

LINCOLN PHARMACEUTICALS LTD

Report of Scrutinizer

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

Section - I

Resolution 1 - Adoption of Audited Balance Sheet as at 31st March, 2014 and Statement of Profit and Loss for the year ended on that day together with the Directors' Report and the Auditors' Report thereon. Ordinary Resolution

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	2579863	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid votes:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them
0	0

Resolution 2 - Declaration of Dividend on Equity Shares. Ordinary Resolution

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	2579863	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid votes:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them
0	0

Resolution 3 - Re-appointment of Shri. Arvindbhai G. Patel (Holding DIN: 00104885) who retires by rotation as a Director of the Company. - Ordinary Resolution

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	2579863	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
0	0

Resolution 4 -Re-appointment of Shri. Kishor M. Shah (Holding DIN: 02769085) who retires by rotation as a Director of the Company.-Ordinary Resolution

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	2579863	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
0	0

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SHRI PATIL & ASSOCIATES

Resolution 5 - Re-appointment of M/s. Chandulal M. Shah & Co. Chartered Accountants, Statutory Auditors of the Company and fix their remuneration - Ordinary Resolution

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	2579863	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
0	0

Resolution 6 - : Appointment of Shri Maganbhai R. Patel (Holding DIN: 00452855) as an Independent Director. - Ordinary Resolution

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	2579863	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
0	0

Resolution 7 - Appointment of Shri Iswarlal A. Patel (Holding DIN: 00217324) as an Independent Director - Ordinary Resolution

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	2579863	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid votes:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them
0	0

Resolution 8 Appointment of Shri Pirabhai R. Suthar (Holding DIN: 00453047) as an Independent Director - Ordinary Resolution

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	2579863	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid votes:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them
0	0

Resolution 9 - Ratification of Remuneration of M/s. Kiran J. Mehta & Co., Cost Accountants as Cost Auditors of the Company. - Ordinary Resolution

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	2579863	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid votes:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them
0	0

Resolution 10 - Consent under Section 180 (1) (c) of the Companies Act, 2013 for borrowing Money in excess of Paid up Share Capital & Free Reserves.- Special Resolution

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	2579863	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid votes:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them
0	0

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Resolution 11 -Consent under Section 180 (1) (a) of the Companies Act, 2013 for creating mortgage/ charge on the movable and immovable properties of the Company. - **Special Resolution**

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	2579863	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
0	0

Thanking You
Yours Faithfully,



Umesh G. Parikh
Proprietor
Umesh Parikh & Associates
Company Secretaries
5 - D, 5th Floor, Vardan Exclusive,
Next to Vimal House,
Nr. Stadium Petrol Pump,
Navrangpura, Ahmedabad - 380 014

Place: Ahmedabad
Date: 1st October, 2014

Consolidated Results of e-voting and Poll.

Section II

LINCOLN PHARMACEUTICALS LTD

Detailed Consolidated Results of e-voting and Ballot Forms voting

Section - II

Item No. 1 - Adoption of Audited Balance Sheet as at 31st March, 2014 and Statement of Profit and Loss for the year ended on that day together with the Directors' Report and the Auditors' Report thereon. **Ordinary Resolution**

Particulars	No. of			No. of Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Received	12	39	51	2579863	9987615	12567478	100.000
Assent	12	39	51	2579863	9987615	12567478	100.000
Dissent	0	0	0	0	0	0	0.000
Total	12	39	51	2579863	9987615	12567478	100.000

Item No. 2 - Declaration of Dividend on Equity Shares. **Ordinary Resolution**

Particulars	No. of			No. of Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Received	12	39	51	2579863	9987615	12567478	100.000
Assent	12	39	51	2579863	9987615	12567478	100.000
Dissent	0	0	0	0	0	0	0.000
Total	12	39	51	2579863	9987615	12567478	100.000

Item No. 3 - Re-appointment of Shri. Arvindbhai G. Patel (Holding DIN: 00104885) who retires by rotation as a Director of the Company. - **Ordinary Resolution**

Particulars	No. of			No. of Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Received	12	39	51	2579863	9987615	12567478	100.000
Assent	12	39	51	2579863	9987615	12567478	100.000
Dissent	0	0	0	0	0	0	0.000
Total	12	39	51	2579863	9987615	12567478	100.000

Item No. 4 - Re-appointment of Shri. Kishor M. Shah (Holding DIN: 02769085) who retires by rotation as a Director of the Company. - **Ordinary Resolution**

Particulars	No. of			No. of Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Received	12	39	51	2579863	9987615	12567478	100.000
Assent	12	39	51	2579863	9987615	12567478	100.000
Dissent	0	0	0	0	0	0	0.000
Total	12	39	51	2579863	9987615	12567478	100.000

- Item No. 5 - Re-appointment of M/s. Chandulal M. Shah & Co. Chartered Accountants, Statutory Auditors of the Company and their remuneration - Ordinary Resolution

Particulars	No. of			No. of Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Received	12	39	51	2579863	9987615	12567478	100.000
Assent	12	39	51	2579863	9987615	12567478	100.000
Dissent	0	0	0	0	0	0	0.000
Total	12	39	51	2579863	9987615	12567478	100.000

- Item No. 6 - Appointment of Shri Maganbhai R. Patel (Holding DIN: 00452855) as an Independent Director. - Ordinary Resolution

Particulars	No. of			No. of Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Received	12	39	51	2579863	9987615	12567478	100.000
Assent	12	39	51	2579863	9987615	12567478	100.000
Dissent	0	0	0	0	0	0	0.000
Total	12	39	51	2579863	9987615	12567478	100.000

