

NOTICE TO SECURED CREDITORS

ADJOURNED MEETING OF THE SECURED CREDITORS

OF

LYKA LABS LIMITED

(Convened pursuant to the order dated 9th day of May, 2018 passed by the National Company
Law Tribunal, Bench at Ahmedabad)

MEETING

Day	Monday
Date	9 th July, 2018
Time	12: 00 Noon
Venue	4801/B & 4802/A GIDC Industrial Estate, Ankleshwar 393002, Gujarat, India.

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
BENCH, AT AHMEDABAD**

COMPANY APPLICATION (CAA) NO 2 of 2018

In the matter of the Companies Act, 2013;

And

**In the matter of Sections 230-232 read with other
relevant provisions of the Companies Act, 2013**

And

**In the matter of Scheme of Merger (By Absorption)
of Lyka Healthcare Limited (“Transferor
Company”) with Lyka Labs Limited (“The
Transferee Company”) and their respective
Shareholders**

LYKA LABS LIMITED,

a Company incorporated under the provisions }
of the Companies Act, 1956 and having its }
Registered Office at 4801/B & 4802/A GIDC }
Industrial Estate, Ankleshwar 393002, Gujarat, }
India. } - Applicant / Transferee Company

**NOTICE CONVENING THE MEETING OF THE SECURED CREDITORS OF THE
APPLICANT COMPANY**

To,

**The Secured creditors of LYKA LABS LIMITED (the “Applicant Company” or “Transferee
Company”)**

NOTICE is hereby given that an adjourned meeting of the secured creditors of the Applicant Company, (which had been convened on Monday, 2nd July 2018, at 12.00 noon where at the consideration of the under noted items of business was adjourned) be convened and held at 4801/B & 4802/A GIDC Industrial Estate, Ankleshwar 393002, Gujarat, India, on Monday, 9th July, 2018 at 12.00 PM for the purpose of considering, and if thought fit, approving, with or without modification(s), the Merger (By Absorption) embodied in the Scheme of Merger (By Absorption) of Lyka Healthcare Limited with Lyka Labs Limited (“Scheme”).

TAKE FURTHER NOTICE that an adjourned meeting of the secured creditors of the Applicant Company, will be held at 4801/B & 4802/A GIDC Industrial Estate, Ankleshwar 393002, Gujarat, India on Monday, 9th July, 2018 at 12.00 PM, at which place, day, date and time you are requested to attend. At the meeting, the following resolution will be considered and if thought fit, be passed, with or without modification(s):

“RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016 and other applicable provisions, if any, of the Companies Act, 2013, the rules, circulars and notifications made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the Hon’ble National Company Law Tribunal (“NCLT”), if and when applicable, 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 National Company Law Tribunal, if and when applicable 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 proposed Scheme of Merger (By Absorption) of Lyka Healthcare Limited (“Transferor Company”) with Lyka Labs Limited (“The Transferee Company”) and their respective Shareholders placed before this meeting and initialed by the Chairman of the meeting for the purpose of identification, 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 Merger (By Absorption) 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 National Company Law Tribunal, if and when applicable while sanctioning the Merger (By Absorption) 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.”

TAKE FURTHER NOTICE that you may attend and vote at the said meeting in person or by proxy provided that a proxy in the prescribed form, duly signed by you or your authorised representative, is deposited at the registered office of the Applicant Company at 4801/B & 4802/A GIDC Industrial Estate, Ankleshwar 393002, Gujarat, India, not later than 48 hours before the time fixed for the aforesaid meeting. The form of proxy can be obtained free of charge from the registered office of the Applicant Company.

TAKE FURTHER NOTICE that in pursuance of the said NCLT Order and as directed therein, the Applicant Company has provided the facility of voting by ballot/polling paper at the venue of the meeting to be held on Monday, 9th July, 2018 at 12.00 Noon.

