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**NOTICE** is hereby given that Thirty Sixth Annual General Meeting of the Members of Lyka Labs Limited will be held at 4801/B & 4802/A, GIDC Industrial Estate, Ankleshwar-393002 on Wednesday, the 30<sup>th</sup> December, 2015 at 12.45 p.m. to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at June 30, 2015 and the 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 Section 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), the retiring Auditors, M/s. M. A. Parikh & Co., Chartered Accountants having Firm Registration No. 107556W be and are hereby appointed as Statutory Auditors of the Company to hold office for a period of one year from the conclusion of the 36<sup>th</sup> Annual General Meeting till the conclusion of the 37<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, 2016 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 Section 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), the retiring Auditors, M/s Thacker Butala Desai Chartered Accountants having Firm Registration No.110864W be and are hereby appointed as Branch Auditors of the Company to hold office for a period of one year from the conclusion of 36<sup>th</sup> Annual General Meeting till the conclusion of the 37<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, 2016 plus out of pocket expenses as may be incurred by them in connection with the Audit.”

### SPECIAL BUSINESS

5. 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 payment of remuneration of ₹1,25,000/- to M/s. Kirit Mehta & Associates, Cost Auditor having Firm Registration No.000048 for conducting the Cost Audit of Pharmaceutical Products of the Company for the previous financial year ended on 30<sup>th</sup> June, 2015 be and are hereby ratified.

**RESOLVED FURTHER THAT** consent of the Company be and is hereby accorded for payment of remuneration of ₹1,25,000/- to M/s. Kirit Mehta & Associates, Cost Accountants for conducting Cost Audit of Pharmaceutical Products of the Company for financial year ending on 31<sup>st</sup> March, 2016.”

6. 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 and other applicable provisions, if any, of the Act, and the Rules framed there under read with Schedule IV to the Act, as amended from time to time and Clause 49 of the Listing Agreement, Shri. Yatin N. Shah (DIN: 07155634), who was appointed as an Additional Director of the Company effective from April 24, 2015 by the Board of Directors pursuant to provisions of Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company and who holds office upto the date of the 36<sup>th</sup> Annual General Meeting and in respect of whom the Company has received a Notice under Section 160 of the Companies Act, 2013, together with a requisite deposit proposing his candidature for the office of a Director and who has provided a declaration that he 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 3 (three) consecutive years effective from conclusion of 36<sup>th</sup> Annual General Meeting of the Company and that he is not liable to retire by rotation.”

7. 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 and other applicable provisions, if any, of the Act, and the Rules framed there under read with Schedule IV to the Act, as amended from time to time and Clause 49 of the Listing Agreement, Shri Atit N. Shukla (DIN: 07238247), who was appointed as an Additional Director of the Company effective from August 11, 2015 by the Board of Directors pursuant to provisions of Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company and who holds office upto the date of the 36<sup>th</sup> Annual General Meeting and in respect of whom the Company has received a Notice under Section 160 of the Companies Act, 2013, together with a requisite deposit proposing his candidature for the office of a Director and who has provided a declaration that he 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 3 (three) consecutive years effective from conclusion of 36<sup>th</sup> Annual General Meeting of the Company and that he is not liable to retire by rotation.”

8. 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 and other applicable provisions, if any, of the Act, and the Rules framed there under read with Schedule IV to the Act, as amended from time to time and Clause 49 of the Listing Agreement, Shri. Ajit S. Bagadia (DIN: 07229868), who was appointed as an Additional Director of the Company effective from August 11, 2015 by the Board of Directors pursuant to provisions of Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company and who holds office upto the date of the 36<sup>th</sup> Annual General Meeting and in respect of whom the Company has received a Notice under Section 160 of the Companies Act, 2013, together with a requisite deposit proposing his candidature for the office of a Director and who has provided a declaration that he 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 3 (three) consecutive years effective from conclusion of 36<sup>th</sup> Annual General Meeting of the Company and that he is not liable to retire by rotation.”

