



6<sup>th</sup> November, 2024

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| The Listing Department,<br><b>The Calcutta Stock Exchange Ltd.</b><br>7, Lyons Range,<br>Kolkata – 700001<br><br>Scrip Code- 022035 | The Manager<br>Department of Corporate<br>Services,<br><b>BSE Limited</b><br>P. J. Towers, Dalal Street,<br>Mumbai - 400001<br><br>Scrip Code- 531241 | The Manager,<br>Listing Department,<br><b>National Stock Exchange of India Ltd.</b><br>Exchange Plaza,<br>Bandra Kurla Complex, Bandra (East),<br>Mumbai - 400051<br><br>Symbol- LINC |
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Dear Sir / Madam,

**Sub:** Submission of Postal Ballot Notice

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), please find enclosed a copy of the Postal Ballot Notice dated 29<sup>th</sup> October, 2024 together with the Explanatory Statement, seeking approval of the Members on the Resolutions.

The e-voting will commence on Thursday, 7<sup>th</sup> November, 2024 (9:00 A.M. IST) and will end on Friday, 6<sup>th</sup> December, 2024 (5:00 P.M. IST).

The Cut-off date, for ascertaining the list of shareholders to whom the notice of postal ballot (e-voting) being sent and for reckoning voting rights, is 1<sup>st</sup> November, 2024.

The Postal Ballot Notice will also be available on the Company's website at [www.linclimited.com](http://www.linclimited.com).

This is for your information and records.

Thanking You

Yours faithfully  
For LINC LIMITED

DIPANKAR DE  
*Company Secretary*



## LINC LIMITED

Regd. 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  
Website: www.linclimited.com, CIN: L36991WB1994PLC065583

### POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

#### **TO THE MEMBERS OF Linc Limited**

NOTICE is hereby given pursuant to and in compliance with the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules"), the various Circular issued by the Ministry of Corporate Affairs (the "MCA Circulars") and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), Revised Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and pursuant to other applicable laws and regulations (including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time), that the resolution(s) set out below is/are proposed to be passed by the Members through Postal Ballot, by way of remote e-voting ("e-voting") process.

The Explanatory Statement pursuant to Section 102 and other applicable provisions, if any, of the Companies Act, 2013 pertaining to the aforesaid resolutions setting out the material facts concerning the aforesaid resolutions is annexed hereto for your consideration.

The MCA has clarified that for companies that are required to provide remote e-Voting facility under the Act, while transacting any business only by postal ballot upto 30<sup>th</sup> September, 2025, the framework provided in the MCA Circulars as well as the provisions of Rule 20 of the Rules will be applicable *mutatis-mutandis*. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

The Board of Directors of the Company (the "Board") has appointed Shri Dhruba Charan Sahoo, Practicing Company Secretary, as the Scrutinizer for conducting the postal ballot only through the e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

In accordance with the provisions of the MCA Circulars, Members can vote only through the remote e-voting process. Accordingly, the Company is pleased to offer a remote e-voting facility to all its Members to cast their votes electronically. **The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the said remote e-Voting facility which will commence on Thursday, 7<sup>th</sup> November, 2024 (9:00 A.M. IST) and will end on Friday, 6<sup>th</sup> December, 2024 (5:00 P.M. IST).** Members are requested to read the instructions in the Notes (including instructions for remote e-Voting) forming part of this Postal Ballot Notice ("Postal Ballot Notice") to cast their vote electronically. Members are requested to cast their vote through the remote e-voting process not later than 5.00 P.M. IST on Friday, 6<sup>th</sup> December 2024, to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the concerned member. The remote e-Voting module shall be disabled by NSDL for voting thereafter.

The Scrutinizer will submit his report to the Managing Director of the Company after completion of scrutiny of the remote e-voting. The results shall be declared on or before Monday, 9<sup>th</sup> December, 2024 and communicated to the Stock Exchanges where shares of the Company are listed, National Securities Depository Limited ("NSDL"), Maheshwari Datamatics Private Limited, Registrar and Share Transfer Agent (the "RTA") and will also be displayed on the Company's website [www.linclimited.com](http://www.linclimited.com). The Company will also display the results of the Postal Ballot at its Registered Office.

