

NOTICE

NOTICE is hereby given that the 27th (Twenty Seventh) Annual General Meeting (“AGM”) of the members of Lincoln Pharmaceuticals Limited (“the Company”) will be held on Thursday, September 30, 2021 at 11:00 a.m. (IST) through Video Conference (“VC”) or Other Audio Visual Means (“OAVM”). The venue of the AGM shall be deemed to be the registered office of the Company. The following businesses will be transacted at the AGM:

ORDINARY BUSINESSES:

- To receive, consider and adopt the audited financial statements (standalone and consolidated) of the Company for the financial year ended March 31, 2021 together with the auditors’ report thereon and the report of the board of directors of the Company.
- To declare dividend of ₹ 1.50/- (15%) per equity share for the financial year 2020-2021.
- To appoint a Director in place of Mr. Hashmukh I. Patel [DIN: 00104834], who retires by rotation and being eligible offers himself for re-appointment as a Director.
- To appoint a Director in place of Mr. Munjal M. Patel [DIN: 02319308], who retires by rotation and being eligible offers himself for re-appointment as a Director.

SPECIAL BUSINESSES:

- 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 188 and other applicable provisions of the Companies Act, 2013 and rules framed there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to such other consents, approvals or permissions of any authority as may be necessary, consent of the members be and is hereby accorded for entering into transactions with related parties as per the details mentioned in the explanatory statement which is attached to and forming part of this notice.

RESOLVED FURTHER THAT the board of directors and / or any committee thereof be and is hereby authorised to settle any difficulty and doubts that may arise with regard to giving effect to the above resolution and to do all acts and take all such steps as may be necessary or expedient to give effect to this resolution.

- 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 read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the members be and is hereby accorded to ratify the payment of remuneration of ₹ 1,65,000/- (Rupees One Lakh and Sixty – Five Thousand Only) p.a. plus goods and service tax and out of pocket expense at actual to M/s. Kiran J. Mehta & Co., Cost Accountants (FRN: 000025), Ahmedabad who were appointed by the board of directors as cost auditors to conduct the audit of cost records maintained by the Company pertaining to products manufactured by the Company for the financial year ended on March 31, 2022.

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

**Niren. A. Desai
Company Secretary
Membership No. A60285**

Ahmedabad, August 10, 2021

Registered Office:
“LINCOLN HOUSE”, Behind Satyam Complex,
Science City Road, Sola, Ahmedabad,
Gujarat – 380 060, India.

NOTICE (Contd...)

NOTES:

1. In view of the continuing CoVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 05, 2020 read with circulars dated April 08, 2020 and April 13, 2020 (collectively referred to as "**MCA Circulars**") and SEBI vide its circulars dated May 12, 2020 and January 15, 2021 ("**SEBI Circulars**") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the members at a common venue. MCA vide circular dated January 13, 2021 has allowed the Companies whose AGM were due to be held in the year 2020 or become due in the year 2021, to conduct their AGMs on or before December 31, 2021 in accordance with the requirement provided in its circular dated May 05, 2020. In compliance with the provisions of the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.

As AGM is being held pursuant to the MCA and SEBI Circulars through VC / OAVM, the facility to appoint proxy will not be required for the AGM and hence the proxy form and attendance slip are not annexed to this Notice. Also, the route map is not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members such as the President of India or the Governor of a State or Body Corporates is entitled to appoint authorised representative to attend the AGM through VC / OAVM and participate thereat and cast their votes through e-voting.

2. The Explanatory Statement pursuant to provision of Section 102 of the Act, Secretarial Standard – 2 on General Meetings and SEBI Listing Regulations in respect of the special businesses is annexed hereto.
3. Considering the on-going pandemic situation and in compliance with the MCA Circulars and SEBI Circulars dated May 12, 2020, read with SEBI circulars dated January 15, 2021, Notice of the AGM along with the Annual Report is being sent only through electronic mode to those Members whose email addresses are registered with the Company / DPs. Members may note that the Notice of AGM and the Annual Report of the Company for the year ended March 31, 2021 is uploaded on the Company's website on www.lincolnpharma.com

and may be accessed by the members and will also be available on the website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. Members who have not registered their email addresses are requested to register the same with the Company / RTA / respective depository participant(s) ("DPs").

4. The Register of Members and Share Transfer Book shall remain closed from Saturday, September 18, 2021 to Thursday, September 30, 2021 (both days inclusive) for the purpose of AGM and to determine the list of members entitled to receive dividend, if approved by the shareholders at the AGM. In view of the above book closure dates, the members holding shares as on September 17, 2021 will be entitled to receive the dividend.
5. Institutional / corporate shareholders (i.e. other than individual / HUF, NRI etc.) are required to send a scanned copy of board resolution / authorization letter for authorizing the representative to attend the AGM of the Company through VC / OAVM on its behalf and to cast their vote through remote e-voting. The said board resolution / authorization letter shall be sent to Parikh Dave & Associates, the Scrutinizer, appointed by the Board, by email on their registered email address to evoting@parikhdave.com.
6. Members may note that the board of directors, at their meeting held on May 25, 2021 has recommended final dividend of ₹ 1.50/- per equity share (i.e. 15%) of ₹ 10/- each for the financial year ended on March 31, 2021. The members holding shares on record date i.e. the date prior to the commencement of the book closure, will only be entitled to receive the final dividend, if approved by the members at the AGM, for the financial year ended March 31, 2021 as per the (i) list of beneficial owners provided by the depositories in respect of shares held in demat form and (ii) Register of Members of the Company after giving effect to valid transmission / transposition in physical form lodged with the Link Intime India Private Limited, Registrar and Share Transfer Agent ("RTA") on or before the aforesaid date. The final dividend, once approved by the members at the AGM, will be paid within statutory time limit of 30 days, through direct credit to the bank account of members who have updated their bank account details either with the Company / RTA. For those members who have not updated their bank account details, company will send demand drafts / cheques to their registered

NOTICE (Contd...)

addresses either available with Company or with the RTA by permitted mode. To avoid delay in receiving the dividend, members are requested to update their Know Your Client (“KYC”) with their depositories (where shares are held in dematerialized mode) and with the RTA (where shares are held in physical mode) to receive the final dividend directly credit to their bank account.

7. Members may note that the Income Tax Act, 1961, (“the IT Act”) as amended by the Finance Act, 2020, mandates that dividends paid / distributed by a company after April 01, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of final dividend. In order to enable us to determine the appropriate TDS rate as applicable, members are requested to submit the following documents in accordance with the provisions of the IT Act. For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows:
 - Members having valid PAN – 10% or as notified by the Government of India
 - Members not having PAN / valid PAN – 20% or as notified by the Government of India

However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during financial year 2020-2021 does not exceed ₹ 5,000 (rupees five thousand) and also in cases where members provide Form 15G / Form 15H (applicable to individuals aged 60 years or more) subject to conditions specified under the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / Nil withholding tax. Registered members may also submit any other document as prescribed under the IT Act to claim a lower/ Nil withholding tax. PAN is mandatory for members providing Form 15G /15H or any other document as mentioned above.

For non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the double tax avoidance agreement (DTAA) between India and the country of tax residence

of the member, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA, non-resident shareholders will have to provide the following: Copy of the PAN card allotted by the Indian Income Tax authorities duly attested by the member Copy of Tax Residency Certificate (TRC) for the FY 2020-2021 obtained from the revenue authorities of the country of tax residence, duly attested by member Self declaration in Form 10F Self-declaration by the shareholder of having no permanent establishment in India in accordance with the applicable tax treaty Self-declaration of beneficial ownership by the non-resident shareholder Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by member.

In case of Foreign Institutional Investors / Foreign Portfolio Investors, tax will be deducted under Section 196D of the IT Act @ 20% (plus applicable surcharge and cess).

The aforesaid documents such as Form 15G / 15H, documents under section 196, 197A, FPI Registration Certificate, Tax Residency Certificate, Lower Tax certificate etc. can be uploaded on the link <https://linkintime.co.in/formsreg/submission-of-form-15g-15h.html> on or before September 10, 2021 to enable the Company to determine the appropriate TDS / withholding tax rate applicable. Any communication on the tax determination / deduction received post September 10, 2021 shall not be considered.

8. Members holding shares in physical form are requested to promptly notify in writing any change in their address, email address and file nomination in the prescribed Form SH-13 and for cancellation / variation in nomination in the prescribed Form SH-14 with the Company’s RTA, as prescribed under Section 72 of the Act and rules made thereunder. In respect of shares held in demat form, the nomination form may be filed with the respective DPs.
9. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their depository participant with whom they are maintaining their demat account(s). Members holding shares in physical form can submit their PAN details to the Company’s RTA. As per Regulation 40 of SEBI Listing Regulations (as amended), requests for effecting transfer of securities, except in case of transmission

NOTICE (Contd...)

or transposition of securities, shall not be processed effective from April 01, 2019 unless the securities are held in the dematerialized form. Hence, the Members holding equity shares of the Company in physical form are requested to take action to dematerialize the same promptly.

10. As required in terms of Secretarial Standard - 2 and SEBI Listing Regulations, the information (including profile and expertise in specific functional areas) pertaining to directors recommended for re-appointment in the AGM has been provided in the "Annexure" to the Notice. The Directors have furnished the requisite consent / declarations for their re-appointment as required under the Act, and the Rules thereunder.
11. All the relevant documents referred to in this Notice will be available for inspection in the electronic mode up to the date of AGM. Members seeking to inspect such documents can send the e-mail to investor@lincolnpharma.com by mentioning the details of Folio No. / Client ID - DP ID wherein the shares of the Company are held by the Member(s).
12. Members are requested to note that pursuant to the provisions of Section 124 of the Act, the dividend remaining unclaimed / unpaid for a period of seven years from the date it becomes due for payment shall be transferred to the Investor Education and Protection Fund (IEPF) set up by the Central Government. Those members who have not encashed their dividend warrants / cheques pertaining to the following financial years are requested to approach the Company for the payment thereof as the same will be transferred to the IEPF on the respective dates mentioned there against. Further, no claims will be entertained by the Company for any unclaimed / unpaid dividend transferred to IEPF thereafter. Pursuant to the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), the Company has uploaded the information in respect of the unclaimed / unpaid dividends on its website i.e. www.lincolnpharma.com and also on the website of the IEPF i.e. on www.iepf.gov.in. The unclaimed / unpaid dividends for the financial year 2013-2014 is due to be transferred to IEPF in the current financial year.

Financial year ended on	Date of declaration of dividend	Dividend payment %	Expected date of transfer of unpaid dividend to IEPF Account
March 31, 2014	September 30, 2014	6	December 06, 2021
March 31, 2015	September 30, 2015	10	November 07, 2022
March 31, 2016	September 30, 2016	10	November 06, 2023
March 31, 2017	September 29, 2017	12	November 05, 2024
March 31, 2018	September 29, 2018	15	November 05, 2025
March 31, 2019	September 30, 2019	15	November 06, 2026
March 31, 2020	February 27, 2020	@ 15	May 04, 2027

@ Interim Dividend

13. Pursuant to the provisions of Section 124 of the Act, read with Rule 6 of the IEPF Rules as amendments thereto, all shares in respect of which dividend has not been paid / claimed for seven consecutive years or more shall also be transferred to demat account of the IEPF Authority. The Company has intimated through letter to the concerned members regarding their equity shares including the unclaimed / unpaid dividend due for transfer during the current financial year and said details has been uploaded on the website of Company at www.lincolnpharma.com. The concerned members are requested to claim the same to avoid transfer of shares / dividend to IEPF Authority. No claim shall lie against the company after the shares are transferred to IEPF Authority. Upon transfer, the Members will be claim the said equity shares by following the requisite procedure with IEPF Authority, the details of which are also available at www.iepf.gov.in. Hence, it is in the Members' interest to claim any uncashed dividends and for future, opt for electronic credit of dividend, so that dividends paid by the company are credited to the Member's account on time.

NOTICE (Contd...)

14. Process for those Members whose email ids are not registered with the Depositories or the Company for obtaining login credentials for e-voting:
- **Members holding shares in physical form** may request for the same along with providing necessary details like Folio No., Name of Member, self-attested scan copy of PAN Card & Aadhaar Card by email to investor@lincolnpharma.com;
 - **Members holding shares in demat form** may request for the same along with providing demat account details (CDSL-16 digit beneficiary ID or NSDL-8 Character DPID + 8 Character Client ID), Name of Member, client master or copy of consolidated account statement, self-attested scan copy of PAN Card & Aadhaar Card by email to investor@lincolnpharma.com.
15. Process for updating of Email Ids / Mobile No of the members whose Email Ids / Mobile No. are not registered with the Company / Depositories:
- **Members holding shares in physical form** – Update your Email Id and Mobile No by providing necessary details like Folio No., Name of member, self-attested scan copy of PAN card & Aadhaar card by email to investor@lincolnpharma.com.
 - **Members holding shares in demat form** – Update your Email Id & Mobile No. with your respective Depository Participant(s); for individual shareholders holding shares in demat form, updation of Email Id & Mobile No. are mandatory for e-voting and joining virtual meetings through depositories.
16. **General Instructions for accessing and participating at the AGM through Electronic Means (VC/OAVM):**
- a) In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations (as amended), and MCA Circulars, the Company is providing facility of remote e-voting to its members in respect of the business to be transacted at the AGM. For this purpose, the Company has availed the facility from Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting during the AGM will be provided by CDSL.
- b) The Members can join the AGM by electronic means i.e. through VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the meeting by following the procedure as mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 members on first come first served basis. This will not include large shareholders (holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit, Nomination and Remuneration and Stakeholders Relationship Committees, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- c) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- d) Pursuant to MCA Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
17. **Instructions for remote e-voting and e-voting during AGM and joining meeting through VC / OAVM:**
- Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 09, 2020, under Regulation 44 of the SEBI Listing Regulations, Listed companies are required to provide remote e-voting facility to its members, in respect of all members' resolutions. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed companies in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the members.
- In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided

NOTICE (Contd...)

to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

The Company is pleased to provide remote e-voting facility through CDSL for the Members of the Company to enable them to cast their votes electronically on the resolutions mentioned in this Notice of AGM of the Company dated August 10, 2021.

- 1) The voting period begins on Monday, September 27, 2021 at 10:00 a.m. and ends on Wednesday, September 29, 2021 at 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) September 23, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- 2) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- 3) Login method for e-Voting and joining VC / OAVM for individual shareholders holding securities in Demat mode:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ul style="list-style-type: none"> • Users of who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System My easi. • After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/ NSDL/ KARVY/ LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly. • If the user is not registered for Easi / Easiest, option to register is available at https://web.cdslindia.com/myeasi./Registration/ Easi Registration • Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress during or before the AGM.

NOTICE (Contd...)

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ul style="list-style-type: none"> If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<ul style="list-style-type: none"> You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important Note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

NOTICE (Contd...)

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL:

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- 4) Login method for e-Voting and joining virtual meeting through VC / OAVM for shareholders other than individual shareholders & physical shareholders.
- The shareholders should log on to the e-voting website www.evotingindia.com.
 - Click on "Shareholders" module.
 - Now enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - Next enter the Image Verification as displayed and Click on Login.
 - If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

- i) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual 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"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
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 (v).

- After entering these details appropriately, click on "SUBMIT" tab.
- Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

NOTICE (Contd...)

- 7) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - 8) Click on the EVSN for the relevant LINCOLN PHARMACEUTICALS LIMITED on which you choose to vote.
 - 9) 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.
 - 10) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - 11) 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.
 - 12) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - 13) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
 - 14) 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.
 - 15) **Facility for Non – Individual Shareholders and Custodians –Remote E-Voting**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - 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.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the scrutinizer on evoting@parikh-dave.com and to the Company at investor@lincolnpharma.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- 18. Instructions for attending the AGM through VC/OAVM & e-voting during meeting:**
- 1) The procedure for attending the AGM & e-Voting on the day of the AGM are same as the instructions mentioned above for remote e-voting.
 - 2) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for remote e-voting.
 - 3) Shareholders who have voted through remote e-voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
 - 4) Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
 - 5) Further shareholders will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.
 - 6) Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable WI-FI or LAN connection to mitigate any kind of aforesaid glitches.

NOTICE (Contd...)

- 7) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 10 days prior to the AGM mentioning their name, demat account number/ folio number, email id, mobile number at investor@lincolnpharma.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investor@lincolnpharma.com. These queries will be replied to by the company suitably by email.
- 8) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.
- 9) Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
- 10) If any votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

19. Helpdesk for individual shareholders / institutional shareholders for remote e-voting, e-voting during the AGM and participating at AGM:

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

In addition, any query / grievance with respect to the voting by electronic means may please be addressed to Mr. Niren. A. Desai, Company Secretary of the Company shall be responsible for addressing all the grievances in relation to AGM including e-voting related queries. Further, contact details for query / grievance investor@lincolnpharma.com, Ph. No.: +91-79-4107-8000/81. Regd. Office Address: "LINCOLN HOUSE", Behind Satyam Complex, Science City Road, Sola, Ahmedabad, Gujarat – 380 060, India.

20. Other Instructions/information:

- a) The voting rights of the Members shall be in proportion of the shares held by them in paid-up equity share capital of the company as on the cut-off date i.e. September 23, 2021. A person who is not the Member as on cut-off date should treat this notice for information purpose only.
- b) Any person(s), who acquires shares of the Company i.e. becomes Member(s) after Notice is sent by the Company, and holds shares as of the cut-off date i.e. September 23, 2021 should follow the same procedure of e-voting as mentioned in this Notice. In case such Member(s) has not updated the respective PAN with the Company/ DPs, the Member may approach the Company/RTA as per details provided in the Notice.
- c) Parikh Dave & Associates, Practicing Company Secretary, have been appointed as the Scrutinizer to scrutinize the e-voting process (including the e-voting during the AGM) in a fair and transparent manner.
- d) The Scrutinizer shall, within a period not exceeding two working days from the conclusion of AGM, unblock the votes in the presence of at least two witnesses (not in the employment of the Company) and a Scrutinizer's Report of the votes cast in the favor or against, if any, shall be submitted to the Chairman of the AGM or any person authorised by him, who shall counter sign the same. The result will be intimated to Stock Exchanges where the Company's securities are listed and displayed along with the Scrutinizer's Report on the Company's website (www.lincolnpharma.com). Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of AGM.

NOTICE (Contd...)

- e) Members who are present at AGM through VC/OAVM and have not used the facility of remote e-voting during the e-voting as stated above to cast their votes on the resolution(s) mentioned in this Notice, and are otherwise not barred from doing so, shall be provided e-voting facility during the AGM. Members can opt for only one mode of voting i.e. either through remote e-voting during e-voting period before the AGM date or e-voting during the AGM subject to the Member(s) joining the AGM through VC/OAVM.

CONTACT DETAILS:

Name of Company	Lincoln Pharmaceuticals Limited
Registrar and Transfer Agent (RTA)	Link Intime India Private Limited Address: 5 th Floors, 506-508, Amarnath Business Centre-1, Beside Gala Business Centre, Near St. Xavier's Collage Corner, Off C. G. Road, Navrangpura, Ahmedabad, Gujarat – 380009. Ph. No.: +91-79-2646-5179/3000-2684, Email ID: ahmedabad@linkintime.co.in, Website: https://instavote.linkintime.co.in
Scrutinizer	Parikh Dave & Associates, Practicing Company Secretary, Email ID: evoting@parikhdave.com
E-Voting Agency	Central Depository Services (India) Limited Email ID:helpdesk.evoting@cdslindia.com

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

Item No. 5:

The Company is inter-alia, engaged in the business of manufacturing, marketing and distribution of pharmaceutical products. The Company in the ordinary course of its business is entering into transaction relating to sale / purchase of various goods/materials, job-works and availing of services with the below mentioned related parties within the meaning of Section 2(76) of the Act and Regulation 23 of SEBI Listing Regulations.

- 1) Lincoln Parenteral Limited, Subsidiary Company,
- 2) Zullinc Healthcare LLP, Wholly Owned Subsidiary,
- 3) Sunmed Corporation LLP,
- 4) Shree Corporation.

The transactions with the aforesaid related parties are entered into in the ordinary course of business and on arm's length price. Prior approval of Audit Committee is also obtained for entering into said transactions. However, for abundant caution and as a good corporate practice, your directors thought it fit to get the approval of members for entering into below mentioned transactions with the related parties.

