



LINCOLN PHARMACEUTICALS LIMITED

Regd. Office: LINCOLN HOUSE, Behind Satyam Complex,
Science City Road, Sola, Ahmedabad – 380060

www.lincolnpharma.co.in; CIN: L24230GJ1995PLC024288; Ph: 079 6777-8081; Fax: +91-79-6777 8062

NOTICE is hereby given that the Extraordinary Ordinary General Meeting of the Members of **M/s. LINCOLN PHARMACEUTICALS LIMITED** will be held at 10.30 a.m. on Friday, 15th May, 2015 at the Registered Office of the Company at LINCOLN HOUSE, Behind Satyam Complex, Science City Road, Sola, Ahmedabad - 380060:

SPECIAL BUSINESS:

1. To create, offer, Issue and allot warrants convertible into equity shares on preferential basis.

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 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force and hereinafter collectively referred as “Act”), provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the “**ICDR Regulations**”) and any other Rules/ Regulations/ Guidelines, if any, prescribed by the Securities and Exchange Board of India, Stock Exchanges and/or any other statutory/regulatory authority, the Listing Agreement entered into by the Company with the Stock Exchanges where the securities of the company are listed and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as ‘the Board’ which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot from time to time in one or more tranches, up to 36,89,200 (Thirty Six lac Eighty Nine Thousand Two Hundred) warrants (hereinafter referred to as “convertible warrants”) of the Company, on preferential basis to the following persons through offer letter and/or circular and/or information memorandum and/or such other documents / writings, in such manner and on such terms and conditions as may be determined by the Board in its absolute discretion, at an exercise price of Rs. 82/- (Rupees Eighty Two Only) per equity share of the face value of Rs. 10/- each, which includes a premium of Rs. 72/- (Rupees Seventy Two Only), which price is not less than the minimum price at which the Equity Shares are permitted to be issued as per the ICDR Regulations (“Issue Price”).

| Sr. No. | Name of the Proposed Allottee(S) | Category | No of convertible warrants to be allotted |
|--------------|--|---------------------------|---|
| 1 | Mahendra Gulabdas Patel Jt. Kailashben M. Patel | Promoters/Promoters Group | 1,62,500 |
| 2 | Munjal Mahendrabhai Patel | Promoters/Promoters Group | 1,62,500 |
| 3 | Hashmukhbhai Ishwarlal Patel | Promoters/Promoters Group | 1,50,000 |
| 4 | Siddharth R. Patel | Promoters/Promoters Group | 3,25,000 |
| 5 | Sanjay Gijubhai Amin | Non Promoters | 4,12,700 |
| 6 | Sonali Sanjay Amin | Non Promoters | 4,12,700 |
| 7 | Piyush Jitendrabhai Patel | Non Promoters | 4,12,700 |
| 8 | Kaushal Natubhai Patel | Non Promoters | 4,12,700 |
| 9 | Kamlesh Jayantilal. Patel | Non Promoters | 4,12,700 |
| 10 | Bharatbhai Babulal Patel | Non Promoters | 4,12,700 |
| 11 | Hareshbhai Ambalal Patel | Non Promoters | 4,13,000 |
| Total | | | 36,89,200 |

RESOLVED FURTHER THAT in accordance with the provisions of ICDR Regulations, the “Relevant Date” for the purpose of calculating the price of convertible warrants/Resultant Equity Shares to be issued in terms hereof shall be 15th April, 2015 being the date 30 days prior to the date of this Extraordinary General Meeting scheduled.

RESOLVED FURTHER THAT the warrant holders shall be entitled to convert the convertible warrants, into equal number of Equity Shares of a face value of Rs. 10/- each of the Company (hereinafter referred to as “Resultant Equity Share”), in one or more tranches, within a period of eighteen months from the date of allotment of convertible warrants, as per the terms and conditions, which, inter alia, include:

- A. The warrants by itself do not give to the warrants holder any rights of the shareholders of the Company.
- B. The warrant holder shall pay an amount equivalent to at least 25% of the price fixed per warrant in terms of the (ICDR Regulations) on or before the allotment of warrants. If the option to acquire equity shares pursuant to conversion of warrants is not exercised as mentioned above, the amount paid under this clause shall be forfeited by the Company.
- C. The number of shares that each warrant converts into and the price per share upon conversion of the warrants, shall be appropriately adjusted for the corporate actions such as bonus issues, rights issues, stock split or any capital or corporate restructuring.
- D. The allotment of warrants, allotment of equity shares pursuant to conversion of warrants, conditions of payment of consideration and other terms and conditions thereof shall be subject to any statutory amendment and modification, notification, rules, regulations under any applicable law as the case may be for the time being in force.

