

Date: April 09, 2024

To, The Manager, Listing Department, National Stock Exchange of India Limited (NSE), Exchange Plaza, C – 1, Block – G, Bandra – Kurla Complex, Bandra (E), Mumbai-400 051. Scrip Code-LINCOLN	To, The Department of Corporate Service, BSE Limited, 1 st Floor, New Trading Ring, Rotunda Building, Phiroze Jeejeebhoy Tower, Dalal Street, Mumbai – 400 001. Scrip Code-531633
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Dear Sir / Madam,

Subject: Submission of Notice of Postal Ballot - Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Pursuant to Regulation 30 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and in furtherance to our earlier intimation dated April 01, 2024, respectively, please find enclosed herewith copy of Postal Ballot Notice, being sent to the members of the Company, seeking their approval in respect of following matter:

SR No.	Type	Particular
1.	Special Resolution	Appointment of Mr. Nareshkumar Suthar (DIN: 03261937) as an Independent Director of the Company w.e.f April 01, 2024.
2.	Special Resolution	Appointment of Ms. Seema Manubhai Mehta (DIN: 10540549) as a Woman Independent Director of the Company w.e.f April 01, 2024.

In compliance with the relevant circulars issued by the Ministry of Corporate Affairs and SEBI, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories as on Cut-off date i.e. Friday, 5th April, 2024. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

Regd. Office : "Lincoln House", B/h. Satyam Complex, Science City Road, Sola, Ahmedabad-380060, Gujarat, India.

Phone : +91-79-4107 8000 | **CIN** L24230GJ1995PLC024288

E-mail : info@lincolnpharma.com | **Website :** www.lincolnpharma.com

Factory : Trimul Estate, Khatraj, Tal.- Kalol, Dist.- Gandhinagar-382721, Gujarat State, India

Phone : +91-79-4913 5000 | **E-mail :** khatraj@lincolnpharma.com



The Company has engaged the services of Central Depository Services (India) Limited for the purpose of providing evoting facility to the members. The remote e-voting period will commence on Friday, April 19, 2024 at 9:00 A.M. (IST) and ends on Saturday, May 18, 2024 at 5:00 P.M. (IST). The Notice of Postal Ballot & E-Voting is also available on the website of the Company viz. www.lincolnpharma.com.

The Board of Directors has appointed M/s. Parikh Dave & Associates, Practicing Companies Secretaries, as Scrutinizer to conduct the Postal Ballot through e-voting process in a fair and transparent manner. The results of Postal Ballot will be announced within 2 days of conclusion of remote e-voting i.e. on or before Tuesday, May 21, 2024.

Kindly take the same on your records.

**Thanking you,
Yours faithfully,
For Lincoln Pharmaceuticals Ltd**

**Trusha Shah
Company Secretary & Compliance Officer**

Encl.: As Above



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POSTAL BALLOT NOTICE

Dear Members,

NOTICE is hereby given that pursuant to the provision of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Management & Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard - 2 on General Meetings issued by The Institute of Company Secretaries of India and in accordance with the General Circular Nos. 17/2020 and 9/2023 dated April 13, 2020 and September 25, 2023 respectively and other circulars issued by the Ministry of Corporate Affairs in this respect herein after collectively referred to as ("MCA Circulars") [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and also SEBI Circulars HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 (collectively referred to as 'SEBI Circulars') and other applicable laws, rules & regulations, the resolutions appended below are proposed for approval of the Members of the Company to be passed as Special Resolutions through Postal Ballot only by voting through electronic means ("remote e-voting").

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with M/s. Link Intime India Private Limited ("RTA"), the Company's Registrar and Share Transfer Agent, and/or the Depository Participant(s) as on cut-off date i.e. Friday, April 05, 2024. In compliance with the Act, MCA Circulars and other applicable provisions, Hard copy of the Postal Ballot Notice, Postal Ballot Form and pre-paid business reply envelope will not be sent to the members for this Postal Ballot, therefore, members are required to communicate their assent or dissent through the remote e-voting system only. Members may note that the Notice of the Postal Ballot will also be available on the Company's website at www.lincolnpharma.com under Investors' Section, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of CDSL at www.evotingindia.com. The proposed resolutions together with the Explanatory Statement thereto setting out all the material facts concerning resolution along with the reasons for the proposed resolutions is annexed hereto for your consideration.

Mr. Umesh Parikh (FCS No. - 4152; CP No. 2413), or failing him Mr. Uday Dave (FCS No. 6545; CP No. 7158) Partners of M/s. Parikh Dave & Associates – A Peer Reviewed Firm, Practicing Company Secretaries, has been appointed as Scrutinizer by the Board of Directors of the Company pursuant to Rule 22(5) of the Companies (Management & Administration) Rules, 2014 for conducting entire Postal Ballot through remote e-voting process in a fair and transparent manner.

