

FROM NO. CAA 4

[Pursuant to Rule 13(2) and Rule 14]

**BEFORE THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL,
AT AHMEDABAD**

CA (CAA) NO. 49/NCLT/AHM/2020

In the matter of Companies Act,
2013;

And

In the matter of Section 230 to 232
read with Section 66 and other
applicable provisions of the
Companies Act, 2013

And

In the matter of Composite Scheme
of Arrangement involving
amalgamation of Lincoln Parenteral
Limited with Lincoln Pharmaceuticals
Limited

LINCOLN PARENTERAL LIMITED,

CIN: U24231GJ1991PLC015674

A Company incorporated under the
Provisions of Companies Act,1956,

Having Registered office At,

'Lincoln House', Behind Satyam
Complex, Science City Road, Sola,

Ahmedabad -380 060.

.....Applicant Transferor Company

With



**LINCOLN PHARMACEUTICALS
LIMITED**

CIN: L24230GJ1995PLC024288

A Company incorporated under the
Provisions of Companies Act, 1956,

Having Registered office At,

'Lincoln House', Behind Satyam

Complex, Science City Road, Sola,**Applicant Transferee Company**

Ahmedabad -380 060.

**REPORT OF THE RESULTS OF THE MEETING OF THE UNSECURED
CREDITORS OF LINCOLN PARENTERAL LIMITED ("THE COMPANY") HELD
PURSUANT TO THE ORDER OF NATIONAL COMPANY LAW TRIBUNAL,
AHMEDABAD BENCH ("THE TRIBUNAL") BY THE CHAIRMAN**

I, Umesh Parikh, the person appointed by the Hon'ble National Company Law Tribunal, Ahmedabad Bench (NCLT) vide it's Order dated September, 17, 2020, to act as Chairman of the meeting of Unsecured Creditors of the Lincoln Parenteral Limited ("Applicant Transferor Company" or "the Company"), summoned by notice dated 24th September, 2020, in terms of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and read with circulars dated May 05, 2020, April 13, 2020 and April 08, 2020 issued by Ministry of Corporate Affairs, served individually upon them and by advertisement dated the 27th day September, 2020, the meeting was held on the 29th day October, 2020 through Video Conferencing ("VC")/ Other audio visual means ("OAVM"), do hereby report to this Hon'ble National Company Law Tribunal, Ahmedabad Bench as follows:

1. Lincoln Parenteral Limited had provided remote e-voting facility and e-voting facility during the meeting, to its Unsecured Creditors, to enable them to cast their vote electronically on the resolutions proposed in the Notice of NCLT convened meeting. For providing e-voting facility, the Company had appointed Central Depository Services (India) Limited ("CDSL"). The remote e-voting commenced at 10:00 am on Monday, October 26, 2020 and concluded at 5:00 pm on Wednesday, October 28, 2020 and thereafter remote e-voting was disabled by CDSL and the meeting of Unsecured Creditors of the Applicant Transferor Company was held through Video Conferencing (VC) on Thursday, 29th October, 2020 at 2.00 P.M. The facility to cast electronic voting was also made available to those Unsecured Creditors who attended the meeting and had not casted their votes through remote e-voting after conclusion of VC Meeting for 15 minutes.



2. The said meeting was attended through Video Conferencing ("VC")/ Other audio-visual means ("OAVM") by 14 (Fourteen) Unsecured Creditors of the Company of value Rs. 3,32,41,753/- (Rupees Three Crore Thirty Two Lakh Forty One Thousand Seven Hundred Fifty Three only) representing 39.36% of value of debt of the Company as per the latest Audited Financial Statement i.e. 31st March, 2020.
3. Total 16 (Sixteen) Unsecured Creditors of value Rs. 3,37,45,337/- (Rupees Three Crore Thirty Seven Lakh Forty Five Thousand Three Hundred and Thirty Seven Only) casted their votes through remote e-voting and all votes representing 100% of the votes were casted in favour of the resolution.
4. The Amalgamation as embodied in the Scheme, notice and explanatory statement were taken as read with the permission of the Equity Shareholders of the meeting. The salient features thereof were explained by me in detail to the meeting. Members were provided with the facility of registering themselves for expressing their views/ask questions, however no shareholder registered themselves as speaker and there were no question submitted by the Unsecured Creditors to the said meeting.
5. The Proposed Scheme of Amalgamation of Lincoln Parenteral Limited (Transferor Company) and Lincoln Pharmaceutical Limited (Transferee Company) and their respective Shareholders and creditors was unanimously approved and agreed by the Unsecured Creditors of the Transferor Company and thereafter the following resolution was passed at the meeting:

RESOLVED THAT pursuant to the directions of Hon'ble National Company Law Tribunal, Ahmedabad Bench (hereinafter referred to as 'the Tribunal') and the provisions of Sections 230 to 232 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions of the Companies Act, 2013, the rules, circulars, and notifications made thereunder (including any statutory modification or re-enactment thereof) as may be applicable, the Securities Exchange Board of India Circular No CFD/DIL3/CIR/2017/21 dated 10th March 2017, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the observation/approval letters issued by BSE Limited and the National Stock Exchange of India Limited dated 08th July 2020 respectively and subject to provisions of the Memorandum and Articles of Association of the Company and subject to approval of the Hon'ble National Company Law Tribunal, Ahmedabad Bench ('NCLT') and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Hon'ble NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions 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 mean and include one or more Committee(s) constituted/to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution), the arrangement embodied in the Scheme of Amalgamation of Lincoln Parenteral Limited ("the Transferor Company") with Lincoln Pharmaceuticals Limited ("the Transferee Company") and their respective Shareholders and Creditors, be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the amalgamation embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Hon'ble NCLT while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper."

6. The consolidated result of the voting by Unsecured Creditors of the Company upon the said question is annexed herewith and marked as **Annexure - 1**.
7. Consolidated Report of Scrutinizer on Remote e-voting and electronic voting at the Hon'ble National Company Law Tribunal (NCLT) convened Meeting of Unsecured Creditors of Lincoln Parenteral Limited is annexed herewith and marked as **Annexure - 2**.
8. Based on the Consolidated Report of the Scrutinizer, Resolution as set out in the Notice of NCLT convened meeting has been unanimously approved by the Unsecured Creditors of the Company.



Umesh Parikh

Chairman of the meeting

Dated this 11 day of November, 2020

Place: Ahmedabad

Annexure - 1
Consolidated Results of Voting

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

| Type of voting | Number of Unsecured Creditors who voted | Value of Debts (in Rs.) | Number of votes casted by them | % of total number of valid votes casted |
|-----------------|---|-------------------------|--------------------------------|---|
| Remote e-voting | 16 | 3,37,45,337 | 3,37,45,337 | 100 |
| E-voting at AGM | - | - | - | - |
| Total | 16 | 3,37,45,337 | 3,37,45,337 | 100 |

II. Voted **against** the resolution:

| Type of voting | Number of Unsecured Creditors who voted | Value of Debts (in Rs.) | Number of votes casted by them | % of total number of valid votes casted |
|-----------------|---|-------------------------|--------------------------------|---|
| Remote e-voting | - | - | - | - |
| E-voting at AGM | - | - | - | - |
| Total | - | - | - | - |

III. **Abstained / Invalid** Votes:

| Type of voting | Number of Unsecured Creditors whose votes were declared invalid | Value of Debts (in Rs.) | Total number of invalid votes |
|-----------------|---|-------------------------|-------------------------------|
| Remote e-voting | - | - | - |
| E-voting at AGM | - | - | - |
| Total | - | - | - |

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