



LINCOLN NOTICE

NOTICE is hereby given that the 24th Annual General Meeting of the members of **LINCOLN PHARMACEUTICALS LIMITED** will be held on Saturday, the 29th day of September, 2018 at 10:30 a.m. at the Registered Office of the Company at "LINCOLN HOUSE", Behind Satyam Complex, Science City Road, Sola, Ahmedabad-380060 to transact the following businesses:

ORDINARY BUSINESSES:

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements including Balance Sheet as on March 31, 2018, Statement of Profit and Loss and Cash Flow Statement for the Year Ended on that date and the Report of the Directors' and Auditors' thereon.
2. To Declare Dividend on Equity Shares for the Financial Year 2017-18.
3. To appoint a Director in place of Shri Hashmukh I. Patel [DIN: 00104834], who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Shri Munjal M. Patel [DIN: 02319308], who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESSES:

5. To consider and if, thought fit to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:-**
RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 and any other applicable provisions of the Companies Act, 2013 and the Companies [Appointment and Qualification of Directors] Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule-IV of the Companies Act, 2013 and SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015, Shri Saurin J. Parikh [DIN:02136530], who was appointed as an Additional Director of the Company by the Board of Directors (categorized as Independent Director) with effect from March 27, 2018, and who holds office upto the date of ensuring Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 ("Act"), be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years with effect from March 27, 2018.
RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.
6. To consider and if, thought fit to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION:-**
RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force read with schedule-IV of the Companies Act, 2013, Shri Ishwarlal A. Patel (DIN: 00217324), Independent Director of the Company being eligible for re-appointment be and is hereby re-appointed as an Independent Director of the Company, for further term of 5 (Five) consecutive years from April 01, 2019 and he shall not be liable to retire by rotation.
RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, approval be and is hereby granted for continuing the directorship of Shri Ishwarlal A. Patel (DIN: 00217324) who has exceeded the age of 75 years as an Independent Director of the Company.
RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary or expedient to give effect to this resolution.
7. To consider and if, thought fit to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION:-**
RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force read with schedule-IV of the Companies Act, 2013, Shri Pirabhai R. Suthar (DIN: 00453047), Independent Director of the Company being eligible for re-appointment be and is hereby re-appointed as an Independent Director of the Company, for further term of 5 (Five) consecutive years from April 01, 2019 and he shall not be liable to retire by rotation.
RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary or expedient to give effect to this resolution.
8. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION:-**
RESOLVED THAT pursuant to the provisions of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, approval be and is hereby granted for continuing the directorship of Shri Kishor M. Shah (DIN: 02769085) as a Chairman and Non-Executive Director of the Company who shall attain the age of 75 years in coming March, 2019.
RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary or expedient to give effect to this resolution.
9. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION:-**
RESOLVED THAT in supersession of the resolution passed by the members of the Company at the Annual General Meeting held on September 30, 2014 with respect to the borrowing powers of the Board of Directors, consent of the Company be and is hereby

accorded pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force), to the Board of Directors of the Company for borrowing any sum or sums of money for and on behalf of the Company, from time to time from any one or more persons, firms, bodies corporate, banks, financial institutions or from any others by way of advances, deposits, loans, debentures or otherwise and whether unsecured or secured by mortgage, charge, hypothecation, lien or pledge of the Company's assets and properties, whether movable or immovable or stock-intraday (including raw materials, stores, spare-parts and components in stock or in transit), work in process and debts and advances notwithstanding that the sum or sums of money so borrowed together with money, if any, already borrowed by the Company (apart from the temporary loans obtained from Company's bankers in the ordinary course of business) will or may exceed the aggregate of the paid up share capital of the Company and its free reserves which have not been set apart for any specific purpose and that the total amount up to which the money may be borrowed at any one time shall not exceed Rs.500.00 Crores (Rupees Five Hundred Crores only) on account of the principal amount.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do such acts, deeds, things and execute all such documents, undertaking as may be necessary for giving effect to the above resolution.

10. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION:-**

RESOLVED THAT in supersession of the resolution passed by the members of the Company at the Annual General Meeting held on September 30, 2014 with respect to the mortgaging and / or charging by the Board of Directors, consent of the Company be and is hereby accorded pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force), to the Board of Directors of the Company to mortgage and/or charge, in addition to the mortgages/charges created/to be created by the Company, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the movable or immovable properties, both present and future, of the Company, wherever situate, and/or whole or substantially the whole of the undertaking or undertakings of the Company and/or conferring power to enter upon and take possession of the assets of the Company together with power to take over the management of the business and concern of the Company in certain events of default, in favour of any financial institution/s, any other institutions, banks, bodies corporate, agents, trustees or any other person for securing any loan obtained/to be obtained (in foreign currency and/or rupee currency), monies borrowed/to be borrowed and debentures or any other securities issued/to be issued together with interest, compound interest and/or additional interest, liquidated damages, commitment charges, premia on pre-payment or on redemption, costs, charges, expenses and other monies payable by the Company to the lender/s with such ranking or in such form and manner as the Board of Directors may agree for the purpose of securing the deposits accepted, the monies borrowed or debentures or other securities issued, as the case may be.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do such acts, deeds, things and execute all such documents, undertaking as may be necessary for giving effect to the above resolution.

11. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION:-**

RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and Rules made there under (including any statutory modification thereof for the time being in force and as may be enacted from time to time), subject to such approvals, consents, sanctions and permissions, as may be necessary and the Articles of Association of the company and all other provisions of applicable laws, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the Board which term, shall include any Committee constituted by the Board or any Person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution), to give loans to any person and/or Bodies corporate and/or give any guarantee or provide security in connection with a loan to any person and/or bodies corporate and/or acquire by way of subscription, purchase or otherwise, the securities of any Bodies Corporate upto an aggregate amount not exceeding Rs. 500.00 Crore (Rupees Five Hundred Crore) notwithstanding that the aggregate of the loans or guarantees or security so far given or to be given and/or securities so far acquired or to be acquired by the Company may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and for these matter(s) to execute such documents, deeds, writings, papers, and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deem fit, necessary or appropriate.

12. To consider and if thought fit, to pass with or without modifications, the following resolution as a **SPECIAL RESOLUTION:-**

RESOLVED THAT in super session of the earlier resolution passed at the Annual General Meeting of the Company held on September 30, 2015, pursuant to provisions of Section 188 and other applicable provisions of the Companies Act, 2013 and Rules framed there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the members be and is hereby accorded to the Board of Directors to enter into various related party transactions as per the details mentioned in the Explanatory Statement attached to this Notice.

RESOLVED FURTHER THAT the Board of Directors and / or any committee thereof be and is hereby authorised to settle any difficulty and doubts that may arise with regard to giving effect to the above resolution and to do all acts and take all such steps as may be necessary or expedient to give effect to this resolution.



13. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:-**
RESOLVED THAT pursuant to provisions of section 148 (3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies [Audit and Auditors] Rules, 2014, the consent of the members be and is hereby accorded to ratify the payment of remuneration of Rs. 1,35,000 (Rupees One Lakh Thirty Five Thousand Only) p.a. plus out of pocket expenses to M/s. Kiran J. Mehta & Co., Cost Accountants [FRN: 000025], Ahmedabad for conducting the Audit of the cost records relating to the products manufactured by the Company for the financial year 2018-19.

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, is annexed hereto and forms part of this Notice. The relevant details as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, of persons seeking appointment / re-appointment as Directors, are also annexed.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF, AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding 50 [fifty] and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other person.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is annexed to this Annual Report. Proxy Form submitted on behalf of the Companies, Societies, etc. must be supported by an appropriate resolution/authority, as applicable under the Act.

3. Member / proxies shall bring the enclosed attendance slip duly filled in, for attending the meeting along with Annual Report for the meeting. All documents referred to in the notice and in the accompanying explanatory statement are open for inspection at the registered office of the Company between 10:00 am and 1:00 pm on all working days (Monday to Friday), except Saturdays, Sundays and holidays, up to the date of the Annual General Meeting.
4. Corporate Members intending to send their authorised representatives to attend the Meeting pursuant to Section 113 of the Act are requested to send to the Company a Certified Copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
5. Members holding shares in dematerialised form are requested to intimate all changes pertaining to their bank details, NECS/ ECS mandates, nominations, power of attorney, change of address/name, etc., to their Depository Participant. Members holding shares in physical form are requested to advise such changes to the Company's Registrar and Transfer Agents, Link Intime India Private Limited.
6. As per SEBI Circular No SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018 the Company has been directed to collect PAN and Bank details of all the physical shareholders. Accordingly the Members holding shares in physical form are requested to submit the duly filed form attached herewith to the RTA of the Company i.e. LINK INTIME INDIA PVT. LTD. Members holding shares in electronic form are requested to submit the details to their respective Depository Participants.
7. Members holding shares in physical form are requested to consider converting their holding to dematerialised form to eliminate all risks associated with physical shares and ease of portfolio management. Members can contact the Company or LINK INTIME INDIA PVT. LTD. (RTA) for assistance in this regard.
8. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic/ demat form, the members may please contact their respective depository participant.
9. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from Saturday, September 22, 2018 to Saturday, September 29, 2018 [both days inclusive] for the purpose of determining the eligibility of the shareholders entitled for payment of dividend, if any.
10. The final dividend as recommended by the Board of Directors, if approved at the Annual General Meeting, will be paid within statutory time limit of 30 days.

In order to enable the Company to directly credit the dividend amount in the bank accounts:

- a) Shareholders holding shares in demat accounts are requested to update their Bank Account details with their respective Depository Participants.
- b) Shareholders holding shares in physical form are requested to provide the following details along with an authorisation letter allowing the Company to directly credit the dividend in their bank accounts:

Name of first account holder (as appearing in the bank account records), Bank name, branch name, branch address, Account type and account number, IFSC code and MICR code and a copy of cancelled cheque.

