

**UMESH PARIKH & ASSOCIATES
COMPANY SECRETARIES**

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

**Form No. MGT-13
Report of Scrutinizer**

*[Pursuant to Section 108 and 109 of the Companies Act, 2013 and Rule 20 and 21(2) of the
Companies (Management and Administration) Rules, 2014]*

To,
The Chairman,
21st Annual General Meeting of the Equity Shareholders of
LINCOLN PHARMACEUTICALS LTD.,
Held on 30th September, 2015 at,
"LINCOLN HOUSE", Behind Satyam Complex,
Science City Road, Sola,
Ahmedabad - 380060

Dear Sir,

Sub: Consolidated Scrutinizer's Report on Remote e-voting and poll.

I, Umesh G. Parikh, Proprietor of M/s. Umesh Parikh & Associates, Practicing Company Secretaries, having its office at 5-D, Vardan Exclusive, Next to Vimal House, Nr. Stadium Petrol Pump, Navrangpura, Ahmedabad - 380014, have been appointed as the Scrutinizer by the Board of Directors of M/s. Lincoln Pharmaceuticals Ltd., pursuant to Section 108 and 109 of the Companies Act, 2013 ("the Act") to scrutinize the remote e-voting process and voting through poll process at the 21st Annual General Meeting of Equity shareholders of M/s. Lincoln Pharmaceuticals Ltd. held on Wednesday, 30th September, 2015 at 10.30 a.m. I submit the report as under:

The Notice convening Annual General Meeting dated 4th August, 2015 was sent to the Shareholders.

The shareholders of the company holding shares as on the "cut-off" date i.e. on 23rd September, 2015 were entitled to vote on the resolutions as contained in the Notice of the Annual General Meeting.

The voting period for remote e-voting commenced on Saturday, 26th September, 2015 at 10.00 a.m. (IST) and ended on Tuesday, 29th September, 2015 at 5.00 p.m. (IST) and CDSL e-voting platform was blocked thereafter.

The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses Mr. Neel Shah and Mrs. Manali Shah who were not in the employment of the company and after the conclusion of the voting at the Annual General Meeting the votes cast there under were counted.



At the Annual General Meeting after the time fixed for closing of the poll by the Chairman, one ballot box kept for polling were locked in my presence with due identification marks placed by me.

The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by M/s. Sharepro Services (India) Pvt. Ltd., Registrar and Transfer Agents of the Company.

I did not find any poll papers invalid.

Consolidated report on the remote e-voting and voting through Poll papers at the Annual General Meeting is as under:

ORDINARY BUSINESSES:

Resolution No. 1: (ORDINARY RESOLUTION)

Adoption of Standalone and Consolidated Financial Statements including the audited Balance Sheet as at 31st March, 2015, Statement of Profit and Loss and Cash Flow for the year ended on that day together with the Directors' Report and the Auditors' Report thereon.

i. Voted in **favour** of the resolution:

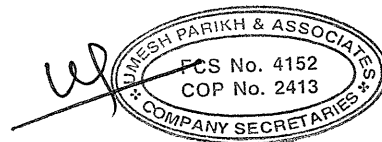
Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
54	85,01,442	100

ii. Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii. **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
0	0



Resolution No. 2 (ORDINARY RESOLUTION)

Declaration of Dividend on equity shares for the Financial Year 2014-15.

i. Voted in **favour** of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
54	85,01,442	100

ii. Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii. **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
0	0

Resolution No. 3 (ORDINARY RESOLUTION)

Re-appointment of Shri Hasmukhbhai I. Patel, (Holding DIN: 00104834) who retires by rotation as a Director of the Company.

i. Voted in **favour** of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
54	85,01,442	100

ii. Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii. **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
0	0



Resolution No. 4 (ORDINARY RESOLUTION)

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

i. Voted in **favour** of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
54	85,01,442	100

ii. Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii. **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
0	0

Resolution No. 5 (ORDINARY RESOLUTION)

Appointment of M/s. J. T. Shah & Co., Chartered Accountants as Statutory Auditors of the Company and fix remuneration.

i. Voted in **favour** of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
54	85,01,442	100

ii. Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii. **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
0	0



SPECIAL BUSINESS:

Resolution No. 6 (ORDINARY RESOLUTION)

Appointment of Shri Munjal M. Patel (Holding DIN: 02319308) as a Director.

i. Voted in **favour** of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
54	85,01,442	100

ii. Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii. **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
0	0

Resolution No. 7 (ORDINARY RESOLUTION)

Appointment of Shri Aashish R. Patel (Holding DIN: 01309017) as a Director.

i. Voted in **favour** of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
54	85,01,442	100

ii. Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii. **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
0	0



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Resolution No. 8 (ORDINARY RESOLUTION)

Appointment of Shri Munjal M. Patel (Holding DIN: 02319308) as a Whole-Time Director.

i. Voted in **favour** of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
54	85,01,442	100

ii. Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii. **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
0	0

Resolution No. 9 (ORDINARY RESOLUTION)

Appointment of Shri Aashish R. Patel (Holding DIN: 01309017) as a Whole-Time Director.

i. Voted in **favour** of the resolution:

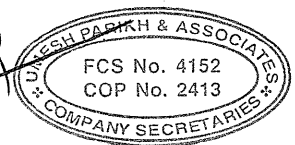
Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
54	85,01,442	100

ii. Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii. **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
0	0

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Resolution No. 10 (ORDINARY RESOLUTION)

Appointment of Ms. Meha M. Patel (Holding DIN: 07254852) as an Independent Director.

i. Voted in **favour** of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
54	85,01,442	100

ii. Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii. **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
0	0

Resolution No. 11 (SPECIAL RESOLUTION)

Approval of Related Party Transactions under Section 188 of Companies Act, 2013.

i. Voted in **favour** of the resolution:


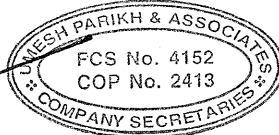
Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
29	32,33,538	100

ii. Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii. **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
0	0

Resolution No. 12 (ORDINARY RESOLUTION)

Ratification of remuneration of Cost Auditors, M/s. Kiran J. Mehta & Co., Cost Accountants of the Company.

i. Voted in **favour** of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
54	85,01,442	100

ii. Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii. **Invalid** votes:

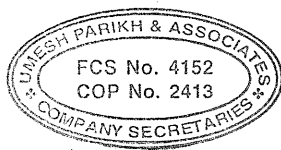
Number of members whose votes were declared invalid	Number of votes cast by them
0	0

All relevant records of electronic voting will remain in our safe custody until the Chairman considers, approves and signs the minutes of the 21st Annual General Meeting and the same shall be handed over thereafter to the Chairman / Company Secretary for safe keeping.

Thanking You,

Yours Faithfully,

Countersigned



Umesh

Umesh G. Parikh
FCS: 4152 CP No. 2413

Scrutinizer
Practicing Company Secretary

Myfate

Chairman

Place: Ahmedabad

Date: 1st October, 2015