Copies of the Scheme and of the Explanatory Statement, under Section 230(3) and Section 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016, along with the enclosures as indicated in the Index, can be obtained free of charge at the registered office of the Applicant Company at 4801/B & 4802/A GIDC Industrial Estate Ankleshwar 393002, Gujarat, India.

NCLT has appointed Mr. Manish Shah, Chartered Accountant and, in his absence, Mr. Ragnesh Desai, Chartered Accountant to be the Chairman of the said meeting including for any adjournment or adjournments thereof.

The Scheme, if approved in the aforesaid meeting, will be subject to the subsequent approval of NCLT.

A copy of the Explanatory Statement, under Section 230(3) and Section 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016, the Scheme and the other enclosures as indicated in the Index are enclosed.

For Lyka Labs Limited

Sd/-

Mr. Manish Shah,

Chairman appointed for the Meeting

Place: Mumbai

Date: 2nd July, 2018

Regd. Office:

4801/B & 4802/A GIDC Industrial Estate Ankleshwar 393002, Gujarat, India.

Notes:

1. That an adjourned meeting of the secured creditors of the Applicant Company shall be convened and held at 4801/B & 4802/A GIDC Industrial Estate Ankleshwar 393002, Gujarat, India, on Monday, 9th July, 2018 at 12.00 Noon, for the purpose of considering, and if thought fit, approving, with or without modification(s), the Merger (By Absorption) embodied in the Scheme. Secured creditors would be entitled to vote in the said meeting either in person or through proxy.
2. Only secured creditors of the Applicant Company may attend and vote either in person or by proxy or in the case of a body corporate, by a representative authorized under Section 113 of the Companies Act, 2013 at the meeting of the secured creditors of the Applicant Company. The authorized representative of a body corporate which is a secured creditor of the Applicant Company may attend and vote at the meeting of the secured creditors of the Applicant Company provided a certified true copy of the resolution of the board of directors or other governing body of the body corporate or any Authority Letter for authorizing such representative to attend and vote at the meeting of the secured creditors of the Applicant Company is deposited at the registered office of the Applicant Company not later than 48 (forty eight) hours before the scheduled time of the commencement of the meeting of the secured creditors of the Applicant Company. The Form of Proxy can be obtained free of charge at the registered office of the Applicant Company.
3. All alterations made in the Form of Proxy should be initialed.
4. The quorum of the meeting of the secured creditors of the Applicant Company shall be 2 (Two) secured creditors of the Applicant Company.
5. Secured creditor or his proxy, attending the meeting, is requested to bring the Attendance Slip duly completed and signed.
6. The documents referred to in the accompanying Explanatory Statement shall be open for inspection by the secured creditors at the registered office of the Applicant Company between 11.00 AM and 5.00 PM on all days (except Saturdays, Sundays and public holidays) upto one day prior to the date of the meeting.
7. The Applicant Company has provided the facility of ballot/polling paper at the venue of the meeting.
8. As directed by NCLT, Mr. Kaushal Doshi, Practicing Company Secretary and failing him Mr. D.P. Shah, Practicing Chartered Accountant has been appointed as the scrutinizer to conduct the voting process through ballot/poll paper at the venue of the meeting in a fair and transparent manner.
9. The scrutinizer will submit his report to the Chairperson of the meeting after completion of the scrutiny of the votes cast by the secured creditors of the Applicant Company through poll paper at the venue of the meeting.

10. The scrutinizer's decision on the validity of the vote shall be final. The results of votes cast through poll paper at the venue of the meeting will be announced within 48 hours from the conclusion of the meeting at the registered office of the Applicant Company. The results, together with the scrutinizer's Reports, will be displayed at the registered office of the Applicant Company and on the website of the Applicant Company www.lykalabs.com.
11. NCLT by its said Order has directed that Secured creditors appearing in the records of the applicant Company as on 31st October, 2017 will be entitled to exercise their right to vote on the above meeting.
12. The Applicant Company has provided the facility of ballot/polling paper at the venue of the meeting. In accordance with the provisions of Sections 230 - 232 of the Companies Act, 2013, the Scheme shall be acted upon only if a majority of persons representing three fourth in value of the secured creditors of the Applicant Company, voting in person or by proxy, agree to the Scheme.
13. The Notice is being sent to the secured creditors either by registered post or speed post or by courier service or by email. The Notice will be displayed on the website of the Applicant Company www.lykalabs.com

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
BENCH, AT AHMEDABAD
COMPANY APPLICATION (CAA) NO. 2 of 2018**

**In the matter of the Companies Act, 2013;
And
In the matter of Sections 230-232 read with other
relevant provisions of the Companies Act, 2013
And
In the matter of Scheme of Merger (By Absorption)
of Lyka Healthcare Limited (“Transferor
Company”) with Lyka Labs Limited (“The
Transferee Company”) and their respective
Shareholders**

LYKA LABS LIMITED,

a Company incorporated under the provisions }
of the Companies Act, 1956 and having its }
Registered Office at 4801/B & 4802/A GIDC }
Industrial Estate, Ankleshwar 393002, Gujarat, }
India. }

- Applicant / Transferee Company

**EXPLANATORY STATEMENT UNDER SECTION 230(3) AND SECTION 102 OF THE
COMPANIES ACT, 2013 READ WITH RULE 6 OF THE COMPANIES (COMPROMISES,
ARRANGEMENTS AND AMALGAMATION) RULES, 2016**

- 1) With reference to NCLT convened meeting of secured creditors on 2nd July, 2018 at 12.00 Noon at Registered office of the Company at 4801/B & 4802/A, GIDC, Industrial Estate, Gujarat, Ankleshwar 393002, the meeting of secured creditors is adjourned to the same day in the next week at the same time and place i.e. on Monday, 9th July, 2018, at 12.00 Noon at Registered office of the Company i.e. 4801/B & 4802/A, GIDC, Industrial Estate, Gujarat, Ankleshwar 393002. Pursuant to the Order dated 9th May, 2018, passed by the Hon'ble National Company Law Tribunal, Bench at Ahmedabad (the “NCLT”), in CA (CAA) NO. 2 /NCLT/AHM/2018 (“Order”), a meeting of the secured creditors of Lyka Labs Limited (hereinafter referred to as the “Applicant Company” or the “Transferee Company” as the context may admit) was convened at 4801/B & 4802/A GIDC Industrial Estate Ankleshwar 393002, Gujarat, India, on Monday, 2nd July, 2018 at 12.00P.M., for the purpose of considering, and if thought fit, approving, with or without modification(s), the Scheme of Merger (By Absorption) of Lyka Healthcare Limited (hereinafter referred to as the “Transferor Company”) with Lyka Labs Limited (hereinafter referred to as the “Transferee Company”) under Section 230 read with Section 232 and other applicable provisions of the Companies Act, 2013 (the “Scheme”). Transferor Company and the Transferee Company are together referred to as the “Companies”.
- 2) In terms of the said Order, the quorum for the said meeting shall be 2 (Two) secured creditors present in person. Further in terms of the said Order, NCLT, has appointed Mr. Manish Shah, Chartered Accountant and in his absence, Mr. Ragnesh Desai, Chartered Accountant to be the Chairman of the said meeting including for any adjournment or adjournments thereof.

3) (a): This statement is being furnished as required under Section 230(3) and Section 102 of the Companies Act, 2013 (the "Act") read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (the "Rules").

(b): In accordance with the provisions of Sections 230 – 232 of the Act, the Scheme shall be acted upon only if a majority of persons representing three fourths in value of the secured creditors, or class of secured creditors, of the Applicant Company, as the case may be, voting in person or by proxy agree to the Scheme. (c): In terms of the Order dated 9th May, 2018, passed by the Hon'ble National Company Law Tribunal, Bench at Ahmedabad (the "NCLT"), in CA (CAA) NO. 2 /NCLT/AHM/2018 ("Order"), if the entries in the records/registers of the Applicant Company in relation to the number or value, as the case may be, of the secured creditors are disputed, the Chairperson of the meeting shall determine the number or value, as the case may be, for the purposes of the said meeting, subject to the order of NCLT in the petition seeking sanction of the Scheme.