## SPECIAL BUSINESS:

### Item No. 1: Sub-division/Split of Equity Shares

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 61(1)(d) and other applicable provisions of the Companies Act, 2013 (“the Act”), if any, read with the Companies (Share Capital and Debentures) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) [including any statutory modification(s), notifications, circulars issued thereunder or re-enactment(s) thereof, for the time being in force], in accordance with the Articles of Association of the Company and subject to such permissions, consents and approvals as may be required from concerned statutory authorities, approval of the members of the Company be and is hereby accorded for sub-division / split of equity shares of the Company, such that 1 (one) equity share having face value of Rs.10/- (Rupees Ten only) each, fully paid-up, be sub-divided into 2 (two) equity shares having face value of Rs. 5/- (Rupees Five only) each, fully paid-up, ranking *pari-passu* in all respects with effect from such date as may be fixed for this purpose (“Record Date”) by the Board (hereinafter the term ‘Board’, shall be deemed to encompass any committee formed by the Board, including those constituted by the Board subsequently, and any individual authorised by the Board) of the Company.

FURTHER RESOLVED THAT pursuant to the sub-division / split of equity shares of the Company, the authorised share capital of face value of Rs.10/- (Rupees Ten only) each, fully paid up, existing on the Record Date, shall stand sub-divided as follows:

| Type of Capital          | Pre Sub-division     |                     |                              | Post Sub-division    |                     |                              |
|--------------------------|----------------------|---------------------|------------------------------|----------------------|---------------------|------------------------------|
|                          | No. of equity shares | Face Value (in Rs.) | Total Share Capital (in Rs.) | No. of equity shares | Face Value (in Rs.) | Total Share Capital (in Rs.) |
| Authorised Share Capital | 1,55,00,000          | 10                  | 15,50,00,000                 | 3,10,00,000          | 5                   | 15,50,00,000                 |

FURTHER RESOLVED THAT pursuant to the sub-division / split of equity shares of the Company, all Issued, Subscribed and Paid-up equity shares of face value of Rs.10/- (Rupees Ten only) each, fully paid up, existing on the Record Date, shall stand sub-divided as follows:

| Type of Capital                              | Pre Sub-division     |                     |                              | Post Sub-division    |                     |                              |
|--|----------------------|---------------------|------------------------------|----------------------|---------------------|------------------------------|
|  | No. of equity shares | Face Value (in Rs.) | Total Share Capital (in Rs.) | No. of equity shares | Face Value (in Rs.) | Total Share Capital (in Rs.) |
| Issued, Subscribed and Paid-up Share Capital | 1,48,72,291          | 10                  | 14,87,22,910                 | 2,97,44,582          | 5                   | 14,87,22,910                 |

FURTHER RESOLVED THAT that upon sub-division / split of equity shares as aforesaid and with effect from the Record Date:

- for the equity shares held in physical form, the existing share certificate(s) in relation to the said equity shares, shall be deemed to have been automatically cancelled and shall be of no effect and the Board, without requiring the members to surrender their existing share certificate(s), shall issue new share certificate(s) / Letter of Confirmation(s) of the Company in compliance with the prevailing laws / guidelines in this regard; and
- for the equity shares held in dematerialised form, the sub-divided equity shares shall be credited proportionately into the respective beneficiary demat account(s) of the members held with their depository participant(s), in lieu of the existing credits present in their respective beneficiary demat account(s).

FURTHER RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Act and the Rules made thereunder, consent of members of the Company be and is hereby accorded to substitute the existing Clause V of the Memorandum of Association of the Company with the following new clause:

“V. The Authorised Share Capital of the Company is Rs.15,50,00,000 (Fifteen Crores Fifty Lakhs only) divided into 3,10,00,000 (Three Crores Ten Lakhs) Equity Shares of Rs. 5/- (Rupees Five only) each with the rights, privileges and conditions attaching thereto as are provided for in the Articles of Associations of the Company and with power to increase or reduce the capital provided for in the Articles of Associations.”

FURTHER RESOLVED THAT the sub-division / split of equity shares shall be subject to the terms and conditions contained in Memorandum of Association and Articles of Association of the Company.

