

LYKA LABS LIMITED

CIN: L24230GJ1976PLC008738

Regd. Office: 4801/B & 4802/A, G.I.D.C. Industrial Estate, Ankleshwar-393 002 GJ IN,

Phone: 02646-221422/220549, **Fax:** 02640-250692.

Corporate Office: Ground Floor, Spencer Building, 30, Forjett Street,
Grant Road (West), Mumbai-400 036.

Phone: 022-66112200

Email: companysecretary@lykalabs.com **Website:** www.lykalabs.com

NOTICE OF POSTAL BALLOT

Notice is hereby given to the Members of Lyka Labs Limited having CIN : L24230GJ1976PLC008738 (hereinafter referred as "The Company" or "Company") pursuant to Section 108 and 110 of the Companies Act, 2013 (the "Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the "Management Rules"), Regulation 44 & other applicable provisions of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), Secretarial Standard-2 ("SS-2") including any statutory modification or re-enactment thereof for the time being in force, read with the general circulars issued by the Ministry of Corporate Affairs, Government of India and Securities Exchange Board of India (SEBI) from time to time (hereinafter collectively referred to as "Circulars"), to transact the item as set out in this e-Postal Ballot Notice which is sent electronically to the Members for seeking approval by way of Special Resolution, through voting by electronic means (remote e-voting) only.

ITEM NO: 1

TO CONSIDER SALE OF LAND AT DHARAMPUR, VALSAD AND PREMISES SITUATED AT SHIVSHAKTI INDUSTRIAL ESTATE, MUMBAI.

To consider and if thought fit, to pass the following Resolution with or without Modification(s) as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and subject to approval of any statutory authorities wherever applicable and subject to the provisions of the Memorandum and Articles of Association of the company and subject to such other approvals, sanctions, consents and permissions as may be necessary to be obtained, the consent of the members of the company be and is hereby accorded to the Board of Directors of the company (hereinafter referred to as the "Board" which term shall include a Committee thereof), for sale of the land admeasuring 18093 sq. mtrs. bearing survey no. 829 at Dharampur, Jujwa, Valsad, Gujarat at a price not less than Rs. 5 Crores and sale of premises situated at 1st Floor, Shivshakti Industrial Estate, Andheri, Mumbai comprising of 13 galas bearing gala nos. from 101 to 108 and gala nos. 150 to 154 having built-up area of 8230 sq. ft. at a price not less than Rs. 9 Crores.

FURTHER RESOLVED THAT the Board be and is hereby authorized to execute any documents, deeds or writings as may be necessary to be executed in relation to sale of the above properties and to make applications to the Statutory, Governmental Authorities and Court(s) wherever applicable for the purpose of obtaining all approvals and sanctions as may be required to be obtained by the company in this regard.

FURTHER RESOLVED THAT the Board be and is hereby authorized to do all acts and deeds as may be necessary, proper, desirable and/or expedient to give effect to this resolution, to settle any questions, difficulties or doubts that may arise in regard to such sale of the properties as they may deem fit and as may be necessary for the completion of the transaction as aforesaid in the best interest of the company."

**BY ORDER OF THE BOARD OF DIRECTORS
LYKA LABS LIMITED**

Sd/-

**PIYUSH G. HINDIA
COMPANY SECRETARY**

PLACE : MUMBAI

DATE : 5th September, 2022

NOTES:-

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and SEBI Listing Regulations setting out all material facts in respect of the resolution set out at Item no. 1 of this Postal Ballot Notice is annexed.
2. The Company is providing the facility of remote e-voting to its Members and has engaged the services of National Securities Depository Limited (NSDL) for this purpose. Members are requested to go through the detailed "INSTRUCTIONS FOR E-VOTING" and Notes appended to the Postal Ballot Notice.
3. In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories as on Friday, 02nd September, 2022. (i.e., the "Cut-off Date"). In case your email address is not registered with the Company/ Depositories, please follow the process mentioned in the Notes to this Postal Ballot Notice for procuring login credentials and e-voting on the proposed resolution.
4. Members may note that this Postal Ballot Notice will also be available on the Company's website (www.lykalabs.com) and also on the websites of the Stock Exchanges where the equity shares of the Company are listed i.e. BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited (www.nseindia.com) and on the website of the e-voting agency, NSDL (www.evoting.nsdl.com).
5. The e-voting period shall commence from 10.00 a.m. (IST) on Wednesday, 07th September, 2022 at 10 a.m. and end at 5.00 p.m. (IST) on Thursday, 06th October, 2022, both days inclusive. Members are requested to record their ASSENT or DISSENT on the resolution set out in this Postal Ballot Notice through remote e-voting only, not later than 5.00 p.m. (IST) on Thursday, 06th October, 2022, after which the remote e-voting facility shall not be allowed by NSDL.
6. The voting rights of eligible members shall be in proportion to their share(s) in the paid-up equity share capital of the Company as on the Cut-off Date. A person who becomes a Member after the Cut-off Date should treat this Postal Ballot Notice for information purpose only.
7. The manner of voting, including voting remotely by (A) individual shareholders holding shares in demat mode and (B) shareholders other than individual shareholders holding shares in demat mode and shareholders holding shares in

physical mode, is mentioned under "INSTRUCTIONS FOR E-VOTING" in this Notice. Members are requested to read the same carefully.

