

FORM - A

Format of Covering letter of the annual audit report to be filed with the stock exchange:

1	Name of the Company	:	LINC PEN & PLASTICS LTD. (CIN: L36991WB1994PLC065583)
2	Annual financial statement for the year ended	:	31 st March, 2015
3	Type of Audit observation	:	Un-qualified / Matter of Emphasis
4	Frequency of observation	:	Not Applicable

For G. P. Agrawal & Co.
Chartered Accountants

Ankita Agrawal

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Membership No. - 69560
Partner

Deepak Jalan
Deepak Jalan
Managing Director

For Linc Pen & Plastics Ltd.

N. K. Dujari
N. K. Dujari
Chief Financial Officer &
Company Secretary

K. N. Ranasaria
K. N. Ranasaria
Chairman,
Audit Committee

Place: Kolkata

Date: 22.05.2015



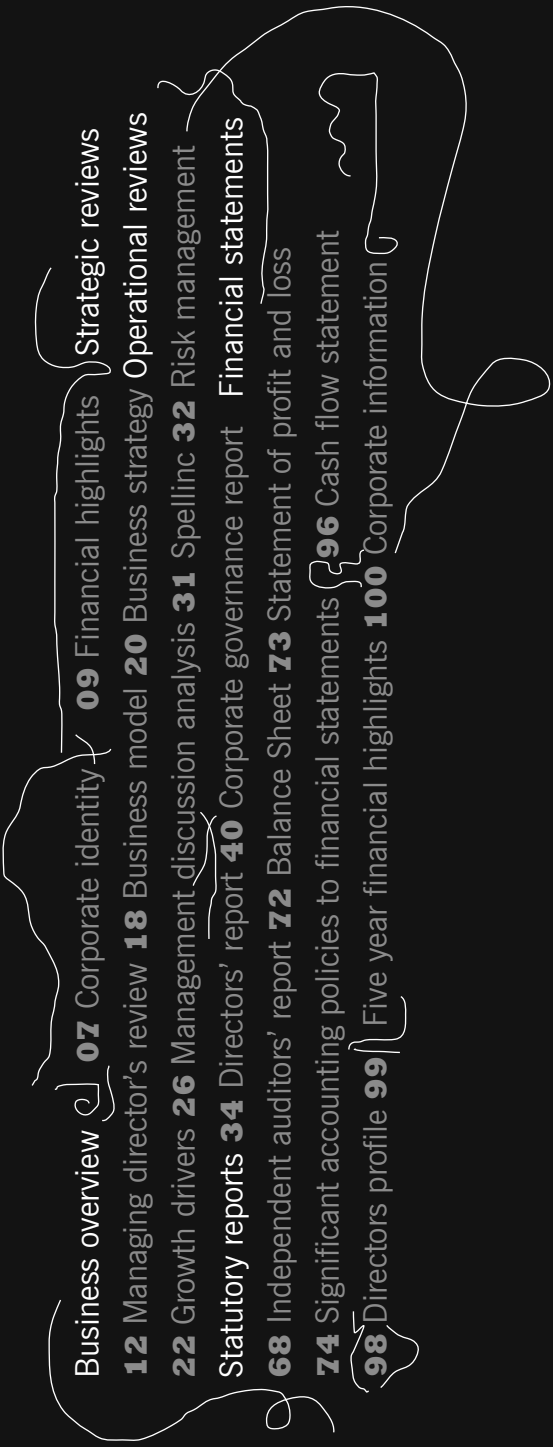
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FY15

LINC PEN & PLASTICS LIMITED

Cautionary statement

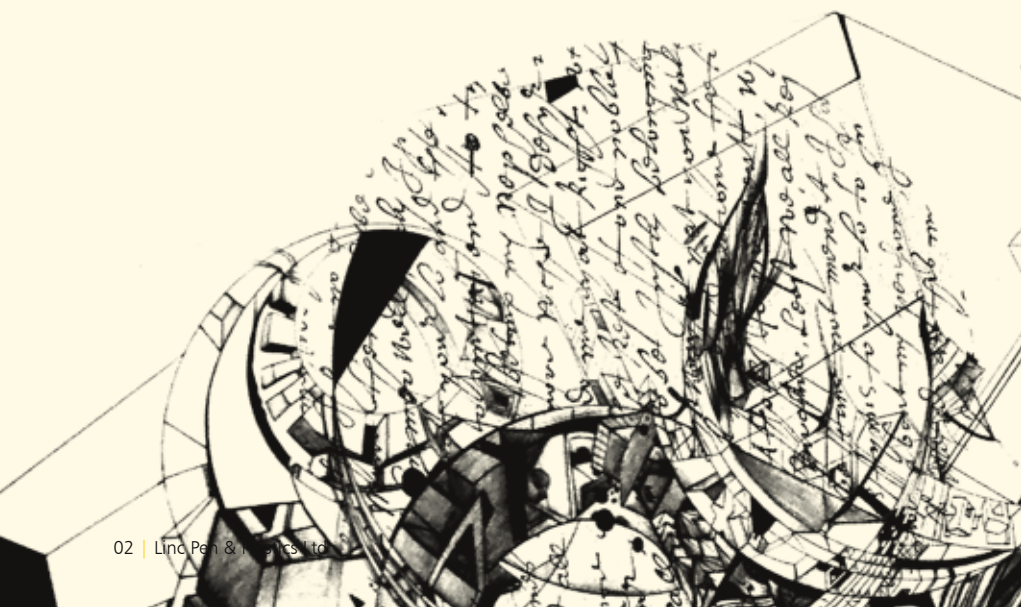
In this annual report we have disclosed forward-looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements – written and oral – that we periodically make contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipates', 'estimates', 'expects', 'projects', 'intends', 'plans', 'believes' and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward-looking statements will be realised, although we believe we have been prudent in our assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.



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Can you read the

unwritten?



Linc Pen & Plastics Limited.
More than just a product
manufacturer.
A brand.
More than just a company with a
global footprint.
A multinational marketing globally
under its own name.
More than a company doing
routine things in a routine way.
A company writing a new chapter
in its existence.

*P.S. Linc Pen & Plastics Limited reported a
1.3% growth in revenues and 24.4%
increase in profit after tax in 2014-15.*



The principal message we wish to send out is that Linc Pen

& Plastics is writing a new chapter in its existence.

Most people dismiss the writing instruments industry as overtly *competitive*.

Most people see the writing instruments industry as a *volume-driven* business.

Most people see writing instrument makers merely *cloning* the designs of others.

Most people dismiss the writing instruments sector as *cut-throat*.

Linc Pen reported profitable growth in 2014-15 – *profit increase* was sharper than revenue growth.



Linc Pen *strengthened* its business quality in 2014-15.



Linc Pen engaged in *effective innovation* that transformed consumer experience.



The proportion of revenues derived from writing instruments priced higher than ₹10 per stick increased in 2014-15 over the previous year.



Linc Pen & Plastics Limited.

One of India's

3

LARGEST WRITING
INSTRUMENT
MANUFACTURERS.

A global brand with a
presence in around

50

C O U N T R I E S

Vision

To establish Linc as a global brand known for its values, assertiveness and the acumen to adapt to an ever-changing environment

Mission

To deliver innovative, user-friendly and better quality products at the best value to customers, keeping in mind the prosperity of the Company and its stakeholders

About Linc

Linc Pen and Plastics Limited is one of the dominant Indian manufacturers of writing instruments. The Company is spread across two manufacturing units and two assembly units in Kolkata. Its wide product basket comprises writing instruments and stationery.

What we do

Linc's journey started as a manufacturer and seller of ball point pens in India. Over the years, the Company transformed into a one-stop-solution provider for writing instruments and allied products – pencils (wooden and disposable), sketch pens, geometry boxes and erasers, among others.

Where we are

Headquartered in Kolkata (India), Linc's two manufacturing units are located in Serakole (West Bengal) and Falta (West Bengal). The cumulative production capacity as at 31st March, 2015 stands at 2 million pieces per day (including outsourcing). The two assembly units near Kolkata have a combined assembly capacity of 90 lac pieces per month as on 31st March, 2015. Linc's products are available in around 50 countries.

Brand

Linc markets products under its own brand name. Over the years, the Company has undertaken a number of brand-strengthening initiatives like signing Indian film celebrities to endorse its brand, sponsoring IPL teams as well other strategic ATL and BTL activities. The result is that Linc has graduated from just another pen manufacturing company and now stands for an enduring recall: 'If it is Linc, it must be good.'

Market

The Company emerged as one of the top three writing instrument manufacturers in India with a market share of about 10%.

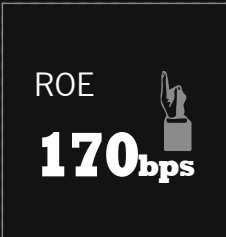
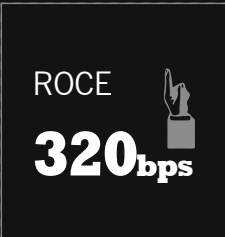
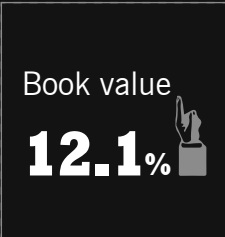
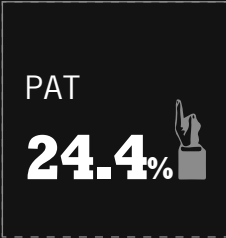
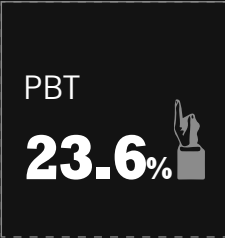
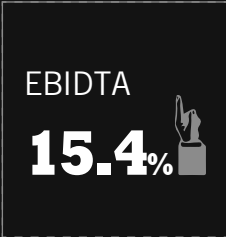
Alliances

Linc enjoys a longstanding marketing relationship with Mitsubishi Pencil Co. Ltd., Japan, a global leader in writing instruments. The Company possesses the exclusive rights of marketing Mitsubishi's Uniball brand in India. Mitsubishi acquired a 13% stake (strategic investment) in Linc in 2012.

Core values

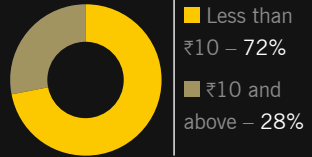
- Linc recognises that it is in the business primarily to satisfy customers.
 - Linc's performance must ultimately ensure increased value for stakeholders.
 - Linc treats employees and stakeholders with respect and dignity.
 - Linc adheres to the highest standards of ethical corporate behaviour.
 - Linc's employees work as a team to enhance stakeholder value.
-

This was what we *achieved* during FY15

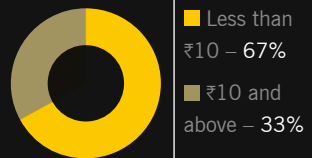


Revenue split
(Brand Linc – domestic market)

2013-14



2014-15





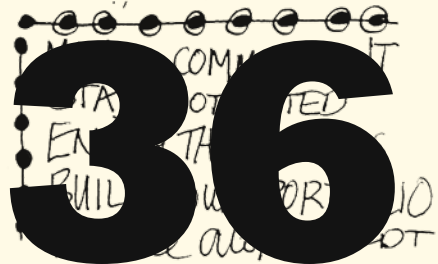
Linc enjoys a 10% market share in the Indian writing instruments industry and among the top three players in the industry. In most of the states of Eastern and North-Eastern India, Linc is the market leader or a close second.



A wide array of products helps the Company address growing consumer needs (mass-market to premium). At Linc, we introduce innovative products periodically, making it possible to address emerging needs.



The Company was the first to launch quality products at affordable prices. It introduced gel pens for the mass-market segment for ₹5, a third of the prevailing price, thereby widening the market. Linc was also the first to launch an out-of-the-box Linc Twinn, the first in the Indian writing instruments industry (pen and pencil within the same instrument).



Linc has gradually evolved into a generic name in India's writing instruments industry. Linc has invested ₹36 crore over the past five years in branding and endorsements, enhancing visibility, widening the market and providing greater product choice.

50

The Company enjoys a presence in 50 countries. The Company's exports accounted for 27% of the total revenues in 2014-15. Linc has been a recognised 'Star Export House of India' since 2004.

95

In a world where sustainable success is derived from sales across a wide footprint, Linc has prudently invested in deepening its geographic penetration. Linc has leveraged its deep-rooted distribution that has made it possible for the Company's brands to be marketed to rural population clusters via more than 95 thousand retail outlets.

2015

pens produces by Linc per day.

MANAGING DIRECTOR'S REVIEW



Q. Were you pleased with the working of the Company during the year *under review*?

A: I absolutely was. I would go so far as to state that the last financial year was one of the most significant in Linc's history. Even though our revenue growth was negligible; our EBIDTA grew from ₹22.1 crore to ₹25.6 crore. Our profit during the year under review was the highest in our Company's history.

Q. Was the improvement the result of a general improvement in market sentiments or the result of a specific corporate strategy?

A: The improvement was largely the result of a specific corporate strategy. Earlier, Linc used to chase market share on the grounds that a complete portfolio would strengthen the Company's brand and offtake. However, we realised that in an evolving marketplace, there can be no such thing as a 'complete' portfolio. Our bottomline would inevitably be compromised; to book revenues, we would persist with products that did not really have a future. Soon enough, there came a time when our existence was threatened by this strategy.

During the 2013-14 fiscal, we made a radical strategic shift. Low-end products that encountered cut-throat competition from unorganised players were discarded. There was a shift from 'complete' to 'niche'; from 'everything' to 'value-added'. By Q4 2014-15, we had balanced our product mix with products priced ₹10-and-above accounting for a 33% share of the revenues, rising from 28% in the previous year. This progressive movement towards value-added products helped rationalise our product mix on the one hand and minimised spending on the other.

Q. What were some of the successes that Linc encountered in a competitive marketplace?

A: We introduced the value-for-money proposition of three pens for ₹20, successfully increasing our sticker price after a gap of three years. Our emphasis on value-added products was vindicated by the evolving demographic trends wherein the average Indian was now willing to pay more for a better product. As an extension of this strategy, we introduced innovative products like Linc Twinn, which were well-received and helped strengthen our profits.

Q. How has the market evolved?

A: Interestingly, despite being in the FMCG segment, pens hadn't undergone a price revision for a decade. It is only in the last two or three years that there has been a visible change in consumer sentiment, catalysed by an increase in disposable incomes. There is a basis for this change in mindset. Consumers realise that the cost of a writing instrument as a proportion of their income is absolutely negligible. Any increase in the cost of a writing instrument compared with the enhanced writing pleasure or even enhanced pride of ownership is so fractional that it is virtually not even worth speaking about. The result is that there is a divergent trend towards better writing instruments today than ever before.

Q. How did the Company perform on the export front?

A: The geopolitical crisis (the Middle East and Ukraine) and factors beyond our control (Ebola outbreak in Africa) affected exports. The result was that the Company selected to taper its presence in these markets rather than push sales and extend receivables. This was a

reflection of our strategy to engage in good business over any kind of business. However, with the turmoil subsiding in some countries, we hope to perform better; in FY16, we expect to grow exports by 15% (compared with a contraction of 6% in FY15, the first such instance in 15 years).

Q. What were the other major talking points in 2014-15?

A: We reduced the size of our active product range by about 20%, which made it possible for us to invest more in value-added products. Besides, enhanced consolidation translated into superior working capital efficiency. We tightened our receivables cycle; we reduced interest rates (50-100 basis points) on the back of a general reduction in interest rates combined with a more efficient interplay of our brands. The divergence from volume play to value play was reflected in our financials.

Q. How did the Company strengthen its brand?

A: Linc invested ₹6.6 crore in branding and promotions (2.1% of revenues) in 2014-15 following ₹3.28 crore (1% of overall revenues) in 2013-14. We believe that this will drive the offtake of value-added products, enhance margins and strengthen the quality of our business. This brand spending is not for the sake of maintenance; it is for driving the evolution of our business.

Q. How does the Company intend to sustain growth?

A: We have chalked out the following strategies to accelerate growth in 2015-16:

- Widen our international presence while strengthening our brand in countries where we are already present
- Fortify our relationships with domestic and international dealers through relationship-building programmes
- Increase the production of value-added products to strengthen margins and improve our presence in the ₹10-and-above segment
- Enhance production capacity
- Invest in promotions to enhance brand exposure and presence
- Improve cost efficiency to enhance margins
- Deliver innovative products and packaging to catalyse offtake

Subsequently, we expect to reach more customers and carve out a larger share of their wallets.

Q. What is your outlook for 2015-16?

A: We aim to launch four new products in the ₹10-and-above category. We expect them to replicate the kind of growth generated by Linc Twinn. We are also planning capacity addition from 2 million units per day to 2.5 million units per day by the end of Q3 of FY16. We wish to take our 'smart' pen proposition ahead through the introduction of a pen combined with a stylus that can be used on a smartphone. Our approach will revolve around innovation in order to manufacture products that combine substance and style. Our pipeline comprises a number of products like these and the result, we expect, is to achieve a double-digit topline growth to take our turnover to a minimum of ₹350 crore and improve our EBIDTA margins in the process.

WRITING A NEW CHAPTER THROUGH

PROACTIVE ADAPTABILITY

In a rapidly changing global environment, there is a premium on the ability to *innovate and transform*.

This transformation extends beyond product and service improvement; it is marked by the ability to do business in different ways.

At Linc, our transformation agenda comprises the following features:

- Increase production capacity from 2 million units a day to 2.5 million units.
- Replace old machines at Serakole with state-of-the-art machine equipment, thereby improving our operational efficiency.
- Usher in gradual automation of manual process.
- Consolidate dispersed outsourced assembly units.

**RESULT: WE EXPECT TO OPERATE AT
CAPACITY UTILISATION OF ABOVE 95%.**

WRITING A NEW CHAPTER THROUGH

ACCELERATED INNOVATION

Linc's Smart Pens are not your run-of-the-mill pen; they are engineered products for some *good reasons*.

One, the pen comprises smart add-on features.

Two, the pioneering pens have been manufactured following a forward-looking investment in cutting-edge equipment.

Three, the Company possesses the required availability and capital equipment flexibility to manufacture next-generation of writing instruments, resulting in a quicker time-to-market.

RESULT: LINC'S SMART PEN SERIES ENHANCED OFFTAKE AND REVENUES AND HELPED ACHIEVE A GROWTH OF ABOUT 30% IN THE ₹10-AND-ABOVE CATEGORY.

WRITING A NEW CHAPTER THROUGH

VALUE- ADDITION

Linc evolved from a singular focus on growing volumes to *enhancing value*.

The Company consciously discarded slow-moving products with the objective to focus increasingly on winners.

This strategic reorientation translated into the following priorities:

- Reducing the proportion of sub-₹10 category products
- Laying a keen emphasis on increasing the share of value-added products
- Realigning the product portfolio as per emerging demand

RESULT: THE PROPORTION OF VALUE-ADDED PRODUCTS AS A PART OF THE TOTAL REVENUES INCREASED BY 500 BPS TO 33% IN 2014-15, STRENGTHENING EBIDTA MARGINS FROM 7.1% IN 2013-14 TO 8.0% IN 2014-15.

Business model

Core purpose

At Linc, our objective is to forge lasting stakeholder relationships. Our focus is not on pushing sales as much as it is on creating a consumer pull by leveraging our keen understanding of customer requirements and the writing instruments industry.

Relationships

At Linc, we have focused on building multi-year relationships with our dealers and corporate customers in order to gain the status of a preferred partner.

Logistics

The success of a FMCG company is appraised by the efficiency with which it can ensure product availability at retail counters. Linc has, over the years, built a strong distribution channel comprising 2,430 distributors and about 95,000 retailers with direct reach, thereby creating a dominant presence in India as well across the globe. As a result, a Linc writing instrument is sold every second. The Company deployed competent personnel in key geographies whose sole responsibility was to interact with the regional retailers on a routine basis, strengthening relationships.

Value-addition

At Linc, we focus on generating the highest return on our revenues through the manufacture of fine writing instruments that address mass requirements. We aspire to become a niche player within the category in the writing instruments industry while focusing on growing our high-margin business.

Operational

Success in the writing instruments space is determined not by a corporate's ability to secure orders but delivering them within the stipulated time and cost structures. Over the past years, Linc has made a habit of this, leading to greater transparency, longstanding relationships, increased frequency of repeat orders and positive word-of-mouth. The Company's shopfloor productivity has been the result of a number of farsighted initiatives, helping reduce production lead time, achieve qualitative consistency and generate economies-of-scale.

Research

At Linc, we have continued to invest in process and product research with the objective to moderate production costs on the one hand and widen customer choice on the other.

Innovation

Linc has made a name for itself in the industry on the back of its ability to assess the untapped needs of consumers and thereafter brainstorm and deliver distinctive products. The Company has straddled the disparate domains of value-for-money and premium products; the student headed for college is as likely to carry a Linc pen in her pocket as is the corporate honcho en route to the Board meeting. Linc has created new categories from scratch (like Linc Twinn, the first instance of a pen combined with a pencil).

Brand

In an industry marked by low differentiation and unorganised players, it is imperative to enhance differentiation. At Linc, our principal strength is in our intangibles - the ability to design customised products and our brand, which stands for quality and innovation. The Company balanced ATL and BTL activities, an edge in a fragmented low-involvement space. Linc made its presence felt across Africa, South East Asia, the Middle East and the CIS countries, aligned with the 'Make in India' ethos propagated by the Indian Government.

Scale

At Linc, we intend to build competitiveness and intellectual knowledge through business scalability, with the objective to emerge as the largest writing instrument manufacturing company in India. Presently, Linc is one of the top three players within the Indian writing instruments industry.