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

“**RESOLVED THAT** consent of the Company be and is hereby accorded for payment of basic salary of ₹ 250,000/- p.m. plus allowances and perquisites to Mr. Kunal N. Gandhi, a relative of Director(s) who will hold office of profit in the Company by receiving the proposed remuneration on his appointment as Chief Executive Officer (CEO) of the Company w.e.f. 1<sup>st</sup> January, 2016 exceeding the limit as prescribed under provisions of Section 188(1)(f) of the Companies Act, 2013 and any other applicable provisions of the Act (including any modification(s) thereof for the time being in force) read with Rule 15(3)(b) of the Companies (Meetings of Board and its powers) Rules, 2014.

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**RESOLVED FURTHER THAT** the remuneration of Mr. Kunal N. Gandhi be increased by 10% or such amount every year as may be considered by the Nomination & Remuneration Committee and approved by the Board of Directors.”

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013, and Clause 49 (VII) of the Listing Agreement, (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 :

- (a) Sale, purchase or supply of any goods or materials, directly or through appointment of agent and leasing of propertie(s) 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 and Clause 49 (VII) of the Listing Agreement with the Stock Exchange.
- (b) Sale, purchase or supply of any goods or materials, directly or through appointment of agent and leasing of propertie(s) 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 ₹ 7 crores (Rupees Seven Crores) in a Financial Year which may exceed the limit as prescribed under Section 188 of the Companies Act, 2013 and Clause 49 (VII) of the Listing Agreement with the Stock Exchange.
- (c) Sale, purchase or supply of any goods or materials, directly or through appointment of agent and leasing of propertie(s) 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 ₹ 6 crores (Six Crores) in a Financial Year which may exceed the limit as prescribed under Section 188 of the Companies Act, 2013 and Clause 49 (VII) of the Listing Agreement with the Stock Exchange.

**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.”

By Order of the Board

Place: Mumbai  
Date: 28<sup>th</sup> November, 2015

**P.G Hindia**  
Company Secretary

**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, 9 and 10 set out in the Notice is annexed hereto:
- 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.

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4. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified 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 24<sup>th</sup> December, 2015 to 30<sup>th</sup> December, 2015 (both days inclusive) for the purpose of Annual General Meeting.
6. As required by the Listing Agreement, 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:  
Smt. N.N Gandhi Age 63 years, B.A., has been Director of the Company since 1995, she has more than 30 years of experience in Business Management. She is also a Director in few other Companies. She holds 1369803 Shares in the Company.
7. 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 and Share Transfer Agent.
8. 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.
9. 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).
10. In Compliance with the provisions of section 108 of the Act, read with Rule 20 of Companies (Management and Administrative) Rules, 2014 and Clause 35B of the Listing Agreement, 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.
11. To support the Green Initiative of the Government, Electronic copy of the Annual Report for the year ended 30<sup>th</sup> June, 2015 will be sent to members whose mail IDs are available with the Depository Participant(s). Members who have not registered their email address, physical copy of the Annual Report 2015 will be sent in the permitted mode.
  - The voting through electronic means will commence on 27<sup>th</sup> December, 2015 at 10 am and will end on 29<sup>th</sup> December, 2015 at 5 pm. The cutoff date for entitlement of voting through electronic means is 23<sup>rd</sup> December, 2015
12. Any member, who has voted by remote e-voting, cannot vote at the meeting.
13. 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.
14. Members are requested to intimate immediately, any change in their address or bank mandates 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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## **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 2014-15. The remuneration of ₹ 1,25,000/- to Cost Auditor for conducting Cost Audit of Pharmaceutical Products of the Company for financial year 2014-15 requires ratification by the Shareholders.

