

30<sup>th</sup> August, 2014

The Secretary,  
The Calcutta Stock Exchange Ltd.  
7, Lyons Range,  
Kolkata- 700 001

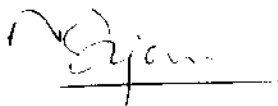
Dear Sir,

**Sub:** 20<sup>th</sup> AGM held on 29<sup>th</sup> August, 2014

Please note that at the 20<sup>th</sup> Annual General Meeting of the Company held on 29<sup>th</sup> August, 2014 at Kolkata the following business were transacted / approved:

1. Adoption of Audited accounts for 2013-14 together with Auditors & Directors Report thereon.
2. Declaration of dividend @ Rs. 2/- (20%) per equity share for the year ended 31.03.2014
3. Re-appointment of Shri Alope Jalan as Director of the Company.
4. Re-appointment of the Auditors.
5. Appointment of Dr. Ranjan Das as Independent Director of the Company.
6. Appointment of Shri Naresh Pachisia as Independent Director of the Company.
7. Appointment of Shri Kedar Nath Ranasaria as Independent Director of the Company.
8. Appointment of Shri Anil Kochar as independent Director of the Company.
9. Ratification of remuneration of Cost Auditor.
10. Approval of borrowing power of the Company not exceeding Rs. 150 Crore.
11. Approval to mortgage, hypothecate or create charge on the property of the Company.
12. Re-appointment of Shri Deepak Jalan as Managing Director of the Company.
13. Re-appointment of Shri Alope Jalan as Whole Time Director of the Company.

Thanking you,  
Yours faithfully,  
For LINC PEN & PLASTICS LTD.



N. K. DUJARI  
Chief Financial Officer &  
Company Secretary

CC: The Executive Director  
The Stock Exchange, Mumbai

Stock Code - 531241

**LINC**

30<sup>th</sup> August, 2014

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

Dear Sir,

**Re : Scrutinizer Report on E-Voting**

Please find enclosed herewith the Scrutinizer Report on E-Voting relating to the Annual General Meeting held on 29<sup>th</sup> August, 2014.

Thanking You

Yours faithfully

For LINC PEN & PLASTICS LTD.



N. K. DUJARI  
Chief Financial Officer &  
Company Secretary

Encl : as above

✓ CC: The Executive Director  
The Stock Exchange, Mumbai

Stock Code - 531241

## **SCRUTINIZER'S REPORT**

[Pursuant to section 108 of Companies Act, 2013 and Rule 20(3) (xi) of Companies  
(Management and Administration) Rules, 2014]

To,  
Mr. Deepak Jalan  
Managing Director  
M/s Linc Pen & Plastics Ltd  
Satyam Towers,  
1st Floor, 3 Alipore Road  
Kolkata – 700027

**Sub: REPORT OF THE SCRUTINIZER (E-VOTING) OF LINC PEN & PLASTICS LTD.**

Dear Sir,

I, DHRUBA CHARAN SAHOO, Practising Company Secretary (ACS: 14008/ C.P.: 5508), Kolkata was appointed as Scrutinizer(s) in connection with 20<sup>th</sup> Annual General Meeting of the Members of "Linc Pen & Plastics Ltd" (Company) to be held on Friday, 29<sup>th</sup> of August, 2014 at 03.30 PM at "Shripati Singhanian Hall", Rotary Children's Welfare Trust, 94/2, Chowringhee Road, Kolkata - 700 020 for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provision of section 108 of Companies Act, 2013 and Rule 20(3) (xi) of Companies (Management and Administration) Rules, 2014 on the resolutions referred to in this report.

