



**Linc Pen & Plastics Limited**

CIN: L36991WB1994PLC065583

Regd. Office: Satyam Towers, 3, Alipore Road, Kolkata- 700027

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

Tel: 033 3041 2100, Fax: 033 2479 0253

**NOTICE**

**TO THE MEMBERS OF Linc Pen & Plastics Limited**

NOTICE is hereby given that the 21st Annual General Meeting of the Members of the Company will be held at "Shripati Singhania Hall", Rotary Children's Welfare Trust, 94/2, Chowringhee Road, Kolkata – 700 020 on Thursday, 3rd September, 2015, at 3.30 P.M. to transact the following business:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2015 and Profit & Loss Account for the year ended on that date together with the reports of the Auditors and Directors.
2. To declare Dividend on Equity Shares for the year ended 31st March, 2015.
3. To appoint a Director in place of Shri Deepak Jalan (DIN: 00758600), who retires by rotation and being eligible offers himself for reappointment.
4. To appoint Auditors and to authorise the Board to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s) as an Ordinary Resolution.

"Resolved that M/s G.P. Agrawal & Co., Chartered Accountants (Regn. No.302082E) be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next 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 resolution:

**5. As Ordinary Resolution**

"RESOLVED THAT Ms. Supriya Newar (DIN: 07144076) who was appointed as an Additional Director on 31st March, 2015, be and is hereby appointed as an Independent Director of the Company under Sections 149, 152 and 160 read with Schedule IV of the Companies Act, 2013 and any other applicable provision of the Companies Act, 2013 or any amendment thereto or modification thereof for a period of five years from the date of this meeting."

**6. As Special Resolution**

"RESOLVED THAT pursuant to Sections 197 and other applicable provisions of the Companies Act, 2013, and Article 125 of the Article of Association of the Company and subject to the approval of Central Government, if applicable, the Company do hereby approve the payment of commission to its non-executive directors, upto 1% of the net profits of the Company in any financial year, to be computed in accordance with the provisions of the Companies Act, 2013, over and above the sitting fees, for a further period upto 31st March, 2019, and said commission be divided amongst the non-executive directors in such amounts or proportion and in such manner as may be determined by the Board from time to time and in absence of such determination, equally in proportion to the period of their respective directorship during the relevant financial year."

Registered Office  
3, Alipore Road  
Kolkata – 700 027  
Dated: 22nd May, 2015

By order of the Board

N. K. DUJARI  
Chief Financial Officer &  
Company Secretary

## NOTES

1. **A member entitled to attend and vote at the meeting is entitled to appoint a Proxy to attend and vote instead of himself and the proxy need not be a member of the Company. Proxies, in order to be effective must be received by the Company at it's Registered Office not less than 48 hours before the time for holding of the Annual General Meeting.**

**A person can act as a Proxy on behalf of Members not exceeding fifty and holding in aggregate not more that ten percent of the total Share Capital of the company carrying voting rights.**

2. Corporate members are requested to send a duly certified copy of the Board Resolution, authorizing their representative to attend and vote at the AGM.
3. The statement pursuant to Section 102 of the Companies Act, 2013 is annexed thereto.
4. The Register of Members and Share Transfer Books of the Company remain closed from 27th August, 2015 to 3rd September, 2015 (both days inclusive) for the purpose of Annual General Meeting and for determining eligibility for dividend for the year ended 31st March, 2015. The Dividend, if declared at this meeting will be payable to those members whose names are in the Company's Register of Member after giving effect to the valid transfers in physical form lodged with the Company before 27th August, 2015. In respect of Shares held in electronic form (dematerialised shares), the dividend will be payable to such beneficial owners as per the list furnished by the Depositories as at the close of business on 26th August, 2015. The Dividend warrants will be posted on or after 4th September, 2015.
5. Shareholders holding shares in physical form are requested to advise the Company's Registrar and Share Transfer Agents–M/s.Maheswari Datamatics Pvt. Ltd, 6, Mangoe Lane, 2nd Floor, Kolkata-700001 and the members holding shares in dematerialized form are requested to advise their Depository Participants immediately about any change in their address if any along with PIN Code Number and E-mail ID.
6. Members who have not yet encashed their dividend warrant for the financial years 2007-08 to 2013-14 are requested to lodge their claim with the Company.
7. Members should bring the attendance slip for attending the meeting. Members are requested to bring their copy of Annual Report. Duplicate attendance slip and / or additional copies of the Annual Report will not be made available at the meeting.
8. Members who hold shares in dematerialised form are requested to bring their Demat Statement mentioning therein the Client ID and DP ID numbers along with a photo Identity Card for easy identification of attendance at the meeting.
9. Members desiring any information or having any query on the Accounts are requested to write to the Company 7 days before the meeting so that the information / answers may be readily available at the meeting.
10. Members holding shares in physical mode are requested to provide their email id, CIN/Regn. No. (for corporate members), Unique Identification No., PAN, in case member is minor than date of birth of minor and name of guardian, declaration regarding beneficial ownership (if any), nomination details, lien details (if any), particulars of dividend mandate etc. and such other information as mentioned under Section 88 (1)(a) of the Companies Act, 2013 and rule 3(1) of the Companies (Management and Administration) Rules, 2014 for receiving all communications/documents electronically. Members holding in demat mode are requested to provide the above information to their depository participant.
11. Members may also note that the Notice of 21st Annual General Meeting and the Annual Report 2015 will also be available on company's website: [www.lincpen.com](http://www.lincpen.com) for download.
12. In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has engaged the service of National Securities Depository Limited (NSDL) to provide the facility of electronic voting (e-voting) in respect of the Resolutions proposed at this Annual General Meeting. The Board of Directors has appointed Mr.Dhruba Charan Sahoo, Practicing Company Secretary, as the Scrutinizer for this purpose.

