



Think it. Linc it.

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

NOTICE is hereby given that the 29th Annual General Meeting of the Members of the Company will be held on Monday, 28th August, 2023, 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, 2023 together with the reports of the Auditors and Directors.
2. To declare Dividend of Rs. 5/- per Equity Share of face value of Rs. 10/- each (50%) of the Company for the year ended 31st March, 2023.
3. To appoint Shri Alope Jalan (DIN: 00758762), as a Director, who retires by rotation and being eligible offers himself for re-appointment.

Special Business:

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

4. As Special resolution

"RESOLVED THAT in partial modification of resolution passed in this regard by the members of the Company at 28th Annual General Meeting held on 5th September 2022 and pursuant to provisions of Section 196, 197, 198 and any other applicable provisions, including Schedule V of the Companies Act, 2013 (the Act) and the Rules made thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force and as recommended by the Nomination and Remuneration Committee and Board of Directors of the company, approval of the members of the Company be and is hereby accorded for revision in monthly remuneration of Sri Rohit Deepak Jalan, (DIN: 06883731) Director – Sales & Marketing of the Company from Rs. 4,50,000/- (Rupees four Lacs fifty thousand) to Rs. 7,50,000/- (Rupees Seven Lacs fifty thousand) with effect from 1st October, 2023 for the remaining period of his tenure ending on September 30, 2025.

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 the 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.”

5. 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, Audit Committee and the Board of Directors, approval of the members be and is hereby accorded that Mrs. Ekta Jalan, relative of Managing Director and Whole Time Director of the Company is permitted the revised annual remuneration not exceeding Rs. 60,00,000/- (Rupees sixty lacs) with effect from 1st October, 2023.

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.”

Registered Office

Aurora Water Front, 18th Floor
GN 34/1, Sector-V, Kolkata - 700 091
Place- Kolkata
Date- 12th May, 2023

By Order of the Board of Directors



(Kaushik Raha)
Company Secretary

NOTES

1. Pursuant to various circulars issued by the Ministry of Corporate Affairs (“MCA”) followed by the latest General Circular No. 10/2022 dated 28th December, 2022 and various circulars issued by Securities and Exchange Board of India (“SEBI”) followed by latest Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 of (hereinafter collectively referred to as the “Circulars”), companies are permitted to hold Annual General Meeting (“AGM”/“Meeting”) through VC/OAVM facility, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM. The Registered Office of the Company shall be deemed to be the venue for the AGM. Members attending the AGM through VC or OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
2. Since this AGM is being held pursuant to MCA and SEBI Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of Proxies by the Members will not be available for this AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
3. Institutional Shareholders (i.e., other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Power of

Attorney / appropriate Authorisation Letter together with attested specimen signature(s) of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail at dcsahoo123@rediffmail.com with a copy marked to evoting@nsdl.co.in or upload the same by clicking “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login. Further details in this regard are annexed separately and form part of this Notice.

4. The statement pursuant to Section 102 of the Companies Act, 2013 is annexed thereto.
5. The Register of Members and Share Transfer Books of the Company will remain closed from 22nd August, 2023 to 28th August, 2023 (both days inclusive) for the purpose of Annual General Meeting.
6. 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. 21st August, 2023 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 evoting@nsdl.co.in or RTA at mdpldc@yahoo.com.
7. Members who have not yet encashed their dividend warrant for the financial years 2015-16 to 2021-22 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.

Further, the shares in respect of which dividend is unpaid/unclaimed for 7 consecutive years from financial year 2015-16 onwards are liable to transfer to the demat account of Investor Education and Protection Fund (IEPF) Authority. The Company would send letters, in due course, to those Members who have not encashed their dividend warrant for the financial year ended 2015-16 onwards, requesting them to claim the amount of dividend from the Company immediately to avoid transfer shares to demat account of IEPF Authority.

