

2nd August, 2017

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

Dear Sir,

Re: Notice of 23rd Annual General Meeting

Please note that the 23rd Annual General Meeting of the Company will be held on 1st September, 2017 at 3.30 P.M.

In terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a copy of the notice dated 30th May, 2017 convening the 23rd Annual General Meeting of the Company is enclosed herewith.

This is for your information and record.

Thanking You

Yours faithfully

For LINC PEN & PLASTICS LTD.



N. K. DUJARI
Chief Financial Officer &
Company Secretary

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

Stock Code - 531241

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

Linc Pen & Plastics Limited

CIN: L36991WB1994PLC065583

Regd. Office: Satyam Towers, 3, Alipore Road, Kolkata- 700027

Website: www.lincpen.com, Email: investors@lincpen.com

Tel: 033 3041 2100, Fax: 033 2479 0253

NOTICE

TO THE MEMBERS OF Linc Pen & Plastics Limited

NOTICE is hereby given that the 23rd Annual General Meeting of the Members of the Company will be held at "Shripati Singhania Hall", Rotary Children's Welfare Trust, 94/2, Chowringhee Road, Kolkata – 700 020 on Friday, 1st September, 2017, at 3.30 P.M. to transact the following business:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2017 and Profit & Loss Account for the year ended on that date together with the reports of the Auditors and Directors.
2. To declare Dividend on Equity Shares for the year ended 31st March, 2017.
3. To Appoint a Director in place of Shri Deepak Jalan (DIN: 00758600), who retires by rotation and being eligible offers himself for reappointment.
4. To appoint Auditors and to authorise the Board to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s) as an Ordinary Resolution.

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s Singh & Co., Chartered Accountants (Regn. No.302049E) be and are hereby appointed as Auditors of the Company for a term of five consecutive years from the conclusion of this Annual General Meeting till the conclusion of the 28th Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors of the Company."

Special Business:

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

5. As 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, 2017 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."

6. As 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 Aloke Jalan (DIN: 00758762) as Whole Time Director of the Company for a period of 3 years with effect from 1st October, 2017 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 1.5% 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 Aloke Jalan as Whole Time Director is subject to his remaining a Director of the Company.

Registered Office
3, Alipore Road
Kolkata – 700 027
Dated: 30th May, 2017

By order of the Board



N. K. DUJARI
Chief Financial Officer &
Company Secretary

NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT IT'S REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE TIME FOR HOLDING OF THE ANNUAL GENERAL MEETING.**

A person can act as a Proxy on behalf of Members not exceeding fifty and holding in aggregate not more than ten percent of the total Share Capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Corporate members are requested to send a duly certified copy of the Board Resolution, authorizing their representative to attend and vote at the AGM.
3. The statement pursuant to Section 102 of the Companies Act, 2013 is annexed thereto.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 26th August, 2017 to 1st September, 2017 (both days inclusive) for the purpose of Annual General Meeting and for determining eligibility for dividend for the year ended 31st March, 2017. The Dividend, if declared at this meeting will be payable to those members whose names are in the Company's Register of Member after giving effect to the valid transfers in physical form lodged with the Company before 26th August, 2017. In respect of Shares held in electronic form (dematerialised shares), the dividend will be payable to such beneficial owners as per the list furnished by the Depositories as at the close of business on 25th August, 2017. The Dividend warrants will be posted on or after 2nd September, 2017.

5. Shareholders holding shares in physical form are requested to advise the Company's Registrar and Share Transfer Agents–M/s Maheshwari Datamatics Pvt. Ltd., 23, R. N. Mukherjee Road, 5th Floor, Kolkata-700001 and the members holding shares in dematerialized form are requested to advise their Depository Participants immediately about any change in their address if any along with PIN Code Number and E-mail ID.
6. Members who have not yet encashed their dividend warrant for the financial years 2009-10 to 2015-16 are requested to lodge their claim with the Company.
7. Members should bring the attendance slip for attending the meeting. Members are requested to bring their copy of Annual Report. Duplicate admission slip and / or additional copies of the Annual Report will not be made available at the meeting.
8. Members who hold shares in dematerialised form are requested to bring their Demat Statement mentioning therein the Client ID and DP ID numbers along with a photo Identity Card for easy identification of attendance at the meeting.
9. Members desiring any information or having any query on the Accounts are requested to write to the Company 7 days before the meeting so that the information / answers may be readily available at the meeting.
10. Members holding shares in physical mode are requested to provide their email id, CIN/Regn. No. (for corporate members), Unique Identification No., PAN, in case member is minor then date of birth of minor and name of guardian, declaration regarding beneficial ownership (if any), nomination details, lien details (if any), particulars of dividend mandate etc. and such other information as mentioned under Section 88 (1)(a) of the Companies Act, 2013 and rule 3(1) of the Companies (Management and Administration) Rules, 2014 for receiving all communications/documents electronically. Members holding in demat mode are requested to provide the above information to their depository participant.
11. Members may also note that the Notice of 23rd Annual General Meeting and the Annual Report 2017 will also be available on company's website: www.lincpen.com for download.
12. In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has engaged the service of National Securities Depository Limited (NSDL) to provide the facility of electronic voting (e-voting) in respect of the Resolutions proposed at this Annual General Meeting. The Board of Directors has appointed Mr. Dhruva Charan Sahoo, Practising Company Secretary, as the Scrutinizer for this purpose.