4) Details of the scheme of Merger (By Absorption) as required under Rule 6 of Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

4.1. Details of the order of the Tribunal directing the calling, convening and conducting of the meeting: -

(a) Date of the Order: 9th May, 2018,

(b) Date, time and venue of the meeting.

- Date: Monday, 2nd July, 2018,
- Time: 12.00 Noon.
- Venue: 4801/B & 4802/A GIDC Industrial Estate Ankleshwar 393002, Gujarat, India.

4.2. Details of the company:

4.2.1 Details of the Transferor Company

- 4.2.0.1. Corporate Identification Number (CIN): U85190MH2013PLC244062
- 4.2.0.2. Permanent Account Number (PAN): AACCL5426A
- 4.2.0.3. Name of the Company: **LYKA HEALTHCARE LIMITED**
- 4.2.0.4. Date of incorporation: 05/06/2013
- 4.2.0.5. Type of the company (whether public or private or one-person company)
Unlisted Public Limited Company
- 4.2.0.6. Registered office address and e-mail address: 101, Shiv Shakti Industrial Estate, Andheri Kurla Road, Andheri (East), Mumbai 400 059, Maharashtra.
- 4.2.0.7. Email ID: pkhinduja@lykalabs.com
- 4.2.0.8. Summary of main object as per the memorandum of association; and main business carried on by the Company
 1. To carry on all or any of the business of manufacturers, buyers, sellers and distributing agents and dealers in all kinds of patent, pharmaceutical, medicinal and medicated preparations, patent medicines, drugs and pharmaceutical, medicinal preparation, chemist, druggist and chemical manufactures.
 2. To import, export, purchase and sell patent medicines, pharmaceutical products, chemicals, surgical and medicinal instruments, apparatus, appliances and to acquire, transfer, license, sub-license, assign Trademarks, Patents and any other Intellectual Property Rights, technical know-how of the medicinal products.
- 4.2.0.9. Details of change of name, registered office and objects of the company during the last five years: NIL
- 4.2.0.10. Name of the stock exchange (s) where securities of the company are listed, if applicable: NOT LISTED

4.2.0.11. Details of the capital structure of the company including authorised, issued, subscribed and paid up share capital as on 31st March, 2017;

Particulars	Amount in Rs.
Authorised:	
80,00,000 Equity Shares of Rs. 10/- each	80,000,000
Total	80,000,000
Issued, Subscribed and Paid up:	
75,50,000 Equity shares of Rs. 10/- each	75,500,000
Total	75,500,000

4.2.0.12. Names of the promoters along with their addresses

Sr. No.	Names of Promoters	Address
1.	Lyka Labs Limited	4801/B & 4802/A GIDC Industrial Estate Ankleshwar Gujarat 393002
2.	Mr. Narendra I. Gandhi (Nominee of Lyka Labs Ltd.)	3-C, Ridge Apt., B.G. kher Marg, Malabar Hill, Mumbai -400006.
3.	Mrs. Nehal N. Gandhi (Nominee of Lyka Labs Ltd.)	3-C, Ridge Apt., B.G. kher Marg, Malabar Hill, Mumbai -400006.
4.	Mr. Kunal N. Gandhi (Nominee of Lyka Labs Ltd.)	3-C, Ridge Apt., B.G. kher Marg, Malabar Hill, Mumbai -400006.
5.	Mr. Rajendra V. Pawar (Nominee of Lyka Labs Ltd.)	Sanskar / A/ 306, Neelam Nagar, Phase – II, Mulund East, Mumbai – 400081
6.	Mr. Yogesh B. Shah (Nominee of Lyka Labs Ltd.)	A/403, Madhav Kung, M.G. Road, Kandivali(w), Mumbai – 400067
7.	Mr. Vinod S. Shanbhag (Nominee of Lyka Labs Ltd.)	3, Mehta Nivas, Mahant Rd. Vile Parle (E), Mumbai-400057