Quality

Linc is focused on the research and manufacture of quality writing instruments that can potentially become industry benchmarks. Linc delivers products that adequately address consumer needs, generate a consumer surplus, reinforce relationships and ensure successful line extensions. The Company enhances quality via continuous monitoring. The Company's Falta unit received ISO 9001:2008 certification in 2014. A 5S quality management system has helped further enhance productivity.

Financial strength

At Linc, we focus on business growth without compromising the solidity of our Balance Sheet. The entire capex of ₹21 crore, in the three years leading to 2014-15, was financed out of internal accruals.

Business strategy 2020

Objective

Linc aims to emerge as the India's leading writing instruments brand.

Market leadership

Strategic intent

Emerge as a successful and leading pen manufacturer and seller in India

Strategies

- Improve top-of-the-mind recall through marketing communication initiatives aimed at students and other end-users
- Build relationships with private/public institutions to enhance B2B sales
- Introduce innovative products through the existing network

Progress

- Emerged as one of the top three players in India's writing instruments industry
- Pioneer in the Indian writing instruments industry to tie up with renowned international players

Expected result

20%

Market share by 2020

Cost leadership

Strategic intent

Appeal to cost-conscious customers by offering products at a better price-to-value ratio (price compared with what customers perceive)

Strategies

- Achieve high asset turnover by improving production to achieve higher economies-of-scale
- Optimise manufacturing costs by

using standard components, reducing overheads, controlling production costs and improving capacity utilisation

- Procure cost effectively, consolidate assembly units and introduce a need-based purchase system

Progress

Developed technology for manufacturing low-cost and high quality writing instruments

Expected result

33%

Of profits to be invested in acquiring new technology and assets by 2020

Expand reach

Strategic intent

Facilitate the availability of Company's products domestically and internationally

Strategies

- Increase penetration in the domestic market by expanding the distribution network to ensure continuous product availability and developing new marketing channels
- Improve presence in foreign markets by regularly participating in international fairs

Progress

- Increased exports, resulting in a widened international presence in around 50 countries
- Participated in six fairs in different countries since beginning of 2015
- Increased dealer network in India by

14% over the last five years, resulting in an extended reach

Expected result

20

New countries where we intend to improve our presence by 2020

Research and development

Strategic intent

Manufacture products centered on efficiency and multi-purpose usage

Strategies

- Focus on developing efficient and innovative pens and other related products to support growth
- Invest in R&D for introduction of new products to ensure long-term growth

Progress

• Developed the 'Smart pen' series (aligned with an era that is increasingly going 'smart'), which comprise affordable products with smart features and are expected to replace conventional pens

Expected result

20

New products to be developed by 2020

Operational excellence

Strategic intent

Manage productivity consistently, leading to optimal use of time, assets and energy

Strategies

- Invest in improving production capacities to achieve economies-of-scale and strengthen our competitiveness
- Enhance our operational productivity
- De-bottleneck our production capacity

to enhance output and improve average plant capacity utilisation

Progress

- Installed automatic machines to reduce human error
- Customised packaging for final products as per customer requirements and reduced dependence on outsourced finished components

Expected result

67%

Of the total production to be in-housed by 2020

Branding

Strategic intent

Position ourselves as the preferred brand for writing instruments and other related products among customers.

Strategies

- Establish trust for our products and respect for the brand by leveraging our brand equity
- Position ourselves strategically as a leading writing instruments manufacturer
- Invest proactively in branding activities by allocating a certain percentage of our annual revenues for advertisements and marketing

Progress

- Organised dealer meets, roped in Bollywood icons as brand ambassadors and associated with cricket and movies to enhance brand visibility
- Increased television, print, radio and electronic media campaigns to create product awareness

Expected result

50

₹ crore – expected investment in branding activities by 2020



Growth driver



Raw material management

The primary raw materials used by Linc include polymer, inks and tips. The Company uses 10 to 12 different polymer varieties, of which, more than half is imported. It sources ink from India, Japan and Germany, whereas tips are sourced exclusively from Indian vendors. The combination has helped enhance the product's writing quality and shelf-life over competing products.

This strategic raw material mix leads to consistent quality, cost optimisation and superior service. The Company complies with stringent policies while choosing vendors. All raw materials pass through extensive tests-in-house and third party.

Talking points, 2014-15

- The Company maintained polymer inventory in line with price movements.
- The Company developed an alternate source for foils, resulting in substantial savings.
- The Company developed an alternate source for gel ink which, again, helped in controlling costs.
- The Company tracked free trade agreements signed by the government resulting in duty benefits.
- The Company re-engineered products using alternate raw materials to reduce costs without compromising quality.
- The Company consolidated its operation to marginally reduce logistics costs.

Road ahead

The Company will explore alternative sources for procuring inputs to enhance product quality and reduce costs in tandem.

The Company reduced its procurement costs by about 150- 200 bps.



2

Growth driver



Operations

The Company's manufacturing units – Falta SEZ and Serakole – manufacture pens across more than 30 models, marketed under different 'Linc' brands.

Talking points, 2014-15

- The Company has gradually reduced its dependence on outsourcing for assembly operations.
- The SA-8000 certification (ethical audit certificate) helped address more international markets.
- Capacity utilisation was almost 85-90% in both plants.
- Shopfloor initiatives helped increasing output and improve quality.

Capacity utilisation was almost 85-90% in both plants.



Road ahead

The Company expects to completely automate assembly line operations of Linc Twinn and Linc Offex by the third quarter of 2015-16, which was delayed due to factors beyond the Company's control. The Company plans to undertake an equipment overhaul at the Serakole plant, replacing few legacy machines with state-of-the-art alternatives, without compromising productivity.

3

Growth driver



Marketing and branding

Geographical presence increased to **95,000** outlets in India

32% revenue growth in modern trade

₹6.6 crore spent on advertising and promotions

14% increase in distributors

Presence in around **50** countries

In the competitive writing instruments industry, it is imperative to market products around emerging needs and then distribute the same with speed, across markets.

At Linc, we feel that it is necessary to market a diverse product range addressing wide customer needs. To do so, the Company created a robust pan-India distribution network to market innovative and value-for-money writing instruments.

Talking points, 2014-15

- Aired new TVC for Linc Twinn on channels across India
- Co-sponsored the ICC Cricket World Cup 2015 telecast on DD National
- Participated in a variety of trade fairs and consumer fairs throughout India
- Partnered *Sanmarg* in the organisation of the Ram Awtar Gupt Pratibha Puraskar where 10th and 12th standard students were felicitated for excelling in Hindi
- Organised Spellinc 2014 across eight cities and saw 7.25 lac students participating from 1,500 schools.
- Promoted the brand via in-cinema ads across standalone theatres and multiplexes (PVR and Cinemax)

- Advertised in popular dailies like *Dainik Bhaskar*, *Maharashtra Times*, *Rajasthan Patrika*, *The Telegraph*, *Prabhat Khabar*, *Malayalam Manorama*, *Gujarat Samachar*, *Ananda Bazar Patrika*, among others
- Forayed into the realm of online advertisements in line with emergent trends
- Leveraged outdoor branding for the latest focus product, Linc Twinn
- Ranked among the top-300 most trusted brands of India, according to the Brand Trust Report

Road ahead

The Company aims to continue engaging in branding activities that will enhance customer loyalty. The Company will capitalise on diverse media such as television, outdoor, radio and print as well as lay a keen emphasis on web-based and mobile marketing. Finally the Company intends to chalk out a plan with a focus on the changing preferences of its target group.



Growth driver



Exports

The Company's export in 2000-01 was ₹3.25 crore. Exports grew consistently, except in 2014-15 when exports declined for the first time in 15 years on account of drastic geopolitical realities and amendments in the import laws. Nonetheless, Linc's export division retained profitability as a result of higher value products and the strategic introduction of value-for-money products in chosen markets.

A combination of these issues resulted in Linc's export under-performance.

Background

Stressed geopolitical realities in Iraq, Syria and Yemen and the Ebola crisis in Western Africa affected educational institutions and product offtake. Sri Lanka and Egypt amended their import laws, leading to temporary import restrictions. Major devaluations in many currencies where Linc operates (10-13% in some African nations), affected offtake. Instability in Russia and Ukraine caused severe devaluation of their currencies and, in the process, affected exports to these markets as well as other CIS countries.

Export strategy

The Company has singled out on Africa as its 'focus continent'.

Africa: Linc's products have been enthusiastically received in Africa, performing creditably against international players like BIC. Linc offered products cheaper than BIC but qualitatively superior than Chinese alternatives.

Middle East: Linc consciously reduced exports given the political instability, market clutter and competitive pricing.

South East Asia: Indonesia, Thailand and Myanmar offer strong prospects.

Talking points, 2014-15

- Generated attractive volumes via value-added products.
- Enhanced traction by revamping refill and packaging quality.
- Enhanced visibility via strategic branding and promotional exercises.
- Entered Algeria, Somalia, Togo and Uzbekistan.
- Deepened distribution in Africa and South East Asia.
- Deployed dedicated personnel to strengthen customer relationships.

Road ahead

Linc intends to focus on African and ASEAN economies as well as markets on the verge of recovery like Russia, Iraq and all new countries where Linc established its footprint in the previous year. Introduction of a number of new products is planned for the export markets. Although devaluation remains a worry, Linc is confident of bouncing back from the slump.



Reaching Out

IDEA

- FOCUS ON RELATIONSHIPS
- STRATEGIC GIVING

GOAL



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Management discussion and analysis

- GET CLOSER TO WHAT

MATTERS TO YOU:



Customer

CONVERGENCE

MAKE YOUR CUSTOMER A HERO!

• YOUR PASSION

• WHAT OTHERS CARE ABOUT

- START WITH WHO YOU KNOW

Indian economy review

After a couple of dull years, the Indian economy is bouncing back. The latest estimates of national income (Source: *Central Statistics Office*) indicating that the economy's growth revival track, which had commenced in 2013-14, gained vigour in 2014-15. From a macroeconomic perspective, it is increasingly evident that the worst is over. A more robust economic performance than anticipated has emerged on the back of a revised base year, wider coverage of goods and services and the inclusion of tax data to estimate economic activity.

Growth: The economy had been estimated to grow by 7.3% in 2014-15 (6.9% in 2013-14). However, the annual growth rate of GDP was seen to improve to 7.5% in the last quarter of 2014 (as per revised figures) as against 6.4% in the quarter of 2013 (as per revised rates). In contrast, the Chinese economy grew by 7.3% in the same quarter. This makes India the fastest growing major economy in the world, having surpassed the \$2.1 trillion mark on the back of a better performance from the manufacturing sector and rising public expenditure. The prevailing economic scenario could catapult India towards double-digit growth across the medium-term. (Source: *Economic Survey 2015*)

Inflation: Control on price rise continued and a remarkable fall in inflation was noted with the WPI (wholesale price index) falling to a five year low of 0.11 in December, 2014 in contrast to 6.40 in December, 2013. With this trend continuing, WPI was -0.39 as on January, 2015 as compared to 5.03 in January, 2014. Food inflation also reported a significant fall from 9.66% around April, 2014 to 4.78% by December, 2014. Retail inflation (Consumer Price Index) has also moderated. It declined to an all-time low

of 5% in Q3 of 2014-15 after having remained stuck around at 9-10% for the last two years. It hovered around 5.19% in January, 2015 and 5.37% in February, 2015. A slight nudge is expected in the days to come. (Source: <http://indiafacts.co.in/performance-analysis-of-indian-economy-in-the-fiscal-2014-15>)

Indian writing instruments industry

The Indian writing instruments market is still on the path of discovering new niches with ergonomically designed products and promotional marketing and luxury items; however, in the coming years, the market is bound to grow tremendously not only domestically but also in terms of exports.

The writing instrument industry in India is estimated at about ₹3,150 crore. Out of this, the unorganised sector accounts for about a 20-25% market share. Despite an increase in the usage of computers and smartphones, the usage of pen and paper continues unabated. Over the years, the industry has undergone a number of technological advancements in terms of raw materials and ink and metal used in the making of writing instruments, which having increased the user-friendliness of the products.

In terms of exports, India was not considered a major export player until now because of high domestic demand. However, with the industry planning to expand further in terms of manufacturing, supply and infrastructure, exports are set to become an important part of the industry.

Close to 80% of the revenues of the pen industry in India comes from pens that are below ₹15 per piece and a small percentage of the revenues come from pens that are priced above ₹100. The Indian pen industry hosts a wide range pens in terms of cost – a pen can cost as low as below ₹2 per piece to as high

as ₹9,00,000. However, the market for pens below the price of ₹15 has been growing at 7-8% annually whereas the market for pens above ₹15 is growing at the rate of 8-10% per annum. Around 55% of the consumers of writing instruments are students, followed by executives and office-goers (approximately 20%).

Indian stationery market

The domestic stationery sector is a cluster of many sectors largely associated with schools, colleges and offices, out of which the most prominent and important probably is the writing instruments industry. The two most important tools are pen and paper. It also includes other materials like pencils, rulers, writing pads, erasers along with stationery comprising exercise books, notebooks, glues and tape pads, refill pads, flap-over pads, subject books and plastic cover books, among others. They play an active role and find conspicuous usage in commercial and educational arenas.

However in the last few years, foreign designer pen companies have also entered the Indian market with super luxury pens that are made of silver and gold embossed with images of divinities and also adorned with colourful feathers. Priced between

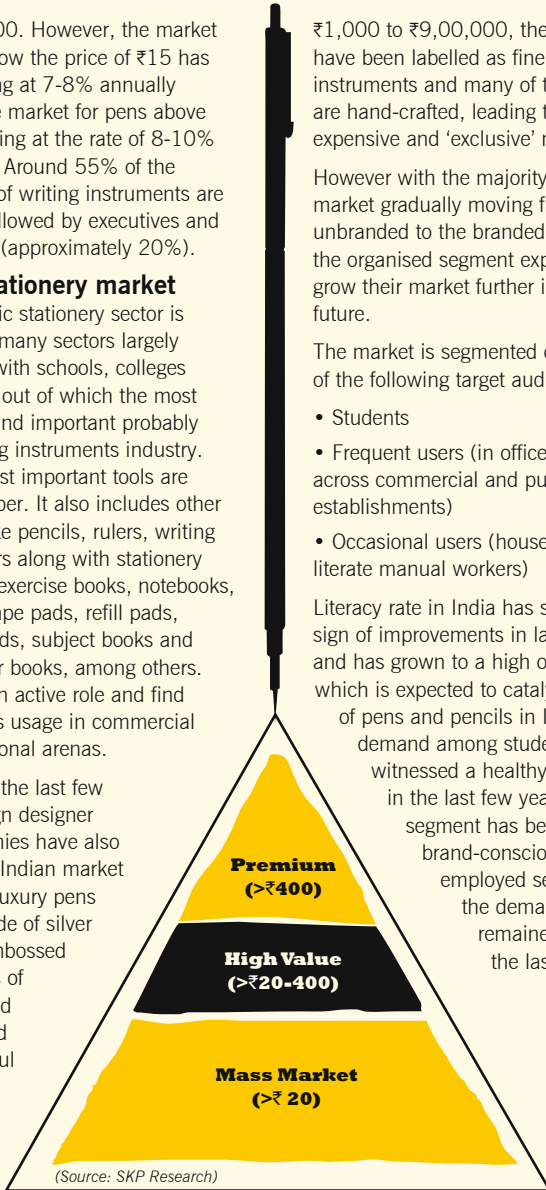
₹1,000 to ₹9,00,000, these pens have been labelled as fine writing instruments and many of them are hand-crafted, leading to their expensive and 'exclusive' nature.

However with the majority of the market gradually moving from the unbranded to the branded segment, the organised segment expects to grow their market further in the near future.

The market is segmented on the basis of the following target audiences:

- Students
- Frequent users (in offices across commercial and public establishments)
- Occasional users (housewives and literate manual workers)

Literacy rate in India has shown major sign of improvements in last 10 years and has grown to a high of 74%, which is expected to catalyse the use of pens and pencils in India. Pen demand among students has witnessed a healthy growth rate in the last few years as this segment has become more brand-conscious than the employed section where the demand has remained stable in the last few years.



Market players

Parker, Mont Blanc, Cross, Lamy, Sheaffer, among others
Uni-ball, Pilot and Parker, among others
Cello, Linc and Reynold, among others

Factors that catalyse the consumption of writing instruments in India:

a. Favourable demographics: India, with 1.28 billion people, is the second most populous country in the world and it accounts for nearly 20% of the world population. More than 50% of India's current population is below the age of 25 years and over 65% below the age of 35. It is estimated that by 2020, India will constitute 25% of the global workforce. The potential market

of its GDP on education. Education spending in India has been lower than the world average. Globally, around 4.9% of the GDP was spent on education while India spends only 3.3%. Developed countries spend around 5-6%. India's vast youth population requires the support of a significant increase in expenditure to turn it into a resource-driven force. The government plans to increase education expenditure from the current GDP of 3% to 5%.

Literacy growth in India

Census year	Population (%)	Male (%)	Female (%)
1951	18.33	27.16	8.86
1961	28.30	40.40	15.35
1971	34.45	45.96	21.97
1981	43.57	56.38	29.76
1991	52.21	64.13	39.29
2001	64.83	75.26	53.67
2011	74.04	82.14	65.46

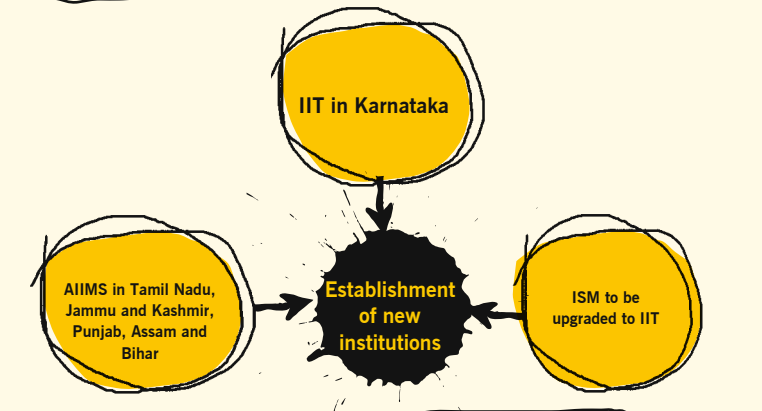
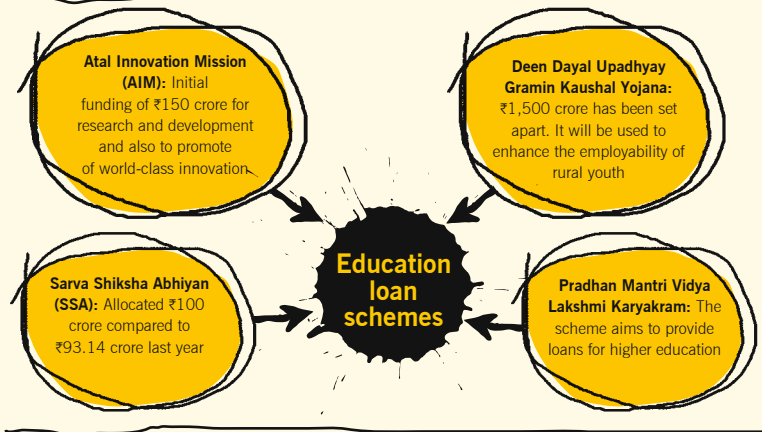
for companies providing educational services is thus immense, compared with other nations. Since the Indian stationery market is closely related to literacy in general and the education sector in particular, these factors will lead to an increase in the demand for stationery products and act as a major catalyst for the growth of the writing instruments industry.

b. Increased spending on the education sector on the part of the government:

India has come a long way in terms of its education expenditure. Alongside Russia, Brazil and China, it falls into the category of countries spending 2-4%

c. Rising literacy rate: With the rise in the number of students, stationery companies will see more consumers for its products. The last five decades have seen the number of students enrolling for higher education recording a 6.5% CAGR and from 2001-11, the literacy rate has gone up six-fold and since 1947, from 12% to around 75%, according to the Census of India, and is on its path to increase further with the help of the government and private initiatives. The rising literacy rate also indicates the fact that the school dropout rates have decreased over the years.

GOVERNMENT INITIATIVES



Outlook

The Central Government's focuses on establishing a senior secondary school within every five kilometres of every village cluster and the upgradation of 80,000 secondary schools across the country by 2022. The Central Government has continued laying a keen emphasis on improving education and increasing literacy in the country by setting an enrolment target of 35.9 million by the end of the 12th Five Year Plan (2012-17) period.

Union Budget 2015 -16	
₹ 68,968 crore allotted to the education sector	₹ 42,219.5 crore allocated towards the Department of School Education and Literacy
₹ 26,855 crore allocated to the Department of Higher Education under the HRD Ministry, registering an increase of 13.31%.	Upgrading over 80,000 secondary schools and add/upgrade 75,000 junior/middle-level schools to the senior secondary level

SPELLINC...



Linc Pen & Plastics Ltd pioneered Spellinc, the inter-school spelling competition in India in 1999. What started as recreational activity for Linc employees has since spiralled into a CSR initiative that catalyses literacy. From a humble beginning where a handful of schools participated in Kolkata to achieving a participation of 7.25 lac students from 1,500 schools across eight cities in the country, Spellinc has grown into a brand of its own by helping instill a spirit of inquisitiveness and healthy competition among students.

2014-15, the sixteenth edition of the competition witnessed the second national finale held in Kolkata on 9th May 2015 where The Cathedral & John Connor School (Mumbai) were adjudged the National winners. The coming year, we intend to take Spellinc to greater heights and foray into the far uncharted parts of the country. With the prelims slated to take place from mid-August, Spellinc 2015 plans to touch 1,600 schools across 11 cities and witness a participation of 9 lac students.

RISK MITIGATION AT LINC

Risk remains a tangible business reality, which could have a material impact on the Company's performance and prospects.

