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**NOTICE** is hereby given that Thirty Eighth Annual General Meeting of the Members of Lyka Labs Limited will be held at 4801/B & 4802/A, GIDC Industrial Estate, Ankleshwar-393002 on Friday, 29<sup>th</sup> September, 2017 at 12.45 p.m. to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2017 and Profit and Loss Account for the year ended on that date and the Report of Directors and Auditors thereon.
2. To appoint a Director in place of Smt. N. N Gandhi, Non-Executive Director (DIN 00021580) who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint statutory auditors and to fix their remuneration.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**.

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any Statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s. Mehta Chokshi & Shah, Chartered Accountants having Firm Registration No. 106201W be and are hereby appointed as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of the 38<sup>th</sup> Annual General Meeting till the conclusion of the 43<sup>rd</sup> Annual General Meeting subject to ratification of their appointment by the Shareholders in each of the subsequent Annual General Meetings commencing from 39<sup>th</sup> Annual General Meeting at such a remuneration as may be decided by the Managing Director in consultation with the Auditors for conducting the Statutory Audit for the financial year ending on 31<sup>st</sup> March, 2018 plus out of pocket expenses as may be incurred by them in connection with the Audit.”

4. To appoint Branch Auditors and to fix their remuneration.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**.

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any Statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s. M. I. Shah & Co. Chartered Accountants having Firm Registration No.119025W be and are hereby appointed as Branch Auditors of the Company to hold office for a period of five years from the conclusion of 38<sup>th</sup> Annual General Meeting till the conclusion of the 43<sup>rd</sup> Annual General Meeting subject to ratification of their appointment by the Shareholders in each of the subsequent Annual General Meetings commencing from 39<sup>th</sup> Annual General Meeting at such a remuneration as may be decided by the Managing Director in consultation with the Auditors for conducting the Branch Audit for the financial year ending on 31<sup>st</sup> March, 2018 plus out of pocket expenses as may be incurred by them in connection with the Audit.”

### SPECIAL BUSINESS

5. To Fix the Remuneration of Cost Auditor

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**.

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any Statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the Company be and is hereby accorded for payment of remuneration of ₹ 1,25,000/- plus out of pocket expenses as may be incurred in connection with cost audit to M/s. Kirit Mehta & Associates, Cost Auditor having Firm Registration No.000048 on his appointment as cost auditor for conducting the Cost Audit of Pharmaceutical Products of the Company for the financial year 2017-18.

## 6. Preferential Issue of Warrants to Promoter

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 Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and the applicable Rules there under (**the “Act”**) and any applicable subsisting Sections of the Companies Act, 1956, as amended, and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to and in accordance with any other applicable law or regulation in India, the provisions of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (**the “SEBI ICDR Regulations”**), the Listing Regulations of the stock exchanges where the shares of the Company are listed and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India (**“GOI”**), the Securities and Exchange Board of India (**“SEBI”**), the Reserve Bank of India (**“RBI”**) and the stock exchanges where the shares of the Company are listed (**“Stock Exchanges”**) and subject to requisite approvals, consents, permissions and/or sanctions, if any, of the GOI, the SEBI, the Stock Exchanges and other appropriate statutory, regulatory or other authority and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting any such approvals, consents, permissions, and/or sanctions, 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 include any committee which the Board may have constituted or may hereinafter constitute to exercise one or more of its powers including the powers conferred hereunder), the consent of the Company, be and is hereby accorded to the Board to create, offer, issue and allot:

550000 Warrants having an option to apply for equity shares of face value of ₹ 10/- each on a preferential basis to Enai Trading & Investment Private Ltd of Promoter Group at an exercise price to be determined in accordance with Regulation 76 of the SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** the relevant date, as per Regulation 71 of the SEBI ICDR Regulations for the determination of issue price of the Warrants to be allotted to Enai Trading & Investment Private Ltd (**“Proposed Allottee”**) is fixed as 30<sup>th</sup> August, 2017 i.e. 30 days prior to the date of passing of special resolution to approve the proposed preferential issue in terms of Section 62(1)(c) of the Act.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue and allot such number of equity shares upon exercise/conversion of such Warrants on or before the expiration of 18 months in accordance with Regulation 75 of the SEBI ICDR Regulations in one or more tranches.

**RESOLVED FURTHER THAT** the issue and allotment of equity shares arising out of exercise of option attached to Warrants, to the Proposed Allottee, shall be on the following terms and conditions:

- a) The Warrants shall be allotted within a period of 15 days from the date of passing of this resolution provided that any approval or permission by any Regulatory Authority or the Central Government is pending, the period of 15 days shall be computed from the date of Order on such application or the date of approval or permission, as the case may be.
- b) Pursuant to Regulation 74(4) of the SEBI ICDR Regulations, the Equity shares to be allotted pursuant to exercise/conversion of Warrants, shall only be made in dematerialized form;
- c) The price of each equity shares to be issued in lieu of each Warrant will be calculated in accordance with the provisions of Regulation 76(1) of Chapter VII of the SEBI ICDR Regulations on the basis of the relevant date being the date i.e. 30 days prior to the date of passing of special resolution to approve the proposed preferential issue;
- d) The amount to be paid on Warrant shall be equivalent to at least 25% of the price to be determined in terms of Regulation 77 of the SEBI ICDR Regulations which shall be paid against each Warrant at the time of allotment of Warrants and the balance consideration i.e. 75% shall be paid at the time of allotment of Equity Shares pursuant to exercise of option against each such Warrant;

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- e) The consideration for allotment of Warrants and Equity Shares arising out of exercise of option attached to Warrants shall be paid to the Company from the Bank Account of the Proposed Allottee;
  - f) In case the option to subscribe to Equity Shares against such Warrants is not exercised by the Proposed Allottee within eighteen months from the date of their respective allotment, the consideration paid by the Proposed Allottee in respect of such Warrants shall be forfeited by the Company as provided under regulation 77(4) of SEBI ICDR Regulations;
  - g) The Equity Shares allotted pursuant to exercise of options attached to Warrants issued on preferential basis shall remain locked-in from such date and for such periods as specified under Chapter VII of the SEBI ICDR Regulations; and
  - h) The entire pre-preferential allotment shareholding of the Proposed Allottees, if any, shall be 'locked-in' from the Relevant date up to a period of six months from the date of trading approval granted by the Stock Exchange for the equity shares allotted pursuant to such Warrants as specified under Chapter VII of the SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** an offer to the Proposed Allottee through Private Placement Offer Letter (in the format of PAS-4) be made after passing of this resolution.

**RESOLVED FURTHER THAT** equity shares to be allotted upon exercise/conversion of Warrants shall rank paripassu in all respects including as to dividend, with the existing fully paid up equity shares of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, at its discretion deem necessary, desirable or expedient to effect issue or allotment of Equity Shares pursuant to exercise of the Warrants and listing of the said equity shares allotted upon conversion of warrants with the Stock Exchange(s) as appropriate and to resolve and settle all questions and difficulties that may arise in the proposed issue and allotment of any of the said Warrants and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred by the above resolutions to any director or directors or to any committee of directors or any other officer or officers of the Company to give effect to the aforesaid resolution.”

7. Ratification of Non Disclosure of ultimate beneficiaries.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**.

“**RESOLVED THAT** consent of the Company be and is hereby accorded to ratify the non disclosure of identity of the ultimate beneficiaries of the Non Promoter Allottee viz M. J. Shah HUF and their Pre & post shareholding in an Explanatory Statement to the Notice dated 04th July, 2017 as required under Regulation 73 (1)(e) of Chapter VII, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.

**RESOLVED FURTHER THAT** disclosure of identity of the ultimate beneficiaries of the Non Promoter Allottee – M.J. Shah HUF and their Pre & post shareholdings be disclosed in an Explanatory Statement to this notice.”

## 8. Related Party Transactions

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 Section 188 of the Companies Act, 2013, and Regulation 23 of (Listing Obligation and Disclosure Requirements) Regulations, 2015, (including any modification(s) thereof for the time being in force), consent of the Company be and is hereby accorded to the Board of Directors to enter into contracts / arrangements / transactions with Related Parties for:

- (i) Sale, purchase or supply of any goods and/or materials and/or brands and/or dossiers and/or services directly or through appointment of agent and selling or disposing off, renting, leasing and buying propertie(s) of any kind on such terms and conditions as may be mutually agreed upon between the Company and Lyka BDR International Ltd a subsidiary and Related Party, for an amount not exceeding ₹ 50 crores (Rupees Fifty Crores) in a Financial Year which may exceed the limit as prescribed under Section 188 of the Companies Act, 2013.
- (ii) Sale, purchase or supply of any goods and/or materials and/or brands and/or dossiers and/or services directly or through appointment of agent and selling or disposing off, renting, leasing and buying propertie(s) of any kind, on such terms and conditions as may be mutually agreed upon between the Company and Lyka Exports Limited a subsidiary and Related Party, for an amount not exceeding ₹ 15 crores (Rupees Fifteen Crores) in a Financial Year which may exceed the limit as prescribed under Section 188 of the Companies Act, 2013.
- (iii) Sale, purchase or supply of any goods and/or materials and/or brands and/or dossiers and/or services directly or through appointment of agent and selling or disposing off, renting, leasing and buying propertie(s) of any kind, on such terms and conditions as may be mutually agreed upon between the Company and Lyka Healthcare Ltd a wholly owned subsidiary and Related Party, for an amount not exceeding ₹ 15 crores (Rupees Fifteen Crores) in a Financial Year which may exceed the limit as prescribed under Section 188 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, matters, deeds and things, and to finalize the terms and conditions as may be considered necessary, expedient or desirable in order to give effect to this resolution.”

## 9. Authority for Sale of Office Premises at Andheri.

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 Section 180(1)(a) and any other applicable provisions of the Companies Act, 2013, and subject to approval of the Bank of Maharashtra and any such other authorities, consent of the Company be and is hereby accorded for sale of office premises situated at 101, Shiv Shakti Industrial Estate, Andheri Kurla Road, Andheri East, Mumbai – 400 059 for a price not less than ₹ 10 crores (Rupees Ten Crores only) on such terms and conditions as the Board may deem fit.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorised to delegate the authority to Mr. Kunal Gandhi Chief Executive Officer (CEO) of the Company to negotiate the terms and conditions of the sale of office premises at Andheri East and to execute all such documents, deeds, papers etc. and to do all such acts, deeds, matters and things to give effect to this resolution.”



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**Notes:**

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of business under Item Nos. 5, 6, 7, 8 and 9 set out in the Notice is annexed hereto. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), of the person seeking re-appointment as Director under Item No. 2 of the Notice, are also annexed.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A Person cannot act as proxy for members not exceeding 50 (Fifty) and holding in aggregate not more than ten percent of the total share capital of the Company.
3. The Proxy form, in order to be effective, must be duly completed, signed and deposited at the Registered Office of the Company not less than 48 hours before commencement of the meeting. Proxy form is sent herewith.
4. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 23<sup>rd</sup> September, 2017 to Friday, 29<sup>th</sup> September, 2017 (both days inclusive) for the purpose of Annual General Meeting.
6. SEBI has mandated submission of Permanent Account Number (PAN) by every participant in securities market. In view thereof, members who have not furnished PAN are requested to furnish the same as under:
  - i) Members holding shares in electronic form to submit the PAN to their Depository Participants with whom they are maintaining their Demat Accounts.
  - ii) Members holding shares in physical form to submit their PAN details to Registrar & Share Transfer Agent.
7. The Annual Report along with the attendance slip and proxy form is being sent by electronic mode to all members whose email id is registered with the Company/ Depository Participant(s). Members who have not registered their email address, physical copy of the Annual Report will be sent by the permitted mode.
8. Members may also note that the Annual Report will also be made available on the Company's Website: - [www.lykalabs.com](http://www.lykalabs.com).
9. In Compliance with the provisions of Section 108 of the Act, read with Rule 20 of Companies (Management and Administrative) Rules, 2014 and Regulation 44 of Listing Regulations, 2015, the Company is pleased to offer the facility of voting through electronic means. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their vote at the meeting through ballot paper.
  - The voting through electronic means will commence on 26<sup>th</sup> September, 2017 at 10.00 am and will end on 28<sup>th</sup> September, 2017 at 5 pm. The cut-off date for entitlement of voting through electronic means is 22<sup>nd</sup> September, 2017.
10. Any member, who has voted by remote e-voting, cannot vote at the meeting.
11. Members are requested to bring their copy of the Annual Report at the Annual General Meeting, as no extra copy of Annual Report would be made available at the Annual General Meeting. Members/proxies should also bring the attached Attendance Slip, duly filled and hand it over at the entrance to the venue.
12. Members are requested to intimate immediately, any change in their address to their depository participants with whom they are maintaining their demat accounts or to the Company's Registrar & Share Transfer Agent, M/s. Sharex (India) Private Limited, if the shares are held by them in physical form.