4.2.0.13. Names of the directors along with their addresses

Sr. No.	Names of the Directors	Address
1.	Mr. Narendra I. Gandhi	3-C, Ridge Apt., B.G. kher Marg, Malabar Hill, Mumbai -400006.
2.	Mr. Kunal N. Gandhi	3-C, Ridge Apt., B.G. kher Marg, Malabar Hill, Mumbai -400006.
3.	Mr. Manish Shirishkant Mehta	B 10 RaghukulLallubhai Park Andheri West Mumbai 400058
4.	Mr. Dhaval Mahendra Desai	B-1010, Twin Tower Manish Park, Pump House, Andheri East Mumbai 400093
5.	Mr. Vinod Shanbhag**	Flat No. 7, Sita Sadan, Pandloskar Marg, Vile Parle (East), Mumbai – 400 057

** Mr. Vinod Shanbhag, Director is resigned w.e.f 7th December, 2017

Company Secretary:

Pooja Kumar Hinduja:

Address: Satguru Palace, Flat No. 204, Section 28 Ulhasnagar Mumbai 421004.

4.2.0.14. The date of the board meeting at which the scheme was approved by the Board of directors including the name of the directors who voted in favour of the resolution, who voted against the resolution and who did not vote or participate on such resolution: The scheme was approved by the board in their meeting held on 29th May, 2017. The meeting was attended by all the Directors and the resolution was passed unanimously on 29th May, 2017.

Details of the Transferee Company

- 4.2.1.1. Corporate Identification Number (CIN): L24230GJ1976PLC008738
- 4.2.1.2. Permanent Account Number (PAN): AAACL0820G
- 4.2.1.3. Name of the company: LYKA LABS LIMITED
- 4.2.1.4. Date of incorporation: 29/12/1976
- 4.2.1.5. Type of the company (whether public or private or one-person company) Public Limited Company (Listed on BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE'))
- 4.2.1.6. Registered office address and e-mail address:
4801/B & 4802/A GIDC INDUSTRIAL ESTATE ANKLESHWAR, 393002, GUJARAT, INDIA
- 4.2.1.7. Email ID: companysecretary@lykalabs.com
- 4.2.1.8. Summary of main object as per the memorandum of association; and main business carried on by the Company
 - To purchase associate with or otherwise acquire the running business as a whole with all the assets including all attendant rights and benefits thereof used and exploited by and in the name of Messers. Lyka Laboratories also known as "LYKA LABS" as a going concern together with the benefit of Tenancy Rights of the said firm's business premises, goodwill, plant, machinery, stock-in-trade, trademarks, trade names, patents designs, import and export quotas, entitlements and licences, and allocations of any nature whatsoever in connection with the said business.
 - To carry on the business of wholesale and retail pharmaceutical chemists and druggists and of the dispensing of medicines.
 - To carry on the business of manufacturing, wholesale and retail chemists and manufacturers and refiners of and dealers (whether by wholesale or retail) in all kinds of drugs, chemicals, acids, salts, alkalis, antibiotics, pharmaceutical, medicinal and chemical preparations.
 - To carry on all or any of the business of manufacturers, buyers, sellers, and distributing agents of and dealers in all kinds of patent, pharmaceutical, medicinal and medicated preparations, patent medicines, drugs and pharmaceutical, medicinal, preparation, chemists, druggists and chemical manufacturers.
 - To import, export and sell patent medicines, pharmaceutical products, chemicals, surgical and medical instruments, apparatus and appliances.
 - To purchase and sell as agents, patent medicines, pharmaceutical products, chemicals, surgical and medical instruments, apparatus and appliances.
 - To carry on business as buyers, sellers, importers, exporters, distributors, stock lists and dealers of all kinds of articles, things and goods, fabrics, textiles, including decorative and machine made readymade garments, carpets, mats, rugs, blankets, shawls, tweeds, linens, flannels, bedspreads, quilts, scarf's, belts and all other articles of silk, cotton,