I submit my report as under:

1. The e-voting period remained open from 10.00 A.M. IST on Saturday, 23<sup>rd</sup> of August, 2014 up to 06.00 P.M. IST on Monday, 25<sup>th</sup> August, 2014.
2. The Shareholders holding shares as on the "cut off" date, i.e. 25<sup>th</sup> day of July, 2014 were entitled to vote on the proposed 13 (thirteen) resolutions as mentioned in the notice dated 30<sup>th</sup> day of May 2014 of the Annual General Meeting of the Company.
3. The votes were unblocked on 26<sup>th</sup> day of August, 2014 at 05:52 P.M. IST in the presence of two witnesses, namely, Ms. Shalini Agarwal residing at 465 Lake Gardens, Kolkata-700045 and Mr. Shakirul Haque residing 67B, Santigar, Kolkata-700040 who are not in employment of the company.
4. Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-Voting website of Central Depository Services (India) Limited (<https://www.evotingindia.com>)
5. The result of the e-voting are as under:



**A) ORDINARY BUSINESS**

**Resolution No. 1: To receive, consider and adopt the Audited Balance Sheet and Profit and Loss Account for the year ended 31<sup>st</sup> March, 2014 as of that date and the reports of the Directors and Auditors thereon.**

No. of Folios casting the votes	Total No. of votes casted	Total No. of votes casted in favour	Total No. of votes casted against	Result
45	9629141	9629043 (99.999%)	98 (0.001%)	Carried by majority

**Resolution No. 2: TO DECLARE DIVIDEND ON EQUITY SHARES.**

No. of Folios casting the votes	Total No. of votes casted	Total No. of votes casted in favour	Total No. of votes casted against	Result
45	9629141	9629049 (99.999%)	92 (0.001%)	Carried by majority

**Resolution No. 3: To appoint a Director in place of Shri Alope Jalan (DIN: 00758762), who retires by rotation and being eligible offers himself for reappointment.**

No. of Folios casting the votes	Total No. of votes casted	Total No. of votes casted in favour	Total No. of votes casted against	Result
45	9629141	9629043 (99.999%)	98 (0.001%)	Carried by majority

**Resolution No. 4: Appointment of Auditors:**

"RESOLVED THAT M/s G.P. Agarwal & Co., Chartered Accountants (Regn. No. 302082E) be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the Next Annual General Meeting of the company on such remuneration as shall be fixed by the Board of Directors of the Company."

No. of Folios casting the votes	Total No. of votes casted	Total No. of votes casted in favour	Total No. of votes casted against	Result
45	9629141	9629043 (99.999%)	98 (0.001%)	Carried by majority



**B) SPECIAL BUSINESS**

**Resolution No. 5: Appointment of Dr. Ranjan Das as an Independent Director**

**Type of Resolution: Ordinary Resolution**

"RESOLVED THAT in terms of Sections 149 and 152 read with Schedule IV of the Companies Act, 2013 and any other applicable provision of the Companies Act, 2013 or any amendment thereto or modification thereof, Dr. Ranjan Das (DIN - 01738493) be and is hereby appointed an Independent Director of the Company for a period of five years from the date of this meeting."

<i>No. of Folios casting the votes</i>	<i>Total No. of votes casted</i>	<i>Total No. of votes casted in favour</i>	<i>Total No. of votes casted against</i>	<i>Result</i>
45	9629141	9627643 (99.98%)	1498 (0.02%)	Carried by majority

**Resolution No. 6: Appointment of Shri Naresh Pachisia as an Independent Director**

**Type of Resolution: Ordinary Resolution**

"RESOLVED THAT in terms of Sections 149 and 152 read with Schedule IV of the Companies Act, 2013 and any other applicable provision of the Companies Act, 2013 or any amendment thereto or modification thereof, Shri Naresh Pachisia (DIN - 00233768) be and is hereby appointed an Independent Director of the Company for a period of five years from the date of this meeting."

<i>No. of Folios casting the votes</i>	<i>Total No. of votes casted</i>	<i>Total No. of votes casted in favour</i>	<i>Total No. of votes casted against</i>	<i>Result</i>
45	9629141	9629043 (99.999%)	98 (0.001%)	Carried by majority

**Resolution No. 7: Appointment of Shri K. N. Ranasaria as an Independent Director**

**Type of Resolution: Ordinary Resolution**

"RESOLVED THAT in terms of Sections 149 and 152 read with Schedule IV of the Companies Act, 2013 and any other applicable provision of the Companies Act, 2013 or any amendment thereto or modification thereof, Shri K. N. Ranasaria (DIN - 00201370) be and is hereby appointed an Independent Director of the Company for a period of five years from the date of this meeting."