At Linc, the overarching objective is one of responsible risk management. The Company has evolved a risk-management framework encompassing effective processes and catalysed by a talented pool of qualified professionals. As a result, its business decisions balance risk and reward, leading to profitable and sustainable growth.

Sectoral slowdown could impact growth

How will Linc be protected?

- The writing instrument industry is expected to witness significant growth, reflected in a growing demand for affordable and quality products.
- Replacement demand will generate significant growth, going forward.
- The Company will enter under-penetrated global geographies.

Competing forces could dent market share

How will Linc be protected?

- Enduring market goodwill as an ethical and transparent company and a supplier of quality writing products.
- Attractive price-value propositions help the Company create new product categories.
- Extensive service commitment (in terms of timely delivery) strengthens the Company's competitive edge.

Products may not find market acceptance

How will Linc be protected?

- Proactive policy of product design and development to suit evolving customer expectations.
- Extensive R&D facilitates the development of in-house technology to manufacture products that suit Indian conditions and enhance cost-competitiveness.
- Sizeable sale to international clients vindicates acceptance of the product range.

Failure to arrest costs in an inflationary scenario could impact profitability

How will Linc be protected?

- Cost-cutting and process improvement is a continuous shop floor process at Linc.
- Adoption of international practices such as lean manufacturing, 6-Sigma, 5-S and activity-based costing (ABC) facilitate cost optimisation.
- Cost-effective value engineering and the intelligent use of alternative inputs lead to cost moderation.
- Product prices have not increased over the last three years, rather the Company focused on value-engineering and increasing the volumes.

Reliance on a handful of clients could hamper business growth

How will Linc be protected?

- Diverse regional presence comprising domestic markets and select export geographies.
- Pan-India client base.
- No single client accounts for more than 5% of the Company's revenues.

Lack of adequate low-cost funds to meet capex requirements could hamper business growth

How will Linc be protected?

- Adequate liquid funds at its disposal to fund future capex programmes.
- Balanced Debt-Equity ratio enables the Company to source cheaper working capital debt.

Enhanced reliance on a particular business division could be detrimental

How will Linc be protected?

- At Linc we embarked on the path of de-risking not only within the portfolio but also within the business divisions by focusing on the stationery segment (non-pen revenues).
- Growth prospects/possibilities from each business are encouraging.

Dear Shareholders,

Your Directors have pleasure in presenting their 21st Annual Report together with the audited accounts of the Company for the year ended 31st March, 2015.

Financial Highlights

	(₹ in Lacs)	
	2014-15	2013-14
Sales & Other Operational Income	31830.27	31410.28
Other Income	28.74	8.55
Profit before depreciation, interest and taxation	2555.38	2215.29
Finance Cost	148.43	237.21
Depreciation	585.98	505.02
Profit before Tax	1820.97	1473.06
Provision for Taxation - Current	385.00	305.00
- Deferred	(13.97)	17.37
- Income Tax for earlier years	17.53	(0.20)
Profit after Tax	1432.41	1150.89
Add: Credit Balance of the previous year	393.12	288.21
Amount available for Appropriation	1825.53	1439.10
Transfer to General Reserve	1000.00	700.00
Proposed Dividend	369.65	295.72
Corporate Tax on Dividend	73.92	50.26
Balance carried to Balance Sheet	381.96	393.12

Dividend

Your Directors recommend a Dividend of ₹2.50 per equity share (previous year ₹2/- per equity share) for the year ended 31st March, 2015.

Financial Performance

Sales & Net Profit: During the year under review, the Company's Sales (incl. Other Operational Income) increased by only 1.3% to ₹31830.27 Lacs as compared to ₹31410.28 Lacs during the preceding year. The Company spend ₹950.65 Lacs (3.0% of Sales) on Advertisement & Promotion in 2014-15 as compared to ₹570.79 Lacs (1.8% of Sales) in 2013-14. The EBIDTA increased to ₹2555.38 Lacs (8%) from ₹2215.29 Lacs (7.1% of Sales). The Profit after Tax during the year was ₹1432.41 Lacs as compared to ₹1150.89 Lacs in

the previous year, a jump of about 24.5%.

The main reasons for improved profitability in 2014-15 were –

- a. Focus on value added products;
- b. Better working capital Management.

The performance of the Company in 2014-15 would have been better, but for lower exports turnover on account of the political turmoil leading to currency devaluation in few of the geographies of our presence. Consequently, for the first time in over 15 years, our export turnover decreased, albeit by a meagre 4% to reach ₹87crore in 2014-15 compared to ₹91crore in 2013-14. However, the Company has already started taking various decisive steps that will help restore the double digit growth rate during the upcoming fiscal.

Working Capital: The year-end debtors are 46 days of the sales for the year as compared to 48 days in the previous year. The inventory holding is for 73 days' sales as compared to 82 days in the previous year. The total reduction of 11 days helped the Company in bringing down its finance cost by 37.4% for the year 2014-15.

A full analysis and discussion on the performance of the Company as well business outlook is included in this Annual Report under the heading 'Management Discussion and Analysis' as Annexure to this Report.

Directors' Responsibility Statement

Pursuant to Section 134(5) of the Companies Act, 2013, the Directors hereby confirm that:-

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual

accounts on a going concern basis;

- (e) the directors, in the case of a listed company, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- (f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Corporate Governance

The Company had complied with the requirements of Corporate Governance in terms of clause 49 of the Listing Agreement with Stock Exchanges. A separate report each on Corporate Governance (Annexure-B, along with Auditors' Certificate on its due compliance) and Management Discussion and Analysis is attached to this report.

Listing

The equity shares of the Company are listed on BSE Limited (BSE), The Calcutta Stock Exchange Limited (CSE). The equity shares of the Company are also listed on National Stock Exchange of India Limited (NSE) w.e.f 9th March, 2015.

Directors and Key Managerial Personnel

Pursuant to the provision of the Companies Act, 2013, the appointment of Dr. Ranjan Das, Shri Naresh Pachisia, Shri Kedar Nath Ranasaria and Shri Anil Kochar as Independent Director under section 149 of the Companies Act, 2013 for a term of 5 years w.e.f. 29th August,

2014 were approved by the shareholders at their meeting held on 29th August, 2014.

Ms. Supriya Newar was appointed as an Additional Director of the Company by the Board of Directors on 31st March, 2015, on recommendation of Nomination and Remuneration Committee. Ms. Newar is recommended for appointment as Independent Director in terms of Section 149 of the Companies Act, 2013, for five consecutive years with effect from the date of the ensuing Annual General Meeting of your Company.

In accordance with the Articles of Association of the Company, Shri Deepak Jalan, Managing Director of the Company, retire by rotation at the ensuing Annual General Meeting and being eligible, offer himself for re-appointment.

The following persons were appointed as Key Managerial Personnel of the Company in Compliance with provisions of section 203 of the Companies Act, 2013:

Shri Deepak Jalan- Managing Director

Shri Alok Jalan- Whole Time Director

Shri N. K. Dujari- Chief Financial Officer & Company Secretary

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings & Outgo

A statement pursuant to section 134 of the Companies Act, 2013, giving details of measures taken towards conservation of energy, technology absorption, foreign exchange earnings and outgo in accordance with the Companies (Accounts) Rules, 2014 is annexed as Annexure - C.

Particulars of Employees and related disclosures

Disclosure as required Section 197(12) of the Companies Act, 2013 read with Rule 5(1), 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 is annexed as Annexure - D.

Policy on Directors' Appointment and Remuneration

Policy on Directors' Appointment is to follow the criteria as laid down under the Companies Act, 2013 and the Listing Agreement with Stock Exchanges and good corporate practices. Emphasis is given to persons from diverse fields or professions.

Policy on Remuneration - Guiding Policy on remuneration of Directors, Key Managerial Personnel and employees of the Company is -

- Remuneration to unionised workmen is based on the periodical settlement with the workmen union.
- Remuneration to Key Managerial Personnel, Senior Executives, Managers, Staff and Workmen (non Unionised) is industry driven in which it is operating taking into account the performance leverage and factors such as to attract and retain quality talent.
- For Directors, it is based on the shareholders resolutions, provisions of the Companies Act, 2013 and Rules framed therein, circulars and guidelines issued by Central Government and other authorities from time to time.

Declaration by Independent Directors

Pursuant to Section 149(6) of the Companies Act, 2013, Independent Directors of the Company have made a declaration confirming the compliance of the conditions of the independence stipulated in the aforesaid section.

Related Party Transactions

All related party transactions that were entered into during the year under report were on an arm's length basis and in the ordinary course of business. There are no materially significant related party transactions made by the Company during the year. Related Party Transactions Policy is available on website: www.lincpen.com

Risk Management

The Company has a structured risk management policy. The Risk management process is designed to safeguard the organisation from various risks through adequate and timely actions. It is designed to anticipate, evaluate and mitigate risks in order to minimize its impact on the business. The potential risks are inventorised and integrated with the management process such that they receive the necessary consideration during decision making. It is dealt with in greater details in the management discussion and analysis section.

Annual Evaluation by Board

The Board of Directors of the Company has initiated and put in place evaluation of its own

performance, its committees and individual directors. The result of the evaluation is satisfactory and adequate and meets the requirement of the Company.

Whistle Blower Mechanism

Your Company has put in place Whistle Blower Mechanism. The detailed mechanism is given in Corporate Governance Report forming part of this report.

Extract of Annual Return

Extract of Annual Return is annexed as Annexure – E.

Meeting of the Board of Directors

Five (5) meeting of the Board of Directors were held during the year. The details of the same are provided in the Corporate Governance Report.

Auditors

Your Directors request you to appoint Auditors for the Current Financial Year.

Cost Audit

The Company had appointed Mr. Debabroto Banerjee, Cost Accountant, to audit its cost accounting records for the financial year 2014-15. The due date for filing the Cost Audit Report with the Ministry of Corporate Affairs is 30th September, 2015.

Secretarial Audit

The Company had appointed M/s D. C. Sahoo & Co., Practising Company Secretaries as the

Secretarial Auditor of the Company for the financial year 2014-15. The report of the Secretarial Auditor is annexed as Annexure – F. The report does not contain any qualification.

Corporate Social Responsibility

With the enactment of the Companies Act, 2013 and the Companies (Corporate Social Responsibility) Rules, 2014 read with various clarifications issued by Ministry of Corporate Affairs, the Company has undertaken activities as per the CSR Policy and the details are contained in the Annual Report on CSR

activities given in Annexure-G forming part of this report.

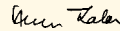
Acknowledgement

Your Directors express their appreciation to all the employees for their valuable contribution. Your directors also wish to express their gratitude for the continued co-operation, support and assistance provided by all the valued Channel Partners, Distributors, Suppliers, Bankers, Shareholders, the Central and State Governments.

For and on behalf of the Board



Deepak Jalan
Managing Director



Aloke Jalan
Whole Time Director

Place : Kolkata
Dated : 22nd May, 2015

1. Company's *Philosophy* on Code of Governance:

The Company firmly believes in and has consistently endeavoured to practice good Corporate Governance. A good corporate governance consists of a combination of business practices which result in enhancement of the value of the Company to shareholders and simultaneously enable the Company to fulfill its obligations to other stakeholders such as customers, employees and financiers, and to the society in general. The Company further believes that such practices are founded upon the core values of transparency, empowerment, accountability, independent monitoring and environmental consciousness. The Company makes its best endeavours to uphold and nurture these core values in all aspects of its operations.

2. Board of *Directors* : Composition and Category

The present strength of the Board of Directors is seven, whose composition is given below:

- 2 Promoter, Executive Directors
- 5 Independent, Non-Executive Directors including one Woman Director

The composition of the Board of Directors and also the number of other Board of Directors or Board Committees of which he is a member/Chairperson are as under:

Name of the Directors	DIN	Category	No. of Other Directorship*	No. of Membership/ Chairmanship of other Board Committee +
Shri Deepak Jalan	00758600	Promoter, Executive	1	Nil
Shri Alok Jalan	00758762	Promoter, Executive	Nil	Nil
Shri Naresh Pachisia	00233768	Independent, Non- Executive	5	5 (as Member)
Shri K. N. Ranasaria	00201370	Independent, Non- Executive	Nil	Nil
Dr. Ranjan Das	01738493	Independent, Non- Executive	1	2 (as Member)
Shri Anil Kochar#	00943161	Independent, Non- Executive	2	2(1 as Chairman)
Ms. Supriya Newar#	07144076	Additional Director, Independent, Non- Executive	Nil	Nil

* Directorships in Private Companies are not included

+ Only covers membership / chairmanship of Audit Committee and Stakeholders' Relationship Committee.

Shri Anil Kochar and Ms. Supriya Newar were appointed with effect from 30th May, 2014 and 31st March, 2015 respectively.

There is no permanent Chairman in the Board. None of the Independent Directors of the Company serve as an Independent Director in more than seven listed companies and where any Independent Director is serving as whole time director in any listed company, such director is not serving as Independent Director in more than three listed companies. None of the Directors is a member of more than ten Committees or Chairman of more than five Committees across all Companies.

The Company has a familiarization programme for Independent Directors with regard to their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, the business models of the Company etc. and the same has been posted on the website at www.lincpen.com.

During the year, the Board adopted a formal mechanism for evaluating its performance and as well as that of its committees and individual Directors. The exercise was carried out through

a structured evaluation process covering various aspects of the Boards functioning such as composition of the Board and Committees, experience, competencies, performance of specific duties and obligations, governance issues etc. Separate exercise was carried out to evaluate the performance of individual Directors.

Attendance of each Director at the Board Meetings and the last Annual General Meeting

During the financial year ended March 31, 2015, five Board Meetings were held on 30th May, 2014, 14th August, 2014, 14th November, 2014, 9th February, 2015 and 23rd February, 2015. The meeting held on 23rd February, 2015 was for the Independent Directors, without the attendance of the Non-Independent Directors and members of management. The attendance of each Director at Board Meetings and the last Annual General Meeting (AGM) is as under:

Name of the Directors	No. of Board meetings attended	Attendance at last AGM held on 29.08.2014
Shri Naresh Pachisia	4	Leave of Absence
Shri K. N. Ranasaria	4	Present
Dr. Ranjan Das	5	Leave of Absence
Shri Deepak Jalan	4	Present
Shri Alok Jalan	4	Present
Shri Anil Kochar#	5	Leave of Absence

Appointed with effect from 30th May, 2014.

3. Code of Conduct :

The Code of Conduct and ethics as adopted by the Board of Directors of the Company is applicable to its Directors and Senior Executives. All the Board Members and Senior Management personnel have affirmed compliance with the code of conduct. A declaration to this effect signed by the Managing Director is attached and forms part of the Annual Report of the Company. The Code of Conduct of the Company has been

posted on the website at www.lincpen.com for general viewing.

4. Audit Committee :

The Audit Committee presently comprises of four Directors, three of whom are Independent and Non-Executive. All these Directors possess knowledge of corporate finance, accounts and law. The Audit Committee was re-constituted with the induction of Shri Anil Kochar,

Independent, Non-Executive Director. During the financial year ended March 31, 2015, four Audit Committee Meetings were held on 30th May, 2014, 13th August, 2014, 14th November, 2014 and 9th February, 2015. The attendance of the Members were as under-

Members	No. of Meetings Attended
Shri K. N. Ranasaria, Chairman	3
Shri Deepak Jalan	4
Shri Naresh Pachisia	3
Shri Anil Kochar	2

The role, powers, duties and terms of reference of the Audit Committee cover the matter specified under Clause 49 of the Listing Agreement and Section 177 of the Companies Act, 2013, besides other terms as may be referred by the Board of Directors. The Company Secretary acts as the Secretary to the Committee. The Statutory Auditor and the Internal Auditor of the Company is permanent invitee at the meetings of the Committee.

5. Nomination and Remuneration Committee:

The Nomination and Remuneration Committee comprises of Dr. Ranjan Das, Chairman, Shri K. N. Ranasaria and Shri Naresh Pachisia, all of whom are Independent and Non-Executive. The Company Secretary acts as the Secretary to the Committee.

During the year, the Nomination and Remuneration Committee met two times on

14th November, 2014 and 27th March, 2015.

The role, power and term of reference of the Nomination and Remuneration Committee covers the area as contemplated under Clause 49 of the listing Agreement and section 178 of the Companies Act, 2013, besides other terms as may be referred by the Board of Directors. The role include formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees; formulation of criteria for evaluation of Independent Directors and the Board; devising a policy on Board diversity and identification of persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.

Remuneration Policy : Non-executive directors are remunerated by way of sitting fees and are also entitled to a commission (to divided among them in such proportion as the Board may determine from time to time) not exceeding 1% of the net profits only. The Company pays remuneration by way of Salary, Perquisites, Allowances and Commission to Managing Director and Whole Time Director, as approved by the members and as permitted under Schedule V to the Companies Act, 2013. The Details of Remuneration paid to Directors are as under:

Name of the Director	Relation with other Directors	Salary ₹	Benefits ₹	Sitting Fees ₹	Commission ₹	Total ₹	Service contract/ Notice period/ Severance fees
Shri Deepak Jalan	Brother of Whole Time Director	63,00,000	7,71,000	-	20,00,000	90,71,000	Terms of office valid upto 30.09.17. No notice period & severance fee.

Name of the Director	Relation with other Directors	Salary ₹	Benefits ₹	Sitting Fees ₹	Commission ₹	Total ₹	Service contract/ Notice period/ Severance fees
Shri Alope Jalan	Brother of Managing Director	54,00,000	6,63,000	-	10,00,000	70,63,000	-do-
Shri Naresh Pachisia	None	-	-	62,750	3,00,000	3,62,750	Appointed for a period of 5 years w.e.f. 29.08.14.
Shri K. N. Ranasaria	None	-	-	56,000	3,00,000	3,56,000	-do-
Dr. Ranjan Das	None	-	-	60,000	3,00,000	3,60,000	-do-
Shri Anil Kochar	None	-	-	60,000	2,50,000	3,10,000	-do-

6. Shareholders' Committee:

i) Share Transfer Committee :

The Share Transfer Committee comprises of Shri Deepak Jalan and Shri Naresh Pachisia. The Committee deal with various matters relating to share transmission, issue of duplicate share certificates, approving the split and consolidation requests and other matters relating to transfer and registration of shares. During the financial year ended 31st March, 2015, 7 (seven) Share Transfer Committee Meetings were held. Number of Shares pending for transfers as on 31st March, 2015 were Nil.

ii) Stakeholders' Relationship Committee :

The Stakeholders' Relationship Committee comprises of Shri K. N. Ranasaria as the Chairman and Shri Deepak Jalan. The Committee is to oversee the redressal of the Shareholders' and Investors' grievances in relation to transfer of shares, non-receipt of Annual Report, non-receipt of dividend etc. The total number of complaints received and replied, to the satisfaction of the shareholders during the year were 7. There were no outstanding complaints as on 31st March, 2015.

iii) Compliance Officer :

The Board has designated Shri N. K. Dujari, Chief Financial Officer & Company Secretary as the compliance officer.

7. Corporate Social Responsibility Committee :

The Corporate social Responsibility Committee comprises of Shri Deepak Jalan as the Chairman, Shri Alope Jalan and Shri K. N. Ranasaria. The Company Secretary acts as the Secretary to the Committee.

The terms of reference of this Committee is to comply with the requirement of section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 which includes formulating and recommending to the Board, a Corporate Social Responsibility(CSR) Policy indicating the activities to be undertaken by the Company as per Schedule VII to the Companies Act, 2013; recommending the amount of expenditure to be incurred and monitoring the CSR policy of the Company.

8. Whistle Blower Policy:

With the rapid expansion of business in terms of volume, value and geography, various risk

associated with the business have also increased considerably. One such risk identified is the risk of fraud and misconduct. The Audit Committee is committed to ensure risk/fraud free work environment and to this end the Committee has laid down a policy providing a platform to all the employee, vendors and customers to report any suspected or confirmed incident of fraud / risk / misconduct. The policy has been posted on the website at www.lincpen.com.

9. General Body Meeting:

Location and time, where last three Annual General Meetings were held is given below:

Financial Year	Date	Location of the Meeting	Time
2011 – 2012	17.09.12	Shripati Singhania Hall, 94/2, Chowringhee Road, Kolkata – 700 020	3.30 p.m.
2012 – 2013	18.09.13	Shripati Singhania Hall, 94/2, Chowringhee Road, Kolkata – 700 020	3.30 p.m.
2013 – 2014	29.08.14	Shripati Singhania Hall, 94/2, Chowringhee Road, Kolkata – 700 020	3.30 p.m.

Three and two special resolutions were passed at 18th and 20th Annual General Meeting of the Company held on 17.09.2012 and 29.08.2014 respectively. No special resolution is proposed to be conducted through postal ballot at the forthcoming AGM to be held on 3rd September, 2015.

10. Disclosures:

- i) Details of related party transactions during the year have been set out under Note No. '27.5' of Notes on Accounts of the Annual Accounts. However, the Company does not have any materially significant related party transactions, which may have potential conflict with the interests of the Company at large. The transactions with related parties are at prices which are reasonable having regard to the prevailing market prices for such goods / services.
- ii) The Company has complied with the requirements of regulatory authorities on capital markets and no penalties/strictures have been imposed against it during the last three years.
- iii) The Company is regularly complying with all the mandatory requirements of Clause 49 of the Listing Agreement regarding Board Composition, Code of conduct, Audit Committee, quarterly and annual disclosures etc.
- iv) The Non – executive Directors does not hold any shares of the Company as on 31st March, 2015.
- v) The particulars of directors seeking reappointment are given in the explanatory statement to the notice of Annual General Meeting.
- vi) The Company had no subsidiary as on 31st March, 2015.
- vii) The Company has laid down risk assessment and minimisation procedures and the same is periodically reviewed by the Board. Further, the Company has adequate internal control systems to identify the risk at appropriate time and to ensure that the executive management controls the risk in a properly defined framework.

