Lyka Labs Limited

Healthcare through Innovation

10th July, 2017

The National Stock Exchange of India Limited,
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra Kurla Complex, Bandra East,
Mumbai – 400 051

Script Code: lykalabs

Sub: Notice of Extraordinary General Meeting

Dear Sir,

We are forwarding herewith a copy of notice of EGM convened on Thursday, 3rd August, 2017 at 12.15 p.m. at our registered office at Ankleshwar for seeking the approval of shareholders to the proposed issue of warrants and shares on preferential basis to promoter and non-promoters.

Thanking you.

Yours faithfully,
For Lyka Labs Limited

LYKA LABS LIMITED MUMBAI

P. G. Hindia
Company Secretary
Encl.: A/a

Admn. Office : 101, Shiv Shakti Industrial Estate, Sir M. V. Road, Andheri (E), Mumbai - 400 059. • Phone : 6611 2200 • Fax : 6611-2249
Regd. Office : 4801 / B & 4802 / A, G.I.D.C. Industrial Estate, Ankleshwar - 393 002. • Phone : 02646 221422 / 220549 • Fax : 02646-250692
Website : www.lykalabs.com • Email : enquiry@lykalabs.com
CIN L24230GJ1976PLC008738

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 **Thursday, 3rd August, 2017** at **12.15 P.M.** