

October 23, 2019

The Listing Department, The Calcutta Stock Exchange Ltd. 7, Lyons Range, Kolkata – 700 001	The Manager The Department of Corporate Services, BSE Limited, P. J. Towers, Dalal Street, Mumbai – 400 001	The Manager, The Listing Department, National Stock Exchange of India Limited, Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051
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Sub: Result of the E-Voting for approval of the Scheme of Arrangement and Amalgamation involving Linc Writing Aids Pvt Ltd (“Demerged Company” or “Transferor Company”), Linc Retail Ltd (“Resulting Company”) and Linc Pen & Plastics Ltd (“Transferee Company” or “the Company”) and their respective Shareholders and Creditors

Dear Sir(s),

In terms of the SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, the Company was required to seek approval for the Scheme of Arrangement and Amalgamation involving Linc Writing Aids Pvt Ltd (“Demerged Company” or “Transferor Company”), Linc Retail Ltd (“Resulting Company”) and Linc Pen & Plastics Ltd (“Transferee Company” or “the Company”) and their respective Shareholders and Creditors (“the Scheme”) by way of E-Voting and Poll.

Result of E-Voting and Poll

Please note that aforesaid E-Voting commenced on September 25, 2019 at 09:00 AM and ended on September 29, 2019 at 05:00 PM while the members present at the Venue of the meeting who had not opted to vote through E-Voting voted through polls (ballot paper) on the date of meeting i.e. September 30, 2019. Chairperson report was received by the company and filed with NCLT on October 23, 2019.

The Public Shareholders of the Company considered and approved the Scheme of Arrangement and Amalgamation with requisite majority by Voting through E-Voting and Poll at the meeting venue. Voting Results of the said E-Voting and Polls as per the Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with consolidated results of E-Voting, Poll and Scrutinizer’s Report therein are enclosed herewith as Annexure A. Further Scheme was unanimously approved by secured and unsecured creditors present and voting at the meeting.

This is for your information and Record.*

Thanking You,
For Linc Pen & Plastics Ltd.


N K Dujari
Chief Financial Officer &
Company Secretary



Encl: Annexure A

Copy to:
Maheshwari Datamatics Pvt. Ltd.
5th floor, 23, RN Mukherjee Rd,
Esplanade, Lal Bazar,
Kolkata- 700001

National Securities Depository Limited
Trade World, A Wing, 4th and 5th Floor,
Kamla Mills Compound
Lower Parel, Mumbai – 400 013

E-Voting Results

Disclosure as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name of the Company:	Linc Pen & Plastics Ltd (Stock Code: 531241/LINCPEN)
Date of E-Voting:	Notice dated August 27, 2019 (Voting start date: September 25, 2019, voting end date: September 29, 2019)
Total No. of shareholders on record date :	5882
No. of Shareholders present in the meeting either through person or proxy:	
Promoter and Promoter Group	8
Public	270
No. of Shareholders present in the meeting through video conferencing:	Not Applicable
Promoter and Promoter Group	
Public	

Agenda Item No. 1- Approval of the proposed Scheme of Arrangement and Amalgamation involving Linc Writing Aids Pvt Ltd ("Demerged Company" or "Transferor Company"), Linc Retail Ltd ("Resulting Company") and Linc Pen & Plastics Ltd ("Transferee Company")

Mode of Voting: (Show of Hands/Poll/Postal Ballot/ Remote E-Voting):		Poll and E-Voting (Pursuant to SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017)						
Resolution Required: (Ordinary/Special)		(Resolution with Requisite Majority) Votes cast by Public Shareholders of the Company in favour to be more than votes cast by Public Shareholder against, as set out in SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017						
Whether Promoter/Promoter Group are interested in agenda/ resolution?		Yes						
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of Votes polled in Outstanding shares	No. of votes in Favour	No. of votes against	% of Votes in Favour of Votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter & Promoter Group	E-Voting Poll Total	Promoter and Promoter group holding 8796941 equity shares of the Company have not been considered in the Voting Process.						
Public Institutions	E-Voting Poll Total							
Public Non-Institutions	E-Voting Poll Total							
Total			1315569	22.00680	1315553	16	99.99880	0.00120




RESULT OF E-VOTING AND POLL CONDUCTED PIRSUANT TO SECTION 110 AND ALL OTHERS APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (MANAGEMENT AND ADMINISTRATON) RULES, 2014 AND THE COMPANIES (MANAGEMENT AND ADMINISTRATON) AMENDMENT RULES, 2015 (INCLUDING ANY STATUTORY MODIFICATION OR RE-ENACTMENT THEREOF FOR THE TIME BEING IN FORCE) AND CIRCULARS AND NOTIFICATIONS ISSUED THEREUNDER, REGULATION 44 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECURITIES AND EXCHANGE BOARD OF INDIA (CFD/DIL3/CIR/2017/21 DATED MARCH 10, 2017 FOR SEEKING CONSENT OF THE PUBLIC SHAREHOLDERS OF LINC PEN & PLASTICS LTDBY MEANS OF E-VOTING AND POLL AT THE VENUE OF THE MEETING TO THE PROPOSEDSCHME OF ARRANGEMENT AND AMALGAMATION INVOLVING LINC WRITING AIDS PVT LTD ("DEMERGED COMPANY" OR" TRANSFEROR COMPANY"), LINC RETAIL LTD ("RESULTING COMPANY") AND LINC PEN & PLASTICS LTD ("TRANSFEREE COMPANY") AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

Mode of Voting by 'Public shareholders'	Valid Votes in favour (Shares)	Valid Votes against (Shares)	Total	% of valid votes in favour of the resolution	% of valid votes against the resolution	Invalid Votes (Shares)
Resolution No. 1 : Approval of the proposed Scheme of Arrangement and Amalgamation involving Linc Writing Aids Pvt Ltd ("Demerged Company" or" Transferor Company"), Linc Retail Ltd ("Resulting Company") and Linc Pen & Plastics Ltd ("Transferee Company") and their respective shareholders and creditors (the "Scheme")						
E-Voting	1315196	0	1315196	100.0000	0	0
Poll	357	16	373	95.7105	4.2895	3007
Total	1315553	16	1315569	99.9988	0.0012	0
<i>Based on the above, the Resolution has been passed with the requisite majority.</i>						

For Linc Pen & Plastics Ltd.



N K Dujari
Chief Financial Officer &
Company Secretary



Date: October 23, 2019

Place: Kolkata

① "A"

MAROTI & ASSOCIATES
Chartered Accountants

MERCANTILE BUILDING
9/12, Lal Bazar Street, "E" Block
3rd Floor, Room No – 2 , Kolkata – 700 001
Ph.: +91 33 2231 9392, 2231 9391
Fax : +9133 2243 8371
E-mail: mkmaroti@gmail.com
(M) : + 91 98310 48621/ 98309 48621

REPORT OF SCRUTINIZER - CONSOLIDATED

To,

Mr. DEEPAK KUMAR KHAITAN CHAIRMAN APPOINTED BY THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, KOLKATA BENCH (NCLT), FOR THE MEETING OF THE EQUITY SHAREHOLDERS OF LINC PEN & PLASTICS LIMITED PURSUANT TO COMPANY APPLICATION CA(CAA) NO. 809/KB/2019.

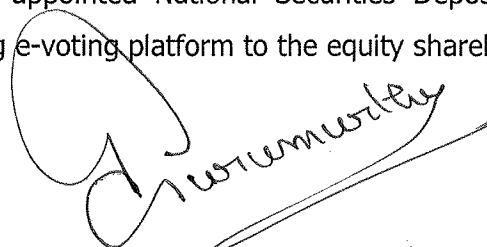
Dear Sir,

Sub: Consolidated Report of Scrutinizer on the results of Voting by way of Remote E-voting and voting at the venue, in pursuance of directions issued by the Kolkata Bench of Hon'ble National Company Law Tribunal (NCLT)

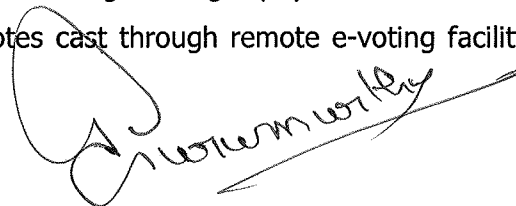
I, N.GURUMURTHY, Practicing Chartered Accountant and Partner of Maroti & Associates, Chartered Accountants have been appointed as the Scrutinizer by the Hon'ble National Company Law Tribunal, Kolkata Bench, vide their order dated 07th August, 2019 passed in Company Application C.A(CAA)NO 809/KB/2019 for the purpose of scrutinizing and ascertaining the results by remote e – voting and physical voting at meeting of the equity shareholders of LINC PEN & PLASTICS LIMITED held on Monday 30th September, 2019 at "Shripati Singhania Hall", Rotary Children's Welfare Trust, 94/2, Chowringhee Road, Kolkata – 700 020 at 10:30 A.M seeking approval of the equity shareholders to the Scheme of Arrangement between LINC WRITING AIDS PRIVATE LIMITED - Demerged Company/ Transferor Company, LINC RETAIL LIMITED - Resulting Company and LINC PEN & PLASTICS LIMITED - Transferee Company in terms of the aforesaid order.

I do hereby report and submit as under :

1. The Company had appointed National Securities Depository Limited (" NSDL") as the agency for providing e-voting platform to the equity shareholders of the Company.


N. Gurumurthy

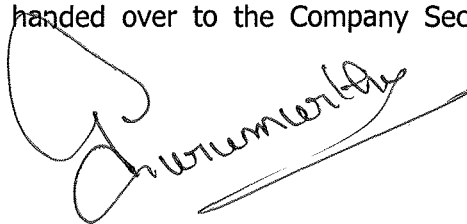
2. MAHESHWARI DATAMATICS PVT. LTD ("MDPL") is the Registrar and Transfer Agent of the Company.
3. Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014, and as per the directives issued by the Hon'ble National Company Law Tribunal, Kolkata Bench the Company had provided remote e – voting facility through NSDL and the facility to vote by physical voting by Ballot Paper at the venue of the meeting.
4. The Compliance with the NCLT order dated 07th August,2019in relation to voting through E- voting / by way of Ballot Paper at the NCLT convened meeting on the proposed resolution is the responsibility of the Company.
5. My responsibility as a Scrutinizer is to ensure that the process of voting by way of remote E- Voting and by way of Ballot Paper was conducted in a fair and transparent manner and to submit a consolidated scrutinizer report on the voting to the Chairman of this meeting on the resolution, based on the report generated from the electronic voting system provided by NSDL and physical counting of votes by way of ballot papers.
6. The Company had completed the dispatch of Notice of meeting of Equity Shareholders dated 27th August 2019 along with attendance slip, proxy form on27th August 2019 to those members whose name appeared in the Register of Members / List of Beneficiaries fixed for the purpose. As per the provisions of the Companies Act, 2013, the number of vote cast in respect of the resolution have been counted according to the number of shares held by the concerned shareholders. One share held is equal to One Vote.
7. An advertisement was published in "Business Standard" (English Kolkata edition) and "Sukhabar" (Bengali Kolkata Edition) on 30th August, 2019 pursuant to Rule 20 and 21 of the Companies (Management and Administration) Rules, 2015 informing members about the completion of dispatch of notice and other documents both by courier to their registered address and electronically by e – mail, wherever applicable along with information as specified in the Rules.
8. The E-voting was commenced on Wednesday 25th September, 2019 from 9.00 A.M (IST) and concluded on Sunday 29th September,2019 at 5.00P.M (IST). The shareholders who were holding shares of the company physically and/or electronicallywere entitled to vote on the resolutions set out in the notice date 27th August, 2019 of the meeting of the Equity Shareholders of the Company by either electronically or Physical Ballot at the meeting.
9. The e-voting module was disabled by NSDL for voting on September 29th, 2019 at 5.00P.M.
10. After the closure of voting through physical ballot at the said Meeting of Equity Shareholders, the votes cast through remote e-voting facility provided by NSDL was duly