11. Means of Communication:

- i) A half-yearly report was not sent to each household of the shareholders. Shareholders were intimated through the

press and the Company's website – www.lincpen.com about the quarterly performance and financial results of the Company.

- ii) The quarterly and half yearly results are published in the leading newspapers in English and Bengali such as The Business Standard and Kalantar.
- iii) As per the Listing Agreement with the stock exchanges, certain documents / informations such as quarterly / annual financial results, shareholding pattern and corporate governance are accessible on the website www.corpfilng.co.in.
- iv) The Company results and official news release are displayed on the Company's Website: www.lincpen.com.
- v) No presentation have been made to institutional investors or analysts etc.
- vi) Management Discussion and Analysis forms part of the Annual Report, which is posted to the shareholders of the Company.

12. General Shareholder Information:

Detailed information in this regard provided in the shareholder information section forms part of this Annual Report.

i) Annual General Meeting

- Date and Time : 3rd September, 2015 at 3.30 p.m.
- Venue : Shripati Singhania Hall,
94/2, Chowringhee Road, Kolkata – 700 020

ii) Financial Calendar

- Financial Year : 1st April to 31st March
- Results : 1st Qtr – 2nd week of August, 2015
2nd Qtr – 2nd week of November, 2015
3rd Qtr – 2nd week of February, 2016
4th Qtr – end May, 2016

- iii) Book closure date : 27.08.2015 to 03.09.2015 on account of AGM and Dividend.

- iv) Dividend payment date : After 3rd September, 2015

v) Listing of Equity Shares on Stock Exchanges at

- i) The Calcutta Stock Exchange Ltd
7, Lyons Range, Kolkata – 700 001
- ii) B S E Limited, P J Towers,
Dalal Street, Fort, Mumbai – 400 001
- iii) National Stock Exchange of India Ltd.
Exchange Plaza, Bandra Kurla Complex,
Bandra (E), Mumbai – 400 051

- vi) Listing Fees : Listing fee for the year 2014 – 2015 has been paid to the above Stock Exchanges.

- vii) Stock Code : Bombay Stock Exchange - 531241
Calcutta Stock Exchange – 10022035
National Stock Exchange- LINC PEN
Demat ISIN No. – INE 802B01019

viii) **Market Price Data** – High /Low during each month of the year ended 31st March, 2015, at the Bombay Stock Exchange and National Stock Exchange.

Month	BSE		NSE*	
	High (₹)	Low (₹)	High (₹)	Low (₹)
April, 2014	62.95	55.00	-	-
May, 2014	66.80	53.00	-	-
June, 2014	76.00	62.05	-	-
July, 2014	78.10	61.10	-	-
August, 2014	105.00	64.05	-	-
September, 2014	152.00	95.35	-	-
October, 2014	133.85	108.55	-	-
November, 2014	196.30	121.00	-	-
December, 2014	219.40	160.00	-	-
January, 2015	210.00	177.00	-	-
February, 2015	200.00	152.00	-	-
March, 2015	178.90	139.00	198.00	135.00

* Equity shares of the Company are listed and admitted to dealing on National Stock Exchange of India Limited (NSE) w.e.f. 9th March, 2015.

ix) **Share Price performance in 2014-15 comparison to broad based indices – BSE Sensex**

% Change in Linc's Share Price: 159.66 %	% Change in BSE Sensex 24.89%
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x) **Share Transfer System:** Presently, the share transfers which are received in physical form are normally effected within a maximum period of 15 days from the date of receipt and Demat are confirmed within a maximum period of 14 days by Registrar and Share Transfer Agent – M/s. Maheshwari Datamatics Pvt. Ltd, 6, Mangoe Lane, Kolkata-700 001.

xi) **Distribution of Shareholding:**

Distribution of Shareholding by Ownership:

	Holding Pattern	No. of Shares	Shareholding %
1	Promoters & Associates	89,35,133	60.43
2	NRI, FIIs, etc.	21,81,623	14.76
3	Private Corporate Bodies	10,62,134	7.18
4	Indian Public	26,07,070	17.63
	Total	1,47,85,960	100.00

Distribution of Shareholding by Size:

Range of Shares	Shareholders		Shares	
	Number	%	Number	%
1 to 500	5,523	87.58	5,30,017	3.58
501 to 1000	337	5.35	2,78,332	1.88
1001 to 5000	330	5.23	7,82,969	5.30
5001 to 10000	39	0.62	2,81,709	1.91
10001 & above	77	1.22	1,29,12,933	87.33
Total	6,306	100.00	1,47,85,960	100.00

xii) Dematerialisation of Shares:

Holding	No. of Holder	%	No. of Shares	%
Physical	811	12.86	2,13,231	1.44
Demat	5,495	87.14	1,45,72,729	98.56
Total	6,306	100.00	1,47,85,960	100.00

xiii) Outstanding GDR/ADR or any convertible Instruments: Not Applicable

xiv) The manufacturing facilities of the Company are located at :

- a. Linc Estate, Usthi Road, Serakole, 24 Paragans (South), West Bengal; and
- b. Falta SEZ, Sector II, Shed No.2, Falta, 24 Paragans (South), West Bengal

xv) Address for Correspondence : For Share Transfer and related queries -
M/s. Maheswari Datamatics Pvt. Ltd
6, Mangoe Lane, 2nd Floor, Kolkata – 700 001
Phone – 22435029/5809, Fax – 2248 4787
e-mail – mdpl@cal.vsnl.net.in

For General Assistance
Mr. N. K. Dujari,
Chief Financial Officer & Company Secretary
Linc Pen & Plastics Ltd
3, Alipore Road, Kolkata – 700 027
Phone – 3041 2100 / 2479 0248,
Fax – 2479 0253
e-mail – investors@lincpen.com

DECLARATION

As provided under Clause 49 of the Listing Agreement with Stock Exchanges, all the Directors and Senior Management have affirmed compliance with the Companies Code of Conduct during the financial year ended 31st March, 2015.



Deepak Jalan
Managing Director

Kolkata, 22nd May, 2015

CEO / CFO CERTIFICATION

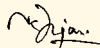
The Board of Directors
Linc Pen & Plastics Limited
Kolkata

Re: Financial Statements for the financial year 2014 –15 - Certification by MD and CFO

We, Deepak Jalan, Managing Director and N. K. Dujari, Chief Financial Officer & Company Secretary, of Linc Pen & Plastics Limited, on the review of financial statements and cash flow statement for the year ended 31st March, 2015 and to the best of our knowledge and belief, hereby certify that:-

1. These statements do not contain any materially untrue statements or omit any material fact or contain statements that might be misleading;
2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
3. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year ended 31st March, 2015 which are fraudulent illegal or violative of Company's Code of Conduct.
4. We accept responsibility for establishing and maintaining internal controls, for financial reporting, we have evaluated the effectiveness of the internal control systems of the company pertaining the financial reporting and we have disclosed to the auditors and the Audit Committee those deficiencies in the design or operation of such internal controls of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
5. We have indicated to the Auditors & the Audit Committee : -
 - (i) there have been no significant changes in internal control over financial reporting during the period.
 - (ii) there have been no significant changes in accounting policies during the period.
 - (iii) there have been no instances of significant fraud of which we have become aware and the involvement therein, of management or an employee having significant role in the Company's internal control systems over financial reporting.

Kolkata
22nd May, 2015



N. K. Dujari
Chief Financial Officer &
Company Secretary



Deepak Jalan
Managing Director

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members of
Linc Pen & Plastics Limited

We have examined the compliance of the conditions of Corporate Governance by Linc Pen & Plastics Limited for the year ended 31st March, 2015, as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of the opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **G.P. AGRAWAL & CO.**
Chartered Accountants
Firm Registration No. 302082E

7A, Kiran Shankar Ray Road
Kolkata- 700 001
Date: 22nd May, 2015


(CA Ankita Agrawal)
Membership No. 69560
Partner

Annexure – C

A. Conservation of *Energy*

a) The following energy conservation measures are taken on continuing basis :-

1. Regular preventive maintenance of all equipment for better efficiency.
2. Improvement of electrical power load factor.
3. Optimise the use of energy through improved operational method.

b) Additional investments and proposals being implemented for reduction of consumption of energy.

The Company is however, carrying on continuous education and awareness programs for its employees for energy conservation. But no major specific investment proposals are envisaged.

c) Impact of measures undertaken under (a) and (b) above for reduction of energy consumption and its consequent impact on cost of production.

The Company is not a major user of energy. However, the measures taken by the company will result in saving of energy.

B. Technology *Absorption*

The Company has no separate R & D section. The Company is however, developing new products and upgrading existing products and also their packaging to meet the changing market taste / profile.

C. Foreign *Exchange Earnings* and Outgo

a) Activities relating to exports; initiatives taken to increase exports

Development of Innovative packaging and products for export markets along with improvement in quality, cost and lead time. Special emphasis on marketing Company's product in Africa and Central Asia.

b) Total Foreign Exchange used and earned

The foreign exchange used and earned during the year by the Company are as under

Foreign Exchange Used – ₹3892.76 Lacs

Foreign Exchange Earned – ₹8525.68 Lacs

Annexure - D

Information pursuant to Section 197 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Under Rule 5(1)

Sr.	Name of the Director / Key Managerial Personnel	Designation	Ratio of remuneration to median remuneration of employees	% increase in Remuneration over Last Year
1	Shri Deepak Jalan	Managing Director	72:1	0.3%
2	Shri Alope Jalan	Whole Time Director	56:1	7.9%
3	Shri Naresh Pachisia	Independent, Non- Executive	3:1	(33.3)%
4	Shri Kedar Nath Ranasaria	Independent, Non- Executive	3:1	(34.6)%
5	Dr. Ranjan Das	Independent, Non- Executive	3:1	(32.1)%
6	Shri Anil Kochar	Independent, Non-Executive	2.5:1	*
7	Ms. Supriya Newar	Additional Director Independent, Non-Executive	**	**
8	Shri N. K. Dujari	Chief Financial Officer & Company Secretary	11:1	6.1%

* Appointed with effect from 30th May, 2014 ** Appointed with effect from 31st March, 2015

- The number of permanent employees as on 31st March, 2015 was 670.
- Compared to the previous year 2013-14, the figures for the current year 2014-15 reflects that:
 - Total Turnover, PBT and EPS has grown by 1.3%, 23.6% and 24.5% respectively.
 - Median remuneration and average remuneration of all employees have increased by 12.8% and 10.2%.
 - Average remuneration of employees excluding Key Managerial Personnel has increased by 10.2%
 - Remuneration of Key Managerial Personnel has increased by 3.7%
- No employee's remuneration for the year 2014-15 exceeded the remuneration of any of the Directors.
- The remuneration of the Directors, Key Managerial Personnel and other employees is in accordance with the Remuneration Policy of the Company.
- The market capitalisation of the Company as on 31st March, 2015 increased by 159.7% when compared to that of 31st March, 2014. The Company has not made any public offer in recent past and accordingly comparison of Public Offer Price and the current market price of the Company's shares will not be relevant.
- PE Ratio as on 31st March, 2015 stood at 15.1 (31st March, 2014: 7.2)
- Commission to Executive and Non-Executive Directors are variable components of their remuneration.

Under Rule 5(2)

Name	Designation	Remuneration subject to tax (₹)	Qualification	Age / Experience (Years)	Date of Commencement of Employment	Details of last employment
Shri Deepak Jalan	Managing Director	9,071,000	B.Com	53 / 29	01.04.1995	Self employed
Shri Alope Jalan	Whole Time Director	7,063,000	B.Com	46 / 24	01.05.2004	Self employed

Notes:

- The nature of employment is contractual and other terms and conditions are as per Company's rules.
- Remuneration includes Company's contribution to provident fund, provision for medical treatment as per Company's rules, monetary value of perquisites calculated as per Income Tax Act / Rules, Commission and does not include provisions for leave encashment, premium for gratuity and group insurance.

Annexure – E

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March, 2015

(Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014)

I Registration and Other Details:

1	CIN	L36991WB1994PLC065583
2	Registration Date	24.10.1994
3	Name of the Company	LINC PEN & PLASTICS LIMITED
4	Category/Sub-Category of the Company	PUBLIC COMPANY LIMITED BY SHARES
5	Whether listed Company (Yes/No)	YES
6	Name, Address and Contact details of Registrar and Transfer Agent, if any	MAHESWARI DATAMATICS PVT. LTD. 6, Mangoe Lane, 2nd Floor, Kolkata- 700001 Phone: (033) 2243 5029/5809 Fax: (033) 2248 4787

II Principal Business Activities of the Company

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of Main Product / Services	NIC Code of the Product	% of total turnover of the Company
1	Ball Point Pen	960810	80.20%

III Particulars of Holding, Subsidiary and Associate Companies

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Address of the Company	CIN/GIN	Holding / Subsidiary of the Company	% of shares held	Applicable Section
	NIL	NIL	NIL	NIL	NIL

IV Share Holding Pattern (Equity Share Capital Breakup as percentage of Total Equity)

i. Category-wise Share Holding

Category of Shareholders	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter									
1. Indian									
a. Individual / HUF	7,297,826	-	7,297,826	49.36	7,259,926	-	7,259,926	49.10	(0.52)%
b. Central Govt.	-	-	-	-	-	-	-	-	-
c. State Govt.	-	-	-	-	-	-	-	-	-
d. Bodies Corp.	1,640,207	-	1,640,207	11.09	1,675,207	-	1,675,207	11.33	2.13%
e. Bank/FI	-	-	-	-	-	-	-	-	-
f. Any Other	-	-	-	-	-	-	-	-	-
Sub-Total-A(1)	8,938,033	-	8,938,033	60.45	8,935,133	-	8,935,133	60.43	(0.03)%
2. Foreign									
a. NRI-Individual	-	-	-	-	-	-	-	-	-
b. Other Individuals	-	-	-	-	-	-	-	-	-
c. Body Corporate	-	-	-	-	-	-	-	-	-
d. Bank / FI	-	-	-	-	-	-	-	-	-
e. Any Others	-	-	-	-	-	-	-	-	-
Sub-Total-A(2)									
Total Shareholding of Promoters A= A(1) + A(2)	8,938,033		8,938,033	60.45	8,935,133		8,935,133	60.43	(0.03)%
B. Public Shareholding									
1. Institution									
a. Mutual Funds	-	-	-	-	-	-	-	-	-
b. Bank/FI	-	-	-	-	-	-	-	-	-
c. Central Govt.	-	-	-	-	-	-	-	-	-
d. State Govt.	-	-	-	-	-	-	-	-	-
e. Venture Capital.	-	-	-	-	-	-	-	-	-
f. Insurance Co.	-	-	-	-	-	-	-	-	-
g. FIs	-	-	-	-	-	-	-	-	-
h. Foreign Portfolio Corporate	-	-	-	-	-	-	-	-	-
i. Foreign Venture Capital	-	-	-	-	-	-	-	-	-
j. Others	-	-	-	-	-	-	-	-	-
Sub-Total-B(1)									
2. Non-Institution									
a. Body Corp.									
i) Indian	1,185,090	1,001	1,186,091	8.02	1,061,133	1,001	1,062,134	7.18	(10.45)%
ii) Oversease	2,000,000	-	2,000,000	13.53	2,000,000	-	2,000,000	13.53	-
b. Individuals									

Category of Shareholders	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
i. Individual shareholders holding nominal share capital up to ₹1 lakh	1,488,586	205,326	1,693,912	11.46	1,374,641	197730	1,572,371	10.63	(7.18)%
ii. Individual shareholders holding nominal share capital in excess of ₹1 lakh.	738,022	14,500	752,522	5.09	986,729	14500	1,001,229	6.77	33.05%
c. Others (Specify)									
ii. Non Resident Individual	190,498	-	190,498	1.29	181,623	-	181,623	1.23	(4.66)%
iii. Clearing Members	24,904		24,904	0.17	33,470	-	33,470	0.23	34.40%
Sub-Total-B(2)	5,627,100	220,827	5,847,927	39.55	5,637,596	213231	5,850,827	39.57	0.05%
Total Public Shareholding B= B(1)+B(2)	5,627,100	220,827	5,847,927	39.55	5,637,596	213231	5,850,827	39.57	0.05%
C. Shares held by Custodian for GDRs & ADRs	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Grand Total (A+B+C)	14,565,133	220,827	14,785,960	100	14,572,729	213,231	14,785,960	100.00	-

ii. Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change during the year
		No. of Shares	% of Total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of Total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1	Deepak Jalan	783,520	5.30%	NIL	783,520	5.30%	NIL	0.00%
2	Prakash Jalan	2,100	0.01%	NIL	100	0.00%	NIL	(95.24)%
3	Aloke Jalan	787,216	5.32%	NIL	789,216	5.34%	NIL	0.25%
4	Surajmal Jalan	1,067,783	7.22%	NIL	1,067,783	7.22%	NIL	0.00%
5	Shobha Jalan	2,000,730	13.53%	NIL	2,003,730	13.55%	NIL	0.15%
6	Bimla Devi Jalan	157,500	1.07%	NIL	157,500	1.07%	NIL	0.00%
7	Divya Jalan	3,280	0.02%	NIL	3,280	0.02%	NIL	0.00%
8	Rohit Deepak Jalan	59,900	0.41%	NIL	59,900	0.41%	NIL	0.00%
9	Aakash Jalan	22,100	0.15%	NIL	22,100	0.15%	NIL	0.00%
10	Jyoti Goenka	15,900	0.11%	NIL	-	-	NIL	(100.00)%
11	Utkarsh Jalan	12,400	0.08%	NIL	12,400	0.08%	NIL	0.00%
12	Devanshi Jalan	361,397	2.44%	NIL	361,397	2.44%	NIL	0.00%
13	Sarita Jalan	2,024,000	13.69%	NIL	1,999,000	13.52%	NIL	(1.24)%
14	Linc Writing Aids Pvt. Ltd.	1,640,207	11.09%	NIL	1,675,207	11.33%	NIL	2.13%
	Total	8,938,033	60.45%	NIL	8,935,133	60.43%	NIL	(0.03)%

iii. Change in Promoters' Shareholding (please specify, if there is no change)

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
1	Deepak Jalan				
	At the beginning of the year	783,520	5.30%		
	At the end of the year			783,520	5.30%
2	Prakash Jalan				
	At the beginning of the year	2,100	0.01%		
	Increase / Decrease during the year				
	13/06/2014 - Transfer	(2,000)	(0.01)%	100	0.00%
	At the end of the year			100	0.00%
3	Aloke Jalan				
	At the beginning of the year	787,216	5.32%		
	Increase / Decrease during the year				
	19/09/2014 - Transfer	2,000	0.01%	789,216	5.34%
	At the end of the year			789,216	5.34%
4	Surajmal Jalan				
	At the beginning of the year	1,067,783	7.22%		
	At the end of the year			1,067,783	7.22%
5	Shobha Jalan				
	At the beginning of the year	2,000,730	13.53%		
	Increase / Decrease during the year				
	30/09/2014 - Transfer	3,000	0.02%	2,003,730	13.55%
	At the end of the year			2,003,730	13.55%
6	Bimla Devi Jalan				
	At the beginning of the year	157,500	1.07%		
	At the end of the year			157,500	1.07%
7	Divya Jalan				
	At the beginning of the year	3,280	0.02%		
	At the end of the year			3,280	0.02%
8	Rohit Deepak Jalan				
	At the beginning of the year	59,900	0.41%		
	At the end of the year			59,900	0.41%
9	Aakash Jalan				
	At the beginning of the year	22,100	0.15%		
	At the end of the year			22,100	0.15%
10	Jyoti Goenka				
	At the beginning of the year	15,900	0.11%		
	Increase / Decrease during the year				
	29/08/2014 - Transfer	(13,000)	(0.09)%	2,900	0.02%

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
	05/09/2014 - Transfer	(2,900)	(0.02)%	-	-
	At the end of the year			-	-
11	Utkarsh Jalan				
	At the beginning of the year	12,400	0.08%		
	At the end of the year			12,400	0.08%
12	Devanshi Jalan				
	At the beginning of the year	361,397	2.44%		
	At the end of the year			361,397	2.44%
13	Sarita Jalan				
	At the beginning of the year	2,024,000	13.69%		
	Increase / Decrease during the year				
	05/09/2014 - Transfer	10,000	0.07%	2,034,000	13.76%
	27/03/2015 - Transfer	(35,000)	(0.24)%	1,999,000	13.52%
	At the end of the year			1,999,000	13.52%
14	Linc Writing Aids Pvt. Ltd.				
	At the beginning of the year	1,640,207	11.09%		
	Increase / Decrease during the year				
	27/03/2015 - Transfer	35,000	0.24%	1,675,207	11.33%
	At the end of the year			1,675,207	11.33%

iv. Shareholding Pattern of Top Ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year	Cumulative Shareholding during the year	
		No. of Shares	No. of Shares	% of Total Shares of the Company
1	mitsubishi pencil co ltd			
	At the beginning of the year	2,000,000		13.53%
	At the end of the year		2,000,000	13.53%
2	AJANTA SALES PRIVATE LIMITED			
	At the beginning of the year	274,000		1.85%
	Increase / Decrease during the year			
	04/04/14 - Transfer	(21,327)	252,673	1.71%
	11/04/14 - Transfer	(4,673)	248,000	1.68%
	23/05/14 - Transfer	(2,000)	246,000	1.66%
	30/05/14 - Transfer	(4,829)	241,171	1.63%
	06/06/14 - Transfer	(7,000)	234,171	1.58%
	13/06/14 - Transfer	(9,000)	225,171	1.52%
	20/06/14 - Transfer	1,000	226,171	1.53%
	30/06/14 - Transfer	1,000	227,171	1.54%