11. Members are requested to note that pursuant to the provisions of Section 125(c) of the Companies Act, 2013, the dividend remaining unclaimed / unpaid for a period of seven years from the date it becomes due for payment shall be credited to the Investor Education and Protection Fund (IEPF) set up by the Central Government. The Company has already transferred the unclaimed/unpaid dividend declared for the year 2009-2010 to the said fund. Members who have so far not claimed the dividends declared for any subsequent financial year(s) are requested to make claim with the Company / RTA of the Company immediately.

12. Pursuant to the provisions of Section 124(6) of the Companies Act, 2013, and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time, all equity shares of the Company on which dividend has not been paid or claimed for 7 consecutive years or more shall be transferred by the Company to Investor Education and Protection Fund. The Company has also written to the concerned shareholders intimating them their particulars of the equity shares due for transfer. These details are also available on the Company's website www.lincolnpharma.com. No claim shall lie against the Company in respect of these equity shares post their transfer to Investor Education and Protection Fund. Upon transfer, the shareholders will be able to claim these equity shares only from the Investor Education and Protection Fund Authority by making an online application, the details of which are available at www.iepf.gov.in. The Company has already transferred 18,867 Equity Shares to the designated Account of IEPF during the year 2017-18.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the Securities Market. Members holding shares in the Electronic Form are, therefore, requested to submit their PAN to their Depository Participant. Members holding shares in physical form shall submit their PAN details to the Company/RTA of the Company.
14. The Ministry of Corporate Affairs has taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by the Company and has issued circulars allowing service of notices / documents including annual report by e-mail to its members. To support this green initiative of the government in full measure, members who have not registered their e-mail addresses so far, are requested to register the same in respect of electronic holdings with the depository through their depository participants. Members who are holding shares in physical form are requested to get their e-mail addresses registered with the Registrar and Share Transfer Agent.
15. In accordance with the provisions of the Companies Act, 2013 read with relevant rules framed thereunder and SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015, the Annual Report along with the Notice of Annual General Meeting for the Financial Year 2017-18 are being sent by Email Address to those Members who have registered their Email Address with the Company / Depository Participant(s) for communication purposes, unless any Member has requested for a physical copy of the same. For those Members who have not registered their Email Address, the physical copies of the Annual Report along with Notice are being sent in the permitted mode as per the Act.

Members who have not registered their Email addresses so far are requested to register their Email Address for receiving all communications including Annual Report, Circulars, etc. from the Company Electronically.

The Annual Report along with Notice of Annual General Meeting of the Company for the Financial Year 2017-18 will also be available on the website of the Company at www.lincolnpharma.com for download.

16. A Route Map showing the Directions to reach the venue of the 24th Annual General Meeting is attached along with the notice as per the requirement of Secretarial Standards-2 on "General Meeting".

Voting through Electronic means:

In compliance with provisions of section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members the facility of 'Remote E-Voting' to exercise their right to vote at the 24th Annual General Meeting. Necessary arrangements have been made by the Company with Central Depository Services [India] Limited (CDSL) to facilitate Remote E-Voting. The detailed process, instructions and manner for availing E-Voting facility is as below under notes.

- I. The Board of Directors has appointed Shri Umesh Parikh, Proprietor of M/s. Umesh Parikh & Associates, Practicing Company Secretary, (FCS No.: 4152) as the Scrutinizer to scrutinize the remote E-Voting process and voting process at AGM in a fair and transparent manner.
- II. The Scrutinizer shall, immediately after the conclusion of poll at the meeting, would 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 make, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or any person authorised by him, who shall counter sign the same.
- III. The voting results declared along with the Scrutinizer's Report shall be placed on the Company's website www.lincolnpharma.com and on the website of CDSL i.e. www.evotingindia.com immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited (BSE) and NSE Limited (NSE), where the equity shares of the Company are listed.
- IV. The facility for voting, through polling paper shall also be made available at the venue of the 24th Annual General Meeting. The members attending the meeting, who have not already cast their vote through remote E-Voting shall be able to exercise their voting rights at the meeting. Members who have cast their vote by Remote E-Voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again. In case Members cast their votes through both the modes, voting done by E-Voting shall prevail and votes cast through Poll Paper shall be treated as invalid. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast vote again.
- V. A person, whose names is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail facility of Remote E-Voting and poll process at the venue of the meeting. Any person who has ceased to be the Member of the Company as on the cut-off date will not be entitled for Remote E-Voting or voting at the Annual General Meeting and should treat this Notice for information purpose only.



- VI. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as on cut-off date, may cast vote after following the instructions for E-Voting as provided in the Notice convening the Meeting, which is available on the website of the Company and CDSL. However, if you are already registered with CDSL for Remote E-Voting then you can use your existing User ID and password for casting your vote.
- VII. Shri Dushyant Nayak, In-charge Shares & Securities of the Company shall be responsible for addressing all the grievances in relation to 24th Annual General Meeting including remote e voting related queries. His contact details are Email: cs@lincolnpharma.com, Ph. no.: 079-67778000/81. Address: "LINCOLN HOUSE", Behind Satyam Complex Science City Road, Sola, Ahmedabad-380060.

