

LINCOLN

PHARMACEUTICALS LTD.

HEALTHCARE FOR ALL

Date: September 6, 2017

To, The Manager, Listing Department, National Stock Exchange of India Limited, Exchange Plaza, C-1, Block-G, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051.	To, The Department of Corporate Service, Bombay Stock Exchange Limited, Phiroze Jeejeebhoy Tower, Dalal Street, Mumbai - 400 001.
Scrip Code-LINCOLN	Scrip Code-531633

Dear Sir,

SUB: INTIMATION OF 23RD ANNUAL GENERAL MEETING OF THE COMPANY.

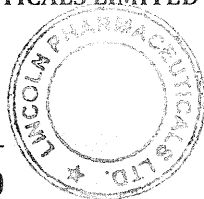
Pursuant to the provisions of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith Notice of the 23rd Annual General Meeting of the Company to be held on Friday, the 29th day of September, 2017 at 10.30 a.m. at "LINCOLN HOUSE", Behind Satyam Complex, Science City Road, Sola, Ahmedabad-380060. The notice is also available on the website of the Company i.e. www.lincolnpharma.com.

We request you to kindly take the above information on your record.

Thanking You.

Yours Faithfully,

FOR LINCOLN PHARMACEUTICALS LIMITED



(AUTHORISED SIGNATORY)

Encl: As above

Regd. Office : "Lincoln House", Science City Road, Sola, Ahmedabad-380 060. Gujarat, India
Phone : +91-79-6777 8000 | Fax : +91-79-6777 8062 | CIN L24230GJ1995PLC024288
E-mail : info@lincolnpharma.com | Website : www.lincolnpharma.com

Factory : 10, 12, 13, Trimul Estate, Near Khatraj Chokadi, P.O. Khatraj-382721. Ta. : Kalol, Dist. Gandhinagar, (Guj.)
Phone : 02764-665000 | Fax : 02764-281809
E-mail : khatraj@lincolnpharma.com / lincoln_khatraj@rediffmail.com



**NOTICE**

NOTICE is hereby given that the 23rd Annual General Meeting of the members of **LINCOLN PHARMACEUTICALS LIMITED** will be held on Friday, the 29th day of September, 2017 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, 2017, 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 2016-17.
3. To appoint a Director in place of Shri Aashish R. Patel [DIN: 01309017], who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Shri Arvind G. Patel [DIN: 00104885], who retires by rotation and being eligible offers himself for re-appointment.
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 Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and of the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment(s) or modification(s) thereof, as may be applicable and pursuant to the recommendations of the Audit Committee, M/s. J. T. Shah & Co., Chartered Accountants, [FRN: 109616W], Ahmedabad be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the Twenty-Eight Annual General Meeting of the Company, subject to ratification at every Annual General Meeting on such remuneration as may be decided by Shri Mahendra G. Patel, Managing Director of the Company in consultation with the M/s. J. T. Shah & Co., plus applicable taxes, out-of-pocket expenses, travelling and other expenses, in connection with the work of audit to be carried out by them.

SPECIAL BUSINESSES:

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

RESOLVED THAT in accordance with the provisions of sections 196, 197, Schedule V and all other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force), read with Articles of Association of the Company and such other approvals as are necessary, consent of the Company be and is hereby accorded to the re-appointment of Shri Mahendra G. Patel [Holding DIN: 00104706] as the Managing Director of the Company with effect from October 1, 2016, for a period of three years on the remuneration and the terms and conditions as set out in the Explanatory Statement.

RESOLVED FURTHER THAT in the event of any loss, absence or inadequacy of the profits of the Company, the remuneration mentioned in the Explanatory Statement shall be paid to Shri Mahendra G. Patel, as minimum remuneration and the same shall be subject to the limits as set out in Section II of Part II of Schedule V of the Companies Act, 2013 and as may be amended from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to revise from time to time during the tenure of the appointment of Shri Mahendra G. Patel, the remuneration payable to him subject to overall limits laid down in Section 197, Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force) without further approval of members of the Company but with such other approvals, sanctions or permissions, if any, required for such revision in the remuneration.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, usual or expedient to give effect to the above resolution.

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

RESOLVED THAT in accordance with the provisions of sections 196, 197, Schedule V and all other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force), read with Articles of Association of the Company and such other approvals as are necessary, consent of the Company be and is hereby accorded to the re-appointment of Shri Rajnikant G. Patel [Holding DIN: 00104786] as the Jt. Managing Director of the Company with effect from October 1, 2016, for a period of three years on the remuneration and the terms and conditions as set out in the Explanatory Statement.

RESOLVED FURTHER THAT in the event of any loss, absence or inadequacy of the profits of the Company, the remuneration mentioned in the Explanatory Statement shall be paid to Shri Rajnikant G. Patel, as minimum remuneration and the same shall be subject to the limits as set out in Section II of Part II of Schedule V of the Companies Act, 2013 and as may be amended from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to revise from time to time during the tenure of the appointment of Shri Rajnikant G. Patel, the remuneration payable to him subject to overall limits laid down in Section 197, Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force) without further approval of the members of the Company but with such other approvals, sanctions or permissions, if any, required for such revision in the remuneration.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, usual or expedient to give effect to the above resolution.