The remote e-voting period will commence from Friday, April 19, 2024 at 9:00 A.M. (IST) and ends on Saturday, May 18, 2024 at 5:00 P.M. (IST). The e-voting facility will be blocked



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forthwith. The detailed instructions for e-voting are appended herewith. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide e-voting facility to all the members of the Company.

The Scrutinizer will submit his report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced within 2 working days of conclusion of remote e-voting i.e. on or before Tuesday, May 21, 2024.

The said results along with the Scrutinizer's Report will be submitted to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed. The results along with the scrutinizer's report will also be posted on the website of the Company at www.lincolnpharma.com, websites of the Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on CDSL's website at www.evotingindia.com.

You are requested to pursue the proposed Resolutions along with its Explanatory Statement and thereafter, record your assent or dissent by means of remote e-voting facility provided by the Company. The proposed resolutions, if approved subject to receipt of requisite number of votes, will be taken as having duly passed on the last date specified for e-voting of Members by means of Postal Ballot i.e. Saturday, May 18, 2024.

PROPOSED RESOLUTIONS:

1. TO APPOINT MR. NARESHKUMAR SUTHAR (DIN:03261937) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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 Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based upon the recommendation of Nomination and Remuneration Committee and Board of Directors, consent of the Members be and is hereby accorded to appoint Mr. Nareshkumar Suthar (DIN: 03261937), who was appointed as an Additional Director of the Company with effect from April 1, 2024, pursuant to Section 161 of the Act and the Articles of Association of the Company and in respect of whom the company has received a notice in writing from a member proposing him as an Independent Director of the Company, not liable to retire by rotation, to hold office for the term of five consecutive years commencing from April 01, 2024 to March 31, 2029.



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RESOLVED FURTHER THAT the Board / Committee of Directors of the Company or such officer(s) as may be authorized by the Board /Committee be and is hereby authorized to sign and execute all the requisite documents and to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient for the purpose of giving effect to this resolution."

2. TO APPOINT MS. SEEMA MEHTA (DIN:10540549) AS A WOMAN INDEPENDENT DIRECTOR OF THE COMPANY

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 Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based upon the recommendation of Nomination and Remuneration Committee and Board of Directors, consent of the Members be and is hereby accorded to appoint Ms. Seema Mehta (DIN: 10540549), who was appointed as an Additional Director of the Company with effect from April 1, 2024, pursuant to Section 161 of the Act and the Articles of Association of the Company and in respect of whom the company has received a notice in writing from a member proposing her as a Non-Executive Woman Independent Director of the Company, not liable to retire by rotation, to hold office for the first term of five consecutive years commencing from April 01, 2024 to March 31, 2029.

RESOLVED FURTHER THAT the Board / Committee of Directors of the Company or such officer(s) as may be authorized by the Board /Committee be and is hereby authorized to sign and execute all the requisite documents and to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient for the purpose of giving effect to this resolution."

**By order of the Board
For, Lincoln Pharmaceuticals Limited
Sd/-**

**Trusha Shah
Company Secretary & Compliance Officer**

Date: April 01, 2024

Place: Ahmedabad

Regd. Office:

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Ahmedabad 380060, Gujarat, India.



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NOTES:

1. In respect of Item No. 1 to 2, a statement giving additional information on the Directors seeking appointment is annexed hereto as Annexure-1 as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act") stating all material facts and the reasons in respect of the abovementioned businesses under Item 1 and 2 is annexed hereto.
3. In compliance with MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with M/s. Link Intime India Private Limited ("RTA"), the Company's Registrar and Share Transfer Agent, and/or the Depository Participant(s) as on cut-off date i.e. Friday, April 05, 2024. Members may note that the Notice will also be available on the Company's website at www.lincolnpharma.com under Investor Section, websites of the Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of CDSL at www.evotingindia.com.
4. The voting shall be reckoned in proportion of shares held by them as on Friday, April 05, 2024 (Cut-off date).
5. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to investor@lincolnpharma.com and cs@lincolnpharma.com or directly upload the same on e-voting portal while e-voting.
6. All the material documents referred to in the Explanatory Statement, shall be available for inspection for Members through electronic mode from April 19, 2024 to May 18, 2024 basis the request being sent on investor@lincolnpharma.com mentioning their name, Folio no. / Client ID and DP ID and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.
7. A member cannot exercise his vote by proxy on Postal Ballot.
8. The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company at www.lincolnpharma.com and on the website of CDSL at www.cdslindia.com immediately after the declaration of result by the Chairman or any person authorized by him in writing. The results shall also be forwarded to the Stock Exchanges (NSE and BSE) where the shares of Company are listed.