woolen and worsted materials and all sorts of apparels, dressing materials, mixed blended products, nylon, polyester, fabric yarn, hosiery and mixed fabrics, natural silk fabrics and garments and engineering goods, building materials cement machine tools, hand tools, small tools, metals, alloys, iron pipe fittings, nuts and bolts, bicycle and accessories, automobile parts, steel and stainless and iron products ores and scrape metallurgical residues, hides, skins, leather goods, furs, bristles, tobacco (raw and manufactured), hemp, seeds, oil and cakes, vanaspati, and waste coir and jute and products thereof, wood and timber, bones crushed and uncrushed industrial diamonds, coal and charcoal, flue gums and resins, ivory, shellac, manures, pulp or woods, latex, rubber, tanning substances, wax, quartz, crystal, plastic and linoleum articles, glassware, handicrafts, handloom, toys, precious stones, ornaments, jewelleries, pearls, soaps paints, instruments, apparatus and appliances, machinery and mill work and parts thereof, paper and stationery, sports goods, cosmetics, wigs, belting, cinematograph films exposed, gramophone records, rubber, plastic goods, starch, umbrellas, cork, batteries, musical instruments, marble, hardware items, traditional calendars, all kinds of books, and manuscripts, electric and electronic cellulosic products, mixed blended products, fish and fish products, fodder bran, fruits, nuts, cashew nuts, kernels, grains, pulses, flour, confectionery, provisions, alcohol, beverages, perfumes, spirits, spices, tea, coffee, sugar and molasses, vegetables and vegetable products, processed foods and packed food products.

- 4.2.1.9. Details of change of name, registered office and objects of the company during the last five years: NIL
- 4.2.1.10. Name of the stock exchange (s) where securities of the company are listed, if applicable: BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE')
- 4.2.1.11. Details of the capital structure of the company including authorised, issued, subscribed and paid up share capital as on 31stMarch, 2017;

Particulars	Amount in Rs.
Authorised:	
3,00,00,000 Equity Shares of Rs. 10/- each	30,00,00,000
200,000 Redeemable Pref. Shares of Rs. 100/- each	2,00,00,000
Total	32,00,00,000
Equity, Issued, Subscribed and Paid up:	
22040000 Equity Share of Rs.10/- each	22,04,00,000
108,570 - 10% Cumulative Redeemable Preference Shares of Rs. 100/- each	1,08,57,000
Total	23,12,57,000

- 4.2.1.12. Names of the promoters along with their addresses

Sr. No.	Names of Promoters	Address
1.	Mr. Narendra I. Gandhi	3-C, Ridge Apt., B.G. kher Marg, Malabar Hill, Mumbai -400006.
2.	Mrs. Nehal N. Gandhi	3-C, Ridge Apt., B.G. kher Marg, Malabar Hill, Mumbai -400006.
3.	Mr. Kunal N Gandhi	3-C, Ridge Apt., B.G. kher Marg, Malabar Hill, Mumbai -400006.

4.	Narendra I Gandhi HUF	3-C, Ridge Apt., B.G. kher Marg, Malabar Hill, Mumbai -400006.
5.	M/s Enai Trading and Investment Private Limited	Gate No. 3, Unit No. 151, shiv shakti Industrial Estate, opposite Mittal Estate, Andheri kurla Road, Andheri (East), Mumbai 400059