M/s. Kirit Mehta & Associates are also appointed as Cost Auditor for the financial year 2015-16. Their appointment as Cost Auditor and payment of remuneration of ₹ 1,25,000/- was considered by the Board on the recommendation by the Audit Committee. However, for payment of remuneration to Cost Auditor for the financial year 2015-16 require shareholders 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 Nos 6, 7, 8.**

The Board of Directors based on recommendations of Nomination and Remuneration Committee has appointed Shri. Yatin N. Shah (DIN: 07155634), Shri. Atit N. Shukla (DIN: 07238247) and Shri. Ajit S. Bagadia (DIN: 07229868) who are meeting the criteria as Independent Directors appointed them as Additional Directors to the Board. They hold the office upto the commencement of the 36<sup>th</sup> Annual General Meeting. Their appointment as Independent Directors is proposed for a period of 3 (three) years at the ensuing Annual General Meeting. They are not liable to retire by rotation under Section 149 of the Companies Act, 2013. Their appointment is subject to approval by the members.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidature of the above mentioned persons for the office of Directors of the Company.

The above mentioned Directors are not disqualified from being appointed as Directors in terms of Section 164 of the Companies Act, 2013 and has given their consent to act as Directors of the Company. The Company has also received a declaration from the above mentioned Directors that they meet the criteria of Independence as prescribed under sub section (6) of Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement. The brief particulars of each of the above Directors are given herein below:

#### **Brief profile**

Shri. Yatin N. Shah, age 55 years, is a professional, a company secretary in practice since June 1994, and works as advisor to various corporate and non-corporate entities. His areas of expertise are Company Law and related matters. He has worked with several corporate houses on range of assignments including fund raising from capital markets. He does not hold any shares in the Company.

Shri. Atit N. Shukla, Age 30 years, LLB from Government Law College. He is a practicing Counsel (Litigation Matters) in High Court. His main areas of Practice are Corporate, Commercial, Property, Intellectual Property, Banking, Constitutional, Admiralty, Arbitration and Matters pertaining to personal laws. He does not hold any shares in the Company.

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Shri. Ajit S. Bagadia, Age 59 years, B.Com, FCA. He is a practicing Chartered Accountant since June, 1984. He is having expertise on various Tax related matters. He is also a Member of Sales Tax Practitioner Association of Bombay and Bombay Chartered Accountant Society. He does not hold any shares in the Company.

The professional expertise of above mentioned Independent Directors would be beneficial to the Company.

The Board recommends the resolutions for their appointments as set forth at Item Nos. 6,7 and 8 of the Notice.

None of the Directors and Key Managerial Personnel of the Company, except Shri. Yatin N. Shah, Shri. Atit N. Shukla and Shri. Ajit S. Bagadia are concerned or interested, financially or otherwise in the resolutions set out at Item Nos. 6, 7 and 8 of the Notice.

## Item No 9.

Mr. Kunal N. Gandhi has done Master of Science from Lancaster University, Lancaster, U.K. He was appointed as Vice President – Business Development of the Company w.e.f 1<sup>st</sup> April 2010. During his tenure, he expanded business of the Company by introducing new clients and new products. He is instrumental in expanding business overseas entities by entering into “Technical Know how” Agreement with companies based in Indonesia and Turkey. He has given a new dimension to the Company by diversifying the business into Cosmetology and Dermatology products which have better returns. Considering the valuable contribution made by him towards the business of the Company, the Board of Directors at their meeting held on 28<sup>th</sup> November, 2015 appointed him as Chief Executive Officer (CEO) of the Company w.e.f 1<sup>st</sup> January, 2016.

The remuneration payable to Mr. Kunal N. Gandhi as considered by Nomination and Remuneration Committee and approved by the Board of Directors is as under:

Basic Salary	: ₹ 250000/- p.m.
Hard and soft furnishing Allowance	: ₹ 20000/- p.m.
Medical Allowance	: ₹ 1500/- p.m.
LTA	: One month basic salary.
Annual Club Membership Fees	: Maximum two Clubs.

In addition to above, he will be entitled to Provident Fund, Gratuity, Super Annuation fund as per rule of the Company and he will be provided a Car with a driver. His remuneration will be subject to increase by 10% or such amount every year as may be considered by Nomination & Remuneration Committee and approved by the Board of Directors.