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9. In case of any query/grievance in connection with the Postal Ballot including e-voting, Members may contact CDSL by e-mail at helpdesk.evoting@cdslindia.com or the Company Secretary at investor@lincolnpharma.com.

10. In case of members who have not registered their email address:

In terms of the MCA Circulars, the Postal Ballot Notice is being sent by the Company in electronic form only and hard copy of Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system only. Therefore, those members who have not yet registered their e-mail address are requested to get their e-mail addresses registered by following the procedure given below:

- a. **For Physical shareholders-** Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhar (self-attested scanned copy of Aadhar Card) by e-mail to the RTA at its e-mail id.
- b. **For Demat shareholders** – Please contact your Depository Participant (DP) and register your email ID details in your demat account, as per the process advised by your DP.

11. Instructions for voting through electronic means are as under:

The voting period will commence on Friday, April 19, 2024 at 9:00 A.M. (IST) and ends on Saturday, May 18, 2024 at 5:00 P.M. (IST) 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) i.e. April 05, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is casted by the shareholder, the shareholder shall not be allowed to change it subsequently.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided 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.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (i) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository

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Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL 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 users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

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<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) 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.nsdl.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. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.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.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>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 website for casting your vote during the remote e-Voting period.</p>



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

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 toll free no. 1800 22 55 33
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

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (ii) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on "Shareholders" module.
 - 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) 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.

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

	For Physical shareholders and other than individual shareholders holding shares in Demat.
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.

(iii) After entering these details appropriately, click on "SUBMIT" tab.

(iv) 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.

(v) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(vi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(vii) 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.

(viii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

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- (ix) 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.
- (x) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xii) 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.
- (xiii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiv) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- 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 will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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 mandatory 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 and to the Company at the email address viz; 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.



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Website: www.lincolnpharma.com.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.

2. For Demat shareholders -Please update your email id & mobile no. with your respective Depository Participant (DP).

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33.



LINCOLN PHARMACEUTICALS LIMITED

CIN: L24230GJ1995PLC024288

Registered Office: "LINCOLN HOUSE", Behind Satyam Complex,
Science City Road, Sola, Ahmedabad – 380060, Gujarat, India.

Ph. No.: +91-79-4107-8000; **Email ID:** investor@lincolnpharma.com;

Website: www.lincolnpharma.com.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 AND 110 OF THE COMPANIES ACT, 2013

ITEM NO. 1

In view of recent changes in office of Independent Directors of the company and to comply with the provisions of Companies Act, 2013 ("Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Board of Directors, on the recommendation of the Nomination and Remuneration Committee (NRC), in its meeting held on 1st April, 2024, appointed Mr. Nareshkumar Suthar as an Additional Director (Category: Independent Director) for a term of consecutive five years effective from 1st April, 2024, subject to the approval of the shareholders.

In terms of amendment in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), a listed entity shall ensure that approval of Members for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, the appointment of Mr. Nareshkumar Suthar would require approval of Members of the Company on or before 30th June, 2024.

The Company has received a Notice under Section 160 of the Act from a Member in writing proposing the candidature of Mr. Nareshkumar Suthar for appointment as an Independent Director of the Company. The Company has received consent in writing from Mr. Nareshkumar Suthar to act as Director in Form DIR-2 and intimation in Form DIR-8 to the effect that he is not disqualified under section 164(2) of the Act to act as Director. The Company has also received a declaration from him stating that he meets the criteria of independence as prescribed u/s 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations.

In the opinion of the Board, Mr. Nareshkumar Suthar is a person of integrity, possesses the relevant expertise and experience, fulfills the conditions specified in the Act and the rules made thereunder and is independent of the management of the Company and he is not debarred from holding the office of director by virtue of any SEBI order or any such authority.

Considering his impeccable background particularly in Finance, the Board considers that the Company will greatly benefitted from his association and recommends the resolution in relation to his appointment as an Independent Director for the approval of the members of the Company by a special resolution. The Nomination and Remuneration Committee also noted the skills, expertise and competencies possessed by Mr. Nareshkumar Suthar were in alignment with the skills and expertise, identified by the Committee and the Board, for the Directors of the Company.

Draft letter of appointment of Mr. Nareshkumar Suthar setting out the terms and conditions of appointment will be available for inspection by the Members through electronic mode till the last date of remote evoting for this postal ballot.



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Brief Profile and Additional information in respect of Mr. Nareshkumar Suthar pursuant to Regulation 36 of Listing Regulations and the Secretarial Standard on General Meetings (SS-2), is provided in **Annexure-I** to this Notice.

