December 31st, 2014

The Manager
Listing Department
The National Stock Exchange of India Ltd
Exchange Plaza, 5th Floor
Plot No. C/1, G. Block
Bandra Kurla Complex
Bandra (East), Mumbai - 400 051

Dear Sir/Madam,

Script Code: lykalabs

Sub: Notice of EGM

Dear Sir,
Please find attached herewith notice of EGM convened on Friday, 23rd January, 2015 at 12.45P.M at its Registered Office at Ankleshwar, Gujarat.

This is for your information.

Yours faithfully,
For LYKA LABS LIMITED

P. G. HINDIA
COMPANY SECRETARY

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 Extra Ordinary General Meeting of the Members of **LYKA LABS LIMITED** will be held on **FRIDAY, 23RD JANUARY 2015** at **12.45 P.M.** at its Registered Office at **4801/B & 4802/A, GIDC Industrial Estate, Ankleshwar- 393002** to transact the following business as a special business.

SPECIAL BUSINESS

1. PREFERENTIAL ISSUE OF WARRANTS

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 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and the applicable Rules there under (**the "Act"**) and any applicable subsisting Sections of the Companies Act, 1956, as amended, and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to and in accordance with any other applicable law or regulation in India, the provisions of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the **"SEBI ICDR Regulations"**), the Listing Agreements entered into with the respective stock exchanges where the shares of the Company are listed and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India (**"GOI"**), the Securities and Exchange Board of India (**"SEBI"**), the Reserve Bank of India (**"RBI"**) and the stock exchanges where the shares of the Company are listed (**"Stock Exchanges"**) and subject to requisite approvals, consents, permissions and/or sanctions, if any, of the GOI, the SEBI, the Stock Exchanges and other appropriate statutory, regulatory or other authority and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting any such approvals, consents, permissions, and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include any committee which the Board may have constituted or may hereinafter constitute to exercise one or more of its powers including the powers conferred hereunder), the consent of the Company, be and is hereby accorded to the Board to create, offer, issue and allot:

(a) 460000 (Four Lakhs Sixty Thousand) Warrants having an option to apply for equity shares of face value of Rs.10/- each on a preferential basis at an issue/exercise price to be determined in accordance with Regulation 76 of the SEBI ICDR Regulations **("Series I Warrants")** to the following persons/ entities:

   a. N. I. Gandhi – HUF (Promoter Group entity) - 230000 (Two Lakhs Thirty Thousand) Warrants.

   b. Enai Trading & Investments Private Ltd. (Promoter Group entity) - 230000 (Two Lakhs Thirty Thousand) Warrants. (hereinafter referred as **"Proposed Allottees of Series I Warrants"**)

(b) 1040000 (Ten Lakhs Forty Thousand) Warrants having an option to apply for equity shares of face value of Rs.10/- each on a preferential basis at an issue/exercise price to be determined in accordance with Regulation 76 of the SEBI ICDR Regulations **("Series II Warrants")** to the following persons/ entities:

   a. N. I. Gandhi – HUF (Promoter Group entity) - 520000 (Five Lakhs Twenty Thousand) Warrants.

   b. Enai Trading & Investments Private Ltd. (Promoter Group entity) - 520000 (Five Lakhs Twenty Thousand) Warrants. (hereinafter referred as **"Proposed Allottees of Series II Warrants"**)

RESOLVED FURTHER THAT the relevant date, as per Regulation 71 of the SEBI ICDR Regulations for the determination of issue price of the Series I and Series II Warrants **(Collectively referred as 'Warrants')** to N. I. Gandhi – HUF and Enai Trading & Investments Private Ltd. **(Collectively referred as "Proposed Allottees"**) to be allotted pursuant to the preferential issue is fixed as December 24, 2014 i.e. 30 days prior to the date of passing of special resolution to approve the proposed preferential issue in terms of Section 62(1)(c) of the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of equity shares upon exercise/conversion of such Warrants on or before the expiration of 18 months in accordance with Regulation 75 of the SEBI ICDR Regulations in one or more tranches.