No. of Folios casting the votes	Total No. of votes casted	Total No. of votes casted in favour	Total No. of votes casted against	Result
45	9629141	9629043 (99.999%)	98 (0.001%)	Carried by majority

**Resolution No. 8: Appointment of Shri Anil Kochar (Additional Director) as an Independent Director**

**Type of Resolution: Ordinary Resolution**

"RESOLVED THAT Shri Anil Kochar (DIN: 00943161) who was appointed as an Additional Director on 30th May, 2014, be and is hereby appointed as an Independent Director of the Company under Sections 149, 152 and 160 read with Schedule IV of the Companies Act, 2013 and any other applicable provision of the Companies Act, 2013 or any amendment thereto or modification thereof, for a period of five years from the date of this meeting."

No. of Folios casting the votes	Total No. of votes casted	Total No. of votes casted in favour	Total No. of votes casted against	Result
45	9629141	9629043 (99.999%)	98 (0.001%)	Carried by majority

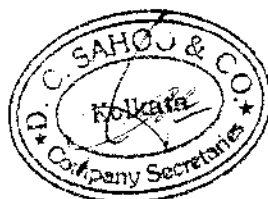
**Resolution No. 9: Payment Of Remuneration To Cost Auditors**

**Type of Resolution: Ordinary Resolution**

"RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2015, be paid the remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting."

"FURTHER RESOLVED THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

No. of Folios casting the votes	Total No. of votes casted	Total No. of votes casted in favour	Total No. of votes casted against	Result
45	9629141	9629043 (99.999%)	98 (0.001%)	Carried by majority



**Resolution No. 10: Authority to Board of Directors to borrow money**

**Type of Resolution: Special Resolution**

"RESOLVED THAT pursuant to the provisions of Section 180(1) (c) of the Companies Act, 2013, the Board of Directors of the Company be and is hereby authorised to borrow moneys for the purposes of the business of the Company notwithstanding that the moneys so borrowed may exceed the aggregate for the time being of the paid-up capital of the Company and its free reserves, that is to say reserves not set apart for any specific purposes but so that the total amount of moneys so borrowed (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) shall not exceed Rs 150 crores (Rupees One Hundred Fifty Crores Only) outstanding at any time over and above the aggregate of the paid up capital of the Company and its free reserves, as aforesaid."

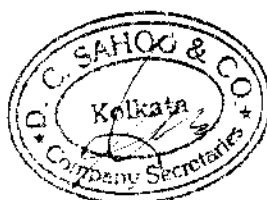
No. of Folios casting the votes	Total No. of votes casted	Total No. of votes casted in favour	Total No. of votes casted against	Result
45	9629141	9629043 (99.999%)	98 (0.001%)	Carried by majority

**Resolution No. 11: Authority to Board of Directors to mortgage, hypothecate or in any other way charge in favour of the lenders all or any of the movable and/or immovable properties of the Company**

**Type of Resolution: Special Resolution**

"RESOLVED THAT consent of the Company be and is hereby accorded under Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 to the Board of Directors of the Company to mortgage, hypothecate or in any other way charge in favour of the lenders all or any of the movable and/or immovable properties of the Company, both present and/or future of the whole or substantially the whole of the undertaking or undertakings of the Company for availment of any loan or guarantees or issue of debentures and to secure the payment of interest thereon or any fees or charges or expenses relating thereto and in the case of borrowing against debentures the said security shall be in favour of the trustees for such debenture-holders where required on such terms and conditions as may be approved by the Board of Directors. FURTHER RESOLVED THAT the Board be and is hereby authorised to execute trust deed and/or such other documents and settle any difficulties that may arise in the course of such proposed issue and allotment of debentures and to do all acts, deeds and things in connection therewith and incidental thereto as the Board of Directors in its absolute discretion may deem fit, to give effect to this resolution"

No. of Folios casting the votes	Total No. of votes casted	Total No. of votes casted in favour	Total No. of votes casted against	Result
45	9629141	9629043 (99.999%)	98 (0.001%)	Carried by majority



**Resolution No. 12: Re-appointment of Shri Deepak Jalan as Managing Director of the Company, liable to retire by rotation**

**Type of Resolution: Ordinary 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, approval of the members be and is hereby accorded to the re-appointment of Shri Deepak Jalan (DIN: 00758600) as Managing Director of the Company, liable to retire by rotation, for a period of 3 years with effect from 1st October, 2014 and for the payment of following remuneration, as approved by the Nomination and Remuneration Committee of the Board of Directors.

