



## NOTICE

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**NOTICE** is hereby given that Forty Third Annual General Meeting (AGM) of the Members of Lyka Labs Limited will be held on Monday, 1<sup>st</sup> August, 2022 at 12:15 pm (IST) through video conferencing (VC)/ other audio-visual means (OAVM) to transact the following businesses:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Standalone Audited Financial Statements along with Balance Sheet as at 31st March, 2022, 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 along with Balance Sheet as at 31st March, 2022, 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.

### SPECIAL BUSINESS

4. **APPROVAL FOR PAYMENT OF REMUNERATION TO COST AUDITOR FOR CONDUCTING COST AUDIT OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023.**

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 Members of the Company be and is hereby accorded for payment of remuneration of Rs.1,60,000/- to M/s. Sarvottam Rege and Associates- Cost Auditors, having Firm Registration No. 104190 and out of pocket expenses as may be incurred by them in connection with conducting Cost Audit of Pharmaceutical Products of the Company for the financial year 2022-23.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.

5. **REVISION IN REMUNERATION OF MR. KUNAL N. GANDHI, MANAGING DIRECTOR.**

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

**“RESOLVED THAT** pursuant to provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act including the relevant Rules as applicable and ( any statutory modification(s) or re-enactment thereof for the time being in force), and subject to provisions of Schedule V of the Companies Act, 2013 and provisions of Articles of Association of the Company, Shri Kunal N. Gandhi (DIN : 01516156) Managing Director be paid revised salary of Rs. 11.75 Lakhs p.m. plus perquisites and allowances w.e.f. 1st April, 2022 which shall be increased upto Rs. 24.25 Lakhs p.m. plus perquisites and allowances during remainder tenure of his office.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits of the Company in any subsequent financial years during the remainder tenure of Mr. Kunal N. Gandhi as Managing Director, he shall be paid minimum Salary upto Rs. 24.25 Lakhs p.m. plus perquisites and allowances as may be decided by the Board of Directors.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee of Directors) be and is hereby authorised to vary and/or revise the remuneration of Shri Kunal N. Gandhi as Managing Director within the overall limits under the Act and to do all such acts, deeds and things and to execute all such documents, instruments and writings as may be required to vary and / or revise his remuneration and to delegate all or any of its powers herein conferred to any Committee of Directors to give effect to the aforesaid Resolution.”

**6. APPROVAL OF APPOINTMENT OF MRS. DHARA P SHAH AS AN INDEPENDENT DIRECTOR.**

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

“**RESOLVED THAT** pursuant to the recommendation of Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the rules framed there under and the SEBI ( Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force) Mrs. Dhara P. Shah (DIN: 07530998 ) who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors effective from 4th August, 2021 and whose term expires at 43rd Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and who has provided a declaration that she meets the criteria for independence as mentioned in Section 149(6) of the Act, consent of the members of the Company be and is hereby accorded to the appointment of Mrs. Dhara P. Shah as an Independent Director of the Company for a term of 1 (One) year from 4th August, 2021, and her term is not subject to retirement by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof), be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**7. APPROVAL FOR RE-APPOINTMENT OF MRS. DHARA P SHAH AS AN INDEPENDENT DIRECTOR.**

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

“**RESOLVED THAT** pursuant to the recommendation of Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the rules framed there under and the SEBI ( Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force) consent of the members of the company be and is hereby accorded to re-

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appointment of Mrs. Dhara P. Shah as an Independent Director of the Company for a second term of 3 (three) years with effect from 4<sup>th</sup> August, 2022 and her term shall not be subject to retirement by rotation.