FURTHER RESOLVED THAT for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things including to fix and announce the Record Date, to make appropriate adjustments on account of sub-division / split of equity shares, to accept and make any alteration(s), modification(s) to terms and to give such directions as they may in their absolute discretion deem necessary, proper or desirable, to apply for requisite approvals, to settle any questions, doubts or difficulties that may arise with regard to the sub-division/ split of the equity shares as aforesaid and to carry out/ execute all matters in connection therewith and incidental thereto in order to give full effect to this resolution including execution and filing of all the relevant documents with the Registrar of Companies, Stock Exchanges, Depositories and other appropriate authorities in due compliance of the applicable rules and regulations, without seeking any further approval/ consent of the members of the Company to the end and intent that they shall be deemed to have given their approval thereto and for matters connected therewith or incidental thereto expressly by the authority of this resolution.

FURTHER RESOLVED THAT Board of Directors, be and is hereby authorised to delegate all or any of the powers conferred by these resolutions to Committee(s) or any other Director(s), Company Secretary or any other Officer(s) of the Company to give effect to the foregoing resolution, with power to such Committee(s) to further delegate all or any of its powers.

## **Item No. 2: Issue of Bonus Shares**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in accordance with the provisions of Section 63 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (“SEBI”) (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“the ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Foreign Exchange Management Act, 1999 (“FEMA”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI and the Reserve Bank of India (“RBI”) from time to time, the Articles of Association of the Company and subject to such approvals as may be necessary, consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘Board’, which term shall include any duly constituted committee empowered by the Board to exercise its powers) for capitalisation of a sum not exceeding Rs. 14,87,22,910/- (Rupees Fourteen Crores Eighty Seven Lakhs Twenty Two Thousand Nine Hundred Ten only) out of securities premium of the Company, as may be considered appropriate for the purpose of issue and allotment of bonus equity shares of Rs. 5/- (Rupees Five only) each credited as fully paid-up to eligible members of the Company holding equity shares of Rs. 5/- (Rupees Five only) each whose names appear in the Register of Members / Register of Beneficial Owners on the ‘Record Date’ to be determined by the Board for this purpose, in the proportion of 1:1 i.e., 1 (One) new fully paid up equity share of Rs. 5/- (Rupees Five only) each for every 1 (One) existing fully paid-up equity share of Rs. 5/- (Rupees Five only) each (post sub-division/split) held by them and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such member.

FURTHER RESOLVED THAT the bonus equity shares so allotted shall rank *pari-passu* in all respects with the fully paid-up equity shares of the Company as existing on the Record Date.

FURTHER RESOLVED THAT the bonus equity shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

FURTHER RESOLVED THAT the issue and allotment of the bonus equity shares to Non-Resident Members, Foreign Portfolio Investors / Foreign Institutional Investors and other Foreign Investors, shall be subject to the approval, if any, of RBI under the FEMA or any other regulatory authority.

FURTHER RESOLVED THAT pursuant to SEBI (ICDR) Regulations and Listing Regulations, the allotment of shares in bonus issue shall be made only in dematerialised form and thus, in case of members who hold equity shares in dematerialised form, the bonus equity shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participant(s) and in the case of Members who hold equity shares in physical form, the bonus equity shares shall be transferred to the Suspense Account opened in this regard, within such time as prescribed by law and the relevant authorities, subject to guidelines issued by SEBI in this regard.

FURTHER RESOLVED THAT the Board be and is hereby authorised to take necessary steps for listing of such bonus equity shares on the Stock Exchanges where the equity shares of the Company are presently listed as per the provisions of the Listing Regulations and other applicable regulations, rules and guidelines.

FURTHER RESOLVED THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.

FURTHER RESOLVED THAT any of the Executive Directors and the Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for the purpose of giving effect to the aforesaid resolutions and in connection with any matter incidental thereto, including taking all necessary steps required to deal with fractional bonus shares, if any.

FURTHER RESOLVED THAT Board of Directors, be and is hereby authorised to delegate all or any of the powers conferred by these resolutions to Committee(s) or any other Director(s), Company Secretary or any other Officer(s) of the Company to give effect to the foregoing resolution, with power to such Committee(s) to further delegate all or any of its powers.

