Healthcare through Innovation

Lyka Labs Limited

Regd. Office : 4801/B & 4802/A, GIDC Industrial Estate, Ankleshwar – 393 002.
Admin. Office : 101, Shiv Shakti Industrial Estate, Andheri Kurla Road, Andheri (E), Mumbai 400 059
Phone : 66112200. Fax : 66112248 / 49. Email :companysecretary@lykalabs.com. **Website :** www.lykalabs.com
CIN : L2430GJ1976PLC008738

NOTICE

Notice is hereby given that an Extra Ordinary General Meeting of members of Lyka Labs Limited will be held at Registered Office of the Company at 4801/B & 4802/A, G.I.D.C Industrial Estate, Ankleshwar - 393002 on Tuesday, 29th September, 2015 at 12.15 p.m. to transact the following Special Business:-

SPECIAL BUSINESS :-

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

"RESOLVED THAT pursuant to provisions of Clause 49 (V)(G) of Listing Agreement with the Stock Exchange, consent of the members of the Company, be and is, hereby accorded to Lyka Exports Ltd, a subsidiary to sell, transfer, assign, deliver and/or otherwise dispose off its Animal Healthcare Division to M/s. Alivira Animal Health Limited, a subsidiary of Sequent Scientific Limited along with all its assets and liabilities and including without limitation all trademarks, licenses, permits, approvals, consents, contracts pertaining thereto for a consideration of not less than Rs. 33.40 crores with additional earn out not exceeding Rs. 8 crores on the basis of the financials which may be adjusted based on its financial performance for the Year ended 31st March, 2016.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do and perform or cause to be done and performed, all such acts, deeds, matters and things as it may in its absolute discretion and in the best interests of the Company deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise and to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable, or expedient to give effect to this resolution."

Place : Mumbai
Date : 27th August, 2015

By Order of the Board
For, LYKA LABSLIMITED

P. G HINDIA
COMPANY SECRETARY

NOTES :

a) The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of business under items 1 of the Notice is annexed hereto.

b) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ONLY INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY. IN CASE A PROXY IS PROPOSED TO BE APPOINTED BY A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, THEN SUCH PROXY SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

c) The instrument appointing the proxy, duly completed, stamped and signed, must be deposited at the Company's registered office at Ankleshwar not less than 48 hours before the commencement of the meeting. The Proxy form is enclosed herewith.

d) The Notice of the EGM along with the Attendance slip and Proxy form is being sent by electronic mode to all members whose email addresses are registered with the Company/ Depository Participant(s). Members who have not registered their email address, physical copy of the Notice is being sent by the permitted mode.

e) Members may also note that the Notice of the EGM will also be made available on the Company's Website, www.lykalabs.com.

f) [Relevant documents, if any, referred to in the accompanying Notice are open for inspection by the members at the administrative Office of the Company on all working days, from September 5th 2015 to September 28th 2015 except on Saturday & Sunday being working holidays and public holidays.

g) The business mentioned in the notice will be transacted by way of electronic means (i.e electronic voting system) and the Company will provide a facility of voting by electronic means. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of Companies (Management and Administration) Rules, 2014, the Company is pleased to offer the facility of voting through electronic means.

h) In compliance with the provisions of Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and other applicable provisions, the Company is pleased to offer e-voting facility as an option to all the members of the Company.

i) The voting through electronic means will commence on September 26th 2015 at 10 am and will end on September 28th, 2015 at 5 pm. The cutoff date for entitlement of voting through electronic process and to receive the notice by shareholders of the Company is September 22nd 2015.

j) Any member who has voted by remote e-voting, cannot vote at the meeting.

k) 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 September 26th, 2015 and ends on September 28th, 2015. 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 September 22nd 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.

(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 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:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • 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 last 8 digits of the demat account/ folio number in the PAN field. • In case the folio 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 folio number 100 then enter RA00000100 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.·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 number of shares held by you as on the cut off date in the Dividend Bank details field.

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

(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 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 they have to create 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 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, under help section or write an email to helpdesk.evoting@cdslindia.com.

l) Ms. Dhara Solanki of M/s. V. Sundaram & Company, Practising 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 votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the 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 against, if any, to the Chairman or a person authorized by him in voting who shall countersign the same.

The Scrutinizer will 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 on September 29th, 2015.The results declared along with the Scrutinizer's report, will be posted on the Company's Website and on the CDSL Website.

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, Sir M.V.Road, Andheri-East,Mumbai-400059 or e-mail their grievances/queries to the Company Secretary at the following e-mail address: companysecretary@lykalabs.com.

By order of the Board of Directors
for LYKA LABS LIMITED

Place: Mumbai
Date: August 27, 2015

P.G Hindia
Company Secretary

ANNEXURE TO NOTICE

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

Item No. 1

Lyka Exports Limited is a material subsidiary of the Company. The Company is holding 73% of its Issued and Paid Up Capital. As per provision of Clause 49(V)(G) of the Listing Agreement with the Stock Exchange, whenever any sale, disposal and lease of assets amounting to more than 20% of the Assets of the material subsidiary takes place during the financial year, then the same shall require prior approval of shareholders of holding company by passing a Special Resolution.

Lyka Exports Limited is considering to sell, transfer, assign, deliver and/or otherwise dispose off its Animal Healthcare Division to M/s. Alivira Animal Health Limited, a subsidiary of Sequent Scientific Limited along with all its assets and liabilities and including without limitation all trademarks, licenses, permits, approvals, consents, contracts pertaining thereto for a consideration of not less than Rs. 33.40 crores with additional earn out of not exceeding Rs. 8 crores on the basis of the financials which may be adjusted based on its financial performance for the Year ended 31st March, 2016.

The Company has an outstanding amount to the tune of about Rs. 10 crores recoverable from Lyka Exports Limited. The proposed sale of Animal Healthcare Division by Lyka Exports Limited would help the Company to recover its outstanding dues.

The Board therefore recommends the Special Resolution at Item No. 1 of the Notice for your approval.

Shri.N. I. Gandhi and Shri. V. S. Shanbhag, Directors of the Company are also Directors in Lyka Exports Limited and Smt. N. N. Gandhi- Director of the Company is wife of Shri N. I. Gandhi and therefore they are deemed to be concerned in the passing of the above resolution. None of the Directors except Shri.N. I. Gandhi, Shri. V. S. Shanbhag and Smt. N. N. Gandhi of the Company is in any way concerned or interested in the Resolution.

By Order of the Board
for, LYKA LABS LIMITED

Place : Mumbai
Date :August 27, 2015

P. G HINDIA
COMPANY SECRETARY

Lyka Labs Limited

Regd Office : 4801/B & 4802/A, G.I.D.C Industrial Estate, Ankleshwar-393 002

Form No. MGT - 11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rules 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: **L24230GJ1976PLC008738**
Name of the Company : **Lyka Labs Limited**
Registered Office: 4801/B & 4802/A GIDC INDUSTRIAL ESTATE, ANKLESHWAR, GUJARAT 393002.

Name of the member (s): .....

Registered address:.....

.....

E-mail Id:.....

Folio No/Client Id: ..... DP ID: .....

I/We, being the member(s) of Lyka Labs Limited holding ..... shares of the above named company, hereby appoint

1. Name: ……..……

   Address: .....……

   .....

   E-mail Id: .....……

   Signature: ……..……., or failing him

2. Name: ……..……

   Address: .....……

   .....

   E-mail Id: .....……

   Signature: ……..……., or failing him

3. Name: ……..……

   Address: .....……

   .....

   E-mail Id: .....……

   Signature: ……..……., or failing him

As my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the Extra Ordinary General Meeting of the Company, to be held on September 29th, 2015 at 12.15 pm and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No. 1

Authority to Lyka Exports Limited, a subsidiary to sell its Animal Health Care Division

Affix Revenue Stamp

Signed this ……..…….. day of …… 2015

Signature of Shareholder .....

Signature of Proxy holder(s) .....

Note: This form of proxy in order to be effective should be duly completed and deposited at the Company's Registered Office at Ankleshwar, not less than 48 hour before the commencement of the Meeting.

Healthcare through Innovation

Lyka Labs Limited

Regd Office : 4801/B & 4802/A GIDC INDUSTRIAL ESTATE, ANKLESHWAR, GUJARAT 393002.

ATTENDANCE SLIP

(Please complete this attendance slip and hand it over at the entrance of the Hall)

I hereby record my presence at the ..... of the Company on ..... at ..... at ..... .

Folio No./DP ID-Client ID: .....

Full Name of the Shareholder in Block Letters: .....

No. of Shares held : .....

Name of Proxy (if any) in Block Letters: .....

.....

Signature of the Shareholder/Proxy/Representative*

* Strike out whichever is not applicable.

COURIER

If not delivered, please return to :

Lyka Labs Limited

101, Shiv Shakti Industrial Estate,
Andheri Kurla Road,
Andheri (E), Mumbai 400 059