RESOLVED FURTHER THAT:

- A. The requisite number of equity shares be issued in favour of the warrant holder upon receipt of the balance 75% of the price fixed from such warrant holder, at the time of allotment of equity shares pursuant to exercise of option to convert the warrant into the Equity Share by the warrant holder;
- B. The consideration price of the warrants, if paid in cash, shall be received from respective allottee’s bank account;
- C. The Equity shares allotted pursuant to the conversion of the warrants shall rank pari passu in all respect with the then existing equity shares of the Company, from the date of their allotment. Such new equity shares when issued and allotted as aforesaid shall also be entitled for dividend as per the regulations/ notifications/ clarifications issued by SEBI in this regard;
- D. The Equity shares to be issued and allotted on conversion of the warrants shall be listed and traded on BSE Limited (“BSE”) and Ahmedabad Stock Exchange Limited (“ASE”) subject to the receipt of necessary regulatory permissions and approvals and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- E. The Equity shares allotted pursuant to exercise of options attached to the warrants issued on preferential basis to such persons, shall remain locked in as provided under the provisions of SEBI Regulations;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including but without limitation, to prescribe the forms of application, allotment, entering into contracts, arrangements, documents, in connection therewith and incidental thereto as the Board in its absolute discretion deem fit without being required to seek any fresh approval of the shareholders of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the convertible warrants and utilization of proceeds of the convertible warrants, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and that the decisions of the Board shall be final, binding and conclusive in all respects.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of equity shares as it may be required to be issued and allotted upon conversion of the warrants and that the said equity shares shall be subject to the Memorandum and Articles of Association of the Company and shall, subject to any subsisting conditions of the warrants, rank pari passu in all respects with existing equity shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution and delegate all or any of the powers herein conferred by above resolution to any Director or to any Committee of Directors or any other executive(s) / officer(s) of the Company or any other person.”

Registered Office:

LINCOLN HOUSE, Behind Satyam Complex,
Science City Road, Sola,
Ahmedabad - 380060
CIN:L24230GJ1995PLC024288
Date: 16th April, 2015

By order of the Board of Directors

Mahendra G.Patel
Managing Director

Notes:

1. Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out material facts relating to the Special Business to be transacted at the Extraordinary General Meeting ("EGM") is annexed hereto.
2. A member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend, and vote on a poll, instead of herself/himself and the proxy need not be a member of the company. The instrument appointing the 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 commencement of the EGM. A Proxy form is sent herewith.
3. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. However, 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 shall not act as proxy for any other shareholder.
4. Corporate members intending to send their authorized representatives to attend the EGM are requested to send the Company a certified true copy of their board resolution authorizing their representatives to attend and vote on their behalf at the EGM.
5. Members / Proxies are requested to bring their duly filled attendance slip sent herewith at the EGM.
6. 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 EGM to facilitate identification of membership at the EGM.
7. Only registered members of the Company or any proxy appointed by such registered member may attend the EGM as provided under the provisions of the Companies Act, 2013.
8. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rules made there under and Listing Agreement the Company is offering e-voting facility to all Members of the Company through Notice dated 16th April, 2015 and the business may be transacted through e-voting services provided by Central Depository Services Limited, who will be facilitating e-voting to enable the Members to cast their vote electronically. The Members can cast their vote online from 10.00 AM on 12th May, 2015 to 5.00 P.M. on 14th May, 2015 (Both days Inclusive). The Members shall refer to the detailed procedure on e-voting given in the e-voting Notice.
9. The instructions for e-voting are set out in the e-voting form annexed with this Notice.
10. The Board of Directors has appointed Shri Uday Dave, Partner of Parikh Dave & Associates, Company Secretaries, (Membership No. FCS: 6545) as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The scrutinizer shall, after the conclusion of voting at the EGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not being 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 a person authorized by him in writing who shall counter sign the same. The result on Resolution shall be declared at or after the EGM and subject to the receipt of requisite votes, the Resolution shall be deemed to be passed on the date of the EGM. The results declared along with the scrutinizer's report will be available on the website of the Company (www.lincolnpharma.co.in) and on the website of agency (www.cdslindia.com) within two days of passing of the Resolution.
11. Notice of the EGM along with Attendance Slip, Proxy Form and a letter giving the process, instructions and the manner of conducting E-voting is being sent electronically to all the members whose email IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
12. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Registered Office of the Company on all working days except Saturdays between 10.00 A.M. and 1.00 P.M. up to the date of the EGM.
13. 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.
14. Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive any communication from the Company electronically.

15. Shri Dushyantbhai Nayak, Incharge Share & Securities of the Company shall be responsible for addressing all the grievances in relation to this extra-ordinary general meeting including e-voting. His contact details are-**Email:** cs@lincolnpharma.com, **Phone No. :** 079 -67778081

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By order of the Board of Directors

Mahendra G.Patel
Managing Director

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Statement pursuant to Section 102(1) of the Companies Act, 2013, sets out all material facts relating to the special business mentioned in the accompanying Notice.

Item No.1

Your Company is primarily engaged in the business of manufacturing, marketing and Exports of Pharmaceutical products. Over the years it has introduced high quality medicines at affordable price for Indian public at large. Your company is still trying to increase its market share by introducing high quality products and low price medicines.

Over the years, the magnitude of the operations of the Company has increased manifold. To augment the fund requirements, the Board of Directors suggests that the same be arranged by issue of convertible warrants to the Promoters/ Promoters Group and persons other than promoters. Therefore it is proposed to issue 36,89,200 (Thirty Six Lac Eighty Nine Thousand Two Hundred) convertible warrants of the company with an entitlement to convert into equal number of Equity Shares of the Company by way of preferential allotment. The issue of Convertible warrants on preferential basis will be as per (ICDR Regulations) and other applicable laws and other rules / regulations as may be applicable for the same.

It is proposed to issue convertible warrants on preferential allotment basis as follows:

- A. Convertible Warrants not exceeding 36,89,200 (Thirty Six Lac Eighty Nine Thousand Two Hundred) to the investors belonging to Promoters / Promoter Group and Non Promoter Group.
- B. The price per share has been determined in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended ("ICDR Regulations"). The "Relevant Date" for the purpose of calculating the price of Equity Shares is 15th April, 2015 being the date 30 days prior to the date of this Extraordinary General Meeting scheduled.
- C. The holder of these warrants shall be entitled to convert the warrants into Equity Shares of the Company in the ratio of 1:1 (i.e., one Equity Shares of Rs. 10/- each for every one Convertible Warrant held), within a period of 18 (eighteen) months from the date of allotment of Convertible Warrants.

The warrant holders shall make a written request to the Company to exercise the entitlement and send the same along with complete balance payment payable on the Resultant Equity Shares to the Company. Entitlement of the Convertible Warrants to the extent not exercised shall lapse and up-front amount paid on such Convertible Warrants shall be forfeited.

- D. The issue of convertible warrants and allotment of the equity shares pursuant to such conversion, as well as listing of those shares, will be in accordance with applicable laws including without limitation the ICDR Regulations, and any other Rules / Regulations / Guidelines, if any, prescribed by the Securities and Exchange Board of India, Stock Exchanges and/or any other statutory / regulatory authority, the Listing Agreements entered into by the Company with the Stock Exchanges.

No allotment on preferential basis has been made during the year and further there is no preferential allotment under process except as proposed in this notice.

The information as required under Companies Act, 2013 and Regulation 73 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, is as under:

1. The Objects of the Preferential Issue:

The proceeds will be utilized for any one or in combination with any one or more of the purposes viz. funding of expansion plans/ activities; to augment the net worth and the capital base of the Company required for its business growth; to meet the long term working capital requirement of the Company; to improve the capital structure of the Company; general corporate purposes.

2. The total number of warrants to be issued:

Up to 36,89,200 Convertible Warrants.

3. The Issue Price:

Described at point 4 below.

4. Relevant Date with reference to which the price has been arrived at:

In accordance with the provisions of ICDR Regulations, the “Relevant Date” for the purpose of calculating the price of Equity Shares shall be 15th April, 2015, being the date 30 days prior to the date of this Extraordinary General Meeting. The price so calculated is Rs. 81.13/- (Rupees Eighty One and Paise Thirteen Only) per Equity Share. The minimum issue price of each Equity Share is fixed at Rs. 82/- (Rupees Eighty Two Only).