**Item No. 3:** Increase in Authorised Share Capital and consequent alteration to the Capital Clause of the Memorandum of Association

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in accordance with the provisions of Sections 13, 61 and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company approval of the members be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs.15,50,00,000/- (Rupees Fifteen Crores Fifty Lakhs only) divided into 3,10,00,000 (Three Crores Ten Lakhs) equity shares of Rs.5/- (Rupees Five only) each to Rs.31,00,00,000/- (Rupees Thirty One Crores only) divided into 6,20,00,000 (Six Crores Twenty Lakhs) Equity Shares of Rs.5/- (Rupees Five Only) each by creation of additional 3,10,00,000 (Three Crores Ten Lakhs) equity shares of Rs.5/- (Rupees Five only) each and consequently, the existing Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted by the following as new Clause V:

“V. The Authorised Share Capital of the Company is Rs.31,00,00,000 (Thirty One Crores only) divided into 6,20,00,000 (Six Crores Twenty Lakhs) Equity Shares of Rs.5/- (Rupees Five only) each with the rights, privileges and conditions attaching thereto as are provided for in the Articles of Associations of the Company and with power to increase or reduce the capital provided for in the Articles of Associations.”

FURTHER RESOLVED THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall include any duly constituted committee empowered by the Board to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

FURTHER RESOLVED THAT any of the Executive Directors and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, things and matters and to sign such other documents and file such forms as may be necessary and expedient to give effect to the aforesaid resolution.

**Item No. 4:** Re-appointment of Shri Narayan Kumar Dujari (DIN: 03160828) as Whole Time Director of the Company.

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

RESOLVED THAT pursuant to provisions of Sections 196, 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, read with Schedule V to the Companies Act, 2013 (as amended) and relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), Shri Narayan Kumar Dujari (DIN: 03160828) be and is hereby re-appointed as Whole Time Director designated as Director – Finance and CFO of the Company, liable to retire by rotation, for a period of 3 years with effect from 14<sup>th</sup> February, 2025 at the following remuneration, as recommended by the Nomination and Remuneration Committee of the Board of Directors.

Salary: Rs. 2,05,000/- (Two Lakhs Five Thousand only) per month.

**Other Benefits and Perquisites:** As detailed in the explanatory statement pursuant to Section 102 of the Companies Act, 2013 annexed thereto, subject to a maximum of 50% of the Annual Salary.

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

FURTHER RESOLVED THAT the re-appointment of Shri Narayan Kumar Dujari as Director-Finance is subject to his remaining a Director of the Company."

By order of the Board

Place: Kolkata  
Dated: 29<sup>th</sup> October, 2024

Sd/-  
**DIPANKAR DE**  
**Company Secretary & Compliance Officer**  
ACS 32112

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  
Website: www.linclimited.com,  
CIN: L36991WB1994PLC065583

## Notes:

1. Statement pursuant to Section 102 of the Companies Act, 2013 (as amended) (the "Act") and the rules made thereunder, setting out the material facts and the reasons for the proposed resolution is appended hereto (hereinafter referred to as "the Statement"). The Statement also contains the recommendation of the Board of Directors of the Company in terms of Regulation 17(11) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (the "Listing Regulations"). Necessary information of the Director as required under Regulation 36(3) of the Listing Regulations and the Revised Secretarial Standard on General Meetings (SS-2) issued by the ICSI is annexed to this Notice. The Statement read together with the Annexure hereto and these Notes form an integral part of this Notice.

2. In accordance with the Act read with various MCA Circulars, the Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, 1<sup>st</sup> November, 2024 (the "Cut-Off Date") received from Depositories and whose e-mail addresses are registered with the Company/Depositories. Members may please note that the Postal Ballot Notice will also be available on the Company's website at [www.linclimited.com](http://www.linclimited.com), websites of the Stock Exchanges where shares of the Company are listed and on the website of National Securities Depository Limited ("NSDL").

3. In accordance with the provisions of the MCA Circulars, the Company has made arrangements for the Members to register their e-mail addresses. Therefore, those Members who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by submitting duly filled-up and signed Form ISR-1 to the Company's RTA, M/s Maheshwari Datamatics Private Limited, 23, R N Mukherjee Road, 5th Floor, Kolkata - 700 001, West Bengal.

4. In accordance with the provisions of the various MCA Circulars, Members can vote only through the remote e-voting process. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot. Members, whose names appear on the Register of Members / List of Beneficial Owners as on Friday, 1<sup>st</sup> November, 2024 will be considered for the purpose of e-voting.

5. Resolution passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.

6. Voting rights of a Member/ Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date. There will be one vote for every Client ID / registered folio number irrespective of the number of joint holders. A person who is not a shareholder on the relevant date should treat this notice for information purpose only.