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

RESOLVED THAT in accordance with the provisions of sections 196, 197, Schedule V and all other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force), read with Articles of Association of the Company and such other approvals as are necessary, consent of the Company be and is hereby accorded to the re-appointment of Shri Hashmukh I. Patel [Holding DIN: 00104834] as the Whole-Time Director of the Company with effect from October 1, 2016, for a period of three years on the remuneration and the terms and conditions as set out in the Explanatory Statement.

RESOLVED FURTHER THAT in the event of any loss, absence or inadequacy of the profits of the Company, the remuneration mentioned in the Explanatory Statement shall be paid to Shri Hashmukh I. Patel, as minimum remuneration and the same shall be subject to the limits as set out in Section II of Part II of Schedule V of the Companies Act, 2013 and as may be amended from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to revise from time to time during the tenure of the appointment of Shri Hashmukh I. Patel, the remuneration payable to him subject to overall limits laid down in Section 197, Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force) without further approval of the members of the Company but with such other approvals, sanctions or permissions, if any, required for such revision in the remuneration.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, usual or expedient to give effect to the above resolution.

9. 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 196, 197, Schedule V and all the other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Articles of Association of the Company and recommendation of the Nomination and Remuneration Committee, approval be and are hereby granted for revision in remuneration payable to Shri Munjal M. Patel, [Holding DIN: 02319308] Whole-Time Director of the Company upto ₹ 65.00 Lakhs (Rupees Sixty Five Lakhs) p.a. with suitable breakup as per the rules / policy of the Company with effect from April 1, 2017. In addition to the said salary, he shall be entitled to the Commission / incentive of an amount not exceeding ₹ 50.00 Lakhs per annum depending upon his work performance as may be decided by the Board of Directors of the Company.

RESOLVED FURTHER THAT in the event of any loss, absence or inadequacy of the profits of the Company, the remuneration mentioned above shall be paid to Shri Munjal M. Patel, as minimum remuneration and the same shall be subject to the limits as set out in Section II of Part II of Schedule V of the Companies Act, 2013 and as may be amended from time to time.

RESOLVED FURTHER THAT all the other terms and conditions with regard to the appointment and remuneration shall remain unchanged.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to revise from time to time during the tenure of the appointment of Shri Munjal M. Patel, the remuneration payable to him subject to overall limits laid down in Section 197, Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force) without further approval of the members of the Company but with such other approvals, sanctions or permissions, if any, required for such revision in the remuneration.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, usual or expedient to give 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 pursuant to the provisions of Section 196, 197, Schedule V and all the other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Articles of Association of the Company and recommendation of the Nomination and Remuneration Committee, approval be and is hereby granted for revision in remuneration payable to Shri Aashish R. Patel, [Holding DIN: 01309017] Whole-Time Director of the Company upto ₹ 65.00 Lakhs (Rupees Sixty Five Lakhs) p.a. with suitable breakup as per the rules / policy of the Company with effect from April 1, 2017. In addition to the said salary, he shall be entitled to the Commission / incentive of an amount not exceeding ₹ 50.00 Lakhs per annum depending upon his work performance as may be decided by the Board of Directors of the Company.

RESOLVED FURTHER THAT in the event of any loss, absence or inadequacy of the profits of the Company, the remuneration mentioned above shall be paid to Shri Aashish R. Patel, as minimum remuneration and the same shall be subject to the limits as set out in Section II of Part II of Schedule V of the Companies Act, 2013 and as may be amended from time to time.

RESOLVED FURTHER THAT all the other terms and conditions with regard to the appointment and remuneration shall remain unchanged.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to revise from time to time during the tenure of the appointment of Shri Aashish R. Patel, the remuneration payable to him subject to overall limits laid down in Section 197, Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force) without further approval of the members of the Company but with such other approvals, sanctions or permissions, if any, required for such revision in the remuneration.



RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, usual or expedient to give 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 94 (1) and such other applicable provisions of the Companies Act, 2013 read with rule 5 (2) of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force), the consent of the members of the Company be and is hereby accorded to maintain and keep the Company's registers required to be maintained under Section 88 of the Companies Act, 2013 and copies of annual returns filed under Section 92 of the Companies Act, 2013 or any one or more of them, at the office premises of Company's Registrar and Share Transfer Agent (RTA), Link Intime India Pvt. Ltd., 5th Floor, 506-508, Amarnath Business Centre-1, Beside Gala Business Centre, Near St. Xavier's Collage Corner, Off C. G. Road, Navrangpura, Ahmedabad-380009 or at such other place as the Board may decide from time to time.

RESOLVED FURTHER THAT Shri Mahendra G. Patel, Managing Director and the Company Secretary of the Company be and are hereby jointly and / or severally authorised to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution.

12. 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 remuneration decided by the Board of Directors based on the recommendation of the Audit Committee of ₹ 1,35,000 (Rupees One Lakh Thirty Five Thousand Only) p.a. plus out of pocket expense to M/s. Kiran J. Mehta & Co., Cost Accountants [FRN: 000025], Ahmedabad appointed by the Board of Directors to conduct the audit of cost records relating to the products, manufactured by the Company for the Financial Year 2017-18.

Place : Ahmedabad

Date : August 10, 2017

REGISTERED OFFICE:

"LINCOLN HOUSE"

Behind Satyam Complex,

Science City road, Sola,

Ahmedabad-380060.

**By Order of the Board
For Lincoln Pharmaceuticals Limited**

**Bhavik P. Parikh
Company Secretary**

NOTES:

1. The Explanatory Statements, pursuant to provisions of Section 102 of the Companies Act, 2013 ["the Act"] and rules made there under, in respect of special businesses as set out in the Notice to be transacted at the 23rd Annual General Meeting (AGM) is annexed hereto.
2. The Register of Members and Share Transfer Books of the company will remain closed from Saturday, September 23, 2017 to Friday, September 29, 2017 [both days inclusive] for the purpose of 23rd Annual General Meeting and payment of dividend, if approved at meeting.
3. The Board of Directors have recommended a Dividend of ₹ 1.20/- per share (12%) of face value of ₹ 10/- each for the Financial Year 2016-17.
4. Only registered members of the Company or any proxy appointed by such registered member may attend the 23rd Annual General meeting as provided under the provisions of the Companies Act, 2013.
5. 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.
6. A Route Map showing the Directions to reach the venue of the 23rd Annual General Meeting is attached along with the notice as per the requirement of Secretarial Standards-2 on General Meeting.
7. Shareholders holding Equity Shares shall have one vote per share as shown against their holding. The shareholders can vote for their entire voting rights as per their discretion.
8. Members are requested to vote only through electronic system or through poll/ballot at the 23rd Annual General Meeting and in no other form. In case the member casts his vote through both the process, the vote casted in electronic mode would prevail, and shall be considered as final.
9. Members who hold shares in electronic form are requested to write their DP ID and Client ID and those who hold shares in physical form are requested to write their Regd. Folio Number in the Attendance Slip for attending the 23rd Annual General meeting to facilitate identification of membership at the Annual General meeting.
10. **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. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

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 herewith. Proxy form submitted on behalf of the Companies, Societies, etc. must be supported by an appropriate resolution/authority, as applicable.

11. Corporate members intending to send their authorised representatives to attend the meeting pursuant to section 113 of the Act are requested to send the Company a certified copy of Board Resolution/Authorization together with specimen signatures authorizing their representative to attend and vote on their behalf at the meeting.
12. Pursuant to the provisions of Section 125 of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 notified by the Ministry of Corporate Affairs and its amendment made from time to time, the Company has issued Newspaper advertisement on December 12, 2016 and the Company has sent individual notice to the Shareholders on December 9, 2016 for transfer of all the shares in respect of which dividend has not been paid or claimed for seven consecutive years or more, such shareholders' shares would be transferred to the Investor Education and Protection Fund (IEPF). Shareholders are requested to note that shares transferred to IEPF, including all benefits accruing on such shares, if any can be claimed back from the IEPF Authority after following the procedure prescribed under the said rule.

The Company has transferred the unpaid / unclaimed dividend upto Financial Year 2008-09 to the Investor Education and Protection fund (IEPF) established by the Central Government. Unclaimed dividend amount in respect of final dividend declared for the Financial Year 2009-2010 will be transferred to Investor Education and Protection fund on or before prescribed due date. Members who have not yet en-cashed their dividend warrant(s) for the Financial Year 2009-2010 are requested to make their claims to the Company without any delay.

Members holding shares in Demat form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service [NECS], Electronic Clearing Services [ECS] mandates, nominations, power of attorneys, change in address, change of name, email address, contact numbers, etc. to their Depository Participant [DP]. Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Transfer Agents to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Link Intime India Private Limited, Registrar and Transfer Agents (RTA) of the Company at: 5th Floor, 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.: +91-79-30002684/26465179, Email ID: ahmedabad@linkintime.co.in

13. Pursuant to Regulation 36 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 and Secretarial Standards on the General Meeting issued by the Institute of Company Secretaries of India, the details of Directors seeking Appointment/Re-appointment at the 23rd Annual General Meeting of the Company to be held on September 30, 2017 is furnished as annexure to this Notice.
14. Members/proxies are requested to bring the attendance slip send herewith duly filled in for attending the meeting and members are also requested to bring the copy of Annual Report, to the meeting.
15. Members are requested to notify immediately the change of address, if any, to the Company or Link Intime India Private Limited, Registrar and Transfer Agents (RTA).
16. All the documents, if any, referred to in this notice and explanatory statement are available for inspection of the members at the registered office of the Company on any working day except Saturday, between 10:00 a.m. to 1:00 p.m. up to the conclusion of this meeting.
17. **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.**

Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with the Companies (Management and Administration Rules), 2014, and Regulation 36 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, companies can serve Annual Reports and other communications through electronic mode to those members who have registered their Email address either with the Company or with the Depository.

Members may also note that the Notice of the Meeting and the Annual Report will also be available on the Company's website www.lincolnpharma.com for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection at any time between 10:00 a.m. to 1:00 p.m. on all working day (Monday to Friday), except Saturdays, Sundays and holidays, up to the date of the Annual General Meeting.

Members desiring to seek information on Annual Accounts to be explained at the meeting are requested to send their queries at least ten days before the date of the meeting so that the information can be made available at the meeting.

Voting through Electronic means:

In compliance with provisions of section 108 of the Act and Rule 20 of The Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligation 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 23rd Annual General Meeting (AGM). 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 23rd 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 23rd 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 Tuesday, September 26, 2017 [10:00 a.m.] and ends on Thursday, September 28, 2017 [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, 2017, 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 i.e. **170816010** 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 cast their vote using CDSL’s mobile app m-Voting available for all mobile users. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- 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 a Compliance User should be created using the admin login and password. The Compliance 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 Floor, 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

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item No: 6

Shri Mahendra G. Patel is having rich and varied experience of more than 36 years in the Pharma Industry. Presently, he is responsible for Corporate Planning, Export Business, legal and financial affairs of the Company.

During his tenure as the Managing Director of the Company he has continuously contributed to a great extent in the growth of the Company. Considering several aspects and his increased responsibilities, the Board of Directors has considered it appropriate and advisable to re-appoint him for a period of three years with effect from October 1, 2016 and accordingly he has been re-appointed as the Managing Director by the Board. In the event of any loss, absence or inadequacy of profits of the Company, the Company can pay remuneration to their managerial personnel as per the limits mentioned in Section II of Part II of Schedule V of the Companies Act, 2013 if the conditions mentioned therein are fulfilled. It is hereby declare that Company has not made any default in repayment of any of its debts including public deposits and interest thereon. The remuneration has been fixed on the basis of recommendation of the Nomination and Remuneration Committee. The terms and conditions of re-appointment are as under:

- A. Salary: Any amount not exceeding ₹ 75.00 Lakhs per annum with suitable break up as per the rules of the Company. He will be entitled for Annual Increment upto 25% of last salary drawn as may be finalized by Board of Directors of the Company.



- B. In addition to above (A), he shall be entitled to the Commission / incentive of an amount not exceeding ₹ 50.00 Lakhs per annum depending upon his work performance as may be decided by the Board of Directors of the Company.
- C. Perquisites: He shall also be eligible for the following perquisites which shall not be included in the computation of ceiling of remuneration specified here above:
- I. Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
 - II. Gratuity payable at a rate not exceeding half month's salary for each completed year of service.
 - III. Encashment of leave at the end of the tenure.
- D. He shall not be liable to retire by rotation.
- E. He will be entitled for other benefits as per the rules of the Company as available to other senior executives of the Company.

As per the provision of Sections 196, 197, Schedule V and all other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force), the re-appointment of and payment of remuneration to Managing Director requires the approval of the Shareholders in General Meeting by way of resolution and hence necessary resolution has been proposed for your approval.

Your Directors recommend the resolution as embodied in the notice to be passed with or without modifications as Special Resolution.

Except Shri Mahendra Patel, being an appointee, Shri Rajnikant Patel Jt. Managing Director, Shri Arvind G. Patel, Director and Shri Munjal Patel, Whole-Time Director being relatives, none of the other Directors, Key Managerial personnel and their relatives are concerned or interested financially or otherwise in the proposed resolution.

Statement containing information required to be given as per item (iv) of third proviso of Section II of Part II of Schedule V to the Companies Act, 2013.

A. ***General Information:** As per note given below

B. **Information about the appointee:**

- **Background details:** Shri Mahendra G. Patel is a Law Graduate. He possesses a rich business experience of about 36 years.
- **Past Remuneration:** He was paid remuneration of ₹ 13.58 Lakhs Per annum plus perquisites and benefits till September 30, 2016.
- **Recognition and awards:** NIL.
- **Job profile and his suitability:** the Managing Director is mainly responsible for corporate planning, Export Business, legal and financial matters. He handles corporate planning, formulation of strategies, policy decisions, corporate finance, legal matters etc. His expertise, experience and knowledge has helped the Company to a great extent.
- **Remuneration proposed:** As per details given above.
- There are no companies of the same size in the industry as such there is no statistics available of comparative remuneration profiles.
- Besides the proposed remuneration, he has no pecuniary relationship directly or indirectly with the Company except to the extent of his Shareholding in the Company.

C. ****Other information:** As per note given below

Item No.: 7

Shri Rajnikant G. Patel is a B.Pharm and is having rich and varied experience of more than 33 years in the Pharma Industry. Presently, he looks after entire manufacturing operation of pharmaceuticals formulation of the Company.