5. The class or classes of persons to whom the allotment is proposed to be made:

Promoters, Promoters Group and Non Promoters.

6. Proposal of the Promoters or Directors or key managerial/management personnel of the Company to subscribe to the offer:

Mr. Mahendra Gulabdas Patel, Mr. Munjal Mahendrabhai Patel, Mr. Hashmukhbhai Ishwarlal Patel and Mr. Siddharth R. Patel have indicated their intention to subscribe the convertible warrants. No other Promoters or Directors or Key Managerial Personnel (KMPs) of the Company has indicated its intention to subscribe to the offer.

7. Proposed time within which the Preferential Issue shall be completed:

As required under the (ICDR Regulations), the allotment of warrants pursuant to the special resolution shall be completed within a period of fifteen days from the date of passing of this special resolution by the Shareholders provided that where the allotment is pending on account of pendency of any approval of such allotment by any regulatory authority/body including stock exchanges or the Central Government, the allotment shall be completed within 15 days from the date of such approval.

8. Terms of Issue of warrants:

- The proposed Allottee(s) of warrants shall, on the date of allotment, pay an amount equivalent to 25% of the price fixed per warrant in terms of the (ICDR) Regulations, 2009;
- The holder of each warrant will be entitled to apply for and obtain allotment of one equity share of face value of Rs. 10/- each of the Company against each warrant at any time after the date of allotment but on or before the expiry of 18 months from the date of allotment, in one or more tranches. At the time of exercise of entitlement for the equity shares, the warrant holder(s) shall pay the balance 75% of the consideration towards the price fixed for the warrant.;
- The consideration price of the warrants shall be received from respective allottee’s bank account;
- Upon receipt of the requisite payment as above, the Board (or a Committee thereof) shall allot one equity share per warrant by appropriating Rs. 10/- (Rupees Ten only) towards equity share capital and the balance amount paid against each warrant, towards the securities premium;
- The number of shares that each warrant converts into and the price per share upon conversion of the warrants, shall be appropriately adjusted for the corporate actions such as bonus issues, rights issues, stock split or any capital or corporate restructuring;
- The warrant(s) by itself until converted into equity shares, does not give to the holder(s) thereof any rights with respect to that of a shareholder of the Company except as specified above;
- The warrants and the equity shares allotted on conversion of warrants shall not be transferred by the allottee till the trading approval is granted by stock exchanges;
- The equity shares issued as above shall rank pari passu in all respects including with respect to dividend, with the then fully paid up equity shares of the Company, from the date of their allotment. Such new equity shares when issued and allotted as aforesaid shall be entitled for dividend as per the SEBI regulations/ clarifications, rules in this regards;
- The equity shares to be issued and allotted on conversion of the warrants shall be listed and traded on Bombay Stock Exchange Limited (BSE) and Ahmedabad Stock Exchange Limited (ASE) and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;

9. The names of the proposed allottee and the identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottee, the percentage of post Preferential Issue capital that may be held by them and change in control, if any, in the issuer consequent to the Preferential Issue:

| Sr. No. | Name and Identity of the Proposed Allottees | Category | the identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottee | Holding Pre-preferential Issue | | No. of Convertible Warrants to be allotted | Holding /Post Preferential issue after conversion of warrants (*) | |
|---------|---|-------------------------------|---|--------------------------------|------|--|---|------|
| | | | | No of Shares | % | | No of Shares | % |
| 1 | Mahendra Gulabdas Patel Jt. Kailashben M. Patel PAN: ABIPP9463H AETPP8899M | Promoters/ Promoters Group | Same proposed Allottee | 1,14,000 | 0.70 | 1,62,500 | 2,76,500 | 1.38 |
| 2 | Munjal Mahendrabhai Patel PAN: AFXPP7705F | Promoters/ Promoters Group | Same proposed Allottee | 4,28,000 | 2.62 | 1,62,500 | 5,90,500 | 2.95 |
| 3 | Hashmukhbhai Ishwarlal Patel PAN: ABOPP5912D | Promoters/ Promoters Group | Same proposed Allottee | 2,23,600 | 1.37 | 1,50,000 | 3,73,600 | 1.87 |
| 4 | Siddharth R. Patel PAN: AUDPP8619F | Promoters/ Promoters Group | Same proposed Allottee | 95,000 | 0.58 | 3,25,000 | 4,20,000 | 2.10 |
| 5 | Sanjay Gijubhai Amin PAN: AEFPA7920L | Non Promoters | Same proposed Allottee | Nil | Nil | 4,12,700 | 4,12,700 | 2.06 |
| 6 | Sonali Sanjay Amin PAN: BPYP A5026E | Non Promoters | Same proposed Allottee | Nil | Nil | 4,12,700 | 4,12,700 | 2.06 |
| 7 | Piyush Jitendrabhai Patel PAN: AMOPP3639C | Non Promoters | Same proposed Allottee | 25,000 | 0.15 | 4,12,700 | 4,37,700 | 2.19 |
| 8 | Kaushal Natubhai Patel PAN: AKPPP9411P | Non Promoters | Same proposed Allottee | Nil | Nil | 4,12,700 | 4,12,700 | 2.06 |
| 9 | Kamlesh Jayantilal Patel PAN: AGDPP7515L | Non Promoters | Same proposed Allottee | Nil | Nil | 4,12,700 | 4,12,700 | 2.06 |
| 10 | Bharatbhai Babulal Patel PAN: CQGPP1620F | Non Promoters | Same proposed Allottee | Nil | Nil | 4,12,700 | 4,12,700 | 2.06 |
| 11 | Hareshbhai Ambalal Patel PAN: AGGPP9508E | Non Promoters | Same proposed Allottee | Nil | Nil | 4,13,000 | 4,13,000 | 2.07 |