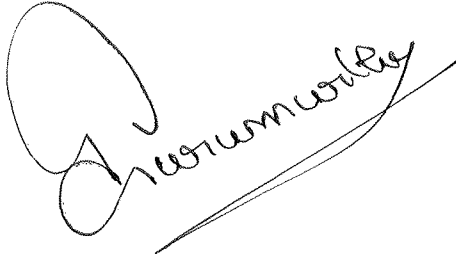
Handwritten signature of Maheshwari, likely the Scrutinizer, with a long horizontal line extending to the right.

unblocked by me as the Scrutinizer in presence of 2(two) witness, who were not in the employment of the company. The votes cast by the shareholders through e – voting facilities were scrutinized by verifying it using the Scrutinizer’s login on the NSDL e-voting website <https://www.evotingnsdl.com>. List of the shareholders voted through e-voting is attached as **Annexure A**.

11. On 30th September, 2019 at the meeting convened pursuant to the order of NCLT, the Chairman after discussion on the resolution mentioned in the said Notice announced that the Members present at the meeting who have not casted their vote by Remote E-voting, can exercise their voting rights by Ballot Paper, which was made available at the Venue of the meeting.
12. That as per the attendance report provided by MDPL, 278 equity shareholders present in person or by proxy at the said meeting. List of shareholders as provided by MDPL is attached vide **Annexure B**. Further attendance slips as submitted by equity shareholders of the Company are attached as **Annexure C**. Out of 278 present at the meeting 26 members casted their vote by way of ballot papers. All of the 26 original ballot papers have been attached as **Annexure D**.
13. Thereafter, on completion of the voting, the Ballot Box was unlocked in the presence of two witness Ms. Aisha Amin, LLB and Ms. Pooja Roy, CS who are not in the employment of the Company.
14. I have relied on the information provided by the M/S LINC PEN & PLASTICS LIMITED and MDPL in relation to the details regarding the number of shares held by the Shareholders and signatures of the Shareholders.
15. The Physical Ballot and the E voting result unblocked from the NSDL portal were handed over by me to MDPL for compilation of results.
16. The e-voting, voting through ballot paper done at the venue which were incomplete and/or which were otherwise found to be defective have been treated as invalid.
17. 3 Shareholders voted both through e–voting and through ballot papers at the venue. His vote through ballot paper has been considered as invalid.
18. The Combined result of voting through electronic means, i.e. remote – e-voting and physical ballot seeking the approval of the Equity Shareholders of the Company is separately tabulated below.
19. I hereby also confirm that I am maintaining the register downloaded from NSDL electronically in respect of vote cast through remote e-voting and physical ballot received from Members in respect of vote cast through physical ballot at Meeting. The relevant records relating to remote e-voting and voting through ballot paper are under my safe custody and will be handed over to the Company Secretary of the Company for safe keeping.



- 20. Identity of the persons voting as proxy or authorised representatives has been verified.
- 21. Resolution as mentioned in the notice was read out.

A handwritten signature in black ink, appearing to be 'Mustumwala', written in a cursive style. The signature is positioned below the list items and is underlined with a single horizontal stroke.