During his tenure as the Jt. Managing Director of the Company he has continuously contributed to a great extent in the growth of the Company. Considering several aspects and his increased responsibilities, the Board of Directors has considered it appropriate and advisable to re-appoint him for a period of three years with effect from October 1, 2016 and accordingly he has been re-appointed as the Jt. Managing Director by the Board. In the event of any loss, absence or inadequacy of profits of the Company, the Company can pay remuneration to their managerial personnel as per the limits mentioned in Section II of Part II of Schedule V of the Companies Act, 2013 if the conditions mentioned therein are fulfilled. It is hereby declare that Company has not made any default in repayment of any of its debts including public deposits and interest thereon. The remuneration has been fixed on the basis of recommendation of the Nomination and Remuneration Committee. The terms and conditions of re-appointment are as under:

- A. Salary: Any amount not exceeding ₹ 75.00 Lakhs per annum with suitable break up as per the rules of the Company. He will be entitled for Annual Increment upto 25% of last salary drawn as may be finalized by the Board of Directors of the Company.
- B. In addition to above (A), he shall be entitled to the Commission/ incentive of an amount not exceeding ₹ 50.00 Lakhs per annum depending upon his work performance as may be decided by the Board of Directors of the Company.
- C. Perquisites: He shall also be eligible for the following perquisites which shall not be included in the computation of ceiling of remuneration specified here above:
- I. Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
 - II. Gratuity payable at a rate not exceeding half month's salary for each completed year of service.
 - III. Encashment of leave at the end of the tenure.

D. He shall not be liable to retire by rotation.

E. He will be entitled for other benefits as per the rules of the Company as available to other senior executives of the Company.

As per the provision of Sections 196, 197, Schedule V and all other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force), the re-appointment of and payment of remuneration to Jt. Managing Director requires the approval of the Shareholders in General Meeting by way of resolution and hence necessary resolution has been proposed for your approval.

Your Directors recommend the resolution as embodied in the notice to be passed with or without modifications as Special Resolution.

Except Shri Rajnikant G. Patel, being an appointee, Shri Mahendra G. Patel, Managing Director, Shri Arvind G. Patel, Director and Shri Aashish R. Patel, Whole-Time Director being relatives none of the other Directors, Key Managerial personnel and their relatives are concerned or interested financially or otherwise in the proposed resolution.

Statement containing information required to be given as per item (iv) of third proviso of Section II of Part II of Schedule V to the Companies Act, 2013.

A. ***General Information:** As per note given below

B. **Information about the appointee:**

- **Background details:** Shri Rajnikant G. Patel is a B.Pharm. He possesses a rich business experience of about 33 years.
- **Past Remuneration:** He was paid remuneration of ₹ 13.58 Lakhs Per annum plus perquisites and benefits till September 30, 2016.
- **Recognition and awards:** NIL.
- **Job profile and his suitability:** The Jt. Managing Director is responsible for managing the Company subject to the superintendence, control and direction of the Board of Directors. He handles product development, manufacturing and research and development activities of the Company. He has been instrumental in taking the Company to its present position. His expertise, experience and knowledge has helped the Company to a great extent.
- **Remuneration proposed:** As per details given above.
- There are no companies of the same size in the industry as such there is no statistics available of comparative remuneration profiles.
- Besides the proposed remuneration, he has no pecuniary relationship directly or indirectly with the Company except to the extent of his Shareholding in the Company.

C. ****Other information:** As per note given below

Item No.: 8

Shri Hashmukh I. Patel is a Science Graduate and is having rich and varied experience of more than three decades in the Pharma Industry. Presently, he is responsible for entire gamut of domestic marketing as well as the entire sales distribution system of the Company.

During his tenure as the Whole-Time Director of the Company he has continuously contributed to a great extent in the growth of the Company. Considering several aspects and his increased responsibilities, the Board of Directors has considered it appropriate and advisable to re-appoint him for a period of three years with effect from October 1, 2016 and accordingly he has been re-appointed as the Whole-Time Director by the Board. In the event of any loss, absence or inadequacy of profits of the Company, the Company can pay remuneration to their managerial personnel as per the limits mentioned in Section II of Part II of Schedule V of the Companies Act, 2013 if the conditions mentioned therein are fulfilled. It is hereby declare that Company has not made any default in repayment of any of its debts including public deposits and interest thereon. The remuneration has been fixed on the basis of recommendation of the Nomination and Remuneration Committee. The terms and conditions of re-appointment are as under:

- A. Salary: Any amount not exceeding ₹ 75.00 Lakhs per annum with suitable break up as per the rules of the Company. He will be entitled for Annual Increment upto 25% of last salary drawn as may be finalized by the Board of Directors of the Company.
- B. In addition to above (A), he shall be entitled to the Commission/ incentive of an amount not exceeding ₹ 50.00 Lakhs per annum depending upon his work performance as may be decided by the Board of Directors of the Company.
- C. Perquisites: He shall also be eligible for the following perquisites which shall not be included in the computation of ceiling of remuneration specified here above:
 - I. Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
 - II. Gratuity payable at a rate not exceeding half month's salary for each completed year of service.
 - III. Encashment of leave at the end of the tenure.
- D. He shall be liable to retire by rotation.
- E. He will be entitled for other benefits as per the rules of the Company as available to other senior executives of the Company.

As per the provision of Sections 196, 197, Schedule V and all other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force), the re-appointment of and payment of remuneration to Whole-Time Director requires the approval of the Shareholders in General Meeting by way of resolution and hence necessary resolution has been proposed for your approval.

Your Directors recommend the resolution as embodied in the notice to be passed with or without modifications as Special Resolution.



Except Shri Hashmukh I. Patel, being an appointee none of the other Directors, Key Managerial personnel and their relatives are concerned or interested financially or otherwise in the proposed resolution.

