



Think it. Linc it.

## Linc Limited

(Formerly known as Linc Pen & Plastics Limited)

CIN: L36991WB1994PLC065583

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

Website: [www.linclimited.com](http://www.linclimited.com),

Tel: 033 6826 2100, Email: [investors@linclimited.com](mailto:investors@linclimited.com)

### NOTICE

To The Members of  
**Linc Limited**

NOTICE is hereby given that the 30<sup>th</sup> Annual General Meeting of the Members of the Company will be held on Wednesday, 28<sup>th</sup> August, 2024, at 11.00 A.M. (IST) through Video Conferencing ("VC") or other Audio Visual Means ("OAVM") to transact the following business:

1. To consider and adopt the Audited Financial Statements (both Standalone and Consolidated) for the year ended 31<sup>st</sup> March, 2024 together with the reports of the Auditors and Directors.
2. To declare Dividend of ₹5/- per Equity Share of face value of ₹10/- each (50%) of the Company for the year ended 31<sup>st</sup> March, 2024.
3. To appoint Shri Narayan Kumar Dujari (DIN: 03160828), 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 Ordinary Resolution

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company ("Board"), for entering into and / or carrying out and / or continuing with existing contracts / arrangements/ transactions or modification(s) of earlier/ arrangements/transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with Mitsubishi Pencil Co., Ltd., a related party of the Company, as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however,

that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company.

FURTHER RESOLVED THAT the Board be and is hereby severally authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts / arrangements / transactions, settle all questions, difficulties or doubts that may arise in this regard."

5. As Ordinary 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, 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 period of 5 years commencing from 1<sup>st</sup> April 2024 and upto 31<sup>st</sup> March, 2029, 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."

By order of the Board



**DIPANKAR DE**

Company Secretary & Compliance Officer  
ACS 32112

Place: Kolkata

Dated: 2<sup>nd</sup> May, 2024

**Registered Office:**

Aurora Water Front, 18<sup>th</sup> Floor,

GN 34/1, Sector-V, Salt Lake,

Kolkata - 700 091

Ph: (033) 68262100,

E-mail: [investors@linclimited.com](mailto:investors@linclimited.com)

Website: [www.linclimited.com](http://www.linclimited.com),

CIN: L36991WB1994PLC065583

## NOTES

1. Pursuant to various circulars issued by the Ministry of Corporate Affairs (“MCA”) followed by the latest General Circular No. 09/2023 dated 25<sup>th</sup> September, 2023 and various circulars issued by Securities and Exchange Board of India (“SEBI”) followed by latest Circular No. SEBI/HO/CFD/CFDPoD-2/P/CIR/2023/167 dated 7<sup>th</sup> October, 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.com 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 22<sup>nd</sup> August, 2024 to 28<sup>th</sup> August, 2024 (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. 21<sup>st</sup> August, 2024 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.com or RTA at mdpldc@yahoo.com.
7. Members who have not yet encashed their dividend warrant for the financial years 2016-17 to 2022-23 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](http://mdpl.in/form).

Further, the shares in respect of which dividend is unpaid/unclaimed for 7 consecutive years from financial year 2016-17 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 2016-17 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 2023-24, unclaimed dividend for the financial year 2015-16 aggregating ₹2,07,402/- has been transferred by the company to Investor Education and Protection Fund (IEPF). Unpaid Dividend Details as on 31<sup>st</sup> March, 2024 is as under:

Financial Year	Date of Declaration	Total Dividend (Rs.)	Unpaid Dividend(Rs.)	Due Date of transfer to IEPF
2016-17	01.09.17	4,43,57,880	2,34,066.00	08.10.24
2017-18	11.09.18	2,21,78,940	92,842.50	18.10.25
2018-19	26.08.19	2,21,78,940	68,875.50	02.10.26
2019-20	25.09.20	2,23,08,436	70,096.50	02.11.27
2021-22	05.09.22	2,67,70,123	1,78,058.60	12.10.29
2022-23	28.08.23	7,43,61,455	1,34,844.00	04.10.30