- Item No. 7 - Appointment of Shri Iswarlal A. Patel (Holding DIN: 00217324) as an Independent Director.- Ordinary Resolution

Particulars	No. of			No. of Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Received	12	39	51	2579863	9987615	12567478	100.000
Assent	12	39	51	2579863	9987615	12567478	100.000
Dissent	0	0	0	0	0	0	0.000
Total	12	39	51	2579863	9987615	12567478	100.000

- Item No. 8 - Appointment of Shri Pirabhai R. Suthar (Holding DIN: 00453047) as an Independent Director.- Ordinary Resolution

Particulars	No. of			No. of Votes contained in			Percentage
	Papers	E-Votes	Total	Papers	E-Votes	Total	
Received	12	39	51	2579863	9987615	12567478	100.000
Assent	12	39	51	2579863	9987615	12567478	100.000
Dissent	0	0	0	0	0	0	0.000
Total	12	39	51	2579863	9987615	12567478	100.000

- Item No. 9 - Ratification of Remuneration of M/s. Kiran J. Mehta & Co., Cost Accountants as Cost Auditors of the Company. - Ordinary Resolution

Particulars	No. of			No. of Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Received	12	39	51	2579863	9987615	12567478	100.000
Assent	12	39	51	2579863	9987615	12567478	100.000
Dissent	0	0	0	0	0	0	0.000
Total	12	39	51	2579863	9987615	12567478	100.000

Item No. 10 - Consent under Section 180 (1) (c) of the Companies Act, 2013 for borrowing Money in excess of Paid up Share Capital & Free Reserves.- **Special Resolution**

Particulars	No. of			No. of Votes contained in			Percentage
	Polling	E-Votes	Total	Polling	E-Votes	Total	
Received	12	39	51	2579863	9987615	12567478	100.000
Assent	12	39	51	2579863	9987615	12567478	100.000
Dissent	0	0	0	0	0	0	0.000
Total	12	39	51	2579863	9987615	12567478	100.000

Item No. 11 - Consent under Section 180 (1) (a) of the Companies Act, 2013 for creating mortgage/ charge on the movable and immovable properties of the Company. - **Special Resolution**

Particulars	No. of			No. of Votes contained in			Percentage
	Polling	E-Votes	Total	Polling	E-Votes	Total	
Received	12	39	51	2579863	9987615	12567478	100.000
Assent	12	39	51	2579863	9987615	12567478	100.000
Dissent	0	0	0	0	0	0	0.000
Total	12	39	51	2579863	9987615	12567478	100.000

I, report that all the resolutions from Item No. 1 to 11 has been passed by Unanimously.

Thanking You
Yours Faithfully,

Umesh

Umesh G. Parikh

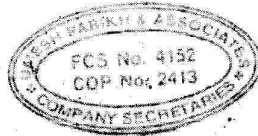
Proprietor

Umesh Parikh & Associates

Company Secretaries

5 - D, 5th Floor, Vardan Exclusive, Next to Vimal House,

Nr. Stadium Petrol Pump, Navrangpura, Ahmedabad - 380 014.



Place: Ahmedabad

Date: 1st October, 2014

**UMESH PARIKH & ASSOCIATES
COMPANY SECRETARIES**

Phone : (O) 2640 54 54, 2640 11 22

E-mail : info@parikhdave.com

URL: www.parikhdave.com

5/D, 5th Floor, Vardan Exclusive,
Next to Vimal House, Nr. Stadium Petrol Pump,
Navrangpura, Ahmedabad - 380 014.

FORM NO. MGT - 13

Scrutinizer's Report

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies
(Management and Administration) Rules, 2014]

To,
The Chairman,
LINCOLN PHARMACEUTICALS LIMITED
LINCOLN HOUSE , Behind Satyam Complex,
Science City Road,
Sola, Ahmedabad - 380060

Dear Sir,

I, Umesh G. Parikh, proprietor of M/s. Umesh Parikh & Associates a Company Secretary Firm having office at 5-D, 5th Floor, Vardan Exclusive, Next to Vimal House, Nr. Stadium Petrol Pump, Navrangpura, Ahmedabad - 380 014, appointed as Scrutinizer of M/s. Lincoln Pharmaceuticals Limited ("the Company") for the purpose of the poll process taken on the below mentioned resolutions, at the Annual General Meeting of the Equity Shareholders of the Company, held on 30th September, 2014 at 10.30 a.m. at LINCOLN HOUSE, Behind Satyam Complex, Science City Road, Sola, Ahmedabad-380060, submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in our presence with due identification marks placed by us.
2. At the Annual General Meeting, the Company facilitated the members present in the meeting who could not exercise their votes through e-voting, to record their votes through poll process.
3. The locked ballot box was subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company.
4. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
5. The result of Poll is as per "Section - I".

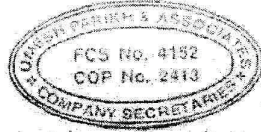



**UMESH PARIKH & ASSOCIATES
COMPANY SECRETARIES**

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6. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
7. The poll papers and all other relevant records were sealed and handed over to the Chairman of the meeting.

Thanking You,
Yours' Faithfully,



Umesh G. Parikh
Proprietor
Umesh Parikh & Associates
Company Secretaries
5 - D, 5th Floor, Vardan Exclusive,
Next to Vimal House,
Nr. Stadium Petrol Pump,
Navrangpura, Ahmedabad - 380 014

Place: Ahmedabad
Date: 1st October, 2014

Counter Signed by:



Chairman