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year	Cumulative Shareholding during the year	
		No. of Shares	No. of Shares	% of Total Shares of the Company
	04/07/14 - Transfer	(11,000)	216,171	1.46%
	11/07/14 - Transfer	7,877	224,048	1.52%
	18/07/14 - Transfer	1,975	226,023	1.53%
	01/08/14 - Transfer	1,000	227,023	1.54%
	22/08/14 - Transfer	(19,296)	207,727	1.40%
	29/08/14 - Transfer	(20,000)	187,727	1.27%
	06/03/15 - Transfer	500	188,227	1.27%
	13/03/15 - Transfer	500	188,727	1.28%
	20/03/15 - Transfer	697	189,424	1.28%
	27/03/15 - Transfer	541	189,965	1.28%
	31/03/15 - Transfer	1,500	191,465	1.29%
	At the end of the year		191,465	1.29%
3	SUNIANA MARKETING (P) LTD.			
	At the beginning of the year	432,205		2.92%
	Increase / Decrease during the year			
	23/05/14 - Transfer	5,000	437,205	2.96%
	22/08/14 - Transfer	(50,000)	387,205	2.62%
	29/08/14 - Transfer	(72,547)	314,658	2.13%
	05/09/14 - Transfer	(174,658)	140,000	0.95%
	At the end of the year		140,000	0.95%
4	NITIN CHUNILAL MEHTA			
	At the beginning of the year	127,754		0.86%
	Increase / Decrease during the year			
	23/05/14 - Transfer	2,246	130,000	0.88%
	22/08/14 - Transfer	(5,000)	125,000	0.85%
	21/11/14 - Transfer	(10,000)	115,000	0.78%
	05/12/14 - Transfer	(5,000)	110,000	0.74%
	19/12/14 - Transfer	5,000	115,000	0.78%
	At the end of the year		115,000	0.78%
5	JITEN KANWAR SINGH			
	At the beginning of the year	102,500		0.69%
	Increase / Decrease during the year			
	04/04/14 - Transfer	(4,100)	98,400	0.67%
	16/05/14 - Transfer	6,047	104,447	0.71%
	23/05/14 - Transfer	4,450	108,897	0.74%
	30/05/14 - Transfer	53	108,950	0.74%
	06/06/14 - Transfer	(10,550)	98,400	0.67%
	07/11/14 - Transfer	1,858	100,258	0.68%
	14/11/14 - Transfer	1,142	101,400	0.69%
	21/11/14 - Transfer	(9,000)	92,400	0.62%
	28/11/14 - Transfer	(5,000)	87,400	0.59%
	05/12/14 - Transfer	(2,000)	85,400	0.58%
	06/02/15 - Transfer	(1,000)	84,400	0.57%
	13/02/15 - Transfer	10,500	94,900	0.64%

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year	Cumulative Shareholding during the year	
		No. of Shares	No. of Shares	% of Total Shares of the Company
	06/03/15 - Transfer	1,000	95,900	0.65%
	20/03/15 - Transfer	160	96,060	0.65%
	27/03/15 - Transfer	(4,740)	91,320	0.62%
	31/03/15 - Transfer	4,880	96,200	0.65%
	At the end of the year		96,200	0.65%
6	JM FINANCIAL SERVICES LIMITED			
	At the beginning of the year	6,600		0.04%
	Increase / Decrease during the year			
	04/04/14 - Transfer	855	7,455	0.05%
	11/04/14 - Transfer	(2,406)	5,049	0.03%
	18/04/14 - Transfer	(49)	5,000	0.03%
	16/05/14 - Transfer	50	5,050	0.03%
	23/05/14 - Transfer	(40)	5,010	0.03%
	30/05/14 - Transfer	5,020	10,030	0.07%
	06/06/14 - Transfer	(755)	9,275	0.06%
	13/06/14 - Transfer	(1,864)	7,411	0.05%
	20/06/14 - Transfer	(217)	7,194	0.05%
	30/06/14 - Transfer	(2,194)	5,000	0.03%
	04/07/14 - Transfer	1,900	6,900	0.05%
	11/07/14 - Transfer	(1,900)	5,000	0.03%
	18/07/14 - Transfer	4,501	9,501	0.06%
	25/07/14 - Transfer	(3,500)	6,001	0.04%
	01/08/14 - Transfer	(1,001)	5,000	0.03%
	08/08/14 - Transfer	500	5,500	0.04%
	14/08/14 - Transfer	17,500	23,000	0.16%
	22/08/14 - Transfer	(17,895)	5,105	0.03%
	29/08/14 - Transfer	(90)	5,015	0.03%
	05/09/14 - Transfer	23	5,038	0.03%
	19/09/14 - Transfer	212	5,250	0.04%
	30/09/14 - Transfer	4,383	9,633	0.07%
	03/10/14 - Transfer	(1,500)	8,133	0.06%
	24/10/14 - Transfer	(7,833)	300	0.00%
	14/11/14 - Transfer	(250)	50	0.00%
	21/11/14 - Transfer	3,811	3,861	0.03%
	05/12/14 - Transfer	6,139	10,000	0.07%
	12/12/14 - Transfer	(1,962)	8,038	0.05%
	19/12/14 - Transfer	(6,038)	2,000	0.01%
	31/12/14 - Transfer	(1,500)	500	0.00%
	02/01/15 - Transfer	8,490	8,990	0.06%
	06/02/15 - Transfer	(190)	8,800	0.06%
	27/02/15 - Transfer	400	9,200	0.06%
	06/03/15 - Transfer	1,100	10,300	0.07%
	13/03/15 - Transfer	52	10,352	0.07%
	20/03/15 - Transfer	(1,449)	8,903	0.06%

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year	Cumulative Shareholding during the year	
		No. of Shares	No. of Shares	% of Total Shares of the Company
	27/03/15 - Transfer	69,797	78,700	0.53%
	At the end of the year		78,700	0.53%
7	ADITYA JAJODIA			
	At the beginning of the year	102,401		0.69%
	Increase / Decrease during the year			
	06/06/14 - Transfer	(4,769)	97,632	0.66%
	13/06/14 - Transfer	(24,157)	73,475	0.50%
	19/09/14 - Transfer	(9,246)	64,229	0.43%
	06/02/15 - Transfer	(1,860)	62,369	0.42%
	13/02/15 - Transfer	(250)	62,119	0.42%
	At the end of the year		62,119	0.42%
8	ASHOK SUREKA			
	At the beginning of the year	41,100		0.28%
	Increase / Decrease during the year			
	04/04/14 - Transfer	(500)	40,600	0.27%
	05/09/14 - Transfer	(1,000)	39,600	0.27%
	05/12/14 - Transfer	(600)	39,000	0.26%
	12/12/14 - Transfer	600	39,600	0.27%
	06/02/15 - Transfer	(15)	39,585	0.27%
	At the end of the year		39,585	0.27%
9	RAJ KUMAR LOHIA			
	At the beginning of the year	14,283		0.10%
	Increase / Decrease during the year			
	22/08/14 - Transfer	36,280	50,563	0.34%
	13/02/15 - Transfer	(14,283)	36,280	0.25%
	At the end of the year		36,280	0.25%
10	RAMESH DAMANI			
	At the beginning of the year	64,370		0.44%
	Increase / Decrease during the year			
	19/09/14 - Transfer	(2,500)	61,870	0.42%
	21/11/14 - Transfer	(11,809)	50,061	0.34%
	28/11/14 - Transfer	(17,500)	32,561	0.22%
	05/12/14 - Transfer	(2,500)	30,061	0.20%
	At the end of the year		30,061	0.20%
11	NIRLON TRADE AND FINANCE PVT. LTD.			
	At the beginning of the year	31,316		0.21%
	Increase / Decrease during the year			
	12/12/14 - Transfer	(1,000)	30,316	0.21%
	13/02/15 - Transfer	(21)	30,295	0.20%
	31/03/15 - Transfer	(30,295)	-	-
	At the end of the year		-	-
12	RPS PROPERTIES PVT LTD			
	At the beginning of the year	81,254		0.55%

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year	Cumulative Shareholding during the year	
		No. of Shares	No. of Shares	% of Total Shares of the Company
	Increase / Decrease during the year			
	22/08/14 - Transfer	(51,756)	29498	0.20%
	29/08/14 - Transfer	(29,498)	-	-
	At the end of the year		-	-
13	KRISHNA KUMAR KARWA			
	At the beginning of the year	-		-
	Increase / Decrease during the year			
	06/02/15 - Transfer	50,000	50,000	0.34%
	27/02/15 - Transfer	10,000	60,000	0.41%
	06/03/15 - Transfer	2,274	62,274	0.42%
	13/03/15 - Transfer	2,726	65,000	0.44%
	At the end of the year		65,000	0.44%
14	PORINJU V VELIYATH			
	At the beginning of the year	-		-
	Increase / Decrease during the year			
	05/09/14 - Transfer	70,000	70,000	0.47%
	19/09/14 - Transfer	(20,000)	50,000	0.34%
	At the end of the year		50,000	0.34%
15	NITIN TANDON			
	At the beginning of the year	-		-
	Increase / Decrease during the year			
	05/09/14 - Transfer	36,300	36,300	0.25%
	30/09/14 - Transfer	32,700	69,000	0.47%
	24/10/14 - Transfer	63,300	96,000	0.65%
	At the end of the year		96,000	0.65%
16	ABHINANDAN LEASING AND FINANCE LTD			
	At the beginning of the year	-		-
	Increase / Decrease during the year			
	21/11/14 - Transfer	50,000	50,000	0.34%
	At the end of the year		50,000	0.34%
17	INTEGRATED MASTER SECURITIES (P) LTD.			
	At the beginning of the year	-		-
	Increase / Decrease during the year			
	02/05/14 - Transfer	1	1	0.00%
	09/05/14 - Transfer	200	201	0.00%
	23/05/14 - Transfer	99	300	0.00%
	30/05/14 - Transfer	600	900	0.01%
	08/08/14 - Transfer	(150)	750	0.01%
	22/08/14 - Transfer	1,317	2,067	0.01%
	29/08/14 - Transfer	(617)	1,450	0.01%
	05/09/14 - Transfer	(700)	750	0.01%
	21/11/14 - Transfer	250	1,000	0.01%

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year	Cumulative Shareholding during the year	
		No. of Shares	No. of Shares	% of Total Shares of the Company
	28/11/14 - Transfer	(50)	950	0.01%
	05/12/14 - Transfer	(750)	200	0.00%
	27/03/15 - Transfer	49,800	50,000	0.34%
	At the end of the year		50,000	0.34%
18	LKP SECURITIES LIMITED			
	At the beginning of the year	-		-
	Increase / Decrease during the year			
	04/04/14 - Transfer	14,660	14,660	0.10%
	11/04/14 - Transfer	(13,660)	1,000	0.01%
	06/06/14 - Transfer	(900)	100	0.00%
	13/06/14 - Transfer	2,066	2,166	0.01%
	29/08/14 - Transfer	97,884	100,050	0.68%
	12/12/14 - Transfer	(97,750)	2,300	0.02%
	19/12/14 - Transfer	(2,300)	-	-
	At the end of the year		-	-
19	RURAL ENGINEERING CO. PVT. LTD			
	At the beginning of the year	-		-
	Increase / Decrease during the year			
	11/04/14 - Transfer	20,000	20,000	0.14%
	30/05/14 - Transfer	63,550	83,550	0.57%
	29/08/14 - Transfer	(83,550)	-	-
	At the end of the year		-	-
20	SURESH BHATIA			
	At the beginning of the year	-		-
	Increase / Decrease during the year			
	21/11/14 - Transfer	35,000	35,000	0.24%
	28/11/14 - Transfer	40,000	75,000	0.51%
	05/12/14 - Transfer	10,000	85,000	0.57%
	19/12/14 - Transfer	5,000	90,000	0.61%
	13/02/15 - Transfer	(10,000)	80,000	0.54%
	27/02/15 - Transfer	(5,000)	75,000	0.51%
	27/03/15 - Transfer	(75,000)	-	-
	At the end of the year		-	-
21	PHOOL CHAND JAIN			
	At the beginning of the year	-		-
	Increase / Decrease during the year			
	28/11/14 - Transfer	40,273	40,273	0.27%
	12/12/14 - Transfer	10,000	50,273	0.34%
	19/12/14 - Transfer	10,819	61,092	0.41%
	31/12/14 - Transfer	(11,092)	50,000	0.34%
	27/02/15 - Transfer	11,927	61,927	0.42%
	27/03/15 - Transfer	(61,927)	-	-
	At the end of the year		-	-

v. Shareholding of Directors and Key Managerial Personnel:

Sl. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
1	Deepak Jalan	783,520	5.30%	783,520	5.30%
2	Aloke Jalan	787,216	5.32%	789,216	5.34%
3	N. K. Dujari	11,000	0.07%	7,000	0.05%

V Indebtness

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(₹ in Lacs)

Particulars	Secured Loans Excluding Deposits	Unsecured Loan	Deposits	Total Indebtness
I) Principal Amount	3,358.51	-	-	3,358.51
ii) Interest due but not paid		-	-	
iii) Interest accrued but not due		-	-	
Total of (i+ii+iii)	3,358.51	-	-	3,358.51
Change in Indebtedness during the financial year				
+ Addition	-	-	-	-
-Reduction	1,572.45	-	-	1,572.45
Net Change	1,572.45	-	-	1,572.45
Indebtness at the end of the financial year				-
I) Principal Amount	1,786.06	-	-	1,786.06
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued bu not due	-	-	-	-
Total of (i+ii+iii)	1,786.06	-	-	1,786.06

VI. Remuneration of Directors and Key Managerial Personnel

A. Remuneration to Managing Director & Whole-time Director

(₹ in Lacs)

Sl. No.	Particulars of Remuneration	Name of MD/WTD		Total Amount
		Mr. Deepak Jalan	Mr. Aloke Jalan	
1	Gross Salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	63.00	54.00	117.0
	(b) Value of perquisites u/s17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	-	-	-
2	Stock Option / 3 Sweat Equity	-	-	-
4	Commission as % of profit	20.00	10.00	30.00
5	Others:Contribution to PF & Medical Reimbursement	7.71	6.63	14.34
	Total	90.71	70.63	161.34
	Ceiling as per the Act	10% of the Net Profit of the Company		

B. Remuneration to other Directors:

(₹ in Lacs)

Particulars of Remuneration	Name of Directors					Total Amount
	Dr. Ranjan Das	Mr. Naresh Pachisia	Mr. K. N. Ranasaria	Mr. Anil Kochar	Ms. Supriya Newar*	
Independent Directors						
• Fee for attending board / committee meetings	0.60	0.63	0.56	0.60	-	2.39
• Commission	3.00	3.00	3.00	2.50	-	11.50
Total	3.60	3.63	3.56	3.10	-	13.89
Overall Ceiling as per the Act	1% of the Net Profit of the Company					

* Appointed w.e.f 31st March, 2015

C. Remuneration to Key Managerial Personnel other than MD/WTD:

(₹ in Lacs)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel
		Mr. N. K. Dujari CFO & Co. Secretary
1	Gross Salary	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	12.70
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-
2	Stock Option / 3 Sweat Equity	-
4	Commission as % of profit	-
5	Others:Contribution to PF, Medical Reimbursement & LTA	1.21
	Total	13.91

VII Penalties / Punishment / Compounding of Offences: None

Annexure - F

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st March, 2015

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
M/s Linc Pen & Plastics Limited
Satyam Towers, 1st Floor,
3, Alipore Road,
Kolkata- 700027

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s Linc Pen & Plastics Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the M/s Linc Pen & Plastics Limited's books, papers, minute books, forms and returns filed, registers and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2015 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter ;

We have examined the books, papers, minute books, forms and returns filed and other registers and records maintained by M/s Linc Pen And Plastics Limited ("the Company") for the financial year ended on 31st March, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (Not applicable to the Company during the Audit Period);

- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28th October, 2014 (Both the Schemes not applicable to the Company during the Audit Period);
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the Company during the Audit Period);
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable to the Company during the Audit Period); and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not applicable to the Company during the Audit Period);

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India. (Not applicable to the Company during the Audit Period)
- (ii) The Listing Agreements entered into by the Company with the Stock Exchanges.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board as the case may be.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the company has not entered in to or taken any major decisions which have influential financial impact on the entire affairs of the Company.

For D. C. Sahoo & Co.
Company Secretaries



D. C. Sahoo
Proprietor

M. No.: ACS No: 14008
C P No.:5508

Place: Kolkata
Date: 22.05.2015

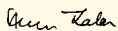
Annexure - G

Annual Report on CSR Activities

1	A brief outline of the Company's CSR Policy, including overview of projects or programmes propose to be undertaken and a reference to the weblinc to the CSR policy and projects or programs	As per CSR Policy the Company directly contribute in the field of Education, Preventative Health Care and Education for the Scheduled Castes and the Scheduled Tribes. The Company has formed an CSR policy in compliance with the provisions of the Companies Act, 2013 and the same is placed on the website of the Company at: www. lincpen.com
2	The composition of the CSR Committee.	Shri Deepak Jalan (Chairman) Shri Alopek Jalan Shri K. N. Ranasararia
3	Average Net Profit of the company for last 3 financial years	₹799 Lacs
4	Threshold Limit-(2% of this amount as in 3 above)	₹16 Lacs
5	Details of CSR spent during the financial year	YES
	a. Total amount to be spent for the financial year	₹17.50 Lacs
	b. Amount unspent, if any	NIL
	c. Manner in which the amount spent during the financial year is detailed below:	

1	2	3	4	5	6	7	8
Sl	CSR project/ activity identified	Sector in which the project is covered	Projects/ Programmes 1. Local area/ others-2. specify the state /district (Name of the District/s, State/s where project programme was undertaken	Amount outlay (budget) project/ programme wise (₹ in Lacs)	Amount spent on the project/ programme Subheads: 1. Direct expenditure on project, 2. Overheads: (₹ in Lacs)	Cumulative spend upto to the reporting period. (₹ in Lacs)	Amount spent: Direct/through implementing agency
1	Promoting Preventive Health Care, Education	Health Care	Sikar, Rajasthan	11.00	11.00	11.00	Amount given directly to Shree Raghunath Hospital
		Education	Kolkata, West Bengal	4.50	4.50	4.50	Amount given directly to Good News Children Education Mission
		Education	Various Tribal Rural areas all over the Country	2.00	2.00	2.00	Amount given directly to Friends of Tribal Society

The CSR Committee confirms that the implementation and monitoring of the CSR policy is in compliance with the CSR objectives and Policy of the Company



Alopek Jalan
Whole Time Director



Deepak Jalan
Chairman- CSR Committee

Independent Auditors' Report

To
The Members of
Linc Pen & Plastics Limited

Report on the Financial Statements

We have audited the accompanying financial statements of Linc Pen & Plastics Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss, the Cash Flow Statement, and a summary of significant accounting policies and other explanatory information for the year then ended.

Management's responsibility for the standalone financial statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and

matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal controls relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India

of the state of affairs of the Company as at 31st March, 2015 and its profit and its cash flows for the year ended on that date.

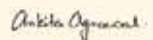
Report on other legal and regulatory requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143 (3) of the Act, we report that:
 - i. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - ii. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - iii. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - iv. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - v. On the basis of the written representations received from the directors as at 31st March, 2015 and taken on record by the Board of Directors, none of the directors is disqualified as at 31st March, 2015

from being appointed as a director in terms of Section 164 (2) of the Act.

- vi. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - a. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 27.1 (a) to the financial statements.
 - b. On the basis of information and explanation given to us, the Company does not have any foreseeable loss on any long term contracts. The Company has neither entered into any derivative contract during the year nor have any outstanding derivative contract at the year end.
 - c. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **G.P. Agrawal & Co.**
Chartered Accountants
Firm's Registration No. - 302082E



(CA. Ankit Agrawal)
Partner
Membership No. 69560

Place of Signature: Kolkata
Date: 22nd May, 2015

Annexure to the Auditor's Report

Statement referred to in our report of even date to the members of **LINC PEN & PLASTICS LIMITED** on the financial statements for the year ended 31st March, 2015.

- (i) a) The Company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
- b) The fixed assets were physically verified during the year by the management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- c) During the year, the Company has not disposed off substantial part of its fixed assets.
- (ii) a) The inventories have been physically verified during the year by the management at reasonable intervals.
- b) In our opinion and according to the information and explanations given to us, the procedure of physical verification of stocks followed by the management are reasonable and adequate in relation to the size of the Company and nature of its business.
- c) On the basis of our examination, we are of the opinion that the Company is maintaining proper records of inventory. No material discrepancies were noticed on verification between the physical stocks and the book records.
- (iii) The Company has not granted any loan, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 189 of the Act. Therefore, clauses (iii) (a) and (iii)(b) of paragraph 3 of the said order are not applicable to the Company.
- (iv) On the basis of the information and explanation given to us, we are of the opinion that the Company has an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services. Further, on the basis of our examination and according to the information and explanations given to us, we have neither come across nor have we been informed of any instance of major weaknesses in the aforesaid internal control system.
- (v) The Company has not accepted any deposit within the meaning of section 73 to 76 or any other relevant provisions of the Act and the rules framed there under. The directives issued by the Reserve Bank of India are not applicable to the Company.
- (vi) We have broadly reviewed the books of account maintained by the Company in respect of products where pursuant to the rules made by the Central Government, the maintenance of Cost records has been prescribed under section 148(1) of the Act and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We, however, as not required, have not made a detailed examination of such records.
- (vii) a) On the basis of our examination, the Company is regular in depositing undisputed statutory dues including provident fund,

employees' state insurance, income tax, sales tax, wealth tax, service tax, duty of custom, duty of excise, value added tax, cess and other statutory dues, to the extent applicable, with appropriate authorities and

no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31st March, 2015 for a period of more than six months from the date of becoming payable.