Effective 1<sup>st</sup> April, 2024, SEBI has mandated that the shareholders, who hold shares in physical mode and whose folios are not updated with any of the KYC details viz. (i) PAN (ii) Choice of Nomination (iii) Contact Details (iv) Mobile Number (v) Bank Account Details and (vi) Signature, shall be eligible to get dividend only in electronic mode. Accordingly, payment of dividend (as and when declared), subject to approval at the AGM, shall be paid to physical holders only after the above details are updated in their folios. Shareholders are requested to complete their KYC by writing to the Company's RTA, Maheshwari Datamatics Pvt.Ltd. The forms for updating the same are available at Company's website [www.linclimited.com](http://www.linclimited.com) and RTA [www.mdpl.in](http://www.mdpl.in)

- Pursuant to the changes introduced by the Finance Act, 2020 in the Income-tax Act, 1961 (the "IT Act"), w.e.f. 1<sup>st</sup> April, 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](mailto:mdpldc@yahoo.com) on or before Wednesday, 21<sup>st</sup> August, 2024. 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 2024-

25 does not exceed ₹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](mailto:mdpldc@yahoo.com) on or before Wednesday, 21<sup>st</sup> August, 2024. Any documents submitted after Wednesday, 21<sup>st</sup> August, 2024 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](mailto: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 dividend 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 30<sup>th</sup> Annual General Meeting and the Annual Report 2024 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](mailto:mdpldc@yahoo.com) / [investors@linclimited.com](mailto:investors@linclimited.com).

Members may also note that the Notice of 30<sup>th</sup> AGM and the Annual Report 2024 will also be available on company's website: [www.linclimited.com](http://www.linclimited.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 **Saturday, 24<sup>th</sup> August, 2024 (9:00 a.m. IST) and ends on Tuesday, 27<sup>th</sup> August, 2024 (5:00 p.m. IST)**. During this period members' of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of **Wednesday, 21<sup>st</sup> August, 2024**, 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 Tuesday 27<sup>th</sup> August, 2024. 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 9<sup>th</sup> December, 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"> <li data-bbox="344 882 928 1233">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 &amp; voting during the meeting.</li> <li data-bbox="344 1249 928 1356">2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol>

Type of shareholders	Login Method
	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 &amp; voting during the meeting.</p> <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> <div data-bbox="398 710 768 927" style="border: 1px solid black; padding: 5px; text-align: center;"> <p><b>NSDL Mobile App is available on</b></p> <p>  <b>App Store</b>     <b>Google Play</b> </p> <div style="display: flex; justify-content: space-around;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing Myeasi username &amp; password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; 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.</p>

Type of shareholders	Login Method
	<p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	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.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at: 022 - 4886 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no.1800-21-09911

**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 investors@linclimited.com.

- 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 investors@linclimited.com. 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.com 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.com 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.com. 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 sent through e-mail and holding shares as of the cut-off date i.e. 21<sup>st</sup> August, 2024, may obtain the login ID and password by sending a request at evoting@nsdl.com 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. 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. 21<sup>st</sup> August, 2024 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: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.com

## **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@linclimited.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, 23<sup>rd</sup> 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.com or call 022 - 4886 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](http://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, Disclosure under SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and the Secretarial Standard – 2 (Revised) as issued by the Institute of Company Secretaries of India.**

### **Item No. 3 -**

Shri Narayan Kumar Dujari (DIN: 03160828) retires from the Board by rotation and being eligible offers himself for re-appointment.

Shri Narayan Kumar Dujari, aged about 57, is graduate in Commerce from St. Xaviers College, Kolkata and Fellow Member of Institute of Chartered Accountants of India (ICAI) and Institute of Company Secretaries of India, having cleared all his examinations in first attempt. He secured 34<sup>th</sup> Rank (All India) in the final exam of ICAI and 23<sup>rd</sup> rank in Calcutta University at the time of graduation.

He has more than 36 years of professional experience. He started his professional journey in 1988 with Landis & Gyr Ltd. (earlier known as VXL Landis & Gyr Ltd) and worked with them for 6 years as Manager – Accounts & Company Secretary. During his tenure, he was sent for 14 days overseas training to the headquarters of Landis & Gyr in Switzerland. From 1994 to 2000 he worked with 2 listed Companies and an Infrastructure Company as Finance Controller & Company Secretary.

He joined Linc Ltd. (earlier known as Linc Pen & Plastics Ltd) in the year 2000 as GM-Finance & Company Secretary and is working with the Company for the last 23 years. He has been the CFO of the Company for the last 11 years and was Company Secretary of the Company till the year 2021.

