

3rd November, 2018

National Stock Exchange of India Limited
Exchange Plaza,
Plot No. C/1, G Block,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400 051.
Scrip Code: LINCPEN

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001
Scrip Code: 531241

The Calcutta Stock Exchange Limited

7 Lyons Range, Dalhousie
Kolkata – 700 001
Scrip Code: 22035

Subject: Outcome of Board Meeting held on November 03, 2018 – Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir(s)/ Madam(s),

In terms of the Regulation 30 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we would like to inform the outcome of the meeting of the board of Directors of the Linc Pen and Plastics Ltd held on November 03, 2018.

On the recommendation of Audit Committee at their meeting on November 03, 2018, the Board of Directors ('**Board**') of Linc Pen and Plastics Ltd have discussed and approved the scheme of arrangement and amalgamation and between Linc Writing Aids Private Limited ("LWAPL"), Linc Retail Limited ("LRL") and Linc Pen and Plastics Limited ("Company") and their respective shareholders and creditors. (hereinafter referred to as "**Scheme**").

The said Scheme of arrangement and amalgamation is subject to necessary statutory and regulatory approvals including the approval of the jurisdictional National Company Law Tribunal(s), respective shareholders and creditors, if any, of each of the Companies involved in the Scheme.

Please find *Annexure 1* containing details as per Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015.

This is for your information and record.

Thanking you,

For LINC PEN AND PLASTICS LTD



N. K. DUJARI
Chief Financial Officer &
Company Secretary

ANNEXURE I

- a) **Nature of the entity(ies) forming part of the amalgamation/ merger, details in brief such as size, turnover etc):**

(Rs. In Lakhs)

S.No.	Parties to the Scheme	Turnover (Net) (For the year ending on 31-Mar-18)	Net-worth (As on 31- Mar-18)
1	Linc Writing Aids Private Limited (Transferor Company/ Demerged Company)	1,219.84	758.62
2	Linc Retail Limited (Resulting Company)	468.42	(247.97)
3	Linc Pen and Plastics Limited (Transferee Company)	33,305.43	12,076.64

- b) **Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms length"?**

Proposed scheme of amalgamation is amongst LPPL and companies in which KMP and/or relative of KMP have significant interest among the companies and accordingly the transaction fall within related party transactions. The proposed transaction is being undertaken at arm's length based on fairness opinion and valuation obtained SEBI registered Merchant Banker and Independent valuer respectively

- c) **Area of business of the entities:**

- 1) **Transferor Company/ Demerged Company: Linc Writing Aids Private Limited ('LWAPL'):**

LWAPL ("Transferor Company/ Demerged Company") is primarily involved in trading and retail of writing instruments, stationery and crockery goods.

- 2) **Resulting Company: Linc Retail Limited ('LRL'):**

LRL ("Demerged Company") is primary involved in retail trading of writing instruments and stationeries.

- 3) **Transferee Company: Linc Pen and Plastic Limited ('LPPL'):**

LPPL ("Transferee Company") is primary involved in manufacturing and selling of writing instruments and stationeries.

- d) **Rationale for the scheme of arrangement and amalgamation:**

(1) The proposed demerger of Retail/ Showroom Business undertaking by LWAPL to LRL would result in consolidation of retail outlets selling stationery and crockery into a single entity and under a dedicated management team of the Resulting Company who can chart out and pursue an independent strategy to maximize value creation for stakeholders; and

N. G. J. A.



- (2) Merger of the remaining business of Demerged Company (having trading operations and immovable assets related to with LPPL) into LLPL would there would result in consolidation of business and its related assets into a single entity
- (3) The synergies that exist between the Parties to amalgamation in terms of assets and resources can be put to the best advantage of all stakeholders.

e) **In case of cash consideration – amount or otherwise share exchange ratio:**

Upon the proposed scheme becoming effective, Linc Pen & Plastic Ltd. and Linc Retail Limited shall issue and allot its shares to each share holder of Linc Writing Aids Pvt Ltd, whose name is recorded in the register of members as a shareholder as on the record date (being any date which may be fixed by the board of directors of Linc Pen & Plastic Ltd.) in the following manner:-

Linc Writing Aids Pvt Ltd (Retail / Showroom Business) Demerger:- In consideration of demerger of showroom business of Linc Writing Aids Pvt Ltd into Linc Retail Limited (LRL), Linc Retail Limited shall issue and allot to each shareholder of Linc Writing Aids Pvt Ltd. 46 fully paid up equity shares of Rs. 10 each of LRL for every 1 fully paid up equity share of Rs. 100 each held by such shareholder in Linc Writing Aids Pvt Ltd.

Linc Writing Aids Pvt Ltd (Remaining Business) Amalgamation:- In consideration of amalgamation of remaining business of Linc Writing Aids Pvt Ltd (mainly consisting of trading division and immovable property) with Linc Pen & Plastic Ltd., Linc Pen & Plastic Ltd. shall issue and allot to each shareholder of Linc Writing Aids Pvt Ltd. 34 fully paid up equity shares of Rs. 10 each of Linc Pen & Plastic Ltd. for every 1 fully paid up equity share of Rs. 100 each held by such shareholder in Linc Writing Aids Pvt Ltd.

f) **Brief details of change in Shareholding pattern (if any) of listed entity:**

Shareholding pattern of the companies pre and post the proposed scheme of arrangement and amalgamation becomes effective will be as follows:

Linc Pen & Plastic Ltd.

Particulars	Pre	Post
	% of holding	% of holding
Promoter	59.40	59.40
Public	40.60	40.60
Total	100.00	100.00