The instructions for shareholders voting electronically are as under:

- 1) The Remote E-Voting period commences on Wednesday, September 26, 2018 [10:00 a.m.] and ends on Friday, September 28, 2018 [5:00 p.m.]. During this period shareholders' of the Company, holding shares either in physical form or in Dematerialized form, as on the cut-off date (record date) of September 22, 2018, may cast their vote electronically. The E-Voting module shall be disabled by CDSL for voting thereafter.
- 2) The shareholders should log on to the E-Voting website www.evotingindia.com.
- 3) Click on Shareholders.
- 4) Now Enter your User ID
 - a) For CDSL : 16 digits beneficiary ID,
 - b) For NSDL : 8 Character DP ID followed by 8 Digits Client ID,
 - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- 5) Next enter the Image Verification as displayed and Click on Login.
- 6) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- 7) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.
Dividend Bank Details Or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (4).

- 8) After entering these details appropriately, click on "SUBMIT" tab.
- 9) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- 10) For Members holding shares in physical form, the details can be used only for E-Voting on the resolutions contained in this Notice.
- 11) Click on the EVSN for "LINCOLN PHARMACEUTICALS LIMITED" on which you choose to vote.
- 12) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- 13) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- 14) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- 15) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- 16) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- 17) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- 18) Shareholders can also use Mobile app - "m-Voting" for E-Voting. m-Voting app is available on Apple, Android and Windows based Mobile. Shareholders may log in to m-Voting using their E-Voting credentials to vote for the Company resolution(s).

19) Note for Non-Individual Shareholders and Custodians:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details, user would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

20) In case you have any queries or issues regarding E-Voting, you may refer the Frequently Asked Questions (“FAQs”) and E-Voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

CONTACT DETAILS:

Company	Lincoln Pharmaceuticals Limited
Registrar and Transfer Agent	Link Intime India Private Limited 5 th Floors, 506-508, Amarnath Business Centre-1, Beside Gala Business Centre, Near St. Xavier’s collage corner, Off C. G. Road, Navrangpura, Ahmedabad-380009. Ph. No.: +91-79-26465179, +91-79-30002684, Email ID: ahmedabad@linkintime.co.in. Website: www.linkintime.co.in
E-Voting Agency	Central Depository Services (India) Limited Email ID: helpdesk.evoting@cdslindia.com
Scrutinizer	Shri Umesh G. Parikh (Proprietor of M/s. Umesh Parikh & Associates), Practicing Company Secretary Email ID: evoting@parikhdave.com

REGISTERED OFFICE:

“LINCOLN HOUSE”
Behind Satyam Complex,
Science City road, Sola,
Ahmedabad-380060.
Place : Ahmedabad
Date : August 14, 2018

By Order of the Board
For Lincoln Pharmaceuticals Limited

Bhavik P. Parikh
Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:
Item No: 5

Shri Saurin J. Parikh, has been appointed as an Additional Director (Categorized as Independent Director) of the Company by the Board of Directors w.e.f. March 27, 2018 who shall hold office upto the date of ensuing Annual General Meeting. The Company has received from him requisite consent, intimation and declaration that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013, in connection with his appointment as an Independent Director and a notice in writing under Section 160 of the Companies Act, 2013, proposing his candidature for the office of the Director of the Company is received by the Company. Copy of the Draft Letter of his appointment as an Independent Director would be available for inspection by the members at the Registered Office of the Company between 10:00 am and 1:00 pm on all working days (Monday to Friday), except Saturdays, Sundays and holidays, up to the date of the Annual General Meeting.

Shri Saurin J. Parikh is holding degree of Bachelor of Engineering (Mechanical). He was treasurer of the Gujarat Chamber of Commerce and Industry. Considering the qualification, positive attributes, expertise and independence, the Board of Directors, upon recommendation of the Nomination and Remuneration Committee, considers that his association would be of immense benefit to the Company and it is desirable to avail his services as an Independent Director.

Looking to his experience and expertise, Board of Directors recommend the passing of the proposed Resolution.

Except Shri Saurin J. Parikh, being an appointee, none of the other Directors, Key Managerial Personnel of the Company, and/or their relatives are in any way concerned or interested financially or otherwise in the proposed resolution. The proposed resolution does not relate to or affect any other company.

**Item No: 6**

Shri Ishwarlal A. Patel (DIN: 00217324) was appointed as an Independent Director as per Section 149 and other applicable provisions of Companies Act, 2013 at the Annual General Meeting held on 30.09.2014 for a period of 5 consecutive years till 31.03.2019. The Company had received from him requisite consent, intimation and a declaration that he meets the criteria of independence as provided under Section 149(6) of the Act, in connection with his re-appointment as an Independent Director and a notice in writing under Section 160 of the Companies Act, 2013, proposing his candidature for the office of the Director of the Company is received by the Company.

Based on the performance evaluation, his positive attributes, expertise, independence, and on recommendation of Nomination and Remuneration Committee the re-appointment of Shri Ishwarlal A. Patel as an Independent Director is proposed by the Board to the members in terms of Section 149 read with Schedule IV of the Companies Act, 2013 and provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As per the Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 the approval of the shareholders is also required by way of special resolution for continuing the Directorship of any non-executive Director who have attained the age of 75 years.

In view of the above your Directors recommends passing of the proposed special resolution.

Except Shri Ishwarlal A. Patel, being an appointee, none of the other Directors, Key Managerial Personnel of the Company, and/or their relatives are in any way concerned or interested financially or otherwise in the proposed resolution. The proposed resolution does not relate to or affect any other company.

Item No. 7

Shri Pirabhai R. Suthar (DIN: 00453047) was appointed as an Independent Director as per Section 149 and other applicable provisions of Companies Act, 2013 at the Annual General Meeting held on 30.09.2014 for a period of 5 consecutive years till 31.03.2019. The Company had received from him requisite consent, intimation and a declaration that he meets the criteria of independence as provided under Section 149(6) of the Act, in connection with his re-appointment as an Independent Director and a notice in writing under Section 160 of the Companies Act, 2013, proposing his candidature for the office of the Director of the Company is received by the Company.

Based on the performance evaluation, his positive attributes, expertise, independence, and on recommendation of Nomination and Remuneration Committee the re-appointment of Shri Pirabhai R. Suthar as an Independent Director is proposed by the Board to the members in terms of Section 149 read with Schedule IV of the Companies Act, 2013 and provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In view of the above your Directors recommends passing of the proposed special resolution.

Except Shri Pirabhai R. Suthar, being an appointee, none of the other Directors, Key Managerial Personnel of the Company, and/or their relatives are in any way concerned or interested financially or otherwise in the proposed resolution. The proposed resolution does not relate to or affect any other company.

Item 8

Shri Kishor M. Shah (DIN: 02769085), is a Chairman and Non-Executive Director of the Company. He is associated with the Company for more than two decade. He is having wide experience in the field of International Marketing and Exports. Looking to his long association with the Company and his immense contribution in progress of the Company, the Board considers it desirable to continue his association for the benefit of the Company.

As per the Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 the approval of the shareholders is required by way of special resolution for continuing the Directorship of any non-executive Director who have attained the age of 75 years. Shri Kishor M. Shah will attain the age of 75 years in March, 2019.

In view of the above your Directors recommends passing of the proposed special resolution.

Except Shri Kishor M. Shah, being an appointee, none of the other Directors, Key Managerial Personnel of the Company, and/or their relatives are in any way concerned or interested financially or otherwise in the proposed resolution. The proposed resolution does not relate to or affect any other company.

Item 9 & 10

The Company by way of Special Resolution passed under section 180 (1) (c) of the Companies Act, 2013 had approved to borrow moneys in excess of the aggregate of the paid up capital and its free reserves, provided the sum or sums so borrowed and remaining outstanding at any point of time shall not exceed Rs. 300 Crores.

However, considering the present scenario and keeping in view the Company's financial requirements to support its business, the Board has thought it advisable to increase the Borrowing limits from existing Rs. 300 Crore to Rs. 500 Crore.

Pursuant to the provisions of Section 180 (1) (c) of the Companies Act, 2013, consent of the members of the Company is required to be obtained to borrow money in excess of the Company's paid-up share capital and free reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of business.

The Company by way of Special Resolution passed under Section 180 (1) (a) of the Companies Act, 2013 had also approved to secure the borrowings made by the Company by creating mortgages, charges, hypothecation or other encumbrances on all or any of the movable / immovable properties of the Company and / or the whole or part of undertaking of the Company. However in order to secure the increased limit of borrowing, it would be necessary to obtain the approval of the members of the Company to create charge on the assets or whole or part of the undertaking of the Company as per Section 180 (1) (a).

In view of the above, your Directors recommend the passing of the proposed Special resolutions at item No. 9 and 10 of the Notice.

None of the Directors, Key Managerial Personnel of the Company, and/or their relatives are in any way concerned or interested financially or otherwise in the proposed resolution. The proposed resolution does not relate to or affect any other company.

Item No. 11

As per the provisions of Section 186 of The Companies Act, 2013, the Board of directors of the company can make any loan, investment or give guarantee or provide any security beyond the prescribed ceiling of (i) Sixty per cent of aggregate of the paid up capital and free reserves and securities premium account or, (ii) Hundred per cent of its free reserves and securities premium account, whichever is more, if special resolution is passed by the members of the company.

As a measure of achieving greater financial flexibility to enable optimal financing structure, this permission is sought pursuant to provisions of Section 186 of the Companies Act, 2013 to give powers to the Board of Directors or any duly constituted committee thereof, for making further investment, providing loans or give guarantee or provide security in connection with loans to any person/bodies corporate for an amount not exceeding Rs.500.00 Crore (Rupees Five Hundred Crore).

The investment(s), loans(s), guarantee(s) and security (ies), as the case may be, will be made in accordance with the applicable provisions of the Companies Act, 2013 and relevant Rules made there under.