The remuneration paid to Shri Dujari, in the capacity of Director Finance & CFO, has been disclosed in the Report on Corporate Governance which is a part of this Annual Report. Remuneration payable as per approval of the Shareholders accorded through Postal Ballot deemed to be passed on 14<sup>th</sup> April, 2022.

Shri Dujari is holding 500 shares in our Company. He is not related to any of the Directors of the Company. He is not holding directorship in any other listed company. He is a member of Share Transfer Committee and Finance and Management Committee. Please refer to the Corporate Governance Report, which is a part of the Annual Report, for the details of number of meetings of the Board attended during the year.

Except Shri Narayan Kumar Dujari and his relatives, to the extent of their shareholding, if any, in the Company, none of the Directors or Key Managerial Personnel of the Company or their relatives have any concern or interest, financial or otherwise, in the proposed resolution.

#### Item No. 4 -

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective 1<sup>st</sup> April, 2022, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis. Effective from 1<sup>st</sup> April, 2022, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) ₹1,000 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

The Company proposes to enter into certain related party transaction(s) as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s), may exceed the applicable materiality thresholds as mentioned above. Accordingly, as per the SEBI Listing Regulations and as an abundant precaution, prior approval of the Members is being sought for all such arrangements / transactions proposed to be undertaken by the Company. All the said transactions shall be in the ordinary course of business of the Company and on an arm's length basis.

The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, at its meeting held on 2<sup>nd</sup> May, 2024, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business of the Company.

The Board considered and recommended passing of the resolution at Item No. 4 of this Notice by way of an Ordinary Resolution.

Information required under Regulation 23 of SEBI Listing Regulations read with SEBI Circular dated 22<sup>nd</sup> November, 2021 is provided herein below:

Sl.	Particulars	Details
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Mitsubishi Pencil Co., Ltd. It holds 13.45% Equity Shares in the Company.
2	Type, tenure, material terms and particulars	Purchase of UNI-Ball and other products for sale pursuant to a marketing alliance for India for the last 29 years
3	Value of the transaction	Up to ₹100 crores.
4	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	9% of annual consolidated turnover of the Company for FY2023-24

Sl.	Particulars	Details
5	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
	i) details of the source of funds in connection with the proposed transaction;	Not Applicable
	ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, • nature of indebtedness; • cost of funds; and • tenure;	Not Applicable
	iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	Not Applicable
	iv) the purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
6	Justification as to why the RPT is in the interest of the listed entity	The Company is distributing Mitsubishi Pencil's products for over 29 years since 1995. Whereas a 13.45% stake in equity of the Company was taken up by Mitsubishi Pencil Co Ltd in the year 2012. These products are an integral part of Company's offering to the various sections of the Company's customers. This business contributes about 15% of the total revenue of the Company and also contributes significantly to the profits of the Company. Hence the RPT is very much in the interest of the Company.
7	Any valuation or other external report relied upon by the listed entity in relation to the transactions	Not Applicable
8	Any other information that may be Relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102 of the Companies Act, 2013

As per the SEBI Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall abstain from voting on the said resolution.

Except Shri Deepak Jalan, Shri Alope Jalan, Shri Rohit Deepak Jalan and his relatives, to the extent of their shareholding, if any, in the Company, none of the Directors or Key Managerial Personnel of the Company or their relatives have any concern or interest, financial or otherwise, in the proposed resolution set out at Item No. 4 of this Notice.

#### **Item No. 5 -**

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. The Board recommends the resolution for approval of the Members under Section 197(1) of the Companies Act, 2013 for payment of commission for a period upto 31<sup>st</sup> March, 2029. 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.

The Board considered and recommended passing of the resolution at Item No. 5 of this Notice by way of an Ordinary Resolution.

Except the non-executive directors and their relatives, to the extent of their shareholding, if any, in the Company, none of the directors or Key Managerial Personnel or their relatives have any concern or interest, financial or otherwise, in the proposed resolution set out at Item No. 5 of this Notice.

By order of the Board



**DIPANKAR DE**

Company Secretary & Compliance Officer

ACS 32112

Place: Kolkata

Dated: 2<sup>nd</sup> May, 2024

#### **Registered Office:**

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