RESOLVED FURTHER THAT the issue and allotment of Warrants including resultant equity shares arising out of exercise of option attached to Warrants, to the Proposed Allottees, shall be on the following terms and conditions:

a) The Series I Warrants shall be allotted within a period of 15 days from the date of passing of this resolution, and Series II Warrants shall be allotted subject to the Exemption granted by SEBI under regulation 11(5) of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 (**'SEBI SAST Regulations'**). Such Series II Warrants shall be allotted within a period of 15 days from the date of such Exemption Order by SEBI;

b) Pursuant to Regulation 74(4) of the SEBI ICDR Regulations, the allotment of equity shares pursuant to exercise/conversion of warrants, shall only be made in dematerialised form;

c) The price of each equity share to be issued in lieu of the Warrants will be calculated in accordance with the provisions of Regulation 76(1) of Chapter VII of the SEBI ICDR Regulations on the basis of the relevant date being the date i.e. 30 days prior to the date of passing of special resolution to approve the proposed preferential issue;

d) Amount equivalent to at least 25% of the consideration determined in terms of Regulation 76 of the SEBI ICDR Regulations shall be paid against each Warrant at the time of allotment of Warrants and the balance consideration i.e. 75% shall be paid at the time of allotment of equity shares pursuant to exercise of option against each such Warrant;

e) The consideration for allotment of Warrants and/or equity shares arising out of exercise of option attached to Warrants shall be paid to the Company from the Bank Account of the Proposed Allottees;

f) In case the option to subscribe to equity shares against such Warrants is not exercised by the Proposed Allottees within eighteen months from the date of their respective allotment, the consideration paid by the Proposed Allottees in respect of such Warrants shall be forfeited by the Company as provided under regulation 77(4) of SEBI ICDR Regulations;

g) The equity shares allotted pursuant to exercise of options attached to Warrants issued on preferential basis shall remain locked-in from such date and for such periods as specified under Chapter VII of the SEBI ICDR Regulations; and

h) The entire pre-preferential allotment shareholding of the Proposed Allottees, if any, shall be locked-in from the Relevant Date up to a period of six months from the date of trading approval granted by the Stock Exchange for the equity shares allotted pursuant to such warrants as specified under Chapter VII of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the Proposed Allottees through Private Placement Offer Letter (in the format of PAS-4) as under:

a) Series I Warrants: Immediately after the passing of this resolution;

b) Series II Warrants: Immediately after the grant of Exemption by SEBI under regulation 11(5) of SEBI SAST Regulations.

RESOLVED FURTHER THAT the equity shares to be allotted upon exercise/conversion of Warrants shall rank *paripassu* in all respects including as to dividend, with the existing fully paid up equity shares of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as

it may, at its discretion deem necessary, desirable or expedient to effect the issue or allotment of the aforesaid Warrants and issue or allotment of equity shares pursuant to exercise of the Warrants and listing of the equity shares to be allotted pursuant to exercise of Warrants with the Stock Exchange(s) as appropriate and to resolve and settle all questions and difficulties that may arise in the proposed issue and allotment of any of the said Warrants and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by the above resolutions to any director or directors or to any committee of directors or any other officer or officers of the Company to give effect to the aforesaid resolution."

By Order of the Board

Place: Mumbai
Date: 24th December, 2014

P.G. Hindia
Company Secretary

NOTES:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of Item No. 1 set out in the Notice is annexed hereto:
2. A member entitled to attend and vote 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. The instrument of proxy in order to be effective, must be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. 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.
4. The Notice of an Extra Ordinary General Meeting will be sent through email to those members who have opted to receive electronic communication or who have registered their email addresses with the Company/ Depository Participants. The notice is also available on our website, i.e. www.lykalabs.com. A physical copy of the notice will be sent to those members who have either opted for the same or have not registered their email addresses with the Company/Depository Participant. The members may obtain a physical copy of the notice, by sending a request to the Company Secretary at Administrative office address- 101, Shiv Shakti Industrial Estate, Andheri Kurla Road, Andheri (East), Mumbai- 400 059 or sending a request on the email address mentioned herein - companysecretary@lykalabs.com
5. Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the revised Clause 35B of the Listing Agreement, the Company will be offering e-voting facility to the members to cast their votes electronically on all resolutions set forth in this Notice. The detailed instructions for e-voting are given as a separate attachment to this notice.

By Order of the Board

Place: Mumbai
Date: 24th December, 2014

P.G. Hindia
Company Secretary

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 (the Act)

The following statement sets out the material facts concerning the special business mentioned in the accompanying Notice and to be transacted at the Extra Ordinary General Meeting.

Item No. 1

Your Company is in Pharma sector and funds are required to augment its working capital and capital expenditure needs as well as to improve its financials ratios in compliance with Banking requirements. The promoters of your Company have therefore decided to subscribe for the warrants.

The Board of Directors have therefore decided to raise funds by offering 230000 warrants (Series I) on preferential basis to identified persons of Promoter Group namely N.I. Gandhi-HUF & Enai Trading & Investments Private Ltd respectively aggregating 460000 warrants at a price to be determined in accordance with SEBI ICDR Regulations. The shareholding of Promoter Group will increase on conversion of warrants into shares from existing 23.30% to 24.90% of expanded issued capital. The promoters are considering to infuse more equity in your Company but this may result in promoters' shareholding crossing 25% of the Company's total paid up equity capital, thereby attracting the promoters' obligation to make an open offer to public shareholders as per regulation 3(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ('SEBI SAST Regulations'). The promoters have therefore decided to apply to Securities and Exchange Board of India ('SEBI') for exemption from open offer requirement as per regulation 11 of SEBI SAST Regulations and if SEBI grants an exemption under regulation 11 (5) of SEBI SAST Regulations, the Company shall allot further 1040000 warrants (Series II) to the same promoter group entities namely N.I. Gandhi- HUF and Enai Trading & Investments Private Ltd.

Series I Warrants shall be issued within 15 days from the date of passing of special resolution and Series II warrants shall be issued within 15 days from the date of grant of exemption by SEBI under regulation 11 (5) of SEBI SAST Regulations. Consequent to conversion of all warrants, the promoters' shareholding will be increased to 28.28 %.

The Company has accordingly proposed to increase its equity base by issue of 1500000 warrants in two series i.e. Series I and Series II by way of preferential allotment to two promoter group entities namely N. I. Gandhi – HUF and Enai Trading & Investments Private Ltd.

Pursuant to the provisions of section 62 (1) (c) of Companies Act, 2013, a preferential allotment of warrants needs to be approved by the shareholders by way of special resolution. Further, in terms of Regulation 73 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 ('SEBI ICDR Regulations'), the following disclosures are required to be made in the explanatory statement to the Notice of the Extra Ordinary General Meeting.

1. **Objects of the Preferential Issue of Warrants**

   The Objects of the proposed Preferential issue of warrants are as follows:

   (a) **Working Capital requirements**: The Company is in need of funds to meet with its working capital and capital expenditure requirements.

   (b) **Improvement of Financials Ratios**: The infusion of funds by promoters through preferential allotment will improve the financial ratios of the Company which in turn will facilitate raising of funds from Banks and financial Institutions.

2. **The proposal of the promoters, directors or key management personnel of the Company to subscribe to the offer:**

   N. I. Gandhi – HUF and Enai Trading & Investments Private Ltd, both promoter group entities intend to subscribe to the preferential issue of Series I and Series II Warrants subject to the passing of special resolution and grant of exemption by SEBI for the preferential issue of Series II Warrants under Regulation 11(5) of SEBI SAST Regulations.

3. **Relevant Date**

   Relevant date for the purpose of calculation of the price of the Warrants is December 24, 2014, being 30

days prior to the date of the Extra Ordinary General Meeting to approve the proposed preferential issue in accordance with SEBI ICDR Regulations.

4. **Basis or justification of price**

The price will be determined in accordance with the provisions of Chapter VII of SEBI ICDR Regulations.

Since the Company is listed on both Bombay Stock Exchange Ltd. and National Stock Exchange of India Ltd., the trading volume of securities of the Company on both the stock exchanges has been considered to determine the higher trading volume for computation of price.

The proposed allotment of warrants shall be made at the price which is computed as per pricing formula specified under regulation 76 of SEBI ICDR Regulations.

5. **Undertakings by the Company**

The Company hereby undertakes that:

(a) It would re-compute the price of the warrants mentioned above in accordance with SEBI ICDR Regulations, wherever it is required to do so;

(b) If the amount payable on account of the re-computation of the price is not paid by the Proposed Allottees within the time specified under SEBI ICDR Regulations, the specified securities/warrants shall continue to be locked-in till the time such amount is paid by the Proposed Allottees.

6. **Terms of Warrants to be issued to the Proposed Allottees**

(a) At any time after the allotment of Series I and Series II Warrants but on or before the expiry of 18 (eighteen) months from the date of allotment of Series I and Series II Warrants, the Proposed Allottees shall be entitled, in one or more tranches, to apply for and obtain allotment of such number of equity shares for each of such warrant, as would be calculated at the price which is computed as per pricing formula specified under regulation 76 of SEBI ICDR Regulations.

(b) An amount equivalent to 25% of the total consideration shall be payable at the time of subscription of warrants.

(c) Upon exercise of the right to subscribe for equity share, the warrant holders shall be liable to make the payment of balance sum (being 75% of the issue price) towards subscription to each equity share, as may be applied. The amount paid against the warrants shall be adjusted/set off against the issue price of resultant equity shares.

(d) Upon receipt of payment as above the Board (or the committee authorized by the Board) shall allot one equity share per warrant by appropriating Rs. 10/- towards equity share capital and balance amount paid against each warrant towards share premium.