- b) The disputed statutory dues aggregating to ₹245.13 lacs that have not been deposited on account of matters pending before appropriate authorities are as under:

SL No.	Name of the Statute	Nature of dues	Period to which pertain	Amount (₹ in Lacs)	Forum (Where the dispute is pending)
1	The Income Tax Act, 1961	Income Tax	A.Y. 2005-06	25.16	ITAT
2	The Income Tax Act, 1961	Income Tax	A.Y. 2006-07	106.24	ITAT
3	The Income Tax Act, 1961	Income Tax	A.Y. 2007-08	0.82	ITAT
4	The Income Tax Act, 1961	Income Tax	A.Y. 2008-09	56.91	ITAT
5	The Income Tax Act, 1961	Income Tax	A.Y. 2009-10	56.00	ITAT
		Total		245.13	

- c) The amount required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made there under has been transferred to such fund within time.
- (viii) The Company does not have accumulated losses exceeding 50% of its net worth at the end of the financial year and has not incurred any cash loss during the year covered by our audit or in the immediately preceding financial year.
- (ix) The Company has not defaulted in payment of dues to financial institutions or banks. The Company has not issued any debentures.
- (x) On the basis of our examination and according to the information and explanations given to us, the Company has not given any guarantee for loan taken by others from banks or financial institutions.

- (xi) On the basis of our examination and according to the information and explanations given to us, the term loans have been applied for the purpose for which the loans were obtained.
- (xii) In our opinion and according to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year that causes the financial statements materially misstated.

For **G.P. Agrawal & Co.**
Chartered Accountants
Firm's Registration No. - 302082E

Ankita Agrawal

(CA. Ankita Agrawal)
Partner
Membership No. 69560

Place of Signature: Kolkata
Date: 22nd May, 2015

Balance Sheet as at 31st March, 2015

(₹ in Lacs)

Particulars	Note No.	As at 31st March, 2015	As at 31st March, 2014
I. EQUITY AND LIABILITIES			
(1) Shareholders' funds			
(a) Share capital	2	1,478.60	1,478.60
(b) Reserves and surplus	3	7,335.49	6,383.97
		8,814.09	7,862.57
(2) Non-current liabilities			
(a) Long-term borrowings	4	-	7.74
(b) Deferred tax liabilities (Net)	5	185.44	219.16
(c) Long-term provisions	6	121.29	85.60
		306.73	312.50
(3) Current liabilities			
(a) Short-term borrowings	7	1,778.32	3,264.23
(b) Trade payables	8	2,149.21	2,449.63
(c) Other current liabilities	9	1,297.44	1,374.41
(d) Short-term provisions	10	452.63	352.66
		5,677.60	7,440.93
TOTAL		14,798.42	15,616.00
II. ASSETS			
(1) Non-current assets			
(a) Fixed assets	11		
(i) Tangible assets		3,032.06	3,286.09
(ii) Intangible assets		4.50	11.78
(iii) Capital work-in-progress		34.43	50.28
		3,070.99	3,348.15
(b) Long-term loans and advances	12	713.22	460.87
(c) Other non-current assets	13	0.78	1.63
		3,784.99	3,810.65
(2) Current assets			
(a) Inventories	14	6,364.72	7,021.39
(b) Trade receivables	15	4,009.55	4,134.08
(c) Cash and bank balances	16	164.75	22.54
(d) Short-term loans and advances	17	454.05	602.18
(e) Other current assets	18	20.36	25.16
		11,013.43	11,805.35
TOTAL		14,798.42	15,616.00
Significant Accounting Policies	1		
Other Disclosures	27		

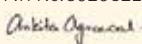
The accompanying Significant Accounting Policies and Notes to Accounts are an integral part of the Financial Statements.

As per our report of even date attached.

For G. P. Agrawal & Co.

Chartered Accountants

F.R No.302082E



(CA. Ankit Agrawal)

Partner

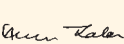
Membership No.69560

Place of Signature:Kolkata

Dated:The 22nd day of May, 2015

For and on behalf of the Board


Deepak Jalan
Managing Director
DIN:00758600


Alok Jalan
Whole Time Director
DIN:00758762


N. K. Dujari
Chief Financial Officer
& Company Secretary

Statement of Profit and Loss for the year ended 31st March, 2015 (₹ in Lacs)

Particulars	Note No.	Year Ended 31st March, 2015	Year Ended 31st March, 2014
Income			
I. Revenue from operations(Gross)	19		
Sale of goods (Gross)		31,279.43	31,073.35
Less: Excise duty		187.71	180.87
Net Sale of goods		31,091.72	30,892.48
Other operating revenues		738.55	517.80
Revenue from operations(Net)		31,830.27	31,410.28
II. Other income	20	28.74	8.55
III. Total revenue (I + II)		31,859.01	31,418.83
IV. Expenses			
Cost of materials consumed	21	10,232.42	11,339.20
Purchases of stock-in-trade	22	10,802.89	10,570.67
Change in inventories of finished goods, work-in-progress and stock in trade	23	32.83	(331.17)
Employee benefits expense	24	1,748.90	1,666.16
Finance costs	25	148.43	237.21
Depreciation and amortization expense		585.98	505.02
Other expenses	26	6,486.59	5,958.68
Total expenses		30,038.04	29,945.77
V. Profit before exceptional and extraordinary items and tax (III - IV)		1,820.97	1,473.06
VI. Exceptional items		-	-
VII. Profit before extraordinary items and tax (V - VI)		1,820.97	1,473.06
VIII. Extra ordinary items		-	-
IX. Profit before tax (VII - VIII)		1,820.97	1,473.06
X. Tax expense:			
Current tax		385.00	305.00
Deferred tax		(13.97)	17.37
Income tax for earlier years		17.53	(0.20)
		388.56	322.17
XI. Profit for the year (IX-X)		1,432.41	1,150.89
XII. Earnings per equity share - Basic and diluted (₹)	27.4	9.69	7.78
(Face value ₹10/- per equity share)			
Significant Accounting Policies	1		
Other Disclosures	27		

The accompanying Significant Accounting Policies and Notes to Accounts are an integral part of the Financial Statements.

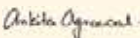
As per our report of even date attached.

For G. P. Agrawal & Co.

For and on behalf of the Board

Chartered Accountants

F.R No.302082E



(CA. Ankita Agrawal)

Partner

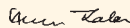
Membership No.69560

Place of Signature:Kolkata

Dated:The 22nd day of May, 2015



Deepak Jalan
Managing Director
DIN:00758600



Alopek Jalan
Whole Time Director
DIN:00758762



N. K. Dujari
Chief Financial Officer
& Company Secretary

Significant Accounting Policies to Financial Statements

1 Significant Accounting Policies

a) Basis of preparation of Financial Statements:

The Financial Statements of the Company are prepared in accordance with the generally accepted accounting principles (GAAP) in India.

The Financial statements have been prepared on accrual basis and under historical cost convention except for certain tangible fixed assets which are carried at revalued amounts. The Financial statements are presented in Indian rupees rounded off to the nearest rupees in lacs.

GAAP comprises applicable Accounting Standards specified under section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014, other pronouncements of the Institute of Chartered Accountants of India, relevant applicable provisions of the Companies Act, 1956 and Companies Act, 2013 to the extent applicable and the applicable guidelines issued by the Securities and Exchange Board of India.

Accounting policies have been consistently applied except where a newly issued Accounting Standard is initially adopted a revision to an existing Accounting Standard requires a change in the accounting policy hitherto in use.

All Assets and Liabilities have been classified as current or non-current as per the company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. The company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

b) Use of Estimates:

The preparation of the Financial Statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent liabilities as at the date of the financial statements and reported amounts of income and expenditure during the period. Difference between the actual results and estimates are recognised in the period in which the results are known / materialized.

c) Revenue Recognition:

- i) Revenue from Sale of Goods is recognized upon passage of title to the customers.
- ii) Gross Sales is inclusive of Excise Duty and exclusive of Sales Tax/Vat, rebate etc.
- iii) Interest income is recognized on time proportion basis taking into account the amount outstanding and rate applicable.
- iv) All other income are accounted for on accrual basis.

d) Expenses:

All the expenses are accounted for on accrual basis.

e) Fixed Assets:

- i) All fixed assets are stated at cost less accumulated depreciation and impairment, if any. Cost, net of cenvat, include acquisition price, duties, taxes, incidental expenses, erection expenses and interest etc. up to the date the asset is ready for its intended use.
- ii) Intangible Assets expected to provide future enduring economic benefits are stated at cost less amortization and impairment, if any. Cost comprises purchase price and directly attributable expenditure on making the asset ready for its intended use.
- iii) Capital Work-in-Progress comprises the cost of fixed assets that are not yet ready for their intended use at the reporting date.

Significant Accounting Policies to Financial Statements

f) Depreciation and Amortisation:

- i) Depreciation on Tangible Assets is provided on Straight Line basis so as to charge the cost of the assets less its residual value over the useful lives of the assets as prescribed under Part C of Schedule II of the Companies Act, 2013
- ii) Residual Value has been considered as 5% of the cost of the assets.
- iii) Depreciation on fixed assets added/disposed off during the year is provided on pro-rata basis with reference to the date of addition/ disposal.
- iv) Computer Software (Acquired) are amortised over a period of five years. Amortisation is done on straight line basis.

g) Foreign Currency Transactions:

- i) Transactions in foreign currency are initially recorded at the exchange rate at which the transaction is carried out.
- ii) Monetary assets and liabilities related to foreign currency transactions remaining outstanding at the year end are translated at the year end rate.
- iii) Any income or expense on account of exchange difference either on settlement or on translation at the year end is recognized in the Statement of Profit and Loss.

h) Inventories:

- i) Inventories (Other than Scrap) are valued at lower of cost and net realisable value, after providing for obsolescence, if any. Cost of inventory comprises of purchase price, cost of conversion and other cost incurred in bringing the Inventories to their respective present location and condition. The cost of Inventories is computed on weighted average basis except for Raw Materials and Components which is computed on FIFO basis.
- ii) Scrap are valued at Net Realisable Value.

i) Employee Benefits:

- i) Short-term employee benefits based on expected obligation on undiscounted basis are recognized as expenses in the Statement of Profit and Loss for the period in which the related service is rendered.
- ii) Post employment and other long-term employee benefits are recognized as an expense in the Statement of Profit and Loss for the year in which the employee has rendered services. The expense is recognized at the present value of the amount payable determined using actuarial valuations. Actuarial gains and losses in respect of post employment and other long-term employee benefits are recognized in the Statement of Profit and Loss.

j) Taxes on Income:

Tax expense comprises both current and deferred taxes. Current tax is determined as the amount of tax payable in respect of taxable income for the year. Deferred income tax reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years. Deferred tax is measured based on the tax rates and the tax laws enacted or substantially enacted at the Balance Sheet date. Deferred tax assets (including unrecognized deferred tax assets of earlier years) are recognized only to the extent there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised.

k) Borrowing Cost:

Borrowing costs that are directly attributable to the acquisition of qualifying assets are capitalized for the period until the asset is ready for its intended use. A qualifying asset is one that necessarily takes

Significant Accounting Policies to Financial Statements

a substantial period of time to get ready for its intended use. Other borrowing costs are recognized as an expense in the period in which they are incurred. No borrowing costs were eligible for capitalisation during the year.

l) Insurance Claims:

Insurance claims are accounted for on the basis claims admitted/expected to be admitted and to the extent that there is no uncertainty in receiving the claims.

m) Impairment of Assets:

Wherever events or changes in circumstances indicate that the carrying amount of fixed assets may be impaired, the Company subjects such assets to a test of recoverability, based on discounted cash flows expected from use or disposal thereof. If the assets are impaired, the Company recognizes an impairment loss as the excess of the carrying amount over the recoverable amount. After impairment, depreciation is provided on the revised carrying amount of the respective asset over its remaining useful life. A previously recognized impairment loss is increased or reversed depending on changes in circumstances. However, the carrying amount after reversal is not increased beyond the carrying amount that would have prevailed by charging usual depreciation if there was no impairment.

n) Provisions, Contingent liabilities and Contingent Assets:

Provisions are recognized in respect of obligations where, based on the evidence available, their existence at the Balance Sheet date is considered probable.

Contingent Liabilities are shown by way of Notes to the Accounts in respect of obligations where, based on the evidence available, their existence at the Balance Sheet date is considered not probable.

Provisions, contingent liabilities and contingent assets are reviewed at each Balance Sheet date.

Re-imbusement expected in respect of expenditure to settle a provision is recognised only when it is virtually certain that the re-imbusement will be received.

Contingent Assets are neither recognized nor disclosed in the Financial Statements.

o) Earnings per share:

Basic earnings per share is computed by dividing the profit/(loss) after tax (including the post tax effect of extra ordinary items, if any) by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit/(loss) after tax (including the post tax effect of any extra ordinary items, if any) by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares which could be issued on the conversion of all dilutive potential equity shares. Dilutive potential equity shares are determined independently for each period presented.

p) Cash flow statement:

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

q) Cash and Cash Equivalents:

Cash and Cash equivalents include cash in hand, cheques in hand, balance with bank on current accounts and short term, highly liquid Investments with an original maturity of three months or less and which carry insignificant risk of changes in value.

Notes to Accounts

2 Share capital

(₹ in Lacs)

Particulars	As at 31st March, 2015		As at 31st March, 2014	
	No. of Shares	Amount	No. of Shares	Amount
Authorised				
Equity shares of ₹10/- each	15,000,000	1,500.00	15,000,000	1,500.00
Issued, subscribed and fully paid up				
Outstanding at the beginning of the year	14,785,960		14,785,960	
Add: Shares Issued for cash	-		-	
Outstanding at the end of the year	14,785,960	1,478.60	14,785,960	1,478.60
		1,478.60		1,478.60

a. Terms & rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹10 per share. Each holder of equity shares is entitled to one vote per share. The holders of Equity Shares are entitled to receive dividends as declared from time to time. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

b. Shareholders holding more than 5% shares in the Company :

Particulars	31st March, 2015		31st March, 2014	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Name of the Shareholders				
Mrs. Shobha Jalan	2,003,730	13.55	2,000,730	13.53
M/s. Mitsubishi Pencil Co. Ltd.	2,000,000	13.53	2,000,000	13.53
Mrs. Sarita Jalan	1,999,000	13.52	2,024,000	13.69
M/s. Linc Writing Aids Pvt. Ltd.	1,675,207	11.33	1,640,207	11.09
Mr. Suraj Mal Jalan	1,067,783	7.22	1,067,783	7.22
Mr. Alope Jalan	789,216	5.34	787,216	5.32
Mr. Deepak Jalan	783,520	5.30	783,520	5.30

3 Reserves and surplus

(₹ in Lacs)

Particulars	As at 31st March, 2015		As at 31st March, 2014	
	Securities premium account			
Balance as per last account	2,096.94		2,096.94	
Closing Balance		2,096.94		2,096.94
General reserve				
Balance as per last account	3,893.91		3,193.91	
Adjustment for change in useful life of Fixed Assets(net of Def Tax)(refer note no.11)	(37.32)		-	
Add: Transfer from surplus as per Statement of profit and loss	1,000.00	4,856.59	700.00	3,893.91
Surplus in the Statement of profit and loss				
Balance as per last statement	393.12		288.21	

Notes to Accounts

3 Reserves and surplus (contd.)

(₹ in Lacs)

Particulars	As at 31st March, 2015	As at 31st March, 2014
Add: Net profit for the year as per Statement of profit and loss	1,432.41	1,150.89
Amount available for appropriation	1,825.53	1,439.10
Less: Appropriations		
Proposed dividend	369.65	295.72
Tax on proposed dividend	73.92	50.26
Transfer to general reserve	1,000.00	700.00
Closing balance	381.96	393.12
	7,335.49	6,383.97

- a. General Reserve is primarily created to comply with the requirements of sec. 123 of the Companies Act, 2013. This is the free reserve and can be utilised for any general purpose viz. issue of bonus shares, payment of dividend, buyback of shares etc.
- b. During the year ended 31st March 2015, dividend ₹2.50 per equity share was recognised as distribution to equity shareholders. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. The total dividend appropriation for the year ended March 31, 2015 amounted to ₹443.57 lacs including corporate dividend tax of ₹73.92 lacs.
- c. During the year ended 31st March, 2014, dividend ₹2 per equity share was recognised as distribution to equity shareholders. The total dividend appropriation for the year ended March 31, 2014 amounted to ₹345.98 lacs including corporate dividend tax of ₹50.26 lacs.

4 Long-term borrowings

(₹ in Lacs)

Particulars	As at 31st March, 2015	As at 31st March, 2014
Term loans (Secured)		
- From banks		
- Rupee loans	-	-
Vehicle Loans (Secured)		
- From banks	-	2.87
- From others	-	4.87
	-	7.74
		7.74

5 Deferred tax liabilities (Net)

(₹ in Lacs)

Particulars	As at 31st March, 2015	As at 31st March, 2014
Deferred tax liabilities :		
Depreciation	229.29	237.91
Less : Deferred tax asset		
Expenses allowable for tax purpose when paid	43.85	18.75
Deferred tax liabilities (Net)	185.44	219.16

Notes to Accounts

6 Long-term provisions

(₹ in Lacs)

Particulars	As at 31st March, 2015	As at 31st March, 2014
Provision for employee benefits		
Leave Encashment	118.38	85.60
Gratuity	2.91	-
	121.29	85.60

7 Short-term borrowings

(₹ in Lacs)

Particulars	As at 31st March, 2015	As at 31st March, 2014
Loan Repayable On Demand		
- From banks (Secured)	1,622.14	3,114.23
Other loans and advances		
- From banks (Secured)	156.18	150.00
	1,778.32	3,264.23

Loans Repayable on Demand from Bank

(₹ in Lacs)

Particulars	Non Current		Current	
	31st March, 2015	31st March, 2014	31st March, 2015	31st March, 2014
Cash Credit from Banks (Secured)	-	-	129.57	1,413.79
Packing Credit from Bank (Secured)	-	-	1,492.57	1,700.44
Foreign Currency Loan			156.18	-
Short Term Loan from Bank (Secured)	-	-	-	150.00
	-	-	1,778.32	3,264.23
Loans Repayable on Demand from Others				
Indian Rupee Loan (Secured)	-	7.74	7.74	10.70
Amount disclosed under the head "other current liabilities" (Note No. 9)	-	-	(7.74)	(10.70)
	-	7.74	-	-

- Loans from Bank is secured by hypothecation of Plant & Machinery, Moulds & Current Assets of the Company and first charge by way of Equitable Mortgage of Immoveable Properties and other Fixed Assets of the Company and also guaranteed by Managing Director, Whole Time Director and associate concern of the Company. The loan from banks is repayable on demand and carries interest @ 10% to 13%.
- Details of Borrowings guaranteed by two of its Directors and others:
Mr. Deepak Jalan & Mr. Alope Jalan: ₹5125 Lacs (Previous Year ₹5225 Lacs); Linc Writing Aids Pvt. Ltd. ₹3775 Lacs (Previous Year ₹3775 Lacs).
- Foreign Currency loan from bank carried interest @ 6 mths. LIBOR plus 3.00%.

Notes to Accounts

8 Trade payables

(₹ in Lacs)

Particulars	As at 31st March, 2015	As at 31st March, 2014
Total outstanding dues of Micro and Small Enterprises (Refer note no. 27.2)	99.56	99.52
Total outstanding dues of other than Micro and Small Enterprises	2,049.65	2,350.11
	2,149.21	2,449.63

9 Other current liabilities

(₹ in Lacs)

Particulars	As at 31st March, 2015	As at 31st March, 2014
Current maturities of long-term debt	7.74	86.54
Unpaid dividends *	13.69	10.09
Other payables		
Advance from customers	141.07	122.91
Statutory liabilities \$	89.44	94.89
Trade deposits	264.98	271.03
Unpaid salaries and other payroll dues	93.38	116.67
Accrued Expenses	687.14	672.28
* There are no amount due and outstanding as at Balance Sheet date to be credited to the Investor Education and Protection Fund		
\$ Include excise duty and cess on closing stock ₹16.97 Lacs (PY ₹19.46 Lacs)		
	1,297.44	1,374.41

10 Short-term provisions

(₹ in Lacs)

Particulars	As at 31st March, 2015	As at 31st March, 2014
Provision for employee benefits -leave encashment	5.41	4.16
Provision for proposed dividend	369.65	295.72
Provision for tax on proposed dividend	73.92	50.26
Provision for wealth tax	3.65	2.52
	452.63	352.66

Notes to Accounts

11 Fixed assets

Tangible Assets

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET CARRYING AMOUNT		
	Cost as at 01.04.2014	Additions during the year	Sale/disposal during the year	Total as at 31.03.2015	Upto 31.03.2014	Adjustment with retained earnings	For the year	Disposal/ deduction during the year	Upto 31.03.2015	As at 31.03.2015	As at 31.03.2014
Freehold Land	131.80	-	-	131.80	-	-	-	-	-	131.80	131.80
Buildings	374.71	7.43	-	382.14	63.07	-	10.44	-	73.51	308.63	311.64
Plant & Machinery	1,850.15	242.03	96.73	1,995.45	752.43	5.49	261.18	4.79	1,014.31	981.14	1,097.72
Furniture & Fittings	383.88	11.62	5.64	389.86	114.55	5.93	40.53	0.79	160.22	229.64	269.33
Vehicles	205.14	33.88	9.03	229.99	50.03	5.93	28.28	3.25	75.06	154.93	155.11
Office Equipments	116.06	6.85	2.22	120.69	31.45	26.91	19.92	1.12	77.16	43.53	84.61
Other Equipment	3,351.05	188.42	20.68	3,518.79	2,263.97	-	187.94	7.94	2,443.97	1,074.82	1,087.08
Electrical Installation & Equipment	170.50	4.52	0.16	174.86	50.05	11.58	22.18	0.05	83.76	91.10	120.45
Computers & Data Processing Units	145.42	4.13	1.22	148.33	117.07	7.15	8.22	0.58	131.86	16.47	28.35
TOTAL	6,728.71	498.88	135.68	7,091.91	3,442.62	57.06	578.69	18.52	4,059.85	3,032.06	3,286.09
Previous Year	6,003.26	925.55	200.10	6,728.71	3,096.71	-	497.16	151.25	3,442.62	3,286.09	-

Intangible Assets

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET CARRYING AMOUNT		
	Cost as at 01.04.2014	Additions during the year	Sale/disposal during the year	Total as at 31.03.2015	Upto 31.03.2014	Adjustment with retained earnings	For the year	Disposal/ deduction during the year	Upto 31.03.2015	As at 31.03.2015	As at 31.03.2014
Computer Software	85.38	-	-	85.38	73.60	-	7.28	-	80.88	4.50	11.78
TOTAL	85.38	-	-	85.38	73.60	-	7.28	-	80.88	4.50	11.78
Previous Year	85.38	-	-	85.38	65.74	-	7.86	-	73.60	11.78	-

During the current reporting year, the Company has adopted the revised useful lives of assets to compute depreciation as per Schedule II of the Companies Act, 2013. In accordance with requirements of said Schedule II, carrying amount of assets amounting to ₹57.06 lacs has been recognised in the opening balance of retained earnings (net of Deferred tax) where the remaining useful life of an asset is Nil as on 1st April 2014.