7. In compliance with Sections 108 and 110 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the Members to exercise their votes electronically and vote on the resolutions through the remote e-voting service facility arranged by National Securities Depository Limited ("NSDL"). The instructions for e-voting are provided as part of this Postal Ballot Notice. **The communication of the assent or dissent of the Members would take place through remote e-Voting only.**

8. Members desiring to exercise their vote through the remote e-voting process are requested to read the instructions in the Notes under the section "General information and instructions relating to remote e-voting" in this Postal Ballot Notice. Members are requested to cast their vote through the remote e-voting process not later than 5.00 P.M. IST on Friday, 6<sup>th</sup> December, 2024 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the concerned shareholder.

9. The remote e-voting period commences at 9:00 A.M. (IST) on Thursday, 7<sup>th</sup> November, 2024 and ends at 5:00 P.M. (IST) on Friday, 6<sup>th</sup> December, 2024. Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered.

10. The Scrutinizer will submit his report to the Managing Director after the completion of scrutiny, and the result of the voting by postal ballot through the remote e-voting process will be announced by any Director of the Company duly authorised, on or before Monday, 9<sup>th</sup> December, 2024 will also be displayed on the website of the Company ([www.linclimited.com](http://www.linclimited.com)), besides being communicated to the Stock Exchanges, Depositories and RTA.

11. The resolution, if passed by the requisite majority, shall be deemed to have been passed on Friday, 6<sup>th</sup> December, 2024, i.e., the last date specified for receipt of votes through the remote e-voting process.

12. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to [investors@linclimited.com](mailto:investors@linclimited.com)

13. SEBI vide its Master Circular SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/145 dated 11<sup>th</sup> August 2023, has introduced Online Dispute Resolution (ODR), which is in addition to the existing SCORES platform which can be utilised by the investors and the Company for dispute resolution. Please note that the investors can initiate dispute resolution through the ODR portal only after exhausting the option to resolve dispute with the Company and on the SCORES platform.

14. General information and instructions relating to e-voting are as under:

**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**

**A) Login method for e-Voting 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 correctly in their demat account 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>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com/">https://eservices.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your 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 - NSDL and you will be redirected to NSDL e-Voting website for casting your vote during the remote e-Voting period.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> Select “Register Online for IDeAS” Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.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</li> </ol> |



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|--|--|
|  | <p>open. You will have to enter your User ID (i.e. your sixteen digit demat account number held 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 - NSDL and you will be redirected to NSDL e-Voting website for casting your vote during the remote e-Voting period.</p> <p>4. e-Voting mobile application of NSDL Shareholders / Members can also download NSDL Mobile App “NSDL Speede” facility for seamless voting experience. Voting website of NSDL for casting your vote during the remote e-Voting period.</p>   |
| Individual Shareholders holding securities in demat mode with CDSL                                     | <ol style="list-style-type: none"> <li>Existing users who have opted for CDSL Easi / Easiest facility, they 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 My Easi and then use your existing My Easi username and password.</li> <li>After successful login of Easi/Easiest, the user will be able to see the E-Voting option for eligible companies where the e-Voting is in progress as per the information provided by the Company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting vote during the remote e-Voting period. Additionally, links are also provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting Service Providers’ website directly.</li> <li>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 My Easi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from 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 e-Voting is in progress and will be also able to directly access the system of all e-Voting Service Providers.</li> </ol> |
| 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 logged-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 eVoting website of NSDL for casting your vote during the remote e-Voting period.</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 Members holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

| Login type  | Helpdesk details  |
|---|---|
| Individual Members 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 Members 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 call at Toll Free No. 1800 22 55 33 |
|---|---|

**B) Login Method for Members other than Individual Members holding securities in demat mode and Members 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 e-Services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-Services 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<br>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<br>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<br>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Password details for Members other than Individual Members 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 **process for those members whose email ids are not registered**
      - 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 or mdpldc@yahoo.com.
      - 2. 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 or mdpldc@yahoo.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 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: Cast your vote electronically on NSDL e-Voting system.**

### **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.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
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 Members**

- 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 authorised signatory(ies) who are authorised 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. 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.
- c. 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

**Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 read with rule 22 of the Companies (Management and Administration) Rules, 2014, 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. 1:** The Board of Directors of the Company (the “Board”), at its Meeting held on 29<sup>th</sup> October 2024 approved, subject to the approval of members of the Company and statutory authority(ies), if any, the sub-division / split of equity shares of the Company, such that 1 (one) equity share having face value of Rs. 10/- (Rupees Ten only) each, fully paid-up, be sub-divided into 2 (two) equity shares having face value of Rs. 5/- (Rupees Five only) each, fully paid- up, ranking *pari-passu* in all respects with effect from such date as may be fixed for this purpose by the Board (“Record Date”).