**Salary:** Rs 7,50,000/- (Seven Lac fifty thousand) per month in the scale: Rs 7,50,000 – Rs 15,00,000.

**Commission:** Not exceeding 3% of the Net Profits of the Company for each financial year computed in the manner specified in Section 198 of the Companies Act 2013, provided that in the year of inadequate profits, the remuneration package (including salary and perquisites, which shall have priority in the computation of the package) shall be within the limits as prescribed in the clause (A) of Section II of part II of Schedule V of the Companies Act 2013. Within the above limits, amount of commission payable, shall be decided by the Board of Directors, at the end of the each financial year.

**Perquisites:** As detailed in the explanatory statement pursuant to Section 102 of the Companies Act, 2013 annexed thereto.

"FURTHER RESOLVED THAT the Board of Directors be and is further authorised to grant increments in salary and allowances and additions to or betterment of perquisites and facilities as may be approved by its Nomination and Remuneration Committee, during the term of the above appointment provided that the aggregate remuneration shall be within the limits specified in schedule V to the Companies Act, 2013, as applicable to the Company."

"FURTHER RESOLVED THAT the appointment of Shri Deepak Jalan as Managing Director is subject to his remaining a Director of the Company."

No. of Folios casting the votes	Total No. of votes casted	Total No. of votes casted in favour	Total No. of votes casted against	Result
45	9629141	9629043 (99.999%)	98 (0.001%)	Carried by majority





**Resolution No. 13: Re-Appointment Of Shri Alope Jalan As Whole Time Director Of The Company**

**Type of Resolution: Ordinary 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 approval of the Company be and is hereby accorded to the re-appointment of Shri Alope Jalan (DIN: 00758762) as Whole Time Director of the Company for a period of 3 years with effect from 1<sup>st</sup> October, 2014 and for the payment of following remuneration, as approved by the Nomination and Remuneration Committee of the Board of Directors.

**Salary:** Rs 6,00,000/- (Six Lac) per month in the scale: Rs 6,00,000 – Rs 12,00,000.

**Commission:** Not exceeding 1.50% of the Net Profits of the Company for each financial year computed in the manner specified in Section 198 of the Companies Act 2013, provided that in the year of inadequate profits, the remuneration package (including salary and perquisites, which shall have priority in the computation of the package) shall be within the limits as prescribed in the clause (A) of Section II of part II of Schedule V of the Companies Act, 2013. Within the above limits, amount of commission payable, shall be decided by the Board of Directors, at the end of the each financial year.

**Perquisites:** As detailed in the explanatory statement pursuant to Section 102 of the Companies Act, 2013 annexed thereto.

"FURTHER RESOLVED THAT the Board Of Directors be and are hereby authorised to grant increments in salary and allowances and additions to or betterment of perquisites and facilities as may be approved by its Nomination and Remuneration Committee, during the term of the above appointment provided that the aggregate remuneration shall be within the limits specified in schedule V to the Companies Act, 2013, as applicable to the Company."

"FURTHER RESOLVED THAT the appointment of Shri Alope Jalan as Whole Time Director is subject to his remaining a Director of the Company."