Notes to Accounts

12 Long-term loans and advances

(₹ in Lacs)

Particulars	As at 31st March, 2015		As at 31st March, 2014	
(Unsecured, considered good)				
Capital advances		388.15		257.73
Security deposits		73.97		88.91
Other loans & advances				
- Advance wealth tax		3.27		2.38
- Advance income tax	1,324.80		1,195.69	
Less: Provision for taxation	1,078.00	246.80	1,084.68	111.01
- Prepaid expenses		1.03		0.84
		713.22		460.87

13 Other non-current assets

(₹ in Lacs)

Particulars	As at 31st March, 2015		As at 31st March, 2014	
Fixed deposits with statutory authorities (Non current portion with original maturity period of more than 12 months)		0.70		0.45
Export benefit receivable		-		1.00
Interest accrued but not due		0.08		0.18
		0.78		1.63

14 Inventories *

(₹ in Lacs)

Particulars	As at 31st March, 2015		As at 31st March, 2014	
(At lower of cost and net realisable value)				
Raw materials	3,447.51		4,068.85	
Goods in transit	-	3,447.51	-	4,068.85
Work-in-progress		76.31		102.27
Finished goods	1,045.50		1,103.25	
Goods in transit	70.15	1,115.65	-	1,103.25
Stock-in-trade		1,725.25		1,747.02
* Includes materials lying with other parties				
		6,364.72		7,021.39

15 Trade receivables(Unsecured, considered good)

(₹ in Lacs)

Particulars	As at 31st March, 2015		As at 31st March, 2014	
Outstanding for a period exceeding six months from due date		37.98		53.38
Others		3,971.57		4,080.70
		4,009.55		4,134.08

Notes to Accounts

16 Cash and bank balances

(₹ in Lacs)

Particulars	As at 31st March, 2015		As at 31st March, 2014	
Cash and cash equivalents				
Balance with banks				
In current accounts	4.81		3.26	
In Fixed Deposits (Original Maturity period upto 12 months)	140.00	-		-
Cash in hand	6.25	151.06	9.19	12.45
Other bank balances				
Earmarked balances				
- Unpaid dividend accounts		13.69		10.09
		164.75		22.54

17 Short-term loans and advances

(₹ in Lacs)

Particulars	As at 31st March, 2015		As at 31st March, 2014	
(Unsecured, considered good)				
Security deposits		0.45		3.24
Other loans and advances				
- Advances to suppliers and others		440.00		585.69
- Prepaid expenses		13.60		13.25
		454.05		602.18

18 Other Current Assets

(₹ in Lacs)

Particulars	As at 31st March, 2015		As at 31st March, 2014	
Interest accrued but not due		0.17		-
Taxes and duties refundable		20.19		25.16
		20.36		25.16

19 Revenue From operations

(₹ in Lacs)

Particulars	Year Ended 31st March, 2015		Year Ended 31st March, 2014	
Sale of goods (Gross)				
Pens	25,085.57		24,089.37	
Refills	1,768.56		1,628.44	
Others	4,425.30		5,355.54	
	31,279.43		31,073.35	
Less: Excise duty	187.71		180.87	
Net sales of goods		31,091.72		30,892.48
Other operating revenues				
- Scrap sales	6.71		5.45	
- Export Incentive	601.77		511.49	
- Gain on exchange fluctuation	130.07		-	
- Commission	-	738.55	0.86	517.80
Revenue from operations (Net)		31,830.27		31,410.28

Notes to Accounts

20 Other incomes

(₹ in Lacs)

Particulars	Year Ended 31st March, 2015		Year Ended 31st March, 2014	
Interest income (Gross)				
- Fixed deposits with banks		0.08		0.13
- Income tax refund		0.28		-
- Others		0.55		0.28
Other non operating income				
Insurance claim		-		0.85
Net gain/ (loss) on sale of Fixed Assets		5.89		-
Miscellaneous Income		4.70		7.29
Liabilities no longer required, written back		17.24		-
		28.74		8.55

21 Cost of materials consumed

(₹ in Lacs)

Particulars	Year Ended 31st March, 2015		Year Ended 31st March, 2014	
Plastic powder		3,709.21		4,276.84
Ink		992.59		935.52
Tips		1,484.27		1,402.65
Others		4,046.35		4,724.19
		10,232.42		11,339.20

22 Purchase of stock in trade

(₹ in Lacs)

Particulars	Year Ended 31st March, 2015		Year Ended 31st March, 2014	
Pens		7,876.18		7,703.82
Refills		302.81		341.17
Others		2,623.90		2,525.68
		10,802.89		10,570.67

23 Change in inventories of finished goods, work in progress and stock in trade

(₹ in Lacs)

Particulars	Year Ended 31st March, 2015		Year Ended 31st March, 2014	
Finished goods				
Opening stock	1,103.25		1,128.00	
Less: Closing stock	1,115.65	(12.40)	1,103.25	24.75
Work in progress				
Opening stock	102.27		59.28	
Less: Closing stock	76.31	25.96	102.27	(42.99)
Stock in trade				
Opening stock	1,747.02		1,431.98	
Less: Closing stock	1,725.26	21.76	1,747.02	(315.04)
Add/(Less): Excise duty and cess on stock*	2.49	2.49	(2.11)	(2.11)
		32.83		(331.17)

* The amount of excise duty and cess on stock represents difference in excise duty and cess on opening and closing stock.

Notes to Accounts

24 Employee benefits expense

(₹ in Lacs)

Particulars	Year Ended 31st March, 2015	Year Ended 31st March, 2014
Salaries and wages	1,532.34	1,533.79
Contribution to provident and other funds	138.16	71.67
Staff welfare expenses	78.40	60.70
	1,748.90	1,666.16

25 Finance costs

(₹ in Lacs)

Particulars	Year Ended 31st March, 2015	Year Ended 31st March, 2014
Interest expense		
- On short term borrowings	106.32	171.51
- On others	16.90	17.29
Other borrowing costs	25.21	48.41
	148.43	237.21

26 Other expenses

(₹ in Lacs)

Particulars	Year Ended 31st March, 2015	Year Ended 31st March, 2014
Consumption of stores and spares	101.85	96.71
Power and fuel	389.89	313.98
Processing charges	1,845.42	1,823.78
Rent	284.58	281.88
Repairs		
Building	7.87	15.06
Machinery	13.79	13.37
Others	28.77	41.06
Insurance	98.81	82.07
Rates and taxes	24.87	47.87
Payment to auditor		
- For statutory audit	3.37	2.87
- For tax audit	0.79	0.56
- For other services (limited review, certification etc.)	2.91	2.24
Director sitting fees	2.39	1.18
Travelling & conveyance	359.40	321.53
Postage, telegram & telephone	76.32	70.87
Freight & transportation	501.12	461.32
Advertisement expenses	661.67	314.79
Sales promotion expenses	284.73	256.00
Incentives on sales	242.02	271.31
Commission on Sales	49.95	43.77

Notes to Accounts

26 Other expenses (contd.)

(₹ in Lacs)

Particulars	Year Ended 31st March, 2015	Year Ended 31st March, 2014
Discount allowed	625.72	574.34
Rebate, claim & other expenses	410.08	375.01
Bad debts	0.72	6.47
Loss on sale of fixed assets	-	21.72
Loss on foreign exchange fluctuation	-	89.07
Miscellaneous expenses	469.55	429.84
	6,486.59	5,958.68

27 Other Disclosures

1 Contingent liabilities and commitments (to the extent not provided for)

(₹ in Lacs)

Particulars	As on 31st March, 2015	As on 31st March, 2014
a) Contingent Liabilities:		
Claims against the Company not acknowledged as debts:		
Income Tax demands under appeal	444.88	524.57
Income Tax Paid against demands	209.25	194.23
The amounts shown in (a) above represent the best possible estimates arrived at on the basis of available information. The uncertainties and timing of the cash flows are dependent on the outcome of the different legal processes which have been invoked by the Company or the claimants as the case may be and therefore cannot be estimated accurately.		
In the opinion of the management, no provision is considered necessary for the disputes mentioned above on the grounds that there are fair chances of successful outcome of appeals.		
The Company does not expect any reimbursements in respect of the above contingent liabilities.		
b) Commitments:		
i) Estimated amount of Contracts remaining to be executed on Capital Account and not provided for	412.68	187.87
ii) Advance paid against above	388.14	257.73

2. The amount due to Micro and Small Enterprises as defined in the "The Micro, Small and Medium Enterprises Development Act, 2006" has been determined to the extent such parties have been identified on the basis of information available with the Company.

Notes to Accounts

The disclosures relating to Micro and Small Enterprises are as under:

(₹ in Lacs)

Sl. No.	Description	2014-15	2013-14
i)	The principal amount remaining overdue for payment to suppliers as at the end of accounting year *	99.56	99.52
ii)	The interest due thereon remaining unpaid to suppliers as at the end of accounting year	Nil	Nil
iii)	The amount of interest paid in terms of Section 16, along with the amount of payment made to the suppliers beyond the appointed day during the year	Nil	Nil
iv)	The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act	Nil	Nil
v)	The amount of interest accrued during the year and remaining unpaid at the end of the accounting year *	Nil	Nil
vi)	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the Micro and Small Enterprises	Nil	Nil

* Shown as line item "Total outstanding dues of Micro and Small Enterprises" under Note No. 8.

3. Segment Reporting

The business of the company falls under a single segment i.e. "Writing Instruments and Stationeries" therefore the disclosure requirements as per Accounting Standard 17 "Segment Reporting" are not applicable to the Company.

4. Earnings Per Share:

The numerator and denominator used to calculate Basic/ Diluted Earnings Per Share

Description	2014-15	2013-14
a) Amount used as the numerator Profit after tax (₹ in lacs)	1432.41	1150.89
b) Basic / Diluted weighted average number of Equity Shares used as the denominator (Nos. in lacs)	147.86	147.86
c) Nominal value of Equity Shares (₹)	10	10
d) Basic / Diluted Earnings Per Share (a/b) (₹)	9.69	7.78

Notes to Accounts

5. Related Party transactions:

Related party disclosure as per Accounting Standard 18 for the year ended 31st March 2015 are given below:

I) Names and description of relationship of related parties as on 31st March 2015:

Related Party	Relationship
Associates :	
Linc Retail Ltd.	Associate
Key Managerial Personnel (KMP) :	
Deepak Jalan	Managing Director
Aloke Jalan	Whole Time Director
N.K.Dujari	Chief Financial Officer & Company Secretary
Enterprises in which KMP and their relatives have substantial interest :	
Linc Writing Aids Pvt. Ltd.	Substantial interest of the relatives of M.D. and W.T.D.
Relatives of KMP :	
Mr. Deepak Jalan	Deepak Jalan (HUF) Mr. Deepak Jalan is Karta of HUF Mr. S.M. Jalan (Father) Mrs. Bimla Devi Jalan (Mother) Ms. Divya Jalan (Daughter) Mr. Rohit Deepak Jalan (Son) Mr. Prakash Jalan(Brother) Smt. Bindu Jalan(Brother's Wife)
Mr. Aloke Jalan	Aloke Jalan (HUF) Mr. Aloke Jalan is Karta of HUF Mrs. Shobha Jalan (Wife) Mr. Aakash Aloke Jalan (Son) Mr. S.M. Jalan (Father) Mrs. Bimla Devi Jalan (Mother) Mr. Prakash Jalan (Brother) Smt. Bindu Jalan (Brother's Wife)

II) Details of transactions with related parties.

(₹ in Lacs)

Description	Associates (A)	Key Managerial Personnel (KMP)	Enterprises in which KMP and their relatives have substantial interest	Relatives of KMP (R)	Total
Purchase of Goods					
Linc Writing Aids Pvt. Ltd.	- (-)	- (-)	144.13 (2006.01)	- (-)	144.13 (2006.01)
Linc Retail Ltd.	0.70 (0.82)	- (-)	- (-)	- (-)	0.70 (0.82)
Sale of Goods					
Linc Retail Ltd.	97.48 (178.05)	- (-)	- (-)	- (-)	97.48 (178.05)

Notes to Accounts

5. Related Party transactions: (contd.)

(₹ in Lacs)

Description	Associates (A)	Key Managerial Personnel (KMP)	Enterprises in which KMP and their relatives have substantial interest	Relatives of KMP (R)	Total
Linc Writing Aids Pvt. Ltd.	- (-)	- (-)	821.54 (987.18)	- (-)	821.54 (987.18)
Receiving of Services (Remuneration)					
Mr. Deepak Jalan	- (-)	90.71 (40.47)	- (-)	- (-)	90.71 (40.47)
Mr. Alope Jalan	- (-)	70.63 (40.47)	- (-)	- (-)	70.63 (40.47)
Mr. N. K. Dujari	- (-)	13.91 (13.11)	- (-)	- (-)	13.91 (13.11)
Receiving of Services (Others)					
Linc Writing Aids Pvt. Ltd.	- (-)	- (-)	12.72 (12.72)	- (-)	12.72 (12.72)
Mr. Rohit Jalan	- (-)	- (-)	- (-)	5.45 (-)	5.45 (-)
Ms. Divya Jalan	- (-)	- (-)	- (-)	4.11 (4.13)	4.11 (4.13)
M/s. Deepak Jalan (HUF)	- (-)	- (-)	- (-)	1.04 (4.14)	1.04 (4.14)
Mrs. Shobha Jalan	- (-)	- (-)	- (-)	7.53 (12.45)	7.53 (12.45)
Mr. Aakash Alope Jalan	- (-)	- (-)	- (-)	6.70 (-)	6.70 (-)
M/s. Alope Jalan (HUF)	- (-)	- (-)	- (-)	16.51 (15.01)	16.51 (15.01)
Dividend Paid to Shareholders					
Mr. Deepak Jalan	- (-)	15.67 (11.75)	- (-)	- (-)	15.67 (11.75)
Mr. Alope Jalan	- (-)	15.74 (11.81)	- (-)	- (-)	15.74 (11.81)
Linc Writing Aids Pvt. Ltd.			32.80 (23.85)		32.80 (23.85)
Mrs. Sarita Jalan				40.48 (30.36)	40.48 (30.36)
Mr. S. M. Jalan				21.36 (16.32)	21.36 (16.32)
Mrs. Shobha Jalan				40.01 (30.01)	40.01 (30.01)
Mrs. Bimla Devi Jalan				3.15 (2.36)	3.15 (2.36)
Mr. Prakash Jalan				0.002 (0.03)	0.002 (0.03)
Ms. Divya Jalan				0.06 (0.05)	0.06 (0.05)

Notes to Accounts

5. Related Party transactions: (contd.)

(₹ in Lacs)

Description	Associates (A)	Key Managerial Personnel (KMP)	Enterprises in which KMP and their relatives have substantial interest	Relatives of KMP (R)	Total
Mr. Rohit Jalan				1.20 (0.90)	1.20 (0.90)
Mr. Aakash Jalan				0.44 (0.33)	0.44 (0.33)
Guarantees (Given for the Loans obtained by the Company)					
Mr. Deepak Jalan	- (-)	5,125.00 (5,225.00)	- (-)	- (-)	5,125.00 (5,225.00)
Mr. Alope Jalan	- (-)	5,125.00 (5,225.00)	- (-)	- (-)	5,125.00 (5,225.00)
Linc Writing Aids Pvt. Ltd.	- (-)	- (-)	3,775.00 (3,775.00)	- (-)	3,775.00 (3,775.00)
Balance Outstanding					
a) Accounts Receivable					
Linc Retail Ltd.	241.07 (292.07)	- (-)	- (-)	- (-)	241.07 (292.07)
Linc Writing Aids Pvt. Ltd.	- (-)	- (-)	167.45 (46.92)	- (-)	167.45 (46.92)
b) Amount outstanding against Guarantees given for Loans obtained by the Company					
Mr. Deepak Jalan	- (-)	1,780.11 (3,340.12)	- (-)	- (-)	1,780.11 (3,340.12)
Mr. Alope Jalan	- (-)	1,780.11 (3,340.12)	- (-)	- (-)	1,780.11 (3,340.12)
Linc Writing Aids Pvt. Ltd.	- (-)	- (-)	1,491.77 (2,326.38)	- (-)	1,491.77 (2,326.38)

- III) No amount has been written back / written off during the year in respect of due to / from related parties.
- IV) The amount due from related parties are good and hence no provision for doubtful debts in respect of dues from such related parties is required.
- V) The transactions with related parties have been entered at an amount, which are not materially different from that on normal commercial terms.
- VI) Figure in brackets pertains to previous year.

Notes to Accounts

6. Employee Benefits :

As per Accounting Standard - 15, the disclosure of Employee Benefits as defined in the Accounting Standard are as follows:

a) Defined Contribution Plan :

Employee benefits in the form of Provident Fund and Employee State Insurance Scheme are considered as defined contribution plan and the contributions are made in accordance with the relevant statute and are recognized as an expense when employees have rendered service entitling them to the contributions. The contribution to defined contribution plan, recognized as expense for the year is as under:

Defined Contribution Plan	Amount (₹ in Lacs)	
	2014-15	2013-14
Employers' Contribution to Provident Fund	87.05	72.03
Employers' Contribution to Employee State Insurance Scheme	26.14	26.32
Total	113.19	98.35

- b) Post employment and other long-term employee benefits in the form of gratuity and leave encashment are considered as defined benefit obligation. The present value of obligation is determined based on actuarial valuation using projected unit credit method as at the Balance Sheet date. The amount of defined benefits recognized in the Balance Sheet represents the present value of the obligation as adjusted for unrecognized past service cost, and as reduced by the fair value of plan assets.

Any asset resulting from this calculation is limited to the discounted value of any economic benefits available in the form of refunds from the plan or reductions in future contributions to the plan. The amount recognized in the profit and loss account for the year ended 31st March, 2015 in respect of Employees Benefit Schemes based on actuarial reports as on 31st March, 2015 is as follows:

(₹ in Lacs)

	2014-15		2013-14	
	Gratuity (Funded)	Leave Encashment (Unfunded)	Gratuity (Funded)	Leave Encashment (Unfunded)
I. Components of Employer Expense:				
1. Current Service Cost	12.12	17.04	13.74	18.63
2. Past Service Cost	--	--	--	--
3. Interest Cost	8.03	7.22	6.92	6.61
4. Expected Return on Plan Asset	(11.61)	--	(9.96)	--
5. Actuarial gain/loss recognized in the year	42.57	33.10	(9.72)	(8.94)
6. Expense Recognized in Statement of Profit & Loss	51.11	57.36	0.98	16.30
II. Change in Present Value of Defined Benefit Obligation:				
1. Present Value of Defined Benefit Obligation at the Beginning of the year	89.91	89.76	87.43	87.84
2. Interest Cost	8.03	7.22	6.92	6.61
3. Current Service Cost	12.12	17.04	13.74	18.63
4. Plan Amendments Cost/(Credit)	--	--	--	--
5. Actuarial Gain/(Losses)	41.63	33.10	(12.11)	(8.94)
6. Benefit Payments	(6.12)	23.33	(6.07)	(14.38)
7. Present Value of Obligation at the End of the year	145.57	123.79	89.91	89.76

Notes to Accounts

(₹ in Lacs)

	2014-15		2013-14	
	Gratuity (Funded)	Leave Encashment (Unfunded)	Gratuity (Funded)	Leave Encashment (Unfunded)
III. Change in Fair Value of Plan Assets during the year ended 31st March, 2015:				
1. Plan Assets at the Beginning of the year	121.87	--	103.40	--
2. Expected Return on Plan Assets	11.61	--	9.96	--
3. Actual Company Contribution	16.24	--	16.97	--
4. Actuarial Gain/(Losses)	(0.94)	--	(2.39)	--
5. Benefit Payments	(6.12)	--	(6.07)	--
6. Plan Assets at the end of the year	142.66	--	121.87	--
IV. Net Asset/(Liability) recognized in the Balance Sheet as at 31st March, 2015:				
1. Present value of Defined Benefit Obligation	145.57	123.79	89.91	89.76
2. Fair Value on Plan Assets	142.66	--	121.87	--
3. Funded Status (Surplus/(deficit))	(2.91)	(123.79)	31.96	(89.76)
4. Net Asset/(Liability) recognized in Balance Sheet	(2.91)	(123.79)	31.96	(89.76)
V Actuarial Assumptions				
1. Discount Rate (per annum)	8.00 %	8.00%	9.25 %	9.25%
2. Expected Return on Plan Assets (per annum)	9.15 %	--	9.15 %	--
3. Salary Increases	5.50 %	5.50%	5.50 %	5.50%
4. Retirement/Superannuation Age	58	58	58	58
5. Mortality	Indian Assured Lives Mortality (2006 - 08)		Indian Assured Lives Mortality (2006 - 08)	

VI. Basis used to determine the Expected Rate of Return on Plan Assets:

The basis used to determine overall expected rate of return on plan assets is based on the current portfolio of assets, investment strategy and market scenario. In order to protect the capital and optimize returns within acceptable risk parameters, the plan assets are well diversified.