Mr. Kunal N. Gandhi will be considered as a Key Managerial Personnel (KMP) of the Company and will look after overall business operations of the Company and assist Managing Director in day to day affairs of the Company. His appointment as a CEO will be beneficial to the Company.

Mr. Kunal N. Gandhi is related to Shri. N.I. Gandhi the Managing Director and Smt. N. N. Gandhi Director of the Company. The payment of proposed remuneration to Mr. Kunal N. Gandhi on his appointment as a CEO would amount to holding of office of profit by him in the Company. Since, the proposed remuneration payable to Mr. Kunal N. Gandhi as CEO exceeds the limit of ₹ 2,50,000/- p.m. as prescribed under Rule 15 (3)(b) of the Companies (Meeting of Board and its Powers), Rules, 2014, Approval of shareholders by passing a Special Resolution is required for payment of proposed remuneration to him.

The Board therefore recommends passing of Special Resolution as mentioned at Item No. 9 of the Notice.



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None of the Directors and KMP except Shri. N. I. Gandhi and Smt. N. N. Gandhi are concerned or interested in passing the above resolution.

**Item No 10.**

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 or materials 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 Clause 49 (VII) of the Listing Agreement.

Considering the future business projections, the transactions of sell, purchase or supply of any goods or materials directly or through agents and leasing of the propertie(s) to Lyka BDR International Limited (Related Party), the value of which is estimated at ₹ 50 Crores in a financial year which might exceed the limit prescribed under Section 188 of the Companies Act, 2013 and/or limit prescribed under Clause 49 (VII) of the Listing Agreement with the Stock Exchange. Further, the transactions with Lyka Exports Limited and Lyka Healthcare Limited, which are subsidiaries and related parties, requires to be approved by the Shareholders.

The Shareholders approval is therefore recommended at Item No. 10 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.

By Order of the Board

Place: Mumbai  
Date: 28<sup>th</sup> November, 2015

**P.G Hindia**  
Company Secretary

## INSTRUCTIONS FOR E-VOTING

Pursuant to provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility to the members to cast their votes electronically on all resolutions set forth in the Notice convening the 36th Annual General Meeting to be held on 30<sup>th</sup> December, 2015, at its Registered Office. The Company has engaged the services of Central Depository Services Limited (CDSL) to provide the E-Voting facility.

The procedure and instructions for the voting through electronic means is as follows:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 27<sup>th</sup> December, 2015 at 10 am and ends on 29<sup>th</sup> December, 2015 at 5 p.m. 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 23<sup>rd</sup> December, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) If you are a first time user follow the steps given below:

PAN	For Members holding shares in Demat Form and Physical Form
	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></ul> 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.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"><li>• Please enter the DOB or Dividend Bank Details in order to login. If 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>

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



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- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) 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 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.
- (xix) 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)
- i) M/s. V. Sundaram & Co, Practicing Company Secretaries has been appointed as Scrutinizer to scrutinize voting process in a fair and transparent manner.
  - ii) The Scrutinizer shall immediately after the conclusion of voting at the General meeting first count the vote cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and make not later than three days of conclusion of the meeting a consolidated Scrutinizer's Report of the total votes cast in favour or

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against, if any, to the Chairman or a person authorized by him in voting who shall countersign the same.

The Scrutinizer shall submit his report to the Chairman after completion of the scrutiny. The result of the voting on the Resolutions at the meeting shall be announced by the Chairman. The results declared along with the Scrutinizer's report, will be posted on the Company's Website on 2<sup>nd</sup> January, 2016.

The investors may contact the Company Secretary for redressal of their grievances/queries. For this purpose, they may either write to him at the Administrative office address at 101, Shivshakti Industrial Estate, Andheri Kurla Road, Andheri (East), Mumbai-400059 or e-mail their grievances / queries to the Company Secretary at the following e-mail address: [companysecretary@lykalabs.com](mailto:companysecretary@lykalabs.com)

By Order of the Board,

Place: Mumbai  
Date: 28<sup>th</sup> November, 2015

**P. G. Hindia**  
**Company Secretary**