



NOTICE

NOTICE is hereby given that Thirty Ninth Annual General Meeting of the Members of Lyka Labs Limited will be held on Saturday, 29th September, 2018 at 12.30 pm at 4801/B & 4802/A, GIDC Industrial Estate, Ankleshwar-393002, Gujarat to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Standalone audited financial statements including Balance Sheet as at 31st March, 2018, Statement of Profit and Loss Account and Cash Flow Statement for the year ended on that date and reports of Board of Directors and Auditors thereon.
2. To receive, consider and adopt the Consolidated audited financial statements including Balance Sheet as at 31st March, 2018, Statement of Profit and Loss Account and Cash Flow Statement for the year ended on that date and report of Auditors thereon.
3. 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.
4. Ratification of appointment of M/s. Mehta Chokshi & Shah as the Statutory Auditors

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 as may be applicable (including any statutory modification(s) or re-enactment(s) thereof) and pursuant to the resolution passed by the members at the 38th Annual General Meeting held on September 29, 2017 appointing M/s. Mehta Chokshi & Shah, Chartered Accountants, having Firm Registration No. 106201W as statutory auditors to hold office from the conclusion of the 38th AGM till conclusion of the 43rd AGM, be and is hereby ratified by the members of the Company to hold office from conclusion of this Annual General Meeting till the conclusion of next 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 plus out of pocket expenses as may be incurred by them in connection with the Audit.”

5. Ratification of appointment of M/s. M. I. Shah & Co., as Branch Auditors

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 as may be applicable (including any statutory modification(s) or re-enactment(s) thereof) and pursuant to the resolution passed by the members at the 38th Annual General Meeting held on September 29, 2017 appointing M/s. M. I. Shah & Co., Chartered Accountants, having Firm Registration No. 119025W as branch auditors to hold office from the conclusion of the 38th AGM till conclusion of the 43rd AGM, be and is hereby ratified by the members of the Company to hold office from conclusion of this Annual General Meeting till the conclusion of next 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 plus out of pocket expenses as may be incurred by them in connection with the Audit.”

SPECIAL BUSINESS

6. Ratification of Remuneration of Cost Auditors for cost audit for the financial year ended 31st March, 2019

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), the remuneration of Rs. 1,25,000/- as approved by the Board of Directors of the Company, payable to M/s. Kirit Mehta & Associates, Cost Accountants having Firm Registration No. 000048 for conducting Cost Audit of the cost records

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maintained by Company for manufacturing of Pharmaceuticals products for the financial year ended 31st March, 2019 be and hereby ratified.

7. Appointment of Independent Director

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 149,152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR), including any statutory modifications or re-enactment(s) thereof and any rules made thereunder, for the time being in force, Smt. Neha Anant Thakore (DIN: 00893957), who was appointed as an Additional Director of the Company effective from 5th April, 2018, and whose term expires at this AGM and who has provided a declaration that she meets the criteria for independence as mentioned in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of three (3) years effective from conclusion of 39th Annual General Meeting of the Company and that she is not liable to retire by rotation.”

8. Approval of Related Party Transactions

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 188 of the Companies Act, 2013 and Rules made thereunder and Regulation 23 of (Listing Obligation and Disclosure Requirements), Regulations, 2015 (including any statutory modification or re – enactment 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:

Sale, purchase or supply of any good and/or material and/or brands and/or dossiers and/or services directly or through appointment of agent and selling or disposing off, renting, leasing and buying properties 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 Rs. 50 crores (Rupees Fifty Crores) in a Financial Year which may exceed the limit as prescribed under Section 188 of the Companies Act,2013.

Sale, purchase or supply of any good and/or material and/or brands and/or dossiers and/or services directly or through appointment of agent and selling or disposing off, renting, leasing and buying properties of any kind on such terms and conditions as may be mutually agreed upon between the Company and Lyka Exports Ltd., a subsidiary and related party, for an amount not exceeding Rs. 15 crores (Rupees Fifteen Crores) in a Financial Year which may exceed the limit as prescribed under Section 188 of the Companies Act,2013.

Sale, purchase or supply of any good and/or material and/or brands and/or dossiers and/or services directly or through appointment of agent and selling or disposing off, renting, leasing and buying properties 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 Rs. 15 crores (Rupees Fifteen Crores) in a Financial Year which may exceed the limit as prescribed under Section 188 of the Companies Act,2013.

RESOLVES 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.”