* Assuming 100% conversion of Warrants.

All the Proposed Allottees are individual and natural persons, so they themselves are the ultimate beneficial owners.

Voting Rights will change in tandem with the shareholding pattern. There shall be no change in management or control of the Company pursuant to the issue of the warrants or the resultant conversion.

10. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

Save and except the Preferential Issue as proposed in the resolution as set in the accompanying Notice, the Company has made no other issue or allotment of securities on preferential basis during the year.

**11. The pre issue and post issue shareholding pattern of the Company:
The shareholding pattern of the Company pre and post preferential allotment is given below:**

| | Category | Pre Issue | | Post Issue (*) | |
|----------|--|--------------------|-------------------|--------------------|------------|
| | | No. of Shares held | % of shareholding | No. of shares held | % of share |
| A | Promoters' Holding: | | | | |
| | (1) Indian: | | | | |
| | Individuals | 48,69,127 | 29.85 | 56,69,127 | 28.35 |
| | Bodies Corporate | 10,91,100 | 6.69 | 10,91,100 | 5.45 |
| | Sub Total | 59,60,227 | 36.54 | 67,60,227 | 33.80 |
| | (2) Foreign Promoters | | | | |
| | Sub-Total (A) | 59,60,227 | 36.54 | 67,60,227 | 33.80 |
| B | Non-Promoters holding: | | | | |
| | (1) Institutional Holders/Investor (Financial Institute) | 1,500 | 0.01 | 1,500 | 0.007 |
| | (2) Non-Institution: | | | | |
| | Private Corporate Bodies | 43,98,128 | 26.97 | 43,98,128 | 21.99 |
| | Directors and Relatives | 0 | 0 | 0 | 0 |
| | Indian Public | 58,28,257 | 35.73 | 87,17,457 | 43.59 |
| | Others (including NRIs) | 1,22,688 | 0.75 | 1,22,688 | 0.62 |
| | Custodian for GDR | 0 | 0 | 0 | 0 |
| | Sub Total (B) | 1,03,50,573 | 63.46 | 1,32,39,773 | 66.20 |
| | Grand Total (A+B) | 1,63,10,800 | 100 | 2,00,00,000 | 100 |

* Assuming 100% conversion of Warrants.

12. Auditors' Certificate:

A copy of certificate from the Statutory Auditors of the Company certifying that the above issue of the convertible warrants is being made in accordance with the (ICDR Regulations), shall be placed before the shareholders of the Company at the Extraordinary General Meeting and will also be open for inspection by the Members.

13. Lock in period:

The equity shares to be allotted on conversion of warrants into Equity on preferential basis shall be subject to lock in as per the applicable (ICDR Regulations), 2009.

The entire pre preferential allotment shareholding of the allottees, if any, shall be locked in from the Relevant Date up to a period of six months from the date of Trading Approval to be received from the stock exchanges.

14. Pricing & Undertaking to re-compute the price:

Price is determined in terms of Regulation 76 of (ICDR Regulations). Further, the Company undertakes to re-compute the price of the equity shares, if required, in terms of the provisions of these regulations where it is required to do so.