Except Mr. Nareshkumar Suthar and his relatives, if any, no other Director or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out in Item No. 1 of this Notice.

The Board recommends the Special Resolution set out in Item No. 1 of the Notice for the approval of the members.

ITEM NO. 2

In view of recent changes in office of Independent Directors of the company and to comply with the provisions of Companies Act, 2013 ("Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Board of Directors, on the recommendation of the Nomination and Remuneration Committee (NRC), in its meeting held on 1st April, 2024, appointed Ms. Seema Mehta as an Additional Director (Category: Independent Director) for a term of consecutive five years effective from 1st April, 2024, subject to the approval of the shareholders.

Further, in terms of amendment in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), a listed entity shall ensure that approval of Members for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, the appointment of Ms. Seema Mehta would require approval of Members of the Company on or before 30th June, 2024.

The Company has received a Notice under Section 160 of the Act from a Member in writing proposing the candidature of Ms. Seema Mehta for appointment as an Independent Director of the Company. The Company has received consent in writing from Ms. Seema Mehta to act as Director in Form DIR-2 and an intimation in Form DIR-8 to the effect that he is not disqualified under section 164(2) of the Act to act as Director. The Company has also received a declaration from her stating that she meets the criteria of independence as prescribed u/s 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations.

In the opinion of the Board, Ms. Seema Mehta is a person of integrity, possesses the relevant expertise and experience, fulfills the conditions specified in the Act and the rules made thereunder and is independent of the management of the Company and she is not debarred from holding the office of director by virtue of any SEBI order or any such authority.

Considering her impeccable credentials, the Board considers that the Company will greatly benefit from her association and recommends the resolution in relation to her appointment as an Independent Director for the approval of the members of the Company by a special resolution. The Nomination and Remuneration Committee also noted the skills, expertise and competencies possessed by Ms. Seema Mehta were in



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alignment with the skills and expertise, identified by the Committee and the Board, for the Directors of the Company.

Draft letter of appointment of Ms. Seema Mehta setting out the terms and conditions of appointment will be available for inspection by the Members through electronic mode till the last date of remote voting for this postal ballot.

Brief Profile and Additional information in respect of Ms. Seema Mehta pursuant to Regulation 36 of Listing Regulations and the Secretarial Standard on General Meetings (SS-2), is provided in Annexure-I to this Notice.

Except Ms. Seema Mehta and her relatives, if any, no other Director or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out in **Annexure-I** of this Notice.

The Board recommends the Special Resolution set out in Item No. 2 of the Notice for the approval of the members.

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Annexure-1

ANNEXURE TO ITEM NO. 1 AND 2 OF THE NOTICE

Profile of Directors seeking appointment through Postal Ballot process

(In pursuance of Regulation 36 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2))

Name of Director	Mr. Nareshkumar Suthar	Ms. Seema Mehta
DIN	03261937	10540549
Date of Birth	29/12/1975	06/05/1960
Nationality	Indian	Indian
Qualification and Experience (including expertise in specific functional area)/ Brief resume	Mr. Nareshkumar Suthar is a commerce graduate from Gujarat University. Mr. Nareshkumar Suthar is presently having a business of electric stampings and transformers laminations since year 2000.	Ms. Seema Mehta is a post graduate from Gujarat University. She has had a successful career spanning over 38 years in the field of Finance. She is a retired clerk worked for BSNL, a Government Company situated at Ahmedabad.
Date of first appointment on the Board	April 01, 2024	April 01, 2024
Terms and conditions of appointment	As mentioned in the resolution set out at Item No.1 of the Notice	As mentioned in the resolution set out at Item No.2 of the Notice
Details of last drawn remuneration and proposed remuneration (excluding sitting fees paid to non-executive Directors)	NIL	NIL
Shareholding in the Company as on date	NIL	NIL
Name of listed entities in which the person also holds the Directorship	None	None
Name of listed entities in which the person also holds membership of	None	None



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Committees of the Board		
Name of listed entities from which the person has resigned in the past three years	-	-
Inter-se relationships between Directors and Relationship with other Directors, Manager and other Key Managerial Personnel	No relationship exist with any other Directors/ KMP	No relationship exist with any other Directors/ KMP
No. of Board Meetings attended during the Financial year 2023-24	Not Applicable	Not Applicable

By order of the Board
For, Lincoln Pharmaceuticals Limited
Sd/-

Trusha Shah
Company Secretary & Compliance Officer

Date: April 01, 2024
Place: Ahmedabad

Regd. Office:
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Behind Satyam Complex,
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Ahmedabad 380060, Gujarat, India.