By Order of the Board

Place: Mumbai
Date: 13th August, 2018

D. J. Darji
Company Secretary



Notes:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of business under Item Nos. 6, 7 and 8 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. 3 and 7 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 22nd September, 2018 to 29th September, 2018 (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.
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 26th September, 2018 at 10.00 a.m. and will end on 28th September, 2018 at 5.00 pm. The cut off date for entitlement of voting through electronic means is 22nd September, 2018.
10. Any member who 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 and Secretarial Standard, brief information is furnished about the Directors proposed to be appointed/ re – appointed.

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

Name of Director	Smt. Nehal N. Gandhi
Date of Birth	30 th September, 1952
Date of Appointment	4 th 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
Disclosure of relationship between directors inter-se	Shri N. I. Gandhi, Managing Director (Husband)

2. Details of Director Seeking Appointment at the Annual General Meeting

Name of Director	Smt. Neha Anant Thakore
Date of Birth	17 th November, 1972
Date of Appointment	5 th April, 2018
Expertise in specific functional areas	Extensive professional experience and leadership accomplishment in pharmacy business
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	800
Disclosure of relationship between directors inter-se	Nil

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

Item No. 6

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 2018-19. Their appointment as Cost Auditor and payment of remuneration of Rs. 1,25,000/- was considered by the Board on the recommendation by the Audit Committee. However, payment of remuneration to Cost Auditor for the financial year 2018-19 requires to be ratified by the members of the Company.

The Resolution mentioned at Item No. 6 of the Notice is recommended for your approval.



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

Item No. 7

The Board of Directors based on recommendations of Nomination and Remuneration Committee has appointed Smt. Neha Anant Thakore (DIN: 00893957) who is meeting the criteria as Independent Director appointed her as Additional Director to the Board. She holds the office till the ensuing Annual General Meeting. Her appointment as Independent Director is proposed for a period of 3 (three) year at this Annual General Meeting. She is not liable to retire by rotation under Section 149 of the Companies Act, 2013. Her appointment is subject to approval by the members.

Smt. Neha Anant Thakore is not disqualified from being appointed as Directors in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as Director of the Company. The Company has also received a declaration from her that she meets the criteria of Independence as prescribed under sub section (6) of Section 149 of the Companies Act, 2013. The brief particulars of each of the above Director are given herein below:

Smt. Neha Anant Thakore, age 45 years. She has over 20 years of experience in organizational management, growth strategy & business development. She has extensive professional experience & leadership accomplishments in business and natural affinity to understating & interpreting unspoken nuances facilitating communication to consensus building.

The Board of Directors recommend the resolution at item No. 7 for your approval.

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

Item No. 8

The Company is engaged in manufacturing and dealing of Pharmaceutical Products. During the course of business, the Company is required to sell, purchase or supply of any goods or material directly or through appointment of agents and leasing of the propertie(s) to its subsidiaries namely, Lyka BDR International Ltd., Lyka Exports Ltd., and Lyka Healthcare Ltd, which are considered as the 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 transaction 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 Ltd, Lyka Export Ltd and Lyka Healthcare Ltd (Related Parties), the value of which is estimated at Rs. 50 crores, Rs. 15 crores and Rs. 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 ordinary resolution approving the related parties transactions as mentioned in the resolution.

Shri N. I. Gandhi and Shri Atit N Shukla Directors of the Company, are also Directors in Lyka BDR International Ltd and Lyka Exports Ltd and Smt. N N Gandhi, Director of the Company is a relative of Shri N I Gandhi are deemed to be considered as an interested director in the transactions with the subsidiaries.

None of the other Directors other than Shri N. I. Gandhi, Shri Atit N. Shukla and Smt. N. N. Gandhi, Key Managerial Personnel and their relatives are concerned or interested financially or otherwise in the above resolution.

By Order of the Board

Place: Mumbai
Date: 13th August, 2018

D. J. Darji
Company Secretary

Lyka Labs Limited

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 26th September, 2018 at 10.00 am and ends on 28th September, 2018 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 22nd September, 2018 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.
- (iv) Click on Shareholders / Members.
- (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 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:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">• 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.• 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.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none">• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then 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.
- (xii) Click on the EVSN for the relevant Lyka Labs Ltd. on which you choose to vote.



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- (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) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows Phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instruction as prompted by the mobile app while voting on your mobile.
- (xx) **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 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.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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, under help section or write an email to helpdesk.evoting@cdslindia.com.

By Order of the Board

Place: Mumbai
Date: 13th August, 2018

Dinesh Darji
Company Secretary