The instructions for shareholders voting electronically are as under:

- I. 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 Annual General Meeting (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).
- II. The facility for voting through ballot paper shall be made available at 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 ballot paper.
- III. 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.
- IV. The remote e-voting period commences on Tuesday, 29th August, 2017 (9:00 am) and ends on Thursday, 31st August, 2017 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, 25th August, 2017, 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 Thursday, 31st August, 2017. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]

- (i) Open email and open PDF file viz; "LINC e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for e-voting.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder - Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of "LINC PEN & PLASTICS LTD."
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to dcsahoo123@rediffmail.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy] :

- (i) Initial password is provided as below / at the bottom of the Attendance Slip for the AGM:

| | | |
|--|----------------|---------------------|
| EVEN (Remote e-voting Event Number) | USER ID | PASSWORD/PIN |
|--|----------------|---------------------|
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

VIII. 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).

IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Friday, 25th August, 2017.

X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Friday, 25th August, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA at mdpldc@yahoo.com.

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" option available on www.evoting.nsdl.com or contact NSDL at 022 2499 4738 (Mr. Rajiv Ranjan) or at the toll free no.: 1800-222-990.

XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

XII. 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 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

XIII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be

held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

- XIV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XV. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.lincpen.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized 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.

13. Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

Item No. 3 - Shri Deepak Jalan retires from the Board by rotation and being eligible offers himself for reappointment. Shri Deepak Jalan aged 55, is a commerce graduate with 31 years of experience in the business. He is responsible for the overall operations of the Company with specialization in international operation. He is also Director in Linc Retail Ltd, Merylinc Lighter Pvt. Ltd. and Bengal Rowing Club. He is holding 3,12,455 shares in our Company and is related to Shri Alope Jalan, Whole Time Director.

Item No. 5 & 6 - The Members at the 20th Annual General Meeting of the Company held on 29th August, 2014 approved the re-appointment of Shri Deepak Jalan as Managing Director and Shri Alope Jalan as Whole Time Director from 1st October, 2014 for a period of three years.

In view of the considerable growth in the overall business of the Company and contribution thereto of the Managing and Whole Time Director, the Board reappointed them for a period of three years w.e.f. 1st October, 2017, on recommendation of Nomination and Remuneration Committee of the Board at a remuneration specified in the proposed resolutions and prerequisites as mentioned below:

Details of the prerequisites referred to in the resolutions at item numbers 5 & 6

- a) **Medical Expenses** - Re-imbusement of Medical expenses incurred for self and family.
- b) **Leave Travel Assistance** - Once in a period of 2 years for travelling with their family members subject to the ceiling limit prescribed in Rule 2B of the Income Tax Rules, 1962.
- c) **Car Facility** - Provision for car with driver primarily for doing business of the Company and partly for personal use, value of the prerequisite being assessed as per provisions of Income Tax Rules, 1962.
- d) **Telephone Facility** - Provision for Telephone at the residence primarily for business purposes provided that all long distance personal calls if made shall be billed to them.
- e) **Accommodation Facility** - Provision of need based Furnished Accommodation – prerequisite shall be evaluated as per Income Tax Rules, 1962, only in the event of such accommodation being actually provided.
- f) **Provident Fund and Gratuity** - The Company's contribution to Provident Fund and Gratuity as per rules applicable to the senior executives.

Minimum Remuneration: in the event of loss or inadequacy of profits in any financial year the Managing Director and the Whole Time Director will be paid the remuneration as above as minimum remuneration subject to the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 and/or subject to the approval of Central Government if any.

The Board recommends their re-appointment for a period of three years w.e.f. 1st October, 2017.

Except Shri Deepak Jalan and Shri Alope Jalan interested individually as well as relative of other, none of the Directors or Key Managerial Personnel or their relatives have any concern or interest, financial or otherwise, in the proposed resolution.

Particulars of Directors seeking Appointment/Re-appointment at the ensuing Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015:

| | | |
|--|---|---|
| Name | Deepak Jalan | Aloke Jalan |
| Age | 55 years | 48 years |
| Qualification | B.Com | B.Com |
| Nature of his expertise in specific functional areas | 31 years of experience in the business, and is responsible for the overall operations of the Company with a specialisation in international operations. | 26 years of experience in the business, and looks after the Company's marketing operations with special emphasis in the Western Region and Southern Region. |
| Other Directorship | Linc Retail Ltd. | None |
| Membership of other Board Committee | None | None |

By order of the Board

Registered Office
3, Alipore Road
Kolkata – 700 027
Dated: 30th May, 2017



N. K. DUJARI
Chief Financial Officer &
Company Secretary

ROUTE MAP TO AGM VENUE