These loans/investments/guarantees will be made out of the Company's own/surplus funds/internal accruals and or any other source, if necessary to achieve long term strategic and business objectives.

Your directors recommend to pass the proposed Special resolution.

None of the Directors, Key Managerial Personnel of the Company, and/or their relatives are in any way concerned or interested financially or otherwise in the proposed resolution. The proposed resolution does not relate to or affect any other company.

Item No. 12

The Company is inter-alia, engaged in the business of Manufacturing, Marketing and distribution of pharmaceutical products. The Company in the ordinary course of its business is entering into transaction relating to Sale/Purchase of various Goods/Materials, Job-work and availing of services with the below mentioned related parties within the meaning of Section 2(76) of the Act and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

1. Lincoln Parenteral Limited, Subsidiary Company
2. Sunmed Corporation LLP,
3. Zullinc Healthcare LLP, Wholly owned Subsidiary
4. Shree Corporation.

The transactions with the aforesaid related parties are entered into in the ordinary course of business and on arm's length price. However, for abundant caution and as a good corporate practice, your Directors thought it fit to get the approval of members for entering into below mentioned transactions with the related parties.

Details of transactions relating to sale/purchase of goods, materials, availing of services and job work with the above mentioned related parties for period of three years with effect from October 01, 2018 will be on following terms and conditions:

The particulars of the contracts/arrangements/transactions are as under:

Name of Related Party	Name of Directors or KMPs who is / are related	Nature of relationship	Nature of contracts/ arrangements/ transactions	Material terms of the contracts/arrangements/ transactions	Monetary Value
Lincoln Parenteral Limited	NA	Subsidiary Company	Sale/purchase of goods, materials and job work	At prevailing prices on arm's length basis and on Industry practice terms.	Upto Rs. 50 Cr. in each year.
Sunmed Corporation LLP	Mr. Munjal M. Patel (Designated Partner)	Entity with Common Director	Sale/purchase of goods, materials and job work	At prevailing prices on arm's length basis and on Industry practice terms.	Upto Rs. 20 Cr. in each year.
Zullinc Healthcare LLP	Mr Mahendrabhai Patel and Mr. Hasmukhbhai Patel (Designated Partners)	Wholly owned Subsidiary	Sale / purchase of goods, materials and job work	At prevailing prices on arm's length basis and on Industry practice terms.	Upto Rs. 30 Cr. in each year.
Shree Corporation	Mr Mahendrabhai Patel and Mr. Munjal Patel (Partners)	Entity with Common Partner	Sale / purchase of goods, materials and availing / providing of services	At prevailing prices on arm's length basis and on Industry practice terms.	Upto Rs. 20 Cr. in each year.

Pursuant to the provisions of Section 188 of the Companies Act, 2013 read with the relevant Rules framed thereunder and Regulation 23 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 approval of the members is being obtained for entering into transactions with related parties as defined in Section 2 (76) of the Companies Act, 2013, as explained above.



In view of the above, your Directors recommend passing of the proposed Special resolution.

Shri Mahendrabhai G. Patel, Managing Director, Shri Hashmukhbhai I. Patel and Shri Munjal M. Patel, Whole Time Directors, alongwith their relatives may be deemed to be concerned or interested financially or otherwise in the proposed resolution, except none of other Directors, KMP and/or their relatives are not concerned or interested financial or otherwise in the proposed resolution. The proposed resolution does not relate to or affect any other company.

Item No. 13

The Board of Directors on the recommendation of the Audit Committee, has appointed M/s. Kiran J. Mehta & Co., Cost Accountants [FRN No.: 000025], Ahmedabad to conduct the audit of cost records relating to the products, manufactured by the Company for the Financial Year ending on March 31, 2019.

As per the provisions of section 148 (3) of the Act read with Rule 14 of The Companies (Audit and Auditors) Rules, 2014, the remuneration fixed by the Board of Directors is to be ratified by the Members of the Company.

Accordingly, consent of the Members of the Company is sought for ratification of remuneration payable to the Cost Auditors for the Financial Year ending on March 31, 2019.

Your Directors recommend passing of the proposed resolution.

None of the Directors, Key Managerial Personnel of the Company, and/or their relatives are in any way concerned or interested financially or otherwise in the proposed resolution. The proposed resolution does not relate to or affect any other company.

REGISTERED OFFICE:

“LINCOLN HOUSE”
Behind Satyam Complex,
Science City road, Sola,
Ahmedabad-380060.
Place : Ahmedabad
Date : August 14, 2018

By Order of the Board
For Lincoln Pharmaceuticals Limited

Bhavik P. Parikh
Company Secretary

**ANNEXURE A TO NOTICE
INFORMATION TO SHAREHOLDERS**

(In Pursuance of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting as issued by the Institute of Company Secretaries of India

Details of the Directors seeking Re-Appointment in the forthcoming Annual General Meeting

