investors@lincpen.com

Tel: 033 6826 2100

NOTICE

TO THE MEMBERS OF Linc Limited (formerly known as Linc Pen & Plastics Limited)

NOTICE is hereby given that the 28th Annual General Meeting of the Members of the Company will be held on Monday, 5th September, 2022, at 11.00 A.M. through Video Conferencing (“VC”) or other Audio Visual Means (“OAVM”) to transact the following business:

1. To consider and adopt the Audited Financial Statements for the year ended 31st March, 2022 together with the reports of the Auditors and Directors.
2. To declare Dividend on Equity Shares for the year ended 31st March, 2022.
3. To appoint Shri Rohit Deepak Jalan (DIN: 06883731), as a Director, who retires by rotation and being eligible offers himself for re-appointment.
4. To re-appoint Auditors and to authorize the Board to fix remuneration and this regard to consider and if though fit, to pass, with or without modification(s) as an Ordinary Resolution.

“RESOLVED THAT pursuant to Section 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. Singhi & Co., Chartered Accountants (Reg. No. 302049E) be and are hereby re-appointed as Auditors of the Company for the second term of five consecutive years from the conclusion of this Annual General Meeting till the conclusion of the 33rd Annual General Meeting of the Company on such

remuneration as shall be fixed by the Board of Directors of the Company.”

Special Business:

To consider and if thought fit, to pass, with or without modification(s), the following resolutions

5. As Special resolution

“RESOLVED THAT pursuant to provisions of Section 196, 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, read with Schedule V to the Companies Act, 2013, approval of the members be and is hereby accorded to the re-appointment of Sri Deepak Jalan (DIN: 00758600) as Managing Director of the Company, liable to retire by rotation, for a period of 3 years with effect from 1st October, 2022 and for the payment of following remuneration, as approved by the Nomination and Remuneration Committee of the Board of Directors.

Salary: ₹11,25,000/- (Eleven Lakh twenty five thousand) per month.

Commission: Not exceeding 3% of the Net Profits of the Company for each financial year computed in the manner specified in Section 198 of the Companies Act 2013, provided that in the year of inadequate profits, the remuneration package (including salary and perquisites, which shall have priority in the computation of the package) shall be within the limits as prescribed in the clause (a) of Section II of part II of Schedule V of the Companies Act 2013. Within the above limits, amount of

commission payable, shall be decided by the Board of Directors, at the end of the each financial year.

Perquisites: As detailed in the explanatory statement pursuant to Section 102 of the Companies Act, 2013 annexed thereto.

FURTHER RESOLVED THAT the Board of Directors be and is further authorised to grant increments in salary and allowances and additions to or betterment of perquisites and facilities as may be approved by its Nomination and Remuneration Committee, during the term of the above appointment provided that the aggregate remuneration shall be within the limits specified in Schedule V to the Companies Act, 2013, as applicable to the Company.

FURTHER RESOLVED THAT in absence or inadequacy of profits in any financial year the Managing Director will be paid the remuneration as mentioned, as minimum remuneration subject to the provisions of Section II of Part II of Schedule V of the Companies Act, 2013.

FURTHER RESOLVED THAT the appointment of Shri Deepak Jalan as Managing Director is subject to his remaining a Director of the Company.”

6. As Special resolution

“RESOLVED THAT pursuant to provisions of Section 196, 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, read with Schedule V to the Companies Act, 2013, approval of the members be and is hereby accorded to the re-appointment of Sri Alope Jalan (DIN: 00758762) as Whole Time Director of the Company for a period of 3 years with effect from 1st October, 2022 and for the payment of following remuneration,

as approved by the Nomination and Remuneration Committee of the Board of Directors.

Salary: ₹9,00,000/- (Nine Lakh) per month.

Commission: Not exceeding 1.50% of the Net Profits of the Company for each financial year computed in the manner specified in Section 198 of the Companies Act 2013, provided that in the year of inadequate profits, the remuneration package (including salary and perquisites, which shall have priority in the computation of the package) shall be within the limits as prescribed in the clause (a) of Section II of part II of Schedule V of the Companies Act, 2013. Within the above limits, amount of commission payable, shall be decided by the Board of Directors, at the end of the each financial year.

Perquisites: As detailed in the explanatory statement pursuant to Section 102 of the Companies Act, 2013 annexed thereto.

FURTHER RESOLVED THAT the Board of Directors be and are hereby authorised to grant increments in salary and allowances and additions to or betterment of perquisites and facilities as may be approved by its Nomination and Remuneration Committee, during the term of the above appointment provided that the aggregate remuneration shall be within the limits specified in Schedule V to the Companies Act, 2013, as applicable to the Company.