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13. As required by the Listing Regulations, brief information of Smt. N.N. Gandhi, retiring Director in connection with her re-appointment as Director at the ensuing Annual General Meeting is given herein below:

Details of Director Seeking Re-appointment at the Annual General Meeting

Name of Director	Smt Nehal N Gandhi
Date of Birth	30 <sup>th</sup> September, 1952
Date of Appointment	4 <sup>th</sup> February, 1995
Expertise in specific functional areas	Business Management
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	Nil
Memberships / Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee.)	Nil
Number of shares held in the Company	1144803 Shares
Disclosure of relationship between directors inter-se	Shri Narendra I Gandhi, Managing Director (Husband)

## AN EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

### Item No. 5

Pursuant to Section 148 of the Companies Act, 2013, and Rule 14 of Companies (Audit and Auditors) Rules, 2014, M/s. Kirit Mehta & Associates, Cost Accountants have been appointed as a Cost Auditor for conducting Cost Audit of Pharmaceutical Products of the Company for the financial year 2017-18. Their appointment as Cost Auditor and payment of remuneration of ₹ 1,25,000/- plus reimburses of out of pocket expenses as may be incurred in connection with cost audit was considered by the Board on the recommendation by the Audit Committee. However, for payment of remuneration to Cost Auditor for the financial year 2017-18 require shareholder's approval.

The Resolution mentioned at Item No. 5 of the Notice is recommended for your approval.

None of the Directors and Key Managerial Personnel is concerned or interested in the said resolution.

### Item No. 6

The Company is in need of funds to meet its working capital, capital expenditure and other requirements as mentioned herein below. It was therefore thought expedient to raise the funds through issue of Warrants to Promoter on Preferential basis. The Board of Directors have therefore decided to issue and offer 550000 warrants on preferential basis to Enai Trading & Investment Private Ltd of Promoter Group at a price to be determined in accordance with SEBI ICDR Regulations. Warrants shall be allotted within 15 days from the date of passing of this special resolution provided that if any approval or permission by any Regulatory Authority or the Central Government is pending, the period of 15 days shall be computed from the date of Order on such application or the date of approval or permission, as the case may be.

Pursuant to the provisions of section 62 (1) (c) of Companies Act, 2013, preferential allotment of Warrants needs to be approved by the shareholders by passing special resolution. In terms of Regulation 73 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 ('SEBI ICDR Regulations'), the following disclosures are made.

## **1. Objects of the Preferential Issue of Warrants**

The Objects of the proposed Preferential issue of Warrants is for utilisation of:

- (1) Capital Expenditure,
- (2) R&D Expenditures,
- (3) Cost of Overseas Registration,
- (4) Working Capital Requirements,
- (5) Requirements of Regulatory Authorities and
- (6) Repayment of Debts

## **2. The proposal of the promoters, directors or key management personnel of the Company to subscribe to the offer**

Enai Trading and Investment Private Ltd of Promoter Group intend to subscribe to the preferential issue of 550000 Warrants.

## **3. Relevant Date**

Relevant date for the purpose of calculation of the price of the Warrants is 30<sup>th</sup> August, 2017, being 30 days prior to the date of the 38<sup>th</sup> Annual General Meeting i.e 29<sup>th</sup> September, 2017 to approve the proposed preferential issue in accordance with SEBI ICDR Regulations.

## **4. Time within which the Preferential Issue to be completed**

The Warrants shall be allotted within a period of 15 days from the date of passing of this resolution provided that any approval or permission by any Regulatory Authority or the Central Government is pending, the period of 15 days shall be computed from the date of Order on such application or the date of approval or permission, as the case may be.

## **5. Basis or justification of price**

The price will be determined in accordance with the provisions of Chapter VII of SEBI ICDR Regulations. Since the Company is listed on both Bombay Stock Exchange Ltd. and National Stock Exchange of India Ltd., the trading volume of securities of the Company on both the stock exchanges has been considered to determine the higher trading volume for computation of price.

The proposed allotment of Warrants shall be made at the price which is computed as per pricing formula specified under regulation 76 of SEBI ICDR Regulations.