“**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**8. APPROVAL OF FINANCIAL LIMIT OF RELATED PARTY TRANSACTIONS DURING FINANCIAL YEAR 2022 – 2023 :**

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 and other applicable provisions if any, of the Companies Act, 2013 and rules made there under and Regulation 23 of SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015 (including any statutory modification or re – enactment thereof for the time being in force), consent of the Members of the company be and is hereby accorded to the Board of Directors to enter into contracts/ arrangements/ transactions with Related Parties for:

- Sales, 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 otherwise disposing of or buying, renting, and leasing 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, related party, for an amount upto Rs. 40 crores (Rupees Forty Crores) in a Financial Year 2022 – 2023 which may exceed the limit as prescribed under Section 188 of the Companies Act, 2013 and rules made thereunder.
- Sales, 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 otherwise disposing of or buying, renting and leasing properties of any kind on such terms and conditions as may be mutually agreed upon between the Company and Lyka Exports Ltd., a subsidiary, related party, for an amount upto Rs. 8 crores (Rupees Eight Crores) in a Financial Year 2022 - 2023 which may exceed the limit as prescribed under Section 188 of the Companies Act, 2013 and rules made thereunder.
- Sales, 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 otherwise disposing of or buying, renting and leasing properties of any kind on such terms and conditions as may be mutually agreed upon between the Company and Lyka Generics Ltd., related party, for an amount upto Rs.15 crores (Rupees Fifteen Crores) in a Financial Year 2022 – 2023 which may exceed the limit as prescribed under Section 188 of the Companies Act, 2013 and rules made thereunder.

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- Sales, 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 otherwise disposing of or buying, renting and leasing properties of any kind on such terms and conditions as may be mutually agreed upon between the Company and IPCA Laboratories Ltd., related party, for an amount upto Rs. 50 crores (Rupees Fifty Crores) in a Financial Year 2022 – 2023 which may exceed the limit as prescribed under Section 188 of the Companies Act, 2013 and rules made thereunder.

**“RESOLVED FURTHER THAT** consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to increase the financial limit of the transactions with each of the related parties upto 50% over and above the limit mentioned herein above on recommendation by the Audit Committee, in case the financial limit of the transactions of the company with any of the related parties get exhausted during financial year 2022-23.

**“RESOLVED FURTHER THAT** 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  
Lyka labs Limited**

**Place: Mumbai**

**Date: 20th May, 2022**

**Piyush G Hindia  
Company Secretary**

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**Notes:**

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.lykalabs.com](http://www.lykalabs.com) <https://www.lykalabs.com/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

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8. Brief profile of the Directors seeking appointment/re-appointment, in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and Secretarial Standard, is furnished below:

**i. Smt. Nehal N Gandhi – Non Executive Director**

<b>Name of Director</b>	Smt. Nehal N. Gandhi
<b>Date of Birth</b>	30th September, 1952
<b>Date of Appointment</b>	4th February, 1995
<b>Qualification</b>	Bachelor of Arts
<b>Expertise in specific functional areas</b>	Business Management
<b>Directorships held in other public companies (excluding foreign companies and Section 8 companies)</b>	1. Enai Trading and Investment Private Limited 2. Lyka Animal Healthcare Limited
<b>Memberships / Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee.)</b>	Nil
<b>Number of shares held in the Company</b>	11,57,453
<b>Number of Board Meetings attended during the Financial year</b>	3
<b>Remuneration</b>	Sitting fees for attending Board Meeting
<b>Disclosure of relationship with other Directors, Manager and other Key Managerial Personnel of the company</b>	Shri Kunal N Gandhi- Managing Director and Chief Executive Officer (Son).

**ii. Mrs. Dhara P. Shah – Independent Director**

<b>Name of Director</b>	Mrs. Dhara P.Shah
<b>Date of Birth</b>	22nd November, 1987
<b>Date of Appointment</b>	04th August, 2021
<b>Qualification</b>	Company Secretary
<b>Experience</b>	Company Secretarial matters
<b>Directorships held in other companies</b>	Lyka BDR International Limited
<b>Memberships / Chairmanships of committees of other companies</b>	Member-Audit Committee (Lyka BDR International Limited)
<b>Number of shares held in the Company</b>	1
<b>Number of Board Meetings attended during the Financial year</b>	1
<b>Remuneration</b>	Sitting fees for attending Board Meeting
<b>Disclosure of relationship with other Directors, Manager and other Key Managerial Personnel of the company</b>	N.A

**INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING:**

The remote e-voting period begins on 29th July, 2022 by 10.00 A.M and ends on 31st July, 2022 by 05.00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 25th July, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 25th July, 2022.

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





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

### **Step 1: Access to NSDL e-Voting system**

#### **A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or <b>e-Voting service provider-NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

## **Important note:**

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

## **Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

<b>Login type</b>	<b>Helpdesk details</b>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43</p>

## **B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

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

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.



Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

## **General Guidelines for shareholders**

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

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [companysecretary@lykalabs.com](mailto:companysecretary@lykalabs.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [companysecretary@lykalabs.com](mailto:companysecretary@lykalabs.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step **1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at companysecretary@lykalabs.com. The same will be replied by the company suitably.

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

### **Item No. 4**

#### **Approval of Remuneration to Cost Auditor for the financial year 2022- 2023**

Pursuant to provisions of Section 148 of the Companies Act, 2013, and Rule 14 of Companies (Audit and Auditors) Rules, 2014, M/s. Sarvottam Rege and Associates- Cost Accountants having Firm Registration No.104190, have been appointed as a Cost Auditor for conducting Cost Audit of Pharmaceutical Products of the Company for the financial year 2022-23. The remuneration proposed to be payable to them is Rs. 1,60,000 /- p.a. plus re-imbursment of out of pocket expenses to be incurred by them in connection with cost audit which was considered by the Board on the recommendation by the Audit Committee. For payment of remuneration to Cost Auditor for the financial year 2022 – 23, shareholder’s approval is required.

The Board of Directors therefore recommend the resolution as mentioned at Item No. 4 of the notice for your approval.

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

### **Item No. 5**

#### **Revision in Remuneration of Mr. Kunal N. Gandhi – Managing Director**

As per provisions of Section 197 of the Companies Act, 2013, the maximum remuneration payable to Managing Director shall not exceed 5% of the net profits of the Company computed in the manner referred to in Section 198 of the Companies Act 2013. During the Financial Year 2021 – 2022, the net profit computed as per provision of Section 198 of the Companies Act 2013, arrives at Rs. 60 crores. Accordingly, Mr. Kunal N. Gandhi-Managing Director is eligible to receive the remuneration upto 5% of the net profit i.e. Rs. 25 lakhs per month.

The Board of Directors at their meeting held on 20th May, 2022 approved payment of salary of Rs. 11,75,000/- (Rupees Eleven Lakhs Seventy Five Thousand only) per month w.e.f 1<sup>st</sup> April, 2022 with such an annual increment in salary as may be decided by the Board upto a ceiling of Rs. 24,25,000/- p.m. plus Allowances and Perquisites during remainder term of his appointment.

The details of the proposed salary plus allowance, perquisites payable to Shri Kunal N Gandhi as Managing Director is mentioned hereunder:

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- i. **Salary** of Rs. 11,75,000/- (Rupees Eleven Lakhs Seventy Five Thousand only) per month with such an annual increment as may be decided by the Board upto a ceiling of Rs. 24,25,000/- (Rupees Twenty Four Lakhs Twenty Five Thousand Only) per month during his remainder term of office as Managing Director.
  - ii. **Housing Allowance and Allowance for other amenities** - The Company will provide fully furnished accommodation and will pay not exceeding Rs. 75,000/- p.m towards .maintenance expenses, Society charges, repairing, expenses on Gas, Electricity and water
  - iii. **Medical, hospitalization and health-care expenses:** Actual expenses incurred for the Managing Director and his family including mediclaim insurance policy premium to be paid by the Company
  - iv. **Leave travel concession:** For the Managing Director and his family, once in a year incurred in accordance with rules specified by the Company subject to a ceiling of one month salary.
  - v. **Club fees:** Fees of clubs subject to a maximum of two clubs. This will not include admission and life membership fee.
  - vi. **Personal accident insurance:** As per rules specified by the Company.
  - vii. Provision of a car with a driver and telephone, Mobile, I-pad, Computer and other communication facilities at residence for official purpose.
  - viii. Contribution to Provident Fund, Superannuation Fund and Gratuity as per rules of the Company.
  - ix. Encashment of un-availed privilege leave at the end of the tenure of the appointment.

Perquisites mentioned at v, vi, vii, viii and ix above shall not be considered in computation of the ceiling on remuneration.

Reimbursement of Travelling and Accommodation Expenses actually incurred within India and abroad for business purposes of the Company shall not be considered as Perquisite.