In the opinion of the Board of Directors, the proposed sub-division / split will make the equity shares of the Company more affordable and is expected to encourage participation of investors at large and therefore it is in the best interest of the investors and the Company. The Board of Directors, therefore, recommends an Ordinary Resolution as set out in the accompanying Notice for the approval of the members of the Company in accordance with the provisions of Section 61 and other applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The sub-division / split of equity shares of the Company as aforesaid will require alteration to the existing Capital Clause i.e., Clause V of the Memorandum of Association of the Company. There will not be any change in the amount of authorised, subscribed, issued and paid-up share capital of the Company on account of sub-division / split of the equity shares. Further, such sub-division / split shall not be construed as reduction in share capital of the Company, in accordance with the applicable provisions of the Companies Act, 2013.

The Board of Directors of the Company recommends the resolution set out at Item No. 1 of this Postal Ballot Notice for approval of the Members as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel or their relatives have any concern or interest, financial or otherwise, in passing of the said Resolution, except to the extent of their shareholding in the Company, if any.

**Item No. 2:** The Board of Directors of the Company (the “Board”), at its meeting held on 29<sup>th</sup> October, 2024, interalia recommended the proposal of issuing Bonus Equity Shares of Rs.5/- (Rupees Five only) each to eligible members of the Company in the proportion of 1:1 i.e. 1 (one) new fully paid up equity share of Rs.5/- (Rupees Five only) or every 1 (One) existing fully paid-up equity share of Rs.5/- (Rupees Five only) (post sub-division / split) each held by them as on the record date, by capitalising a sum not exceeding Rs. 14,87,22,910/- (Rupees Fourteen Crores Eighty Seven Lakhs Twenty Two Thousand Nine Hundred Ten only) out of the securities premium account of the Company with a view to increase shareholders value and expand the retail shareholder base subject to the approval of the shareholders.

The issue of bonus shares, by way of capitalising reserves, is authorised by the Company’s Articles of Association.

The issue of bonus shares, if approved by the shareholders, will be made in line with the provisions of Section 63 of the Companies Act, 2013, Listing Regulations, SEBI (ICDR) Regulations, or any other statutory provisions for the time being in force and subject to consents and approvals as may be required from the appropriate authorities.

Further, pursuant to Regulation 294(6) of SEBI (ICDR) Regulations, the allotment of shares in bonus issue shall be made in dematerialized form only, and thus, in case of members who hold equity shares in dematerialized form, the bonus equity shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participant(s) and in the case of Members who hold equity shares in physical form, the bonus equity shares shall be transferred to the Suspense Account opened in this regard, within such time as prescribed by law and the relevant authorities, subject to guidelines issued by SEBI in this regard.

The Board of Directors of the Company recommends the resolution set out at Item No. 2 of this Postal Ballot Notice for approval of the Members as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel or their relatives have any concern or interest, financial or otherwise, in passing of the said Resolution, except to the extent of their shareholding in the Company, if any.

**Item No. 3:** Presently, the Authorised Share Capital of the Company Rs. 15,50,00,000 /- (Rupees Fifteen Crores Fifty Lakhs only) divided into 3,10,00,000 (Three Crores Ten Lakhs) equity shares of Rs.5/- (Rupees Five only) each (post sub-division / split). With the issue of bonus shares as per Item No. 2 above, the paid up share capital of the Company would increase to Rs. 29,74,45,820 (Rupees Twenty Nine Crores Seventy Four Lakhs Forty Five Thousand Eight Hundred Twenty only). Considering necessity and to accommodate Bonus issue and in order to facilitate any further capital issuances, the Board of Directors of the Company (the "Board"), at its meeting held on 29<sup>th</sup> October, 2024, have recommended to increase the Authorised Share Capital to 31,00,00,000/- (Rupees Thirty One Crores only) divided into 6,20,00,000 (Six crores Twenty Lakhs) equity shares of Rs. 5/- (Rupees Five only) each. The increase in the Authorised Share Capital as aforesaid would require consequential alteration to the existing Clause V of the Memorandum of Association of the Company in terms of Sections 13 and 61 of the Companies Act, 2013.

The Board of Directors of the Company recommends the resolution set out at Item No. 3 of this Postal Ballot Notice for approval of the Members as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel or their relatives have any concern or interest, financial or otherwise, in passing of the said Resolution, except to the extent of their shareholding in the Company, if any.

**Item No. 4:** Based on the recommendations of the Nomination and Remuneration Committee (NRC), the Board of Directors at its Meeting held on 29<sup>th</sup> October, 2024, has approved the re-appointment of Shri Narayan Kumar Dujari as Whole Time Director designated as Director- Finance for a period of 3 years w.e.f.14<sup>th</sup> February, 2025, subject to approval by the Members of the Company by way of Special Resolution, at a remuneration specified 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) The Company's contribution to Provident Fund, Superannuation Fund and Gratuity as per rules applicable to the senior executives.
- b) The Company's contribution to National Pension Scheme upto 10% of basic salary.
- c) Payment of Bonus and Exgratia as per rules applicable to the senior executives.
- d) Leave Travel Assistance for self and family as per policy of the Company.
- e) Encashment of unavailed leave as per the rules of the Company at the time of retirement /cessation of service, Telephone and Mobile Phone Expenses and Provision of Car with Driver.

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

A notice has been received under Section 160 of the Companies Act, 2013 from a Member proposing Shri Narayan Kumar Dujari as a candidate for the office of the Director of the Company, since this re-appointment is recommended by the NRC, the requirement for deposit of Rs. 1,00,000/- is not applicable.

Further, as per Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), the listed company shall ensure that approval of shareholders for, *inter-alia*, appointment / re-appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment / re-appointment, whichever is earlier.

Brief particulars of Shri Narayan Kumar Dujari: (57), is a 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 37 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 Limited (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 24 years.

He has been the CFO of the Company for the last 12 years and was Company Secretary of the Company till the year 2021.

Shri Narayan Kumar Dujari was first appointed in the Board of Directors of the Company w.e.f. 14<sup>th</sup> February, 2022. Shri Dujari is holding 500 shares in the Company. He attended four meetings of the Board during the FY 24-25 till the date of this notice. He is not holding directorship in any other listed company.

Shri Narayan Kumar Dujari is entitled to the remuneration as mentioned in the resolution and this explanatory statement. He was entitled to a remuneration of Rs. 30 lakhs per annum as approved by the shareholders.

Shri Dujari is not debarred from holding the office of Director of the Company, by virtue of any SEBI order or any other such authority.

Keeping in view his expertise and knowledge the Board recommends the resolution for approval of the Members of the Company as Special Resolution re-appointing him as Whole Time Director designated as Director-Finance and CFO for a term of three years w.e.f. 14<sup>th</sup> February, 2024.

The approval of the Members is being sought by way of Special Resolution, as the remuneration to Managing Director, Whole Time Director, Director – Sales & Marketing and Director - Finance, may exceed 10% and 5% limits specified under Section 197 of Companies Act, 2013 and relevant provisions of the Listing Regulations, 2015, respectively, during their tenure of appointment / re-appointment. The Board of Directors recommends the resolution for approval of the Members of the Company as Special Resolution appointing him as a Director (Executive category) for a term of three years.

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

**By order of the Board**

Place: Kolkata  
Dated: 29<sup>th</sup> October, 2024

Sd/-  
**DIPANKAR DE**  
**Company Secretary & Compliance Officer**  
ACS 32112

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  
Website: www.linclimited.com,  
CIN: L36991WB1994PLC065583

### CALENDAR OF EVENTS

| EVENTS  | DAY & DATE                                |
|---|---|
| Date of dispatch of Postal Ballot Notice                              | Wednesday, 6 <sup>th</sup> November, 2024 |
| Date of starting Postal Ballot / E-Voting                             | Thursday, 7 <sup>th</sup> November, 2024  |
| Date of ending Postal Ballot / E-Voting                               | Friday, 6 <sup>th</sup> December, 2024    |
| Expected (latest) date for submission of Scrutinizer Report           | Monday, 9 <sup>th</sup> December, 2024    |
| Expected date of declaration of results of postal ballot and e-Voting | Monday, 9 <sup>th</sup> December, 2024    |