FURTHER RESOLVED THAT in absence or inadequacy of profits in any financial year the Whole Time Director will be paid the remuneration as mentioned, as minimum remuneration subject to the provisions of Section II of Part II of Schedule V of the Companies Act, 2013.

FURTHER RESOLVED THAT the appointment of Shri Alope Jalan as Whole Time Director is subject to his remaining a Director of the Company.”

7. As Special resolution

“RESOLVED THAT pursuant to provisions of Section 196, 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, read with Schedule V to the Companies Act, 2013, approval of the members be and is hereby accorded to the re-appointment of Sri Rohit Deepak Jalan (DIN: 06883731) as Director – Sales & Marketing of the Company, liable to retire by rotation, for a period of 3 years with effect from 1st October, 2022 at monthly remuneration of ₹4,50,000/- (Four Lakh fifty thousand), as approved by the Nomination and Remuneration Committee of the Board of Directors.

Perquisites: As detailed in the explanatory statement pursuant to Section 102 of the Companies Act, 2013 annexed thereto.

FURTHER RESOLVED THAT the Board of Directors be and is further authorised to grant increments in salary and allowances and additions to or betterment of perquisites and facilities as may be approved by its Nomination and Remuneration Committee, during the term of the above appointment provided that the aggregate remuneration shall be within the limits specified in Schedule V to the

Companies Act, 2013, as applicable to the Company.

FURTHER RESOLVED THAT in absence or inadequacy of profits in any financial year the Director – Sales and Marketing will be paid the remuneration as mentioned, as minimum remuneration subject to the provisions of Section II of Part II of Schedule V of the Companies Act, 2013.

FURTHER RESOLVED THAT the appointment of Shri Rohit Deepak Jalan as Director-Sales & Marketing is subject to his remaining a Director of the Company.”

8. As Ordinary Resolution

“RESOLVED THAT pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under and in accordance with the recommendation of the Nomination and Remuneration Committee and the Board of Directors, approval of the members be and is hereby accorded that Ms. Divya Jalan, relative of Managing Director and Whole Time Director of the Company is permitted the revised Annual remuneration not exceeding ₹48,00,000/- and variable pay of 3% of Export Sales of Company in United States of America(USA) with effect from 1st October, 2022.

FURTHER RESOLVED THAT the Board of Directors be and are hereby authorised to do all such acts, deeds, matters, and things as may be required to give effect to above resolution.”

By Order of the Board of Directors

Registered Office

Aurora Water Front, 18th Floor
GN 34/1, Sector-V, Kolkata - 700 091
Place- Kolkata
Date- 30th May, 2022


Dipankar De
Company Secretary

NOTES

- In view of the massive outbreak of the COVID-19 pandemic, social distancing norm to be followed and pursuant to the various Circulars issued by the Ministry of Corporate Affairs the Annual General Meeting (AGM) will be held through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') and Members will not be able to appoint proxies for this Annual General Meeting (AGM). Further, Attendance Slip and Route Map are not being annexed to this Notice.
- Corporate Members are requested to send a scanned copy (in PDF / JPG format) of the duly certified Board Resolution authorising their representatives to attend the AGM and vote at the AGM through e-mail at investors@lincpen.com.
- The statement pursuant to Section 102 of the Companies Act, 2013 is annexed thereto.
- The Register of Members and Share Transfer Books of the Company will remain closed from 30th August, 2022 to 5th September, 2022 (both days inclusive) for the purpose of Annual General Meeting.
- A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. Monday, 29th August, 2022

only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through e-voting. Any person, who acquires shares of the Company and become member of the Company after sending the notice and holding shares as of the cut-off date may obtain the login ID and password by sending a request at e-voting@nsdl.co.in or RTA at mdpldc@yahoo.com.

- Members who have not yet encashed their dividend warrant for the financial years 2014-15 to 2019-20 are requested to claim the said dividend. Members are requested to submit their bank account details along with an original cancelled cheque or a xerox copy of the cheque to the registrars, M/s Maheshwari Datamatics Pvt. Ltd., in case you hold shares in physical form and to the depository participants in respect of shares held in dematerialised form, for payment of dividend by electronic mode directly into the bank account of members. The Members may also update their above mentioned details directly in the website of RTA at mdpl.in/form.