## **6. Undertaking by the Company**

The Company hereby undertakes that:

- (a) It would re-compute the price of the Warrants as mentioned above in accordance with SEBI ICDR Regulations, wherever it is required to do so;
- (b) If the amount payable on account of the re-computation of the price is not paid by the Proposed Allottees within the time specified under SEBI ICDR Regulations, the specified securities/Warrants shall continue to be locked-in till the time such amount is paid by the Proposed Allottees.

## **7. Terms of Warrants to be issued to the Proposed Allottee (Promoter)**

- (a) At any time after the allotment of Warrants but on or before expiry of 18 (eighteen) months from the date of allotment of Warrants, the Proposed Allottees shall be entitled, in one or more tranches, to apply for and obtain allotment of equal number of equity share for each of such warrant, as would be calculated at the price which is computed as per pricing formula specified under Regulation 76 of SEBI ICDR Regulations.

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- (b) An amount equivalent to 25% of the total consideration shall be payable at the time of subscription of Warrants.
- (c) Upon exercise of the right to subscribe for equity share, the warrant holders shall be liable to make the payment of balance sum (being 75% of the issue price) towards subscription to each equity share, as may be applied. The amount paid against the Warrants shall be adjusted/set off against the issue price of resultant equity shares.
- (d) on receipt of payment as above the Board (or the committee authorized by the Board) shall allot one equity share per warrant by appropriating ₹ 10/- towards equity share capital and balance amount paid against each warrant towards share premium.
- (e) In the event of entitlement attached to warrant to subscribe for equity shares is not exercised within the period of 18 months from the date of allotment, the same shall lapse and the amount paid on the Warrants shall stand forfeited.
- (f) The Warrants by itself does not give to the holders thereof any rights of the shareholders of the Company.
- (g) The equity shares to be issued and allotted by the Company on exercise/conversion of Warrants in the manner aforesaid shall be in de-materialized form and subject to the Memorandum and Articles of Association of the Company and shall rank paripassu in all respects with the then existing equity shares of the Company and be listed on the stock exchanges where the equity shares of the Company are listed.

**8. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post-preferential issued capital that may be held by the said allottees and change in control, if any, in the Company consequent to the preferential issue of Warrants and their conversion into Equity.**

Name of the Proposed Allottees (Promoter)	Pre Issue Equity Holding		No. of warrants to be allotted	No. of shares to be allotted on conversion	Post Issue Equity Holding	
	No. of shares	%	No of warrants	No of shares*	No of Shares	%
Enai Trading & Investment Private Limited	432415	1.54	550000	550000	982415	3.42

Name of the Proposed Allottees	Ultimate Beneficial Owners	Pre Issue Equity Holding of ultimate beneficial owners		No. of Warrants to be allotted	Post Issue Equity Holding of ultimate beneficial owners (Subsequent to pref. issue)	
		No. of shares	%		No of Shares	%
Enai Trading & Investments Private Limited	Mr. N. I. Gandhi	1167629	4.15	NIL	1167629	4.07
	Mrs. N. N. Gandhi	1144803	4.07	NIL	1144803	3.99
	Mr. Kunal Gandhi	1116642	3.97	NIL	1116642	3.89
	Mr. N. I. Gandhi (HUF)	1400776	4.98	NIL	1400776	4.88



There shall be no change in control of the Company subsequent to issue of shares on conversion of Warrants into equity.

#### 9. Lock-in Period

- a. Equity shares to be allotted pursuant to exercise of options attached to warrants issued on preferential basis to Enai Trading & Investment Private Ltd of promoter group shall be subject to lock-in for a period of three years from the date of trading approval from stock Exchanges for such equity shares in accordance with Regulation 78(1) of SEBI ICDR Regulations. Locked-in equity shares allotted to Enai Trading & Investment Private Ltd of promoter group may however be transferable amongst the promoters/promoters' group subject to Regulation 79 of SEBI ICDR Regulations.
- (b) The entire pre-preferential allotment shareholding of the Proposed Allottee, if any, shall be locked-in from the Relevant Date upto a period of six months from the date of trading approval granted by the Stock Exchange(s) as per Regulation 78(6) of SEBI ICDR Regulations.