Name of Directors	Shri Hashmukh Patel	Shri Munjal Patel	Shri Ishwarlal Patel
DIN	00104834	02319308	00452774
Date of Birth	08/12/1958	26/06/1982	11/05/1934
Date of Appointment on the Board	20/01/1995	14/11/2014	03/02/1995
Qualifications	B. Sc	MBA-Finance & PGDIFA	B. Com
Total Remuneration last drawn	Rs. 22.89 Lac p.a.	Rs. 20.04 Lakhs p.a.	Nil
Nature of expertise in specific functional areas	Marketing & Sales	International Trade & Financial Matters	Finance & Banking
Relationship with other Directors, Manager and other Key Managerial Personnel	None	Shri Munjal M. Patel is Son of Shri Mahendra G. Patel.	None
Directorship held in other Public Companies	None	Karnavati Distributors Limited	None
Chairmanship / Membership of Committee in other Companies, if any	None	None	None
No. of Shares held in the Company as on March 31, 2018	3,73,600	6,15,500	50,400

Name of Directors	Shri Pirabhai Suthar	Shri Kishor Shah	Shri Saurin Parikh
DIN	00453047	02769085	02136530
Date of Birth	07/05/1946	04/03/1944	28/09/1971
Date of Appointment on the Board	30/10/1999	16/08/1995	27/03/2018
Qualifications	M.B.B.S	Matriculates	Bachelor of Engineering(Mechanical)
Total Remuneration last drawn	Nil	Nil	Nil
Nature of expertise in specific functional areas	Research and Development (R & D)	Marketing & Export	Manufacturing, International Trade, Marketing & Sales
Relationship with other Directors, Manager and other Key Managerial Personnel	None	None	None
Directorship held in other Public Companies	None	None	Pashupati Cotspin Limited
Chairmanship / Membership of Committee in other Companies, if any	None	None	Pashupati Cotspin Limited- Member of Audit Committee
No. of Shares held in the Company as on March 31, 2018	None	4,78,400	None



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LINCOLN PHARMACEUTICALS LIMITED

Regd. Office: "LINCOLN HOUSE", Behind Satyam Complex, Science City Road, Sola, Ahmedabad-380060.
CIN: L24230GJ1995PLC024288; Ph: +91-79-67778000; Fax: +91-79-67778062;
Email-ID: info@lincolnpharma.com; Website: www.lincolnpharma.com.

ATTENDANCE SLIP

I /We hereby record my / our presence at the 24th Annual General Meeting of the members of the Company to be held on Saturday, September 29, 2018 at the Registered Office of the Company at "LINCOLN HOUSE", Behind Satyam Complex, Science City Road, Sola, Ahmedabad-380060 at 10:30 A.M.

Full name of the Member : _____
Address of the Member : _____
Folio No : _____ *DP ID No. _____ *Client ID NO. _____
No. of shares held : _____
Full name of the Proxy : _____
(If attending the meeting)
Member's /Proxy's Signature: _____

Note:

1. Please complete the Folio / DP ID-Client No. and name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.
 2. Shareholders are requested to advised to indicate their folio No., DP ID*, Client ID*, the change in their address, if any, to the Registrar & Share Transfer Agents, at Link Intime India Private Limited.
- *Applicable for investors holding shares in Electronic (Demat) form.



LINCOLN PHARMACEUTICALS LIMITED

Regd. Office: "LINCOLN HOUSE", Behind Satyam Complex, Science City Road, Sola, Ahmedabad-380060.
CIN: L24230GJ1995PLC024288; Ph: +91-79-67778000; Fax: +91-79-67778062;
Email-ID: info@lincolnpharma.com; Website: www.lincolnpharma.com.



FORM NO. MGT-11 PROXY FORM

(Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rule 2014)

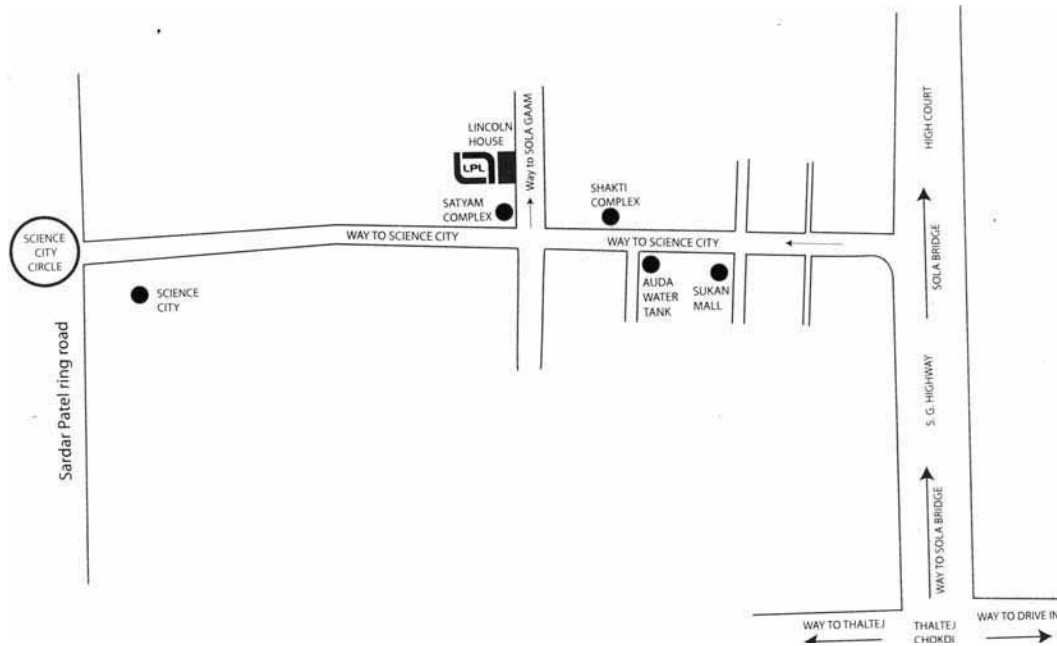
Name of the Member(s)	
Registered Address	
E-Mail ID	
Folio No. / Client ID / DP. ID	
No. of Shares	