Details of transactions relating to sale/purchase of goods, materials, availing of services and job-works with the above mentioned related parties for period of three years with effect from October 01, 2021 will be on following terms and conditions:

The particulars of the contracts/arrangements/transactions are as under:

Name of Related Party	Name of Directors or KMPs who is / are related	Nature of relationship	Nature of contracts/ arrangements / transactions	Material terms of the contracts / arrangements / transactions	Monetary Value
Lincoln Parenteral Limited	Mr. Arvind G. Patel and Mr. Niren A. Desai	Subsidiary Company	sale / purchase of goods, materials and job work	At prevailing prices on arm's length basis and on Industry practice terms.	F.Y. 2021-2022: ₹ 25 Cr. F.Y. 2022-2023: ₹ 30 Cr. F.Y. 2023-2024: ₹ 35 Cr.
Zullinc Healthcare LLP	Mr. Mahendra M. Patel and Mr. Hasmukh I. Patel	Wholly owned Subsidiary	sale / purchase of goods, materials and job work	At prevailing prices on arm's length basis and on industry practice terms.	F.Y. 2021-2022: ₹ 20 Cr. F.Y. 2022-2023: ₹ 25 Cr. F.Y. 2023-2024: ₹ 30 Cr.
Sunmed Corporation LLP	Mr. Munjal M. Patel	Entity with Common Director	sale / purchase of goods, materials and job work	At prevailing prices on arm's length basis and on Industry practice terms.	F.Y. 2021-2022: ₹ 10 Cr. F.Y. 2022-2023: ₹ 15 Cr. F.Y. 2023-2024: ₹ 20 Cr.
Shree Corporation	Mr. Mahendra G. Patel and Mr. Munjal M. Patel	Entity with Common Director	Sale / purchase of goods, materials and availing / providing of services	At prevailing prices on arm's length basis and on Industry practice terms.	F.Y. 2021-2022: ₹ 15 Cr. F.Y. 2022-2023: ₹ 18 Cr. F.Y. 2023-2024: ₹ 20 Cr.

NOTICE (Contd...)

Pursuant to the provisions of Section 188 of the Act read with the relevant Rules framed thereunder and Regulation 23 of SEBI Listing Regulations approval of the members is being sought for entering into transactions with related parties as defined in Section 2 (76) of the Act, as explained above.

In view of the above, your directors recommend passing of the proposed resolution.

Except, Mr. Mahendra G. Patel, Managing Director, Mr. Hashmukh I. Patel and Mr. Munjal M. Patel, Whole Time Directors, Mr. Arvind G. Patel, Director and Mr. Niren A. Desai, Company Secretary along with their relatives none of the other Directors and Key Managerial Personnel along with their relatives are interested financially or otherwise in the proposed resolution.

The proposed resolution does not relate to or affect any other company.

Item No. 6:

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, 2022 at a remuneration as mentioned in the resolution attached to the Notice.

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 ratification of remuneration payable to the Cost Auditors for the financial year ending on March 31, 2022.

Your Directors recommend passing of the proposed resolution.

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

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

**Niren. A. Desai
Company Secretary
Membership No. A60285**

Ahmedabad, August 10, 2021

Registered Office:

"LINCOLN HOUSE", Behind Satyam Complex,
Science City Road, Sola, Ahmedabad,
Gujarat – 380 060, India.

ANNEXURE TO THE NOTICE:

Information on Directors being appointed / re-appointed as required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 on General Meetings:

Name of Directors	Mr. Hashmukh I. Patel	Mr. Munjal M. Patel
DIN	00104834	02319308
Date of Birth	December 08, 1958	June 26, 1982
Date of Appointment on the Board	January 20, 1995	November 14, 2014
Qualification	B. Sc	M B A- Finance & PGDIFA
Remuneration last drawn	₹ 27.85 Lakhs	₹ 25.21 Lakhs
Nature of expertise in specific functional areas	Marketing & Sales	International Trade & Financial Matters
Relationship with other Directors, Manager and other Key Managerial Personnel	None	Mr. Munjal M. Patel is son of Mr. Mahendra G. Patel
Directorship held in other Public Companies	None	Karnavati Distributors Ltd & Kapashi Commercial Ltd
Chairmanship / Membership of Committee in other Companies, if any	None	None
No. of Shares held in the Company as on March 31, 2021	3,73,600	14,25,500