#### 10. The Shareholding Pattern before and after the preferential issue of Warrants and Conversion into Equity Shares.

Sr. No.	Category of Shareholder/ Investor	Pre-Issue*		Conversion of Warrants into equity		Post-Issue shareholding (After exercise / conversion of Warrants into equity)	
		No. of shares	%of shareholding	No. of shares	%of shareholding	No. of shares	%of shareholding
A	Promoter's Holding						
1	Promoters						
	Indian Promoters	5262265	18.70	550000	1.56	5812265	20.26
	Foreign Promoters	-	-	-	-	-	-
2	Persons Acting in Concert	-	-	-	-	-	-
	<b>Sub – Total</b>	<b>5262265</b>	<b>18.70</b>	<b>550000</b>	<b>1.56</b>	<b>5812265</b>	<b>20.26</b>
B	Non promoters Holding						
3	Institutional Investors						
a)	Mutual Funds and UTI	3400	0.01	-	-	3400	0.01
b)	Banks, Financial Institutions, Insurance Companies	160528	0.57	-	-	160528	0.56
	(Central/State Govt. Institutions/ Non Govt. institutions)	218007	0.77	-	-	218007	0.76
	Indian Public	-	-	-	-	-	-
c)	FII's	500	0.00	-	-	500	0.00
	<b>Sub – Total</b>	<b>382435</b>	<b>1.35</b>	<b>-</b>	<b>-</b>	<b>382435</b>	<b>1.33</b>

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Sr. No.	Category of Shareholder/ Investor	Pre-Issue		Conversion of Warrants into equity		Post-Issue shareholding (After exercise / conversion of Warrants into equity)	
		No. of shares*	%of share-holding	No. of shares	%of share-holding	No. of shares	%of share-holding
4	Others						
a)	Private Corporate Bodies	2621952	9.32	–	–	2621952	9.14
b)	Indian Public	17003106	60.42	–	–	17003106	59.27
c)	NRI's / OCB's	1482873	5.27	–	–	1482873	5.17
d)	Any Other (Foreign Coporate Bodies)	1045606	3.72	–	–	1045606	3.64
	ClearingMembers	341763	1.21	–	–	341763	1.19
	<b>Sub - Total</b>	<b>22495300</b>	<b>79.95</b>	–	–	<b>22495300</b>	<b>78.41</b>
	<b>GRAND TOTAL</b>	<b>28140000</b>	<b>100</b>	–	–	<b>28690000</b>	<b>100</b>

\* Pre Issue shareholding as on 25.08.2017

## 12. Auditor's Certificate

A copy of the certificate from M/s M.A. Parikh & Co., Chartered Accountants, the Statutory Auditors of the Company, certifying that the proposed preferential issue of Warrants are being made in accordance with the requirements contained in Chapter VII of the SEBI ICDR Regulations, shall be placed before the 38<sup>th</sup> Annual General Meeting and shall also be displayed on the website of the Company i.e. [www.lykalabs.com](http://www.lykalabs.com).

The Board recommends passing of the resolutions set out at Item Nos.6 as Special Resolution mentioned in the Notice.

As per section 102 (1) (a) of Companies Act, 2013, Shri. N. I. Gandhi and Smt. N.N Gandhi Directors of the Company are also Directors in Enai Trading & Investment Private Ltd and Mr. Kunal Gandhi CEO and KMP of the Company is related to Shri N. I. Gandhi and Smt. N. N. Gandhi Directors and hence they are considered as interested in passing of the proposed resolution mentioned at item no. 6 of Notice to the extent of shares to be allotted to Enai Trading & Investment Private Limited on conversion of warrants. None of the other directors and Key managerial persons are concerned or interested in the above mentioned resolution.

## Item No. 7

In the Notice of EGM dated 4<sup>th</sup> July, 2017, the company has proposed resolution for issue of 6100000 equity shares to Non Promoters on preferential basis which includes issue of 300000 equity shares to M. J. Shah HUF. In an Explanatory Statement to this notice, identity of the beneficiaries of M. J. Shah HUF and their pre & post shareholdings were not disclosed which was required to be disclosed as per Regulation 73 of SEBI ICDR Regulations, 2009. While granting 'In Principle' approval for listing of the shares, the Company, as required, has confirmed to Bombay Stock Exchange Ltd and National Stock Exchange of India Ltd that the required disclosures will be made in an Explanatory statement to the Notice of Annual General Meeting to be held by September, 2017. In view of this, Pre & Post preferential shareholdings of beneficiaries of M J Shah HUF are given hereunder:



Names of the Beneficiaries of M J Shah HUF	Pre Pref shareholding	%	post pref shareholding	%
1. Mayank J. Shah Karta	Nil	Nil	2000000	7.11
2. Shruti M Shah (Wife)	15,846	0.07	1515846	5.39
3. Pratiti M Shah (daughter)	Nil	Nil	Nil	Nil
4. Mauli M Shah (daughter)	Nil	Nil	40000*	0.14
5. Prasham M Shah (Son)	Nil	Nil	1500000	5.33

(\*purchased from market on 14<sup>th</sup> July, 2017)

The Shares on preferential basis were allotted on 16<sup>th</sup> August, 2017 to allottees which was well within the time prescribed by Regulation 74 of SEBI ICDR Regulations, 2009.

The members are requested to pass the resolution mentioned at Item No. 7 of the Notice for ratification of non disclosure of the required information in an Explanatory Statement to the Notice of EGM dated 4<sup>th</sup> July, 2017 and to pass the resolution for disclosure of identity of ultimate beneficiaries of M J Shah HUF and their pre & post preferential share holdings as mentioned herein above.

None of the Directors or KMPs are interested in the above resolution.

#### Item No. 8

The Company is engaged in manufacturing and dealing in Pharmaceutical Products. During the course of business, the Company is required to sell, purchase or supply of any goods, materials, services, dossiers, brands, patents directly or through agent and leasing of the propertie(s) to its subsidiaries namely, Lyka BDR International Limited, Lyka Exports Limited and Lyka Healthcare Limited which are considered as Related Parties within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 23 of (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Considering the future business projections, the transactions of sell, purchase or supply of any goods, materials, services dossiers, brands, patents directly or through agents and leasing of the propertie(s) to Lyka BDR International Limited, Lyka Exports Limited and Lyka Healthcare Limited (Related Parties), the value of which is estimated at ₹ 50 Crores, ₹ 15 crores and ₹ 15 crores respectively in a financial year which might exceed the limit prescribed under Section 188 of the Companies Act, 2013 and/or limit prescribed under Regulation 23 of (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Shareholders approval is therefore recommended at Item No. 8 of the Notice by passing special resolution approving the related parties transactions as mentioned in the resolution.

Shri N. I. Gandhi & Shri V. S. Shanbhag, Directors of the Company are also Directors in Lyka BDR International Ltd, Lyka Exports Limited and Lyka Healthcare Limited and Smt. N. N. Gandhi, Director of the Company is a relative of Shri N.I. Gandhi are deemed to be considered as Interested Directors in the transactions with the subsidiaries.

None of the other Directors and Key Managerial Persons and their relatives are concerned or interested financially or otherwise in the above resolution.

#### Item No. 9

The Company is having office premises at 101, Shiv Shakti Industrial Estate, Andheri Kurla Road, Andheri East, Mumbai – 400 059. The said property is mortgaged in favour of Bank of Maharashtra to secure the Term Loan granted to the Company. At present, the Company has outstanding principal amount of ₹ 11.20 crores payable to Bank of Maharashtra. The Board of Directors is proposing to sell this premises at the value not less than ₹ 10 crores subject to consent of the said bank. The company will repay the outstanding dues of the bank out of the sale proceeds which will reduce the debts and interest cost of the company. As required under provision of Section 188 of the Companies Act, 2013, the members approval are required for sale of the property as proposed in the resolution mentioned at Item No. 9 of the Notice.

None of the Directors and Key Managerial Persons and their relatives are concerned or interested financially or otherwise in the above resolution.

By Order of the Board

Place: Mumbai  
Date: 30.08.2017

**P.G Hindia**  
Company Secretary

# Lyka Labs Limited

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## The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 26<sup>th</sup> September, 2017 at 10.00 am and ends on 28<sup>th</sup> September, 2017 at 5.00 pm. 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) of 22<sup>nd</sup> September, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
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"><li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li><li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li></ul>
Dividend Bank Details <b>OR</b> 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"><li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li></ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will directly reach the Company selection screen. However, members 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.



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- (xii) Click on the EVSN for the relevant Lyka Labs Ltd on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) 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.

**(xix) Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

By Order of the Board

Place: Mumbai  
Date: 30.08.2017

**P.G Hindia**  
Company Secretary