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CONSOLIDATED SCRUTINIZERS REPORT OF VOTING ON THE RESOLUTION AT THE MEETING OF THE EQUITY SHAREHOLDERS OF MS/ LINC PEN & PLASTICS LIMITED HELD ON 30TH SEPTEMBER, 2019 AT 10.30 A.M

A. CONSOLIDATED SCRUTINIZERS REPORT

PARTICULARS		NO OF MEMBERS	NO.OF EQUITY SHARES
Votes Cast by way of Remote E-voting		72	1315196
Less : "Less Votes Cast" Cases and "Abstained" Cases in Remote E voting		0	0
Net Votes Cast by way of Remote E-Voting	A	72	1315196
Votes Cast by way of Ballot Papers at the Meeting	B	26	4707567
Total Votes Cast (A+B)	C	98	6022763
LESS : REJECTIONS			
Rejection of Votes cast by way of Remote E-Voting	D	0	0
Rejection of Votes cast by Ballot Papers at the Meeting	E	5	3007
Total Rejections F = (D+E)	F	5	3007
Valid votes cast by way of Remote E-Voting	A-D	72	1315196
Valid Votes cast by Ballot Papers at the Meeting	B-E	21	4704560
Total Valid Votes	C-F	93	6019756

B. Reasons for Rejections

Particulars	No. of Members	No. of Shares
Rejection of Votes Cast by way of Remote E-VOTING	-	-
Rejection of Votes cast by Ballot Papers at the meeting		
i. Signature Mismatch	0	0
ii. Already Voted in Electronic Mode	3	3000

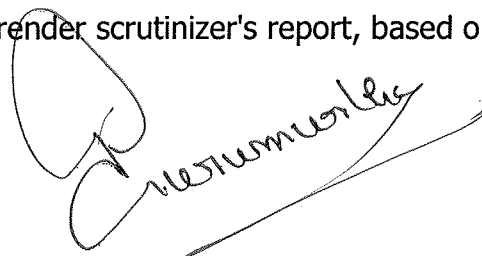
G. S. Srinivasulu

iii. Miscellaneous	2	7
Total Rejections	5	3007

C. TOTAL NUMBER OF VOTES IN FAVOUR AND / OR AGAINST THE RESOLUTION:

PARTICULARS	REMOTE E-VOTING		VOTING BY BALLOT PAPER AT THE MEETING		TOTAL	
	NUMBER OF		NUMBER OF		NUMBER OF	
	Members	Shares	Members	Shares	Members	Shares
Total Valid Votes	72	1315196	21	4704560	93	6019756
Total Votes cast in favor of the Resolution	72	1315196	20	4704544	92	6019740
Total Votes cast against the Resolution	0	0	1	16	1	16
Percentage (%) of Votes cast in favor	100.0000%		99.9997%		99.9997%	
Percentage (%) of Votes cast Against	0		0.0003%		0.0003%	

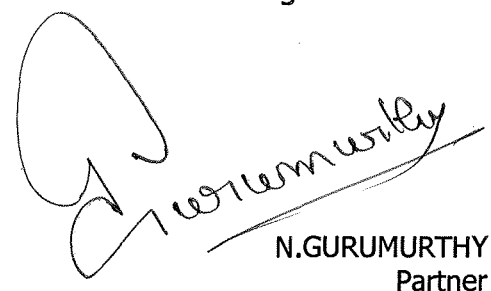
The compliance with the relevant provisions of the Companies Act, 2013, the Rules there under and the order of the Hon'ble NCLT dated August 07th, 2019 ,in relation to voting in person / through Remote E-Voting or by proxy or by authorized representative at the NCLT convened Meeting on the proposed resolution is the responsibility of the management. My responsibility as a scrutinizer is to ensure that the voting process in all modes are conducted in a fair and transparent manner and render scrutinizer's report, based on reports generated



from the electronic voting platform provided by National Securities Depository Limited, the physical counting of votes by way of Ballot Paper facility provided at the meeting.

Place: KOLKATA

Date: 01st October, 2019



N.GURUMURTHY
Partner
MAROTI & ASSOCIATES
Chartered Accountants
(Scrutinizer for the meeting)

Witness:

1. Ms. Aisha Amin, LLB

Aisha Amin

2. Ms. Pooja Roy (CS)

Pooja Roy (A-56487)