4.2.1.13. Names of the directors along with their addresses:

Sr. No.	Name of Directors	Address
1.	Mr. Narendra I. Gandhi	3-C, Ridge Apt., B.G. kher Marg, Malabar Hill, Mumbai - 400006.
2.	Mrs. Nehal N. Gandhi	3-C, Ridge Apt., B.G. kher Marg, Malabar Hill, Mumbai - 400006.
3.	Mr. Yatin N Shah	407/B, Pushpak Apt., Garton Para, W.E. Highway, Dahisar (East), Mumbai 400068
4.	Mr. Ajit Kumar Shantilal Bagadia	A 502 Winsway Complex, Old Police Lane Opp. Vaibhav Hotel, Andheri East Mumbai 400069
5.	Mr. Atit Nitin Shukla	5-Uma Smruti, Mamlatdar Wadi 3rd Road, Malad West Mumbai 400064
6.	Mr. Vinod Shanbhag**	Flat No. 7, Sita Sadan, Pandloskar Marg, Vile Parle (East), Mumbai – 400 057
7.	Ms. Neha Thakore ***	15/F Laxmi Estate, 2nd Floor Old Nagardas Road, Andheri (East) Mumbai 400069

** Mr. Vinod Shanbhag, Independent Director is resigned w.e.f 7th December, 2017

*** Ms. Neha Thakore, additional Independent Director has appointed w.e.f 5th April, 2017

COMPANY SECRETARY: Mr. Piyush G. Hindia (Retired w.e.f 5th April, 2018)

COMPANY SECRETARY: Mr. Dinesh.J. Darji (Appointed from 06th April, 2018)

CFO(KMP): Mr. Yogesh Babulal Shah

CEO(KMP): Mr. Kunal Narendra Gandhi

4.2.1.14. The date of the board meeting at which the scheme was approved by the Board of directors including the name of the directors who voted in favour of the resolution, who voted against the resolution and who did not vote or participate on such resolution: The scheme was approved by the board in their meeting held on 29th May, 2017. The meeting was attended by all the Directors and the resolution was passed unanimously on Monday 29th May 2017.

4.3. Parties involved –

Sr. No.	Name of Party/Company	Particulars
1.	Lyka Healthcare Limited	Transferor Company
2.	Lyka Labs Limited	Transferee Company

4.4. Relationship subsisting between such companies who are parties to such scheme of Merger (By Absorption): Lyka Healthcare Limited, the Transferor Company is a Wholly Owned Subsidiary Company of Lyka Labs Limited, the Transferee Company.

4.5. Appointed date, effective date, share exchange ratio (if applicable) and other considerations, if any;

4.5.1 Appointed Date: 1st April, 2017 or such other date as may be fixed or approved by the National Company Law Tribunal

4.5.2 Effective Date: means the Appointed Date as defined in section 232 (6) of the Companies Act, 2013. Reference in this Scheme to the date of “upon the Scheme becoming effective” or “effectiveness of the Scheme” shall mean the Appointed Date subject to fulfillment of conditions under Clause Scheme Conditional Upon Sanctions, Etc of the Scheme of Merger (By Absorption).

4.5.3 Consideration: Since Lyka Healthcare Limited, the Transferor Company is a wholly owned subsidiary company of Lyka Labs Limited, the Transferee Company, the shares of the Transferor Company held by the Transferee Company will stand cancelled and there shall be no issuance of shares or payment of any consideration by Transferee Company to the shareholders of the Transferor Company.

4.5.4 Summary of valuation report (if applicable) including basis of valuation and the declaration that the valuation report is available for inspection at the registered office of the company; Not Applicable

4.5.5 Details of capital or debt restructuring, if any; Not Applicable

4.5.6 Rationale for the Merger (By Absorption):

- a. The Merger (By Absorption) would provide greater integration and greater financial strength and flexibility for the amalgamated entity, which would result in maximising overall shareholder value, and will improve the competitive position of the combined entity.
- b. The Merger (By Absorption) would provide greater efficiency in cash management of the amalgamated entity, and unfettered access to cash flow generated by the combined business which can be deployed more efficiently to fund organic and inorganic growth opportunities, to maximize shareholder value.
- c. The Merger (By Absorption) will enable improved organizational capability and leadership, arising from the pooling of human capital who have the diverse skills, talent and vast experience to compete successfully in an increasingly competitive industry.
- d. The Merger (By Absorption) will result in greater access by the amalgamated company to different market segments in the conduct of its business.
- e. Cost savings are expected to flow from more focused operational efforts, rationalization, standardisation and simplification of business processes, and the elimination of duplication, and rationalization of administrative expenses. The amalgamated company will have the benefit of synergy, optimum use of human relations, expertise, and stability of operations and would help to achieve economies of scale through efficient utilization of resources and facilities.
- f. The Merger (By Absorption) will result in simplified group and business structure.