During the financial year 2022-23, unclaimed dividend for the financial year 2014-15 aggregating Rs. 1,83,305/- has been transferred by the company to Investor Education and Protection Fund (IEPF). Unpaid Dividend Details as on 31.03.2023 is as under –

Financial Year	Date of Declaration	Total Dividend (Rs.)	Unpaid Dividend(Rs.)	Due Date of transfer to IEPF
2015-16	29.08.16	4,43,57,880	2,41,602.00	05.10.23
2016-17	01.09.17	4,43,57,880	2,65,116.00	08.10.24
2017-18	11.09.18	2,21,78,940	1,16,955.00	18.10.25
2018-19	26.08.19	2,21,78,940	1,28,875.50	02.10.26
2019-20	25.09.20	2,23,08,436	88,219.50	02.11.27
2021-22	05.09.22	2,67,70,123	1,79,318.60	12.10.29

8. Pursuant to the changes introduced by the Finance Act, 2020 in the Income-tax Act, 1961 (the "IT Act"), w.e.f. April 1, 2020, the dividend paid or distributed by a company shall be taxable in the hands of the shareholders. Accordingly, in compliance with the said provisions, the Company shall make the payment of dividend after necessary deduction of tax at source. The withholding tax rates would vary depending on the residential status of every shareholder and the eligible documents submitted by them and accepted by the Company. Members are hereby requested to refer to the IT Act in this regard. In general, to enable compliance with TDS requirements, Members are requested to update the details like Residential Status, PAN and category as per the IT Act with their Depository Participants or in case shares are held in physical mode, with the Company / the RTA.

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by e-mail to mdpldc@yahoo.com on or before Saturday, 19th August, 2023. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. However, in case of individuals, TDS would not apply if the aggregate of total dividend distributed to them during financial year 2023-24 does not exceed Rs. 5,000. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by e-mail to mdpldc@yahoo.com on or before Saturday, 19th August, 2023. Any documents submitted after Saturday, 19th August, 2023 will be accepted at the sole discretion of the Company. Tax deducted in accordance with the communication made by the Company in this regard, shall be final and the Company shall not refund/adjust said amount subsequently.

9. Members desiring any information or having any query on the Accounts are requested to write to the Company at investors@linclimited.com at least 7 days before the meeting so that the information / answers may be readily available at the meeting.
10. Members are requested to comply with SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 regarding furnishing of PAN, full KYC details and Nomination by the holders of physical securities to avoid freezing of folios. The Company has intimated the concerned security holders about the folios which are incomplete in terms of the said SEBI Circular.
11. In conformity with the applicable regulatory requirements, the Notice of 29th Annual General Meeting and the Annual Report 2023 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@linclimited.com.

Members may also note that the Notice of 29th AGM and the Annual Report 2023 will also be available on company's website: www.lincpen.com for download.

12. 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, 24th August, 2023 (9:00 a.m.) and ends on Sunday, 27th August, 2023 (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 Monday, 21st August, 2023, 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 27th August, 2023. 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

- I. 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. 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. 2. 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 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 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. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p data-bbox="412 1369 573 1385">NSDL Mobile App is available on</p> <div data-bbox="412 1390 573 1465">     </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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. 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.
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.: 022 - 4886 7000 and 022 - 2499 7000
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 toll free no. 1800 22 55 33

II. 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?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. 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.
4. 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 dcsahoo123@rediffmail.com with a copy marked to evoting@nsdl.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. 21st August, 2023, 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. 022 - 4886 7000 and 022 - 2499 7000. 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. 21st August, 2023 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.nsdl.com or call on toll free no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.co.in

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.
- 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.
 - d) Members who would like to express their views or ask questions during the meeting will be required to register themselves as speaker by sending e-mail to investors@lincpen.com from their registered e-mail address, mentioning their name, DP ID and Client ID / folio number and mobile number. Only those Members who have registered themselves as speaker by 5.00 p.m. on Wednesday, 23rd August, 2023 will be able to speak at the meeting.
 - 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 022 - 4886 7000 and 022 - 2499 7000.
13. 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).
14. 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.
15. 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.
- 16. 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 Alope Jalan retires from the Board by rotation and being eligible offers himself for re-appointment Shri Alope Jalan aged 54 years is a commerce graduate with 32 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 779921 shares in our Company and is related to Shri Deepak Jalan, Managing Director and Shri Rohit Deepak Jalan, Director – Sales & Marketing
- Item No. 4** - The Members at the 28th Annual General Meeting of the Company held on September 5, 2022 approved the re-appointment of Shri Rohit Deepak Jalan as Director-Sales & Marketing from October 1, 2022 for a period of three years.