(e) In the event of entitlement attached to warrant to subscribe for equity shares is not exercised within the period of 18 months from the date of allotment, the same shall lapse and the amount paid on the warrants shall stand forfeited.

(f) The Warrants by itself does not give to the holders thereof any rights of the shareholders of the Company.

(g) The equity shares to be issued and allotted by the Company on exercise/conversion of warrants in the manner aforesaid shall be in de-materialized form and subject to the Memorandum and Articles of Association of the Company and shall rank paripassu in all respects with the then existing equity shares of the Company and be listed on the stock exchanges where the equity shares of the Company are listed.

7. **Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post-preferential issued capital that may be held by the said allottees and change in control, if any, in the Company consequent to the preferential issue of Warrants.**

Name of the Proposed Allottees	Pre Issue Equity Holding	No. of Warrants to be allotted (Series I and Series II)		Post Issue Equity Holding (After exercise of Series I and Series II Warrants)*	
	No. of shares	%	No. of warrants	No. of shares	%
N.I. Gandhi – HUF	1270776	5.89	750000	2020776	8.75
Enai Trading & Investments Private Ltd.	202415	0.94	750000	952415	4.13

Name of the Proposed Allottees	Ultimate Beneficial Owners	Pre Issue Equity Holding of ultimate beneficial owners		No. of Warrants to be allotted (Series I and Series II)	Post Issue Equity Holding of ultimate beneficial owners (After exercise of Series I and Series II Warrants)*	
		No. of shares	%		No. of shares	%
N.I. Gandhi – HUF	Mr. N.I. Gandhi (Karta)	1032629	4.79	NIL	1032629	4.47
	Mrs. N.N. Gandhi (Wife)	1369803	6.35	NIL	1369803	5.93
	Mrs. Sweta Shah (Daughter)	NIL	NIL	NIL	NIL	NIL
	Mrs. Ushma R Shah (Daughter)	NIL	NIL	NIL	NIL	NIL
	Mr. Kunal Gandhi (Son)	1151642	5.34	NIL	1151642	4.99
Enai Trading & Investments Private Ltd.	Mr. N.I. Gandhi	1032629	4.79	NIL	1032629	4.47
	Mrs. N.N. Gandhi	1369803	6.35	NIL	1369803	5.93
	Mr. Kunal Gandhi	1151642	5.34	NIL	1151642	4.99
	N. I. Gandhi (HUF)	1270776	5.89	750000	2020776	8.75

* Assuming exercise of conversion of all warrants into equity.

Mr. N.I. Gandhi (4.79%), Mrs. N.N. Gandhi (6.35%), Mr. Kunal Gandhi (5.34%), N.I.Gandhi – HUF (5.89%) and Enai Trading & Investments Private Ltd (0.94%) are the promoters of the Company and holding collectively 23.30% of issued capital of the Company.

The Proposed Allottees are the promoters of the Company. In N.I. Gandhi (HUF) – Mr. N.I. Gandhi is Karta and his wife N.N. Gandhi, Daughters Sweta Shah & Ushma Shah and Son Kunal Gandhi are coparceners of HUF and ultimate beneficial owners. Enai Trading & Investments Private Ltd is a private company promoted by Mr. N.I.Gandhi. N.I.Gandhi himself, his wife N.N. Gandhi, Son Kunal Gandhi and N.I. Gandhi –HUF are the shareholders of the said company and ultimate beneficial owners. The shareholding pattern of Enai Trading & Investments Private Ltd is as follows:

Name of the Shareholder	Number of shares held	% to total capital
N. I. Gandhi	9750	19.5
N.N. Gandhi	21150	42.3
Kunal Gandhi	7600	15.2
N.I. Gandhi – HUF	11500	23.0

Mr. N. I. Gandhi and Mrs. N. N. Gandhi are the promoter directors of the Company. There shall be no change in control of the Company subsequent to conversion of warrants into equity.

8. Lock-in Period

(a) The equity shares allotted pursuant to exercise of options attached to Warrants issued on preferential basis shall be subject to lock-in for a period of three years from the date of trading approval for such equity shares in accordance with regulation 78(1) of SEBI ICDR Regulations. Such Locked-in equity shares may however be transferred to and amongst the promoters/promoters' group subject to Regulation 79 of SEBI ICDR Regulations.

(b) The entire pre-preferential allotment shareholding of the Allottees, if any, shall be locked-in from the Relevant Date upto a period of six months from the date of trading approval granted by the Stock Exchange(s) as per Regulation 78(6) of SEBI ICDR Regulations.