4.5.7 Benefits of the Merger (By Absorption) as perceived by the Board of directors to the company, members, creditors and others (as applicable):

- a. All the Companies are under same Management and it would be advantageous to combine the activities and operations in a single Company. The Merger (By Absorption) would provide synergistic linkages besides economies in costs by combining the total business functions and the related activities and operations and thus contribute to the profitability of the amalgamated Company.
- b. The Merger (By Absorption) will enable the Transferee Company to consolidate the businesses and lead to synergies in operation and create a stronger business and financial base for execution of the larger business activities.
- c. The Merger (By Absorption) will result in economy of scale and reduction in overheads, administrative, managerial and other expenditure and optimal utilization of resources.
- d. The Merger (By Absorption) will result in significant reduction in the multiplicity of legal and regulatory compliances required at present to be carried out by the Transferor Companies and the Transferee Company.
- e. The Scheme of Merger (By Absorption) will result in cost saving for all the companies as they are capitalizing on each other's core competency and resources which is expected to result in stability of operations, cost savings and higher profitability levels for the Amalgamated Company

4.5.8 Amount due to unsecured creditors –

4.5.8.1 Amount due to unsecured creditors by Transferor Company:

As on August 31st, 2017, Rupees 27,24,26,922.00/- (Rupees Twenty Seven Crores Twenty Four Lakhs Twenty Six Thousand Nine Hundred Twenty Two Only).

4.5.8.2 Amount due to unsecured creditors by Transferee Company:

As on October 31st, 2017, Rupees 49,73,43,538.00/- (Rupees Forty Nine Crores Seventy Three Lakhs Forty Three Thousand Five Hundred &Thirty Eight Only.)

Disclosure about the effect of the Merger (By Absorption) on:

(a) key managerial personnel; (b) directors; (c) promoters; (d) non-promoter members; (e) depositors; (f) creditors; (g) debenture holders; (h) deposit trustee and debenture trustee; (i) employees of the company:

None of the aforesaid parties are impacted in any way post sanctioning of the Scheme and reference to the same has been made at the respective places in the Scheme of Merger (By Absorption) attached herewith.

Disclosure about effect of Merger (By Absorption) on material interests of directors, Key Managerial Personnel - The Scheme of Merger (By Absorption) has no impact on the material interests of directors, Key Managerial Personnel of the Company.

Investigation or proceedings, if any, pending against the company under the Act- NIL

Details of the availability of the following documents for obtaining extract from or for making or obtaining copies of or for inspection by the secured creditors, namely:

Inspection of the following documents may be had at the Registered Office of Lyka Labs Limited, the Transferee Company up to one day prior to the date of the meeting between 11.00 am and 5.00 pm on all working days (except Saturdays and Sundays and Public Holidays):

- (a) Latest audited financial statements of the Transferee Company,
- (b) Copy of the order of Tribunal in pursuance of which the meeting is to be convened or has been dispensed with,

- (c) Copy of scheme of Merger (By Absorption),
- (d) Contracts or agreements material to the scheme of Merger (By Absorption), if any,
- (e) The certificate issued by Auditor of the Transferee Company to the effect that the accounting treatment, if any, proposed in the Scheme of Merger (By Absorption) is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013; and
- (f) Such other information or documents as the Board or Management believes necessary and relevant for making decision for or against the scheme

Road Map to meeting venue

Meeting venue:4801/B & 4802/A GIDC Industrial Estate, Ankleshwar 393002, Gujarat, India