I / we, being the member(s) of the above named company, hereby appoint:

- (1) Name : _____ Address: _____
Email ID: _____ Signature: _____ or Failing him / her:
- (2) Name : _____ Address: _____
Email ID: _____ Signature: _____ or Failing him / her:
- (3) Name : _____ Address: _____
Email ID: _____ Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24th Annual General Meeting of the Company, to be held on Saturday, September 29, 2018 at 10.30 A.M. at the Registered Office of the Company at "LINCOLN HOUSE", Behind Satyam Complex, Science City Road, Sola, Ahmedabad-380060 and at any adjournment thereof in respect of such resolutions as are indicated below:

ROUTE MAP OF AGM VENUE



** I wish my above proxy to vote in the manner as indicated in the box below:

Resolution No.	Particulars of Resolution	Optional	
		For	Against
ORDINARY BUSINESS			
1.	To Consider and Adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Year Ended on March 31, 2018 and the Directors' Report and Auditors' Report thereon.		
2.	To Declare Dividend on Equity Shares for the Financial Year 2017-18.		
3.	Re-Appointment of Shri Hashmukh I. Patel [DIN: 00104834], as a Whole-Time Director who retires by rotation.		
4.	Re-Appointment of Shri Munjal M. Patel [DIN: 02319308], as a Whole-Time Director who retires by rotation.		
SPECIAL BUSINESS:			
5.	Appointment of Shri Saurin J. Parikh [DIN: 02136530] as an Independent Director.		
6.	Re-appointment of Shri Ishwarlal A. Patel (DIN : 00217324) as an Independent Director and to continue to avail his services as an Independent Director on his attaining the age of 75 Years.		
7.	Re-Appointment of Shri Pirabhai R. Suthar [DIN: 00453047] as an Independent Director.		
8.	Approval to continue availing services of Shri Kishor M. Shah (DIN: 02769085) as a Non-Executive Director of the Company .		
9.	Approve Borrowing Limits under Section 180 (1) (c) of the Companies Act, 2013		
10.	Approve creating a mortgage/ charge on the movable and immovable properties of the Company under Section 180 (1) (a) of the Companies Act, 2013		
11.	Approval of making investment exceeding the limits under Section 186 of the Companies Act, 2013.		
12.	Approval for entering into related party transactions under Section 188 of the Companies Act, 2013.		
13.	Ratification of remuneration payable to Kiran J. Mehta & Co. Cost Accountants of the Company for the financial year ending on 31.03.2019.		

Signed this _____ day of _____ 2018

Signature of Shareholder _____

Signature of Proxy holder (s) _____

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Annual General Meeting.
3. **It is optional to put 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he / she thinks appropriate.
4. Appointing the proxy does not prevent a shareholder from attending the meeting in person if he so wishes.
5. Please complete all details including details of member (s) in the above box before submission.

Affix One Re. Revenue Stamp

**UPDATION OF PHYSICAL SHAREHOLDERS' INFORMATION**

To,

LINK INTIME INDIA PVT. LTD.

5th floor, 506-508, Amarnath Business Centre-1 (ABC-1),
Beside Gala Business Centre,
Near XT Xavier's College Corner, Off. C. G. Road,
Navrangpura, Ahmedabad – 380009

I/ We request you to record the following information against our Folio No.:

Personal Information:

Folio No.	
Name of the First Shareholder:	
PAN:*	
CIN/ Registration No.: (in case of Corporate Shareholder)*	
Tel. No. with STD Code:	
Mobile No.:	
Email id:	

* Kindly attach self-attested copy of the documents.

Bank Details:

IFSC(11 digit):	
MICR (9 digit):	
Bank A/c Type:	
Bank A/c No.:	
Name of the Bank:	
Bank Branch address:	

* A blank cancelled cheque is enclosed for verification of details.

I/ We hereby declare that the particulars given above are correct and complete. If the transaction is delayed because of incomplete or incorrect information, I/ We would not hold the Company/ RTA responsible. I/ We undertake to inform any subsequent changes in the above particulars as and when the changes take place. I/ We understand that the above details shall be maintained by you till I/We hold the securities under the above mentioned Folio No.

Place :

Date :

Signature of Sole/ First Holder