8. The Board of Directors of the Company have appointed Mr. Kaushal Doshi of M/S. Kaushal Doshi and Associates, Company Secretaries, as the Scrutinizer for conducting this e-Postal Ballot process through electronic means/ remote e-voting, in a fair and transparent manner.
9. The Scrutinizer will submit the 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 e-Postal Ballot will be announced within two working days of conclusion of the remote e-voting process, i.e., Monday, 10th October, 2022 and will be communicated to the Stock Exchanges and uploaded on the Company's website (www.lykalabs.com) and on the website of the e-voting agency (www.evoting.nsdl.com).

INSTRUCTIONS FOR E-VOTING

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

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

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under

<p>demat mode with NSDL.</p>	<p>'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <ol style="list-style-type: none"> 2. If you are 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 3. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> </div>
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<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. 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 i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</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. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting cycle period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot 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. NSDL and CDSL.

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>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</p>

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 or 022-23058542-43
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B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode

How to Log-in to NSDL e-Voting website?

1. 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. -
2. Once the home page of e-Voting system is launched, click on the icon 'Login' which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the 'initial password' or have forgotten your password:
 - a) Click on 'Forgot User Details/Password?'(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) 'Physical User Reset Password?' (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on 'Agree to Terms and Conditions' by selecting on the check box.
8. Now, you will have to click on 'Login' button.
9. After you click on the 'Login' button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system

1. After successful login at Step 1, you will be able to see all the companies 'EVEN' in which you are holding shares and whose voting cycle.
2. Select 'EVEN' of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on 'Submit' and also 'Confirm' when prompted.
5. Upon confirmation, the message 'Vote cast successfully' will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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 email to doshikaushal20@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on 'Upload Board Resolution / Authority Letter' displayed under 'e-Voting' tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details/Password?' or 'Physical User Reset Password?' option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to kautilya joshi at evoting@nsdl.co.in.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 companysecretary@lykalabs.com

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2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to companysecretary@lykalabs.com If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account to access e-Voting facility.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, IN RESPECT OF ITEM NO. 1 SET OUT IN THE POSTAL BALLOT NOTICE

1. TO CONSIDER SALE OF LAND AT DHARAMPUR, VALSAD AND PREMISES SITUATED AT SHIVSHAKTI INDUSTRIAL ESTATE, MUMBAI.

The members of the company are requested to note that as per section 180(1)(a) of the Companies Act, 2013 ("the Act"), the Board of Directors of a company ("the Board") can exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of any undertaking(s) of the company, only with the prior approval of the members of the company by way of a special resolution.

The Company is having office premises on 1st Floor, Shivshakti Industrial Estate comprising of 13 galas bearing gala nos. from 101 to 108 and gala nos. 150 to 154 having built-up area of 8230 sq. ft. The said premises has remained unutilized for past several years.

The Company has land admeasuring 18093 sq. mtrs bearing survey no. 829 at Dharampur, Jujwa, Valsad, Gujarat. This land has also remained unutilized for past several years.

It is therefore prudent to sell the office premises at Andheri, Mumbai not less than Rs. 9 Crores and land at Dharampur, Jujwa, Valsad not less than Rs. 5 Crores. The company would utilize the fund realized from the sale of above properties for capital expenditure and working capital requirement of the Company. The Company is in process of negotiation with prospective buyer for office premises at Andheri, Mumbai and also identified a buyer for Land at Dharampur, Jujwa, Valsad.

Since the aggregate sale value of the above properties is more than 20% of the networth of the Company calculated on the basis of audited annual accounts of the Company for the financial year ended 31st March, 2022; The company shall obtain approval of shareholders by way of special resolution under provision of section 180 (1) (a) of the Companies Act, 2013 through e-Postal ballot.

The proposed sale of Land at Dharampur, Jujwa, Valsad shall be subject to approval of High Court, Gujarat and statutory authorities wherever applicable and subject to such other approvals, sanctions, consents and permissions as may be necessary.

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The proposed sale of Properties at Andheri, Mumbai shall be subject to approval of statutory authorities wherever applicable and subject to such other approvals, sanctions, consents and permissions as may be necessary.

None of the Directors and Key Managerial Person (KMP) or their respective relatives is interested financially or otherwise in the resolution set out at item no.1 of the accompanying notice.

The Board recommends the resolution set out at item no. 1 for approval of the members by means of a special resolution through e-postal ballot.

**BY ORDER OF THE BOARD OF DIRECTORS
LYKA LABS LIMITED**

Sd/-

**PIYUSH G. HINDIA
COMPANY SECRETARY**

PLACE: MUMBAI

DATE: 05th September, 2022