During the financial year 2021-22, unclaimed dividend for the financial year 2013-14 aggregating ₹1,67,162/- has been transferred by the company to Investor Education and Protection Fund (IEPF). Unpaid Dividend Details as on 31.03.2022 is as under –

Financial Year	Date of Declaration	Total Dividend (₹)	Unpaid Dividend(₹)	Due Date of transfer to IEPF
2014-15	03.09.15	3,69,64,900	2,04,305	10.10.22
2015-16	29.08.16	4,43,57,880	2,41,602	05.10.23
2016-17	01.09.17	4,43,57,880	2,65,116	08.10.24
2017-18	11.09.18	2,21,78,940	1,16,955	18.10.25
2018-19	26.08.19	2,21,78,940	1,28,876	02.10.26
2019-20	25.09.20	2,23,08,436	88,220	02.11.27

7. Members desiring any information or having any query on the Accounts are requested to write to the Company at investors@lincpen.com at least 7 days before the meeting so that the information / answers may be readily available at the meeting.

8. In conformity with the applicable regulatory requirements, the Notice of 28th Annual General Meeting and the Annual Report 2022 are being sent only through electronic mode to those Members who have registered their e-mail addresses with the Company or with the Depositories.

Members who have not registered their e-mail addresses with the Company or with the Depositories and wish to receive the aforesaid documents are required to register their e-mail addresses by sending an e-mail to mdpldc@yahoo.com / investors@lincpen.com.

Members may also note that the Notice of 28th AGM and the Annual Report 2022 will also be available on company's website: www.lincpen.com for download.

9. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meeting (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the AGM

by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL). The Board of Directors has appointed Mr. Dhruva Charan Sahoo, Practicing Company Secretary, as the Scrutiniser for this purpose.

The facility for voting through remote e-Voting shall also be made available during the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through e-Voting.

The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

The remote e-voting period commences on Thursday, 1st September, 2022 (9:00 a.m.) and ends on Sunday, 4th September, 2022 (5:00 p.m.). During this period members' of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of 29th August, 2022, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter at 5.00 p.m. on Sunday, 4th September, 2022. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

The process and manner for remote e-voting and attending the AGM are as under:

A. The process for remote e-voting:





The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

1. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are 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 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> </p> <p> </p>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their 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 www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<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. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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. NSDL and CDSL.

Login type	Helpdesk details
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
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 or 022-23058542-43

- Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- 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, your Password/OTP and a Verification Code as shown on the screen.
- Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- (ii) If your email ID is not registered, please follow steps mentioned below:

- In case shares are held in physical mode please provide 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 email id).
- In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary

ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (Company email id). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

- Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- a) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to dcshao0123@rediffmail.com with a copy marked to evoting@nsdl.com.

co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

- b) Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. 29th August, 2022, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 22 44 30. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. 29th August, 2022 may follow steps mentioned in the Notice of the AGM under Step 1 : "Access to NSDL e-Voting system"(Above).

- c) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

- d) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdcl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.co.in
- b) The facility for the Members to join this AGM through VC / OAVM will be available from 30 minutes before the time scheduled for the meeting and may close not earlier than 30 minutes after the commencement of the meeting.
- c) Members are requested to login to the NSDL e-voting system using their laptops / desktops/ tablets with stable Wi-Fi or LAN connection for better experience. Members logging in from mobile devices or through laptops / desktops / tablets connecting via mobile hotspot or with low bandwidth, may experience audio / video loss due to fluctuation in their respective network.

Instructions for e-voting during the AGM

- a) The procedure for e-Voting during the AGM is the same as mentioned above for remote e-voting.
- b) The aforesaid facility will be available only to those Members who participate in the AGM and who do not cast their votes by remote e-voting prior to the AGM. Members, who cast their votes by remote e-voting, prior to AGM may also attend / participate in the AGM through VC/OAVM, but will not be entitled to cast their votes once again.

B. Process of attending the AGM through VC/OAVM

- a) Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General Meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- e) Members who need assistance before or during the AGM, can contact Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.co.in or call 1800 1020 990 / 1800 22 44 30.
10. 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).
11. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting through e-Voting for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility earlier. The Scrutinizer shall after the conclusion of e-Voting at the AGM, first download the

votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting system and shall make a consolidated scrutiniser's report of the total votes cast in favour or against, if any, and send to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.

12. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.lincpen.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to the Stock Exchanges where shares of the Company are listed. Subject to receipt of requisite number of votes, the resolutions set out in the Notice shall be deemed to be passed on the date of AGM.

13. Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013 and Disclosure under SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

Item No. 3 - Shri Rohit Deepak Jalan (33) retires from the Board by rotation and being eligible offers himself for reappointment. Shri Rohit Deepak Jalan aged 33 years with 10 years of experience in the business. He is B.A (Hons) in Management studies from University of Nottingham, UK and completed his PG Diploma in Business Management with specialisation in Marketing. He started his career in January, 2012 as trainee in sales & marketing. Thereafter he joined the Company in sales & marketing division for Domestic Market. Currently he is heading the International Business Department of the Company. He is holding 406450 shares in our Company and is related to Shri Deepak

Jalan, Managing Director and Shri Alokje Jalan, Whole Time Director.

Item No. 5, 6 & 7 - The Members at the 25th Annual General Meeting of the Company held on 26th August, 2019 approved the re-appointment of Shri Deepak Jalan as Managing Director and Shri Alokje Jalan as Whole Time Director and appointment of Shri Rohit Deepak Jalan as Director-Sales & Marketing from 1st October, 2019 for a period of three years.

The Board re-appointed them for a further period of three years w.e.f. 1st October, 2022, on recommendation of Nomination and Remuneration Committee of the Board, subject to approval by the Members of the Company by way of Special Resolution, at the same remuneration, as mentioned in the proposed resolutions and prerequisites as mentioned below.

Details of the prerequisites referred to in the resolutions at item numbers 5, 6 & 7

- a) Car Facility - Provision for car with driver primarily for doing business of the Company and partly for personal use, value of the prerequisite being assessed as per provisions of Income Tax Rules, 1962.
- b) Telephone Facility - Provision for Telephone at the residence primarily for business purposes provided that all long distance personal calls if made shall be billed to them.
- c) Accommodation Facility - Provision of need based Furnished Accommodation – prerequisite shall be evaluated as per Income Tax Rules, 1962, only in the event of such accommodation being actually provided.
- d) Provident Fund and Gratuity - The Company's contribution to Provident Fund and Gratuity as per rules applicable to the senior executives.

Brief Particulars of Shri Deepak Jalan, Shri Alopek Jalan and Shri Rohit Deepak Jalan are as follows:

Shri Deepak Jalan (60), is a commerce graduate with 36 years of experience in the business. He is responsible for the overall operations of the Company with specialization in international operation. He is holding 327455 shares in our Company and is related to Shri Alopek Jalan, Whole Time Director and Shri Rohit Deepak Jalan, Director – Sales & Marketing.

Shri Alopek Jalan (53), is a commerce graduate with 31 years of experience in the business, and looks after the Company's marketing operations with special emphasis in the Western and Southern Region. He is holding 738416 shares in our Company and is related to Shri Deepak Jalan, Managing Director and Shri Rohit Deepak Jalan, Director – Sales & Marketing.

Shri Rohit Deepak Jalan (33), is B A Hons. in Management studies from University of Nottingham, UK and completed his PG Diploma in Business Management with specialisation in Marketing. Started his career in January, 2012 as trainee in sales & marketing. Thereafter he joined the Company in sales & marketing division for Domestic Market. Currently he is heading the International Business Department of the Company. He is holding 406450 shares in our Company and is related to Shri Deepak Jalan, Managing Director and Shri Alopek Jalan, Whole Time Director.

The approval of the Members is being sought by way of Special Resolution, as the remuneration to Managing Director, Whole Time Director and Director – Sales & Marketing, may exceed 10% and 5% limits specified under Section 197 of Companies Act, 2013 and Regulation 17(6)(e) of the Listing Regulation, 2015, respectively, during their tenure of appointment. The

Board recommends the resolution for approval of the Members

Except Shri Deepak Jalan, Shri Alopek Jalan, Shri Rohit Deepak Jalan interested individually as well as relative of others, none of the Directors or Key Managerial Personnel or their relatives have any concern or interest, financial or otherwise, in the proposed resolution. They are not holding directorship in any other listed company.

Information required to be disclosed under the provisions of the Second Proviso to Section-II, Part-II of Schedule V of the Act is as follows:

- The proposed remuneration has been approved by the Nomination and Remuneration Committee as well as by the Board.
- The Company has not defaulted in the payment of dues to any bank or public financial institution or any other secured creditor.
- A Special Resolution is being passed at the forthcoming Annual General Meeting for payment of the remuneration for a period not exceeding three years.
- A statement containing further specified information is set out hereunder:

A. General Information

- Nature of Industry: The Company is engaged in the manufacturing and marketing of writing instrument and allied stationery.
- Date or expected date of commencement of commercial production: The Company is in the business since its inception in the year 1994. The commercial production of the new manufacturing facility at Umbergaon, Gujarat was commenced on 15th July, 2017.
- Financial Performance based on given indicators (for the year ended 31.03.2022;

(₹ in Crores)