VII. Basis of estimates of rate of escalation in salary

The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by LIC.

As at 31st March,	Leave Encashment (Unfunded)			Gratuity (Funded)		
	2013	2012	2011	2013	2012	2011
VIII. Disclosure related to previous years:						
1. Present value of Defined Benefit Obligation	(87.84)	(69.43)	(60.64)	(87.43)	(67.01)	(52.46)
2. Fair Value on Plan Assets	-	-	-	103.40	84.15	67.41
3. Funded Status [Surplus/ (deficit)]	(87.84)	(69.43)	(60.64)	15.97	17.14	14.95

Notes to Accounts

IX The history of experience adjustments for the funded post retirement plan of Gratuity are as follows:

As at 31 st March,	2015	2014	2013	2012	2011
1. Defined Benefit Obligation at the end of the period	(145.57)	(89.91)	(87.43)	(67.01)	(52.46)
2. Plan Assets at end of the period	142.66	121.87	103.40	84.15	67.41
3. Funded Status	(2.91)	31.96	15.97	17.14	14.95
4. Experience Gain/(Loss) adjustment on plan liabilities	(18.33)	(2.90)	(1.17)	(8.44)	(9.34)
5. Experience Gain/(Loss) adjustment on plan assets	(0.94)	(2.39)	(0.70)	(0.62)	(2.39)
6. Actuarial Gain/(Loss) due to change on assumptions	(23.30)	15.01	(7.62)	4.36	(0.81)

X The history of experience adjustments for the unfunded plan of Leave Benefit Scheme are as follows:

As at 31 st March,	2015	2014	2013	2012	2011
1. Defined Benefit Obligation at the end of the period	(123.79)	(89.76)	(87.84)	(69.43)	(60.64)
2. Plan Assets at end of the period	---	---	--	--	--
3. Funded Status	(123.79)	(89.76)	(87.84)	(69.43)	(60.64)
4. Experience Gain/(Loss) adjustment on plan liabilities	(13.64)	(5.37)	(13.28)	(20.57)	(12.53)
5. Experience Gain/(Loss) adjustment on plan assets	---	--	--	--	--
6. Actuarial Gain/(Loss) due to change on assumptions	(19.46)	14.31	(7.52)	4.51	(0.96)

XI Other Disclosures

- The Gratuity and Provident Fund Expenses have been recognized under "Contribution to provident and other funds" and Leave Encashment under "Salaries & wages" under Note no. 24.
- Experience adjustment arising on Plan Liabilities and Plan Assets for the previous four annual period is not available and therefore, not disclosed.

7. Intangible Assets

The unamortised amount of Computer Software (Acquired) ₹4.50 lacs is to be amortised equally in the coming years as given hereunder:

Particulars	Amount (₹ in lacs)	Years
Computer Software	1.95	Three
Computer Software	2.55	Two

8. Disclosure under clause 32 of the Listing Agreement:

There are no transactions which are required to be disclosed under Clause 32 of the Listing Agreement with the Stock Exchanges where the Equity Shares of the Company are listed.

Notes to Accounts

9. Consumption of materials

Particulars	Amount (₹ in lacs)	Percentage
Imported	1,073.75	10.49%
	(1,573.23)	(13.87%)
Indigeneous	9,158.67	89.51%
	(9,765.97)	(86.13%)
Total	10,232.42	100.00%
Total (Previous Year)	(11,339.20)	(100.00%)

10. Consumption of spare parts *

Particulars	Amount (₹ in lacs)	Percentage
Imported	16.22	15.92%
	(9.33)	(9.65%)
Indigeneous	85.63	84.08%
	(87.38)	(90.35%)
Total	101.85	100.00%
Total (Previous Year)	(96.71)	(100.00%)

* Spare parts includes store items also.

11. Value of imports on C.I.F. basis

Particulars	(₹ in Lacs)	
	Amount (₹ in lacs)	Percentage
Raw Materials, Components	1,078.79	1,502.48
Trading Goods	2,411.24	2,642.83
Capital Goods	274.29	510.33
Spares	16.22	9.33

12. Expenditure in Foreign Currency

	(₹ in Lacs)	
	2014-15	2013-14
I) Bank Interest & Commission	12.65	13.57
II) Travelling	51.01	30.01
III) Exhibition Expenses	26.06	0.75
IV) Commission on Exports	12.41	11.07
V) Product Designing, Testing Charges & Others	10.09	12.03

13. Earnings in Foreign Currency

	(₹ in Lacs)	
	2014-15	2013-14
Exports on FOB Basis	8,525.68	8,990.36

Notes to Accounts

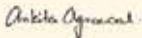
14. Dividend Remittance in Foreign Currency

Particulars	(₹ in Lacs)	
	2014-15	2013-14
a) Number of Non-Resident to whom remittance was made	1	1
b) Number of shares on which remittance was made	20,00,000	20,00,000
c) Net amount remitted - Dividend for 2013-14	40	16.11

15. Figures in brackets represent figures for the previous year. The previous year's figures have been reworked, regrouped, rearranged and reclassified wherever necessary as required by Schedule III of the Companies Act, 2013. Amounts and other disclosures for the preceding year are included as an integral part of the current year financial statements and are to be read in relation to the amounts and other disclosures relating to the current year.

This is the Balance Sheet referred to in our report of even date.

For G. P. Agrawal & Co.
Chartered Accountants
F.R No.302082E

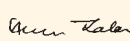


(CA. Ankita Agrawal)
Partner
Membership No.69560
Place of Signature:Kolkata
Dated:The 22nd day of May, 2015

For and on behalf of the Board



Deepak Jalan
Managing Director
DIN:00758600



Alope Jalan
Whole Time Director
DIN:00758762



N. K. Dujari
Chief Financial Officer
& Company Secretary

Cash Flow Statement for the year ended 31st March, 2015

(₹ in Lacs)

Particulars	Year Ended 31st March, 2015		Year Ended 31st March, 2014	
A. CASH FLOW FROM OPERATING ACTIVITIES :				
Net profit before tax as per Statement of Profit & Loss		1,820.97		1,473.06
Adjustments for				
Depreciation	585.98		505.02	
(Profit) / Loss on sale/ Discard of Fixed Assets	(5.89)		21.72	
Interest Income	(0.91)		(0.41)	
Unrealised loss/(gain) on foreign exchange fluctuation (Net)	(11.22)		61.95	
Finance cost	148.43	716.39	237.21	825.49
Operating profit before working capital changes		2,537.36		2,298.55
(Increase) / Decrease in Trade receivables	134.05		221.03	
(Increase) / Decrease in Inventories	656.65		(414.17)	
(Increase) / Decrease in Long Term Loans & Advances	(115.66)		(182.46)	
(Increase) / Decrease in Other Non Current Assets	1.00		13.64	
(Increase) / Decrease in Short Term Loans & Advances	148.13		(124.54)	
(Increase) / Decrease in Other Current Assets	4.80		8.56	
Increase / (Decrease) in Long Term Provisions	35.69		1.22	
Increase / (Decrease) in Trade Payables	(298.73)		(274.48)	
Increase / (Decrease) in Other Current Liabilities	(84.28)		(60.72)	
Increase / (Decrease) in Short Term Provisions	1.25	482.90	0.70	(811.22)
Cash generated from operations		3,020.26		1,487.33
Less: Direct taxes paid		539.06		347.88
Net Cash Generated From Operating Activities		2,481.20		1,139.45
B. CASH FLOW FROM INVESTING ACTIVITIES :				
Addition to Fixed Assets (Including Intangibles)	(483.03)		(940.50)	
Sale of fixed assets	123.78		27.13	
Interest Received	1.01		0.48	
		(358.24)		(912.89)
Net Cash Used in Investing Activities		(358.24)		(912.89)

Cash Flow Statement for the year ended 31st March, 2015 (contd.)

(₹ in Lacs)

Particulars	Year Ended 31st March, 2015		Year Ended 31st March, 2014	
C. CASH FLOW FROM FINANCING ACTIVITIES :				
Repayment of Long term borrowings	(7.74)		(91.08)	
Proceeds /(Repayment) of Short term borrowings (Net)	(1,485.91)		333.43	
Interest Paid	(119.51)		(185.09)	
Other borrowing cost	(25.21)		(48.41)	
Dividend Paid	(295.72)		(207.90)	
Dividend Tax Paid	(50.26)	(1,984.35)	(33.73)	(232.78)
Net Cash Used in Financing Activities		(1,984.35)		(232.78)
Net increase in cash and cash equivalents (A+B+C)		138.61		(6.22)
Cash and cash equivalents -Opening balance		12.45		18.67
		151.06		12.45
Cash and cash equivalents - Closing balance (Refer note no. 16)		151.06		12.45

Notes :

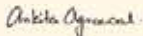
- The above cash flow statement has been prepared under the "Indirect Method" as set out in the Accounting Standard - 3 on Cash Flow Statement as specified in Companies (Accounting Standard) Rules, 2006.
- Figures in bracket represent cash outflow from respective activities.
- Additions to Fixed Assets include movement of Capital Work-in-Progress during the year.
- Cash and cash equivalent at the end of the year consist of:

(₹ in Lacs)

Particulars	As at 31st March, 2015	As at 31st March, 2014
a) Cash in hand	6.25	9.19
b) Balances with Scheduled Banks in Current Accounts	4.81	3.26
c) In Fixed Deposits	140.00	-
	151.06	12.45

This is the Cash Flow Statement referred to in our report of even date.

For G. P. Agrawal & Co.
Chartered Accountants
F.R No.302082E



(CA. Ankita Agrawal)
Partner

Membership No.69560


Place of Signature:Kolkata

Dated:The 22nd day of May, 2015

For and on behalf of the Board



Deepak Jalan
Managing Director
DIN:00758600



Aloke Jalan
Whole Time Director
DIN:00758762



N. K. Dujari
Chief Financial Officer
& Company Secretary

DIRECTOR'S PROFILE

DR. RANJAN DAS,

66, director, an M.Sc (Applied Mathematics) and a Doctorate in Strategic Management. He is currently a Professor of Strategic Management at Indian Institute of Management, Calcutta. He has an impeccable record as a leading advisor in Strategic Planning and Management to several corporates. He has over 19 years experience in strategic & functional management, teaching, training, consulting and research. Prior to that he had 20 years of industry experience during which he held senior positions as GM of a MNC and MD of a Joint Sector Company.

MR. ANIL KOCHAR,

58, director, a postgraduate in commerce and LLB, is an eminent advisor on income tax matters. He brings with him a wide experience to the Board.

MS. SUPRIYA NEWAR,

40, director, a Masters Degree holder in International Relation along with a Post Graduate Diploma in Mass Communications and Journalism. She has keenly traversed the complete cycle of Communications: from extensive copy and content creation, freelance journalism to marketing communication, brand management, public relations and more recently the digital wave.

MR. NARESH PACHISIA,

52, director, a Certified Financial Planner (CFP) is the Promoter-Managing Director of SKP Securities Ltd, a leading stock broking and wealth management service provider.

MR. KEDAR NATH RANASARIA,

81, director, he is a post-graduate and brings with him more than four decades of experience in finance, manufacturing and other allied areas. He was associated with Balrampur Chini Mills Limited, one of India's leading sugar company.

MR. ALOKE JALAN,

46, wholetime director, a commerce graduate with 24 years of experience in the business, he looks after the Company's marketing operations with special emphasis in the western region and southern Region.

MR. DEEPAK JALAN,

53, managing director, a commerce graduate with 29 years of experience in the business, he is responsible for the overall operations of the Company with a specialisation in international operations.

5 Year Financial Highlights

(₹ in Lacs)

Year	2014-15	2013-14	2012-13	2011-12	2010-11
Source of Funds					
Share Capital	1478.60	1478.60	1478.60	1278.60	1278.60
Reserves & Surplus	7335.49	6383.97	5579.06	3479.26	3458.25
Networth	8814.09	7862.57	7057.66	4757.86	4736.85
Borrowings	1778.32	3271.97	3029.62	4166.58	4023.21
Defd Tax Liab	185.44	219.16	201.79	189.43	185.51
Funds Employed	10777.85	11353.70	10289.07	9113.87	8945.57
Operating Results					
Domestic Sales	22374.50	21784.09	22272.20	20377.28	19264.24
Exports	8717.22	9108.39	7701.69	6723.44	5550.21
Total Sales	31091.72	30892.48	29973.89	27100.72	24814.45
E B I D T A	2555.38	2215.29	1398.98	1027.47	1651.51
Finance Cost	148.43	237.21	248.31	378.04	208.06
Depreciation	585.98	505.02	446.88	430.21	361.95
Profit before tax	1820.97	1473.06	703.79	219.22	1081.50
Profit after tax (P A T)	1432.41	1150.89	541.43	169.62	839.97
E B I D T A Margin (%)	8.2%	7.2%	4.7%	3.8%	6.7%
P A T / Total Sales (%)	4.6%	3.7%	1.8%	0.6%	3.4%
EPS	9.69	7.78	3.91	1.33	6.57
Cash EPS	13.65	11.20	6.68	4.69	9.40
Dividend %	25	20	15	10	18
Networth per Share (Rs.)	59.61	53.18	47.73	37.21	37.05
Return on Capital Employed (%)	18.3%	15.1%	9.3%	6.6%	14.4%
Return on Equity (%)	16.3%	14.6%	7.7%	3.6%	17.7%
Dividend Payout (%)	31%	30%	45%	88%	32%

Corporate Information

BOARD OF DIRECTORS	Category
Dr. Ranjan Das	Independent, Non-executive
Mr. Anil Kochar	Independent, Non-executive
Ms. Supriya Newar	Independent, Non-executive, (Appointed on 31st March, 2015)
Mr. Naresh Pachisia	Independent, Non-executive
Mr. Kedar Nath Ranasaria	Independent, Non-executive
Mr. Aloke Jalan	Whole Time Director
Mr. Deepak Jalan	Managing Director

CFO & COMPANY SECRETARY

N. K. Dujari

REGISTERED OFFICE

Satyam Towers,
3, Alipore Road, Kolkata - 700 027
Phone: (033) 30412100, 2479 0248
Fax: (033) 2479 0253
CIN: L36991WB1994PLC065583
e-mail: investors@lincpen.com
website: www.lincpen.com

WORKS

Linc Estate
Usthi Road, Serakole,
24 Pgns. (S), Pin - 743 513
West Bengal
Phone: 09051280300
Fax: (033) 2420 4441

Falta SEZ, Sector-II, Shed No.2
Falta, 24 Pgns(S), Pin - 743 504
West Bengal
Phone: (03174) 222 925

AUDITORS

G. P. Agrawal & Co.
Chartered Accountants
7A, Kiran Shankar Ray Road
Kolkata 700 001

BRANCH OFFICES

MUMBAI - 403-404 Tanishka Bldg.
Off Western Express Highway
Kandivali (East), Mumbai - 400 101
Phone: (022) 6692 4155 / 4255
Fax: (022) 6694 2963
e-mail: lincmumbai@lincpen.com

DELHI - B-34/10, G.T.K.Road Industrial Area,
New Delhi - 110 033

GHAZIABAD - 257, Shibbanpura Patel Marg,
Ghaziabad - 201 001, U.P.

PATNA - N-17 , Professors Colony, Chitragupt Nagar,
Kankar Bagh, Patna, Bihar - 800020.

RANCHI - Rahul Complex
North Market Road, Upper Bazar
Ranchi - 834 001, Jharkand

INDORE - 45, Pandharinath Path,
Indore - 452 004, Madhya Pradesh

BANKERS

State Bank of India
IDBI Bank Ltd.
HDFC Bank Ltd.



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for Bounty Land,
not good enough
particular. and
took-Place. so have

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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 21st 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 Thursday, 3rd September, 2015, at 3.30 P.M. to transact the following business:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2015 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, 2015.
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 M/s G.P. Agrawal & 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."

Special Business:

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

5. As Ordinary Resolution

"RESOLVED THAT Ms. Supriya Newar (DIN: 07144076) who was appointed as an Additional Director on 31st March, 2015, 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."

6. As Special Resolution

"RESOLVED THAT pursuant to Sections 197 and other applicable provisions of the Companies Act, 2013, and Article 125 of the Article of Association of the Company and subject to the approval of Central Government, if applicable, the Company do hereby approve the payment of commission to its non-executive directors, upto 1% of the net profits of the Company in any financial year, to be computed in accordance with the provisions of the Companies Act, 2013, over and above the sitting fees, for a further period upto 31st March, 2019, and said commission be divided amongst the non-executive directors in such amounts or proportion and in such manner as may be determined by the Board from time to time and in absence of such determination, equally in proportion to the period of their respective directorship during the relevant financial year."

Registered Office
3, Alipore Road
Kolkata – 700 027
Dated: 22nd May, 2015

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 that ten percent of the total Share Capital of the company carrying voting rights.

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 remain closed from 27th August, 2015 to 3rd September, 2015 (both days inclusive) for the purpose of Annual General Meeting and for determining eligibility for dividend for the year ended 31st March, 2015. 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 27th August, 2015. 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 26th August, 2015. The Dividend warrants will be posted on or after 4th September, 2015.
5. Shareholders holding shares in physical form are requested to advise the Company's Registrar and Share Transfer Agents–M/s.Maheswari Datamatics Pvt. Ltd, 6, Mangoe Lane, 2nd 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 2007-08 to 2013-14 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 attendance 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 than 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 21st Annual General Meeting and the Annual Report 2015 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.Dhruba Charan Sahoo, Practicing 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 Clause 35B of the Listing Agreement, 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 Monday, 31st August, 2015 (9:00 am) and ends on Wednesday, 2nd September, 2015 (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 27th August, 2015, 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 Wednesday, 2nd September, 2015 . 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 Participant(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.
 - (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 & PLASTICSLTD."
 - (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 Participants(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
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(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 Thursday, 27th August, 2015.

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. 27th August, 2015, 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.

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 Listing Agreement

Item No. 3 - Shri Deepak Jalan retires from the Board by rotation and being eligible offers himself for reappointment. Shri Deepak Jalan aged 53, is a commerce graduate with 29 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, Merrylic Lighter Pvt. Ltd. and Bengal Rowing Club. He is holding 7,83,520 shares in our Company and is related to Shri Alope Jalan, Whole Time Director.

Item No. 5 – Ms. Supriya Newar, an eminent communication professional specialized in international relations, was appointed an Additional Director of the Company at the Meeting of the Board of Directors held on 31st March, 2015. The Board also formed an opinion that Ms. Supriya Newar is a person of integrity and possess relevant expertise and experience for being appointed an Non-Executive Independent Director of the Company. In the opinion of the Board, Ms. Newar fulfills the conditions specified in the Act and the Rules made thereunder and that she is independent of the Management.

Ms. Supriya Newar has furnished to the Board the requisite declaration contemplated under Section 149(7) of the Act stating that she is an Independent Director within the meaning of Section 149(6) of the Act. A notice has been received under section 160 of the Companies Act, 2013 from a member proposing Ms. Supriya Newar as a candidate for the office of the Director of the Company, at the forthcoming Annual General Meeting.

In view of the above position, approval of the Members is sought, through Ordinary Resolutions, to appoint her as an Independent Director for a term of five years from the date of this meeting.

Brief particulars of Ms. Supriya Newar (40) are: Masters Degree in International Relations along with Post Graduate Diploma in Mass Communications and Journalism. She has 16 years experience in extensive copy and content creation, freelance journalism to marketing communication, brand management, public relations and more recently in digital wave. She brings with her a wide experience to the Board. She does not hold any shares in our Company.

The Company and Ms. Supriya Newar shall abide by the Code for Independent Directors specified in Schedule IV of the Act, and shall be governed and guided by the guidelines of professional conduct, role and functions, duties, manner of appointment, reappointment, resignation or removal, separate meetings and evaluation mechanism as provided therein. Formal letter of appointment shall be issued to Ms. Supriya Newar upon appointment.

The Board recommends the resolution to the Members for acceptance.

Ms. Supriya Newar should be deemed concerned or interested in the resolution. None of the Directors, (except Ms. Newar) or Key Managerial Personnel or their relatives have any concern or interest, financial or otherwise, in the proposed resolution.

The explanatory statement may also be regarded as disclosure under Clause 49 of the Listing Agreement.

Item No. 6 - In recognition of their valuable contribution to the growth in volume and profitability of the Company, it is desirable that a commission upto 1% of the net profits of the Company, over and above the sitting fees, be continued to be paid to the non-executive directors of the Company. This will be divided amongst them as provided in the resolution. As per the Section 197(1) of the Companies Act, 2013, the above needs approval of the members by special resolution. Approval is therefore sought by the proposed resolution for payment of commission for a period upto 31st March, 2019. All the non-executive Directors may be deemed to be interested in the passing of the resolution to the extent of beneficial effect of the resolution in the matter of their respective commission.

By order of the Board



N. K. DUJARI
Chief Financial Officer &
Company Secretary

Registered Office
3, Alipore Road
Kolkata – 700 027
Dated: 22nd May, 2015