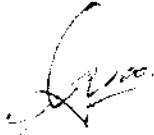
No. of Folios casting the votes	Total No. of votes casted	Total No. of votes casted in favour	Total No. of votes casted against	Result
45	9629141	9629043 (99.999%)	98 (0.001%)	Carried by majority



6. The Registers, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company.

Thanking You,

Yours Faithfully,  
For **D.C SAHOO & CO.**  
Company Secretaries



**CS Dhruba Charan Sahoo**  
Practicing Company Secretary  
C.P No. 5508/ ACS. 14008  
Date : 27<sup>th</sup> August 2014  
Place: Kolkata



**LINC**

30<sup>th</sup> August, 2014

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

Dear Sir,

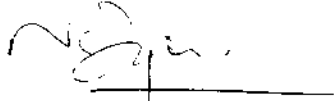
**Re : MD's Speech at 20<sup>th</sup> Annual General Meeting**

Please find enclosed herewith the Speech delivered by Managing Director at the 20<sup>th</sup> Annual General Meeting held on 29<sup>th</sup> August, 2014.

Thanking You

Yours faithfully

For LINC PEN & PLASTICS LTD.



N. K. DUJARI  
Chief Financial Officer &  
Company Secretary

Encl : as above

✓ CC: The Executive Director  
The Stock Exchange, Mumbai

Stock Code - 531241

## **MD's Statement**

**My colleagues on the Board, Dear Shareholders, Ladies & Gentlemen**

I extend a warm welcome to all of you at this 20<sup>th</sup> Annual General Meeting of your company.

### **Financial Results**

The Annual Report provides a comprehensive picture of Linc Pen's results last year. Although there was negligible growth in top line, the PAT more than doubled from Rs.5.41 crores to Rs.11.51 crores enabling the Board of Directors to recommend a higher Dividend of Rs.2/- per share, compared to Rs.1.50, in the previous year.

At the last AGM, I shared with you my concern over lower growth rate of profits during previous 10 years as compared to turnover. This aberration has been corrected to some extent after this year's performance. The EBIDTA margin improved to 7.2% during the year from 4.7% in the previous year. The Company is focused to keep this momentum intact by taking steps for further improvement in operational efficiencies, as well as improving the selling price.

In domestic market, in the absence of pressure to increase market share, the Company could withdraw slow moving and less profitable products, thereby deliberately achieving a lower than industry growth rate. But I feel, this is a temporary phenomena and the Company is expected to surpass the industry growth rate and should achieve a double digit growth rate this year.

As far as exports are concerned, in the financial year 13-14, we focused our attention on further developing and increasing our market share in all those countries where we have been operating for over a year. Further, we started working in 8 new countries. Our

strategy to target countries having similar demographics and with 10Million and above population plus a growing literacy kept us moving ahead of competition. It helped us to concentrate in producing and selling limited SKU's suitable for the specific markets. Further, to increase the number of shipments to each customer, we have reduced our existing lead times.

As we move forward, we have to be aggressive, fast, flexible and reach out to the emerging economies in Africa, Middle East, CIS and South America. The need for revival of some specific markets like IRAN, EGYPT, USA in the next few years remains in our agenda. In order to make this happen, specific export oriented products are being worked upon.

Currently we have also observed an international crisis in some countries, one after another either due to war or economy or embargo. Still we need to find escape routes, remain ambitious and be ready to take up all challenges to enhance our global footprint.

In our pursuit to make "Linc" a global brand, we have registered our brand in almost 50 countries around the world and 95% of our exports are under our own brand.

### **Current Year 2014-15**

Our company's continued focus on increasing profitability has resulted in an EBIDTA margin of about 7.9% during Q1 of 2014-15 as compared to 5.2% in the corresponding quarter 2013-14. The PAT for Q1 of 2014-15 is at Rs.3.29 Crores and has almost doubled as compared to Q1 of previous year. We hope to maintain this positive trend in remaining 3 quarters of the current year, facilitated by the improved business sentiments in the country.

## **CSR**

Our Company continued its engagement in several CSR activities, which also indirectly help the brand reach to the hearts of people. One such program SPELLINC, is expanding its wings in its reach and popularity year on year.

To conclude, I express my appreciation to the Board for their valuable guidance, while adhering to high standards of corporate governance. My sincere thanks to all our stakeholders – shareholders, employees, channel partners, distributors, vendors for their continued trust and confidence. We look forward to your constant support in future.

**-:O:-**