Revenue from Operation:	354.96	EBIDTA:	24.40
		Finance Cost:	0.73
		Depreciation:	12.82
		Profit before Tax	10.85
		Provision for Tax	2.72
Net worth:	142.85	Profit after Tax:	8.13

Foreign Investments or Collaborations: Investment in Share Capital to the extent of 13.45% (20,00,000 Equity Shares of ₹10/- each) by Mitsubishi Pencil Co. Ltd., Japan

Foreign Collaboration – None

B. Information about the Appointee:

- Background Details: furnished above in explanatory statement.
- Past Remuneration:
 - Shri Deepak Jalan: ₹7,50,000/- p.m. in addition to perquisites as mentioned above.
 - Shri Alopek Jalan: ₹6,00,000/- p.m. in addition to perquisites as mentioned above.
 - Shri Rohit Deepak Jalan : ₹3,00,000/- p.m. in addition to perquisites as mentioned above.
- Recognition or awards: Nil
- Job Profile and suitability: furnished above in explanatory statement.
- Remuneration Proposed: As mentioned in the respective resolutions and explanatory statement.
- Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of her origin): Remuneration is in line with that drawn by their peers in Industry.
- Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any: They are related to each other.

C. Other Information

- Reasons of loss or inadequate profits: The profitability of the Company suffered during the previous year on account of steep increase in prices of raw materials, extraordinary tax expense and inventory correction.
- Steps taken or proposed to be taken for improvement: The Company has taken steps like –upgrading the product mix and improving the geographical reach / presence.
- Expected increase in productivity and profits in measurable terms: The measures taken will improve the profitability of the company, but it will be difficult at this stage to quantify the effect of the measures taken.

D. Disclosures:

The required disclosures are given in the Report on Corporate Governance annexed to the Directors' Report.

Item No. 8:

The Audit Committee, Nomination & Remuneration Committee and the Board of Directors of the Company have recommended the enhancement of remuneration of Ms. Divya Jalan, relative of Managing Director of the Company, at their meetings held on 30th May, 2022, in terms of the provisions of Section 177, 188 and other applicable provisions of the Companies Act, 2013 (the 'Act').

Section 188(1)(f) of the Companies Act, 2013 read with Rule 15(3) (i) of Companies (Meetings of Board and its Powers) Rules, 2014 as amended, provides that related

party's appointment to any office or place of profit in the Company carrying monthly remuneration exceeding ₹250,000/- shall be subject to approval by the Board of Directors of the Company and the Members of the Company. Further, fourth proviso to Section 188(1) of the Act prescribes that nothing in this sub-section shall apply to any transactions entered into by the company in its ordinary course of business other than transactions which are not on an arm's length basis. Although, the above transaction is at arms' length basis and in ordinary course of business for the Company, approval of shareholders is sought by way of Ordinary resolution as a good governance practice.

Given below is a statement of disclosures as required under the Companies (Meetings of Board and its Powers) Rules, 2014:

- a. Name of the related party: Ms. Divya Jalan
- b. Name of the director or key managerial personnel who is related, if any: Shri Deepak Jalan and Shri Rohit Deepak Jalan
- c. Nature of relationship: Ms. Divya Jalan, is daughter of Shri Deepak Jalan, Managing Director and sister of Shri Rohit Deepak Jalan, Whole Time director of the Company.
- d. Nature, material terms, monetary value and particulars of the contract or arrangement:

Ms. Divya Jalan to hold the office or place of profit with effect from 1st October, 2022 on a remuneration payable upto maximum limit of Annual remuneration not exceeding ₹ 48,00,000/- and variable pay of 3% of Export Sales of Company in USA, as may be approved by the Board of Directors or any committee thereof as may be authorised by the Board.

Other benefits, perquisites, allowances, amenities and facilities, as applicable / payable to the other employees occupying similar position, as per the applicable policy of the Company.

The Board of Directors at its meeting held on 30th May, 2022 considered and recommended passing of the resolution at Item No. 8 of this Notice by way of an Ordinary Resolution.

No member of the Company shall vote on such resolution, to approve any contract or arrangement which may be entered into by the Company, if such member is a related party, in the manner as prescribed under the applicable laws.

None of the Directors or Key Managerial Personnel or their relatives, other than Shri Deepak Jalan, Managing Director, and his relatives, are deemed to be concerned or interested financially or otherwise, in the resolution set out at Item No. 8 of this Notice.

Registered Office

Aurora Water Front, 18th Floor
GN 34/1, Sector-V, Kolkata - 700 091
Place- Kolkata
Date- 30th May, 2022

By Order of the Board of Directors


Dipankar De
Company Secretary