Based on recommendation of the Nomination and Remuneration Committee, the Board of Directors in their Meeting held on May 12, 2023, has approved the revised remuneration to him w.e.f. 1st October, 2023, 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 perquisites as mentioned below.

Details of the Other Benefits and Perquisites referred to in the resolutions at item numbers 4

- a) Car Facility - Provision for car with driver primarily for doing business of the Company and partly for personal use, value of the perquisite 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 – perquisite 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.

In the event of loss or inadequacy of profits in any financial year the remuneration by way of Salary and Perquisites payable to Director-Sales & Marketing shall not exceed the limits prescribed under the Companies Act, 2013 and rules made thereunder.

Brief Particulars of Shri Rohit Deepak Jalan: (33), is BA 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 Alope Jalan, Whole Time Director.

The approval of the Members is being sought by way of Special Resolution, as the remuneration to 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.

None of the Directors or Key Managerial Personnel or their relatives, other than Shri Rohit Deepak Jalan, Whole Time Director, and his relatives, are deemed to be concerned or interested financially or otherwise, in the resolution set out at Item No. 4 of this Notice.

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:

- i. The proposed remuneration has been approved by the Nomination and Remuneration Committee as well as by the Board.

- ii. The Company has not defaulted in the payment of dues to any bank or public financial institution or any other secured creditor.
- iii. A Special Resolution is being passed at the forthcoming Annual General Meeting for payment of the remuneration for the remaining period ending on September 30, 2025.
- iv. A statement containing further specified information is set out hereunder:

A. General Information

1. Nature of Industry: The Company is engaged in the manufacturing and marketing of writing instrument and allied stationery.
2. 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.
3. Financial Performance based on given indicators (for the year ended 31.03.2023

(Rs. In Crores)			
Revenue from Operation:	486.75	EBIDTA:	64.83
		Finance Cost:	0.63
		Depreciation:	14.11
		Profit before Tax	50.08
		Provision for Tax	12.69
Net worth:	177.22	Profit after Tax:	37.40

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

Foreign Collaboration – None

B. Information about the Appointee:

1. Background Details: furnished above in explanatory statement.
2. Past Remuneration: Rs. 4,50,000/- p.m. in addition to perquisites as mentioned above.
3. Recognition or awards: Nil
4. Job Profile and suitability: furnished above in explanatory statement.
5. Remuneration Proposed: As mentioned in the respective resolutions and explanatory statement.
6. 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.

7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any: besides remuneration as stated in resolution and explanatory statement Shri Rohit Deepak Jalan does not have any pecuniary relationship with the Company. Shri Rohit Deepak Jalan is related to Shri Deepak Jalan, Managing Director and Shri Alopek Jalan, Whole Time Director.

C. Other Information

1. 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.
2. 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.
3. 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. 5:

The Audit Committee, the Nomination & Remuneration Committee and the Board of Directors of the Company have recommended the enhancement of remuneration of Mrs. Ekta Jalan, relative of Whole Time Director and Managing Director of the Company, at their meetings held on 12th May, 2023, 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. Ekta Jalan
- b. Name of the director or key managerial personnel who is related, if any: Shri Rohit Deepak Jalan and Shri Deepak Jalan
- c. Nature of relationship: Ms. Ekta Jalan, is wife of Shri Rohit Deepak Jalan, Whole Time Director and son's wife of Shri Deepak Jalan, Managing Director of the Company.

d. Nature, material terms, monetary value and particulars of the contract or arrangement:

Ms. Ekta Jalan to hold the office or place of profit with effect from 1st October, 2023 on a remuneration payable upto maximum limit of Annual remuneration not exceeding Rs. 60,00,000/- (Rupees sixty lacs) 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 at its meeting held on 12th May, 2023 considered and recommended passing of the resolution at Item No. 5 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 Rohit Deepak Jalan, Whole Time Director, and his relatives, are deemed to be concerned or interested financially or otherwise, in the resolution set out at Item No. 5 of this Notice.

Registered Office

Aurora Water Front, 18th Floor
GN 34/1, Sector-V, Kolkata - 700 091
Place- Kolkata
Date- 12th May, 2023

By Order of the Board of Directors



(Kaushik Raha)
Company Secretary