**The instructions for shareholders voting electronically are as under:**

- I. 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 Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (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).
- II. The facility for voting through ballot paper shall be made available at 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 ballot paper.
- III. 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.
- IV. The remote e-voting period commences on Monday, 31st August, 2015 (9:00 am) and ends on Wednesday, 2nd September, 2015 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 27th August, 2015, 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 Wednesday, 2nd September, 2015 . Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
  - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)] :
    - (i) Open email and open PDF file viz; "LINC e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
    - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
    - (iii) Click on **Shareholder - Login**
    - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
    - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
    - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
    - (vii) Select "EVEN" of "LINC PEN & PLASTICSLTD."
    - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
    - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
    - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
    - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
    - (xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [dcsahoo123@rediffmail.com](mailto:dcsahoo123@rediffmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

(i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

<b>EVEN (Remote e-voting Event Number)</b>	<b>USER ID</b>	<b>PASSWORD/PIN</b>
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(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.

VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

VIII. 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).

IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Thursday, 27th August, 2015.

X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 27th August, 2015, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or RTA at [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com).

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" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at 022 2499 4738 (Mr. Rajiv Ranjan) or at the toll free no.: 1800-222-990.

XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

XII. 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 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

XIII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

XIV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.lincpen.com](http://www.lincpen.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized 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 Listing Agreement**

**Item No. 3** - Shri Deepak Jalan retires from the Board by rotation and being eligible offers himself for reappointment. Shri Deepak Jalan aged 53, is a commerce graduate with 29 years of experience in the business. He is responsible for the overall operations of the Company with specialization in

international operation. He is also Director in Linc Retail Ltd, Merrylic Lighter Pvt. Ltd. and Bengal Rowing Club. He is holding 7,83,520 shares in our Company and is related to Shri Alope Jalan, Whole Time Director.

**Item No. 5** – Ms. Supriya Newar, an eminent communication professional specialized in international relations, was appointed an Additional Director of the Company at the Meeting of the Board of Directors held on 31st March, 2015. The Board also formed an opinion that Ms. Supriya Newar is a person of integrity and possess relevant expertise and experience for being appointed an Non-Executive Independent Director of the Company. In the opinion of the Board, Ms. Newar fulfills the conditions specified in the Act and the Rules made thereunder and that she is independent of the Management.

Ms. Supriya Newar has furnished to the Board the requisite declaration contemplated under Section 149(7) of the Act stating that she is an Independent Director within the meaning of Section 149(6) of the Act. A notice has been received under section 160 of the Companies Act, 2013 from a member proposing Ms. Supriya Newar as a candidate for the office of the Director of the Company, at the forthcoming Annual General Meeting.

In view of the above position, approval of the Members is sought, through Ordinary Resolutions, to appoint her as an Independent Director for a term of five years from the date of this meeting.

Brief particulars of Ms. Supriya Newar (40) are: Masters Degree in International Relations along with Post Graduate Diploma in Mass Communications and Journalism. She has 16 years experience in extensive copy and content creation, freelance journalism to marketing communication, brand management, public relations and more recently in digital wave. She brings with her a wide experience to the Board. She does not hold any shares in our Company.

The Company and Ms. Supriya Newar shall abide by the Code for Independent Directors specified in Schedule IV of the Act, and shall be governed and guided by the guidelines of professional conduct, role and functions, duties, manner of appointment, reappointment, resignation or removal, separate meetings and evaluation mechanism as provided therein. Formal letter of appointment shall be issued to Ms. Supriya Newar upon appointment.

The Board recommends the resolution to the Members for acceptance.

Ms. Supriya Newar should be deemed concerned or interested in the resolution. None of the Directors, (except Ms. Newar) or Key Managerial Personnel or their relatives have any concern or interest, financial or otherwise, in the proposed resolution.

The explanatory statement may also be regarded as disclosure under Clause 49 of the Listing Agreement.

**Item No. 6** - In recognition of their valuable contribution to the growth in volume and profitability of the Company, it is desirable that a commission upto 1% of the net profits of the Company, over and above the sitting fees, be continued to be paid to the non-executive directors of the Company. This will be divided amongst them as provided in the resolution. As per the Section 197(1) of the Companies Act, 2013, the above needs approval of the members by special resolution. Approval is therefore sought by the proposed resolution for payment of commission for a period upto 31st March, 2019. All the non-executive Directors may be deemed to be interested in the passing of the resolution to the extent of beneficial effect of the resolution in the matter of their respective commission.

By order of the Board



N. K. DUJARI  
Chief Financial Officer &  
Company Secretary

Registered Office  
3, Alipore Road  
Kolkata – 700 027  
Dated: 22nd May, 2015