In case of inadequacy of the profit or loss, if any, incurred during the financial years during the tenure of the appointment of Managing Director, he shall be paid minimum remuneration upto Rs. 24.25 Lakhs p.m. plus Allowance and Perquisites as may be decided by the Board of Directors.

The Board of Directors recommend passing of the special resolution as proposed at item No.5 of the Notice.

Shri Kunal N Gandhi is considered as interested Director as the resolution pertains to increase in his remuneration. Smt. Nehal N Gandhi being relative of Shri Kunal N Gandhi is deemed to be considered as concerned or interested in the same. None of the other Directors and Key Managerial Personnel of the Company are in any way concerned or interested, in the said resolution.

Draft Deed of Amendment to the original Agreement with respect to revision in the remuneration payable to Managing Director w.e.f. 1st April, 2022 is open for inspection by the Members at the

# Lyka Labs Limited

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Registered Office of the Company during 11.00 am to 5.00 pm on all working days up to date of Meeting.

## **Item Nos. 6 & 7**

### **Approval for Appointment/ Re- Appointment of Mrs. Dhara P. Shah as an Independent Director**

Mrs. Dhara P. Shah(DIN:07530998) was appointed as an additional Independent Director by the Board of Directors at their meeting held on 4th August,2021 for a term of 1(one) year on the recommendation of Nomination and Remuneration Committee .

The first term of Mrs. Dhara P. Shah as an Independent Director will end on 3rd August, 2022. The Board of Directors on recommendation of Nomination and Remuneration committee has re-appointed her for a second term of 3 (Three) years w.e.f 4th August,2022 at their meeting held on 20th May 2022.

Mrs. Dhara P. Shah is not disqualified from appointment/reappointment as an independent Director of the Company.She meets the criteria of independence. She is not subject to retirement by rotation.

The special resolutions are proposed at item Nos 6 & 7 of the Notice for approval of her appointment as an independent Director of the Company for first term of 1 (one) year w.e.f 4th August,2021 and re-appointment as an Independent Director of the Company for a second term of 3(three) years w.e.f 4th August,2022.

None of the Directors ,Key Managerial Personnel and their relatives except Mrs Dhara P. Shah is concerned or interested in passing of the above resolutions

## **Item Nos. 8**

### **Approval for Financial Limit of Related Party transactions during 2022 – 2023.**

The Company is engaged in manufacturing and dealing in Pharmaceutical Products and during the course of business it sells, purchase or supply goods or material directly or through appointment of agents and leasing of the propertie(s) to its subsidiaries/Associates namely, Lyka BDR International Ltd., Lyka Exports Ltd, Lyka Generics Ltd and IPCA Laboratories Ltd (joint promoter ) 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. During the Financial year 2022-2023, financial value of the transactions with:

- 1) Lyka BDR International Ltd is estimated at Rs. 40 Crores
- 2) Lyka Export Ltd is estimated at Rs. 8 Crores
- 3) Lyka Generics Ltd is estimated at Rs. 15 Crores and
- 4) IPCA Laboratories Ltd is estimated at Rs. 50 Crores



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The Board of Directors recommend the special resolution at item No. 8 of the Notice for approval of the proposed financial limit of the transactions with aforesaid related parties during financial year 2022 – 2023 and also to authorize the Board of Directors to increase the financial limit of the transactions with each of the abovementioned parties upto 50% over and above the limit mentioned herein above on recommendation by the Audit Committee, in case, the financial limit of the transactions of the company with any of the above parties gets exhausted during financial year 2022-23.

Shri Vinod S. Shanbhag Director of the Company is also a Director in Lyka Exports Limited. Shri Kunal N. Gandhi, Managing Director of the Company, is also a Director in Lyka BDR International Ltd, Lyka Exports Ltd and Lyka Generics Limited. Smt Nehal N. Gandhi, Director of the Company is also a Director in Lyka Generics Limited, Ipca Laboratories Ltd. is joint promoter are deemed to be considered as interested in the proposed transactions with the Company.

None of the other Directors or Key Managerial Personnel is concerned or interested, in the above resolution.

**For and on behalf of the Board of  
LYKA LABS LTD**

**Place: Mumbai**

**Date: 20th May, 2022**

**Piyush G. Hindia  
Company Secretary**