Statement containing information required to be given as per item (iv) of third proviso of Section II of Part II of Schedule V to the Companies Act, 2013.

A. *General Information: As per note given below

B. Information about the appointee:

- **Background details:** Shri Hashmukh I. Patel is a Science Graduate. He possesses a rich business experience of about three decades.
- **Past Remuneration:** He was paid remuneration of ₹ 13.58 Lakhs Per annum plus perquisites and benefits till September 30, 2016.
- **Recognition and awards:** NIL.
- **Job profile and his suitability:** The Whole-Time Director is responsible for managing the entire gamut of domestic marketing as well as the entire sales distribution system of the Company. His experience and knowledge has helped the Company to a great extent.
- **Remuneration proposed:** As per details given above.
- There are no companies of the same size in the industry as such there is no statistics available of comparative remuneration profiles.
- Besides the proposed remuneration, he has no pecuniary relationship directly or indirectly with the Company except to the extent of his Shareholding in the Company.

C. **Other information: As per note given below

Item No.: 9

Shri Munjal M. Patel has been appointed as the Whole-Time Director of the Company w.e.f. November 14, 2014 for the term of five years at remuneration as approved by the shareholders at Annual General Meeting held on September 30, 2015. In view of increased responsibility, the Board thought it advisable to increase his remuneration and accordingly the same has been revised by the Board subject to approval by shareholders. The revision in remuneration payable to him has also been recommended by the Nomination and Remuneration committee. Pursuant to provisions of section 196, 197, Schedule V and all the other applicable provisions of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the revision in remuneration payable to Whole-Time Director requires the approval of the Shareholders in General Meeting by way of Resolution and hence necessary resolution has been proposed for your approval.

Your Directors hereby declare that Company has not made any default in repayment of any of its debts including public deposits and interest thereon.

Your Directors recommend the resolution as embodied in the notice to be passed with or without modifications as Special Resolution.

Except Shri Munjal M. Patel, being an appointee and Shri Mahendra G. Patel being relative, none of the other Directors, Key Managerial personnel and their relatives are concerned or interested financially or otherwise in the proposed resolution.

Statement containing information required to be given as per item (iv) of third proviso of Section II of Part II of Schedule V to the Companies Act, 2013.

A. *General Information: As per note given below

B. Information about the appointee:

- **Background details:** Shri Munjal M. Patel is an MBA-Finance and PGDIFA. He is having business experience of about a decade in the Pharmaceutical Industry.
- **Past Remuneration:** He was paid remuneration of ₹ 13.28 Lakhs Per annum plus perquisites and benefits till March 31, 2017.
- **Recognition and awards:** NIL.
- **Job profile and his suitability:** The Whole-Time Director is mainly responsible for International Trade and financial matters. He handles International Operations, formulation of strategies, policy decisions, etc. His expertise, experience and knowledge has helped the Company to a great extent.
- **Remuneration proposed:** Remuneration upto ₹ 65.00 Lakhs per annum with suitable breakup as per the rules /policy of the Company.
- There are no companies of the same size in the industry as such there is no statistics available of comparative remuneration profiles.
- Besides the proposed remuneration, he has no pecuniary relationship directly or indirectly with the Company except to the extent of his Shareholding in the Company.

C. **Other information: As per note given below

Item No.: 10

Shri Aashish R. Patel has been appointed as the Whole-Time Director of the Company w.e.f. November 14, 2014 for the term of five years at remuneration as approved by the shareholders at Annual General Meeting held on September 30, 2015. In view of increased responsibility, the Board thought it advisable to increase his remuneration and accordingly the same has been revised by the Board subject to approval by shareholders. The revision in remuneration payable to him has also been recommended by the Nomination and Remuneration

committee. Pursuant to provisions of section 196, 197, Schedule V and all the other applicable provisions of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the revision in remuneration payable to Whole-Time Director requires the approval of the Shareholders in General Meeting by way of Resolution and hence necessary resolution has been proposed for your approval.

Your Directors hereby declare that Company has not made any default in repayment of any of its debts including public deposits and interest thereon.

Your Directors recommend the resolution as embodied in the notice to be passed with or without modifications as Special Resolution.

Except Shri Aashish R. Patel, being an appointee and Shri Rajnikant G. Patel being relative, none of the other Directors, Key Managerial personnel and their relatives are concerned or interested financially or otherwise in the proposed resolution.

Statement containing information required to be given as per item (iv) of third proviso of Section II of Part II of Schedule V to the Companies Act, 2013.

A. *General information: As per note given below.

B. Information about the appointee:

- **Background details:** Shri Aashish R. Patel is an MBA-Marketing (U.K). He possesses a business experience of about 12 years.
- **Past Remuneration:** He was paid remuneration of ₹ 16.04 Lakhs Per annum plus perquisites and benefits till March 31, 2017.
- **Recognition and awards:** NIL.
- **Job profile and his suitability:** The Whole-Time Director is mainly responsible for Marketing Operation of the Company. He handles Sales Operation, formulation of strategies, policy decisions, etc. His expertise, experience and knowledge has helped the Company to a great extent.
- **Remuneration proposed:** Remuneration upto ₹ 65.00 Lakhs per annum with suitable breakup as per the rules /policy of the Company.
- There are no companies of the same size in the industry as such there is no statistics available of comparative remuneration profiles.
- Besides the proposed remuneration, he has no pecuniary relationship directly or indirectly with the Company except to the extent of his Shareholding in the Company.

