



Report of Scrutinizer on Equity shareholder meeting- Consolidated

To,

Mr. Manish Shah,

Chairman appointed by the Hon'ble National Company Law Tribunal, Ahmedabad (NCLT), for the Meeting of the Equity Shareholders of Lyka Labs Limited.

Dear Sir,

I, Mr. Kaushal Doshi, Practicing Company Secretary (ACS-32178, CP:13143) have been appointed by the Hon'ble National Company Law Tribunal (NCLT), at Ahmedabad vide its Order dated 6th February, 2018 as "the Scrutinizer" for the purpose of conducting the voting done through the postal ballot and e-voting and the voting conducted through poll paper at the meeting of the Equity Shareholders of Lyka Labs Limited held at 4801/B & 4802/A GIDC Industrial Estate, Ankleshwar 393002, Gujarat, India, on Tuesday, 27th March, 2018 at 12.00 noon for seeking approval of the Equity Shareholders to the proposed merger of Lyka Healthcare Limited (Wholly owned Subsidiary) with Lyka Labs Limited.

I submit my report as under:

- (i) The company had appointed Central Depository Services Limited ("CDSL") as the Agency for providing the e-voting platform to the equity shareholders of the Company.
- (ii) The Management of the Company is responsible for ensuring compliance with the requirements of the Companies Act, 2013 and the Rules made under, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to voting done through the postal ballot, e-voting and voting conducted through poll paper on the resolution contained in the Notice of the Meeting.
- (iii) The Cut-Off date was Friday, 15th December 2017 for the purpose of deciding the Equity Shareholders entitled to vote through postal ballot, e-voting and voting conducted through poll papers at the venue of the meeting on the resolution seeking their approval.



- (iv) The voting through postal ballot and e-voting had commenced on Sunday, 25th February, 2018 at 9.00 a.m. and closed on Monday, 26th March, 2018 at 5.00 p.m.
- (v) Our responsibility as a Scrutinizer for the voting process (through postal ballot, e-voting and voting conducted through poll paper at the meeting) is restricted to scrutinize the postal ballot papers, e-voting process and voting conducted through poll paper at the meeting in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes cast in Favour or Against the resolution stated in the Notice, based on postal ballots, the reports generated from the e-voting system and voting conducted through poll paper at the meeting provided by CDSL and Sharex Dynamic (India) Pvt. Ltd, Registrar & Transfer Agent(RTA) .
- (vi) The Company had, on the basis of the Register of Members and the list of beneficiary owners made available by the Depositories, completed the dispatch of the Notice of the Meeting along with the relevant annexures referred thereto, postal ballot form, proxy form, attendance slip, etc to the Equity Shareholders of the Company as of the cut-off date, i.e. 15th December 2017 by February 23, 2018 and has also published an advertisement in this regard, in English language in The Indian Express, Ahmedabad edition on 24th February, 2018 and in Gujarati in Sandesh, Ahmedabad edition on 25th February, 2018
- (vii) The E-voting module was disabled and blocked by CDSL for voting on 26th March 2018 at 5.00 pm.
- (viii) The Equity Shareholders were required to send the completed and signed postal ballot forms which reached me on or before 5.00 p.m. on 26th March, 2018. I have not accepted any postal ballot form after 5.00 p.m. on 26th March, 2018.
- (ix) On completion of the voting at the NCLT convened meeting, the company and Sharex Dynamic (India) Pvt. Ltd (RTA) provided me the list of the shareholders who were present at the meeting either in person or in proxies who had casted their votes and their holding details.
- (x) The votes casted at the meeting were counted. The votes casted through poll paper at the meeting were reconciled with the records maintained by the Company and RTA and the authorizations/proxies lodged with the Company.
- (xi) The votes casted through postal ballots and through e-voting module of CDSL unblocked in the presence of Mr. Raj Trivedi and Ms. Seema Sanei, who are not in employment of the Company.



- (xii) The postal ballot forms and the e-voting including votes cast through poll paper at meeting which were incomplete and/or which were otherwise found to be defective have been treated as invalid.
- (xiii) The consolidated result of the voting seeking approval of the equity shareholders of the Company to the Scheme is as under:

Resolution for Approval of the Proposed Merger (By Absorption) embodied in the Scheme of the Merger (By Absorption) of Lyka Healthcare Limited (" The Transferor Company) with Lyka Labs Limited (" The Transferee Company")

Consolidated Report on result of voting through Postal Ballots, E-voting and the Voting conducted through poll papers at the venue of the meeting of Equity Shareholders.

(a) Votes in favor of the Resolution:

Manner of Voting	Number of members voted (in person or by proxy)	No. of votes cast by members
Postal Ballots	7	6640
E-Voting	10	684
Voting conducted through poll papers at the venue of the meeting	41	5898705
Total	58	5906029
% of total value of valid votes cast	99.991%	
% of total number of members voted	96.67%	

(b) Votes against the Resolution:

Manner of Voting	Number of members voted (in person or by proxy)	No. of votes cast by members
Postal Ballots	0	0
E-Voting	2	535
Voting conducted through poll papers at the venue of the meeting	0	0
Total	2	535
% of total value of valid votes cast	0.009%	
% of total number of members voted	3.33%	



(c) Invalid Votes:

Manner of Voting	Number of members voted (in person or by proxy whose votes were declared invalid*)	No. of votes cast by members
Postal Ballots	0	0
E-Voting	0	0
Voting conducted through poll papers at the venue of the meeting	0	0
Total	0	0

*No. of Members is equivalent to No. of Folios/ Accounts

- (xiv) All relevant records of the voting conducted through poll papers at the venue of the meeting, postal ballots and e-voting are handed over to the Chairman/Company Secretary of the Company for safe keeping.

Thanking you

Yours truly,

For Kaushal Doshi & Associates

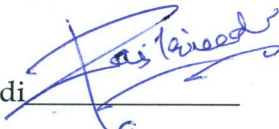


Kaushal Doshi
Company Secretary
COP: 13143 / ACS: 32178

Place: Mumbai

Date: 29th March 2018

Witness 1: Mr. Raj Trivedi



Witness 2: Mrs. Seema Lohia



Counter signed by Chairman.