15. Undertaking to put under lock-in till the recomputed price is paid:

The Company undertakes that if the amount payable on account of the re-computation of price if not paid within the time stipulated in these regulations, the specified equity shares shall continue to be lock-in till the time such amount is paid by the allottee.

Consent of the shareholders by way of Special Resolution is being sought pursuant to the provisions of Sections 42 & 62 and all other applicable provisions of the Companies Act, 2013 and in terms of the provisions of the (ICDR Regulations) 2009 and the listing agreement executed by the Company with the Stock Exchanges where the Company's shares are listed.

The Board of Directors accordingly recommends the Special Resolution set out at item No.1 of the accompanying Notice for the approval of the Members.

Mr. Mahendra Gulabdas Patel, Mr. Munjal Mahendrabhai Patel and Mr. Hashmukhbhai Ishwarlal Patel and their relatives are deemed to be concerned or interested in the proposed Resolution. None of the other Directors, Key Managerial Personnel (KMPs) of the Company or any relatives of such Director or KMPs, are in any way concerned or interested financially or otherwise in the proposed Resolution.

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By order of the Board of Directors

Mahendra G.Patel
Managing Director

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**ATTENDANCE SLIP
EXTRAORDINARY GENERAL MEETING**

*Dp Id. / Client Id : _____

Regd. Folio No. : _____

No. of Shares(s) held : _____

Name and Address of the Registered Shareholder / Proxy _____

(* Applicable for investors holding share(s) in electronic form)

I/We hereby record my/our presence at the **Extraordinary General Meeting held** on 15th May, 2015 at 10.30 A.M. at LINCOLN HOUSE, Behind Satyam Complex, Science City Road, Sola, Ahmedabad – 380060

Member's / Proxy's Signature

Note: Please bring this attendance slip duly filled in to the Meeting and handover at the Entrance.

LINCOLN PHARMACEUTICALS LIMITED

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FORM MGT - 11

PROXY FORM

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

Name of the Member(s) : _____

Registered Address : _____

E-mail Id : _____

*DP Id. / Client Id : _____

Regd. Folio No. : _____

(* Applicable for investors holding share(s) in electronic form)

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

(1) Name _____

Address _____

E-mail Id: _____ Signature _____ or failing him/her

(2) Name _____

Address _____

E-mail Id: _____ Signature _____ or failing him/her

(3) Name _____

Address _____

E-mail Id: _____ Signature _____ or failing him/her

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company, to be held on 15th May, 2015 at 10.30 A.M. at LINCOLN HOUSE, Behind Satyam Complex, Science City Road, Sola, Ahmedabad – 380060 and at any adjournment thereof in respect of such resolution, as indicated below:

| Resolution No. | Matter of Resolution | For | Against |
|----------------|--|-----|---------|
| 1. | To Create, Offer, Issue and allot warrants convertible into equity shares on preferential basis. | | |

Signed this _____ day of _____, 2015

Signature of the Shareholder _____

Signature of Proxy holder(s) _____

Affix
Revenue
Stamp

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.

The instructions for shareholders voting electronically are as under:

- (i) The voting period commences at 10.00 A.M. on 12th May, 2015 and ends at 5.00 P.M. on 14th May, 2015 (Both days Inclusive). 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 8th May, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The said Notice of EGM has been sent/dispatched to the members holding shares of the Company as on 17th April, 2015.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) 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 first two letters of their name and the 8 digits of the sequence number in the PAN Field. The Sequence Number is printed on Cover letter. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. |
| DOB | Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format. |
| Dividend Bank Details | Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If 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 (iv). |

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN i.e. 150415001 for LINCOLN PHARMACEUTICALS LIMITED on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) 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 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.

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 or you can also contact Mr. Dushyant Nayak, Incharge Share & Securities, at LINCOLN HOUSE, B/h. Satyam Complex, Science City Road, Sola, Ahmedabad-380 062 or write an email to cs@lincolnpharma.com, Ph. No. +91 79 6777-8081.

If undelivered please return to :



LINCOLN PHARMACEUTICALS LIMITED

Regd. Office: LINCOLN HOUSE, Behind Satyam Complex,
Science City Road, Sola, Ahmedabad – 380060

www.lincolnpharma.co.in; CIN: L24230GJ1995PLC024288; Ph: 079 6777-8081; Fax: +91-79-6777 8062