C. ** Other information: As per note given below.

***NOTE:**

A. *General Information:

1. Nature of Industry : Pharmaceutical Industry
2. The commercial operations have already begun.
3. The Company is not a new Company.
4. Financial Performance:

(₹ In Lakhs)

Particulars	Year ended on March 31, 2017	Year ended on March 31, 2016
Net sales	30,466.42	31,081.12
Other income	127.07	629.07
Net Profit	2,528.36	2,174.62

5. There was an export earnings amounting to ₹ 11,198.60 lakhs during the Financial Year 2017-18.
6. Foreign direct investments and collobration, if any: Nil

C. **Other information:

- The Company is engaged in the business of manufacturing and selling of Pharma Products. The Company's products are very well accepted in the local as well as international Market. The Company commenced its operations in the year 1997, since then the Company has grown leaps and bounds. The Net Profit of the Company has increased from ₹ 2174.62 lakhs in the year 2015-16 to ₹ 2528.35 lakhs in the year 2016-17.

Company is putting more thrust on product development, R & D activities and expansion for Export market and for that purpose it is spending heavily on it and hence the profits of the Company are low.

The Company has taken series of steps under the guidance of the Management for improving and development of the Company. The Company has also taken steps to curtail expenditure, introducing high value added products, aggressive marketing. This would help the Company to further improve its results.

Item No: 11

As required under the provisions of Section 94 the Companies Act, 2013, certain documents such as the Register of Members, Index of Members and certain other registers, certificates, documents etc., are required to be kept at the registered office of the Company. However, these documents can be kept at any other place within the city, town or village in which the registered office is situated or any other place in India in which more than one-tenth of the total members entered in the register of members reside, if approved by a Special Resolution passed at a general meeting of the Company.



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Accordingly, the approval of the members is sought in terms of Section 94 of the Companies Act, 2013, for keeping the aforementioned registers and documents at the office of the Registrar and Transfer Agent (RTA), Link Intime India Pvt. Ltd., at 5th Floor, 506-508, Amarnath Business Centre-1, Beside Gala Business Centre, Near St. Xavier's Collage Corner, Off C. G. Road, Navrangpura, Ahmedabad-380009 and such other places as the RTA, shift its office from time to time.

A copy of the proposed resolution is being forwarded in advance to the Registrar of Companies, Gujarat, Ahmedabad, as required under the said Section 94 (1) of the Companies Act, 2013.

The Directors recommends passing of the proposed special resolution.

None of the Directors, Key Managerial Personnel or their relatives are in any way, concerned or interested financially or otherwise in the proposed resolution.

Item No: 12

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, 2018.

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 passing the Resolution for ratification of remuneration payable to the Cost Auditors for the Financial Year ending on March 31, 2018.

Your Directors recommend passing of the proposed resolution.

None of the Directors or Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Place : Ahmedabad

Date : August 10, 2017

REGISTERED OFFICE:

"LINCOLN HOUSE"

Behind Satyam Complex,

Science City road, Sola,

Ahmedabad-380060.

**By Order of the Board
For Lincoln Pharmaceuticals Limited**

**Bhavik P. Parikh
Company Secretary**

**ANNEXURE 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 Aashish R. Patel	Shri Arvind G. Patel	Shri Munjal M. Patel
DIN	01309017	00104885	02319308
Date of Birth	12/05/1981	29/09/1950	26/06/1982
Date of Appointment on the Board	14/11/2014	03/02/1995	14/11/2014
Qualifications	M.B.A-Marketing (U.K)	B.E. (Electrical)	MBA-Finance & PGDIFA
Total Remuneration last drawn	₹ 16.04 Lakhs p.a.	NIL	₹ 13.28 Lakhs p.a.
Nature of expertise in specific functional areas	Marketing & Sales	Management & Administration	International Trade & Financial Matters
Relationship with other Directors, Manager and other Key Managerial Personnel	Shri Aashish R. Patel is Son of Shri Rajnikant G. Patel.	Shri Arvind G. Patel is brother of Shri Mahendrabhai G. Patel & Shri Rajnikant G. Patel.	Shri Munjal M. Patel is Son of Shri Mahendra G. Patel.
Directorship held in other Public Companies	None	None	Karnavati Distributors Limited
Chairmanship / Membership of Committee in other Companies, if any	None	None	None
No. of Shares held in the Company as on March 31, 2017	5,29,801	1,11,000	5,90,500

Name of Directors	Shri Mahendra G. Patel	Shri Rajnikant G. Patel	Shri Hashmukh I. Patel
DIN	00104706	00104786	00104834
Date of Birth	26/01/1954	05/02/1956	08/12/1958
Date of Appointment on the Board	20/01/1995	01/10/2008	20/01/1995
Qualifications	B.A. LL.B	B. Pharm	B.Sc
Total Remuneration last drawn	₹ 13.58 Lac p.a.	₹ 13.58 Lac p.a.	₹ 13.58 Lac p.a.
Nature of expertise in specific functional areas	Corporate Planning, Leagal & Financial Matters	Manufacturing, Product Development & Research activities	Marketing & Sales
Relationship with other Directors, Manager and other Key Managerial Personnel	Shri Mahendra G. Patel is father of Shri Munjal M. Patel and brother of Shri Arvind G. Patel & Shri Rajnikant G. Patel	Shri Rajnikant G. Patel is father of Shri Aashish R. Patel and brother of Shri Mahendra G. Patel & Shri Rajnikant G. Patel	None
Directorship held in other Public Companies	None	None	None
Chairmanship / Membership of Committee in other Companies, if any	None	None	None
No. of Shares held in the Company as on March 31, 2017	2,76,500	3,05,400	3,73,600



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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 23rd Annual General Meeting of the members of the Company to be held on Friday, September 29, 2017 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)

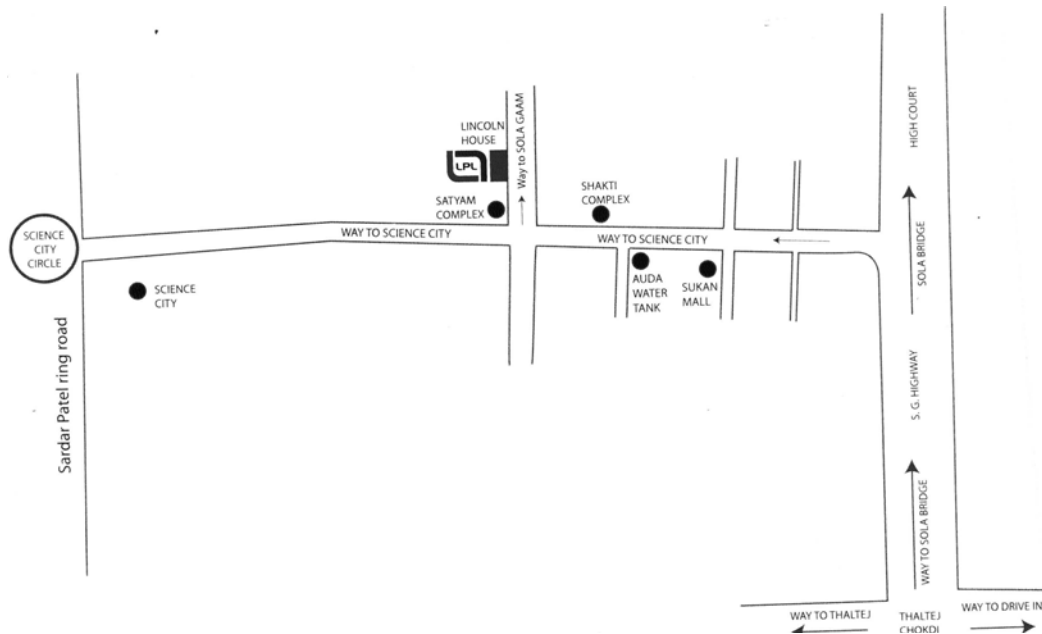
Name of the Member(s)	
Registered Address	
E-Mail ID	
Folio No. / Client ID / DP. ID	
No. of Shares	

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 23rd Annual General Meeting of the Company, to be held on Friday, September 29, 2017 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, 2017 and the Directors' Report and Auditors' Report thereon.		
2.	To Declare Dividend on Equity Shares for the Financial Year 2016-17.		
3.	Re-appointment of Shri Aashish R. Patel (DIN: 01309017), as a Director who retires by rotation.		
4.	Re-appointment of Shri Arvindbhai G. Patel (DIN: 00104885), as a Director who retires by rotation.		
5.	Appointment of Statutory Auditors and fixing their Remuneration.		
SPECIAL BUSINESS:			
6.	Re-appointment of Shri Mahendrabhai G. Patel (DIN: 00104706) as the Managing Director of the Company. (Special Resolution)		
7.	Re-appointment of Shri Rajnikant G. Patel (DIN: 00104786) as Managing Director of the Company. (Special Resolution)		
8.	Re-appointment of Shri Hashmukhbhai I. Patel (DIN: 00104834) as the Whole Time Director of the Company. (Special Resolution)		
9.	Revision in Remuneration of Shri Munjal M. Patel (DIN: 02319308) Whole-Time Director of the Company. (Special Resolution)		
10.	Revision in Remuneration of Shri Aashish R. Patel (DIN: 01309017) Whole-Time Director of the Company. (Special Resolution)		
11.	Approval of keeping the registers, returns etc. at the place other than the registered office of the Company. (Special Resolution)		
12.	Ratification of payment of remuneration to Cost Auditors for the Financial Year 2017-18.		

Signed this _____ day of _____ 2017

Signature of Shareholder _____

Signature of Proxy holder (s) _____

Note:

- 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.
- For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Annual General Meeting.
- **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.
- Appointing the proxy does not prevent a shareholder from attending the meeting in person if he so wishes.
- Please complete all details including details of member (s) in the above box before submission.

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