9. The Shareholding Pattern before and after the preferential issue of warrants

Sr. No.	Category of Shareholder/ Investor	Pre-Issue		Conversion of Warrants into equity				Post –Issue shareholding (After exercise/ conversion of Series I and Series II warrants into equity)	
				Series (I) Warrants		Series (II) Warrants			
		No. of shares *	% of share-holding	No. of shares	% of share-holding	No. of shares	% of share-holding	No. of shares	% of share-holding
A	Promoter's Holding								
1	Promoters								
	Indian Promoters	5027265	23.30	460000	1.60	1040000	3.38	6527265	28.28
	Foreign Promoters	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
2	Persons Acting in Concert	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Sub – Total	**5027265**	**23.30**	**460000**	**1.60**	**1040000**	**3.38**	**6527265**	**28.28**
B	Non promoters Holding								
3	Institutional Investors	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
a)	Mutual Funds and UTI	3400	0.02	NIL	NIL	NIL	NIL	3400	0.01
b)	Banks, Financial Institutions, Insurance Companies	133145	0.62	NIL	NIL	NIL	NIL	133145	0.58
	(Central/State Govt. Institutions/ Non Govt. institutions)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Indian Public	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
c)	FII's	500	0.002	NIL	NIL	NIL	NIL	500	0.002
	Sub – Total	**137045**	**0.64**	**NIL**	**NIL**	**NIL**	**NIL**	**137045**	**0.59**
4	Others								
a)	Private Corporate Bodies	4092634	18.96	NIL	NIL	NIL	NIL	4092634	17.73
b)	Indian Public	12053109	55.85	NIL	NIL	NIL	NIL	12053109	52.22
c)	NRI's / OCB's	269947	1.25	NIL	NIL	NIL	NIL	269947	1.17
d)	Any Other (Foreign Coporate Bodies)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Clearing Members	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Sub - Total	**16415690**	**76.06**	**NIL**	**NIL**	**NIL**	**NIL**	**16415690**	**71.13**
	GRAND TOTAL	**21580000**	**100.00**	**NIL**	**NIL**	**NIL**	**NIL**	**23080000**	**100.00**

* Pre Issue shareholding as on relevant date (24.12.2014).

10. Auditor's Certificate

A copy of the certificate from M/s M.A. Parikh & Co., Chartered Accountants, the Statutory Auditors of the Company, certifying that the proposed preferential issue of Warrants is being made in accordance with the requirements contained in Chapter VII of the SEBI ICDR Regulations, shall be placed before the Extra Ordinary General Meeting and shall also be displayed on the website of the Company i.e. www.lykalabs.com

The Board recommends passing of the resolution set out in Item No.1 as a special resolution.

As per section 102 (1) (a) of Companies Act, 2013, Mr. N.I.Gandhi and Mrs. N.N Gandhi along with their relatives are considered as interested in passing of the proposed resolution. None of the other directors and Key managerial persons are concerned or interested in the abovementioned resolution.

By Order of the Board

Place: Mumbai
Date: 24th December, 2014

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 Extra Ordinary General Meeting to be held on 23rd January, 2015, at its Registered Office. The Company has engaged the services of Central Depository Services India 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 17th January, 2015 at 10 am and ends on 19th January, 2015 at 5 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 26th December, 2014, 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 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
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 member id / folio number in the Dividend Bank details field as mentioned in instruction (iv)

(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 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.

INTENTIONALLY LEFT BLANK

- 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

i) Mr. V. Sundaram of M/s. V. Sundaram & Co, Company Secretaries has been appointed as Scrutinizer to scrutinize voting process in a fair and transparent manner.

ii) The scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

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 on 23rd January, 2015. The results declared along with the Scrutinizer's report, will be posted on the Company's Website and on the CDSL Website on 25th January, 2015.

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.

By Order of the Board

Place: Mumbai
Date: 24th December, 2014

P.G. Hindia
Company Secretary

LYKA
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 Extra Ordinary General Meeting of the Company held on Friday, 23rd January, 2015 at 12.45 P.M at 4801/B & 4802/A GIDC Industrial Estate, Ankleshwar, Gujarat-393 002.

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.

Healthcare through Innovation

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, 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 23rd January, 2015 at 12.45 pm and at any adjournment thereof in respect of such resolution as indicated below:

Resolution No. 1

Authority to the Company to Issue Warrants on Preferential basis to N.I. Gandhi- HUF and Enai Trading & Investments Private Ltd. of Promoter Group.

Signed this ..... day of 2015

Affix Revenue Stamp

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.

COURIER

If not delivered, please return to :

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