

30<sup>th</sup> May, 2019

The Listing Department,  
The Calcutta Stock Exchange Ltd.  
7, Lyons Range  
Kolkata – 700 001

Dear Sir,

**Re : Annual Secretarial Compliance Report**

Pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 08.02.2019 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 we enclose herewith copy of the Annual Secretarial Compliance Report for the year ended March 31, 2019 certified by Mr. D. C. Sahoo of D. C. Sahoo & Co., Company Secretaries.

Thanking You,

Yours faithfully,

For LINC PEN & PLASTICS LTD.



N. K. DUJARI  
Chief Financial Officer &  
Company Secretary

Encl: as above

CC: 1. The Executive Director  
The Stock Exchange, Mumbai

Stock Code - 531241

2. The Manager,  
Listing Department,  
National Stock Exchange of India Ltd.



SECRETARIAL COMPLIANCE REPORT  
Of  
M/S LINC PEN AND PLASTIC LIMITED  
FOR THE YEAR ENDED 31<sup>st</sup> MARCH, 2019  
(Pursuant to Regulation 24A of SEBI (LODR), Regulations, 2015 and SEBI Circular  
No.CIR/CFD/CMDI/27/2019 dated 08/02/2019 )

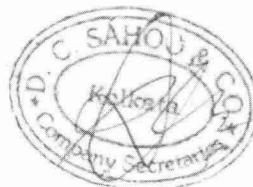
To,  
The Members,  
M/S LINC PEN & PLASTICS LIMITED  
Satyam Towers, 1st Floor,  
3, Alipore Road,  
Kolkata- 700 027

1. We have examined:

- (a) all the documents and records made available to us and explanation provided by M/s LINC PEN & PLASTICS LIMITED ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31<sup>st</sup> March, 2019 in respect of compliance with the provisions of :
  - (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
  - (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and exchange Board of India ("SEBI");

2. The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; -N/A
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; -N/A
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; -N/A
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013; -N/A





(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and based on the above examination, We hereby report that, during the Review Period:

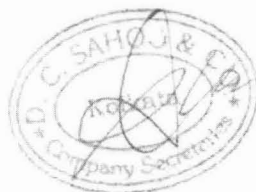
(a) The listed entity has complied with the provisions of the above Regulations and circulars / guidelines issued there under, except in respect of matters specified below:-

Sr.No	Compliance Requirement (Regulations / circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	As per Regulation -19 of the SEBI (LODR) Regulations, 2015 that Chairman of the Board and Chairman of Nomination and Remuneration Committee (NRC) can't be same person	Chairman of the Meeting of the Board of Directors held on 03.11.2018 and Chairman of Nomination and Remuneration Committee (NRC) was same person for the quarter ended 31.12.18.	Chairman of the Board of Directors may be a member of Nomination and Remuneration Committee (NRC), but can't chair the said committee as stipulated in Regulation 19 of the SEBI (LODR) Regulations, 2015. There was no meeting of NRC during the quarter.

(a) The listed entity has maintained proper records under the provisions of the above Regulations and circulars / guidelines issued there under insofar as it appears from my / our examination of those records.

(b) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued there under:

Sr. No.	Action taken by NSE and BSE.	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1	The Company has been fined both by the NSE and BSE for violation of Regulation 19 of the SEBI (LODR) Regulations, 2015	Chairman of the Board Meeting and Chairman of Nomination and Remuneration Committee (NRC) was same person in one occasion i.e. for the quarter ending 31.12.2018, hence violation of Regulation 19 of the SEBI (LODR) Regulations, 2015	Fine of Rs.1,84,000/- plus GST have been imposed each by the NSE and BSE for violation Regulation 19 of the SEBI (LODR) Regulations, 2015.	It is a case of violation of Regulation 19 of the SEBI (LODR) Regulations, 2015. However the Company ensured that the Chairman of NRC will not chair the Board Meeting of the Company, irrespective of whether Company had NRC meeting during the quarter or not.






(c) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practising Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended...	Actions taken by the listed entity, if any	Comments of the Practising Company Secretary on the actions taken by the listed entity
	N/A	N/A	N/A	N/A

Place: Kolkata  
Date: 28.05.2019



For D. C. Sahoo & Co.  
Company Secretaries

  
D. C. Sahoo  
Proprietor  
M. No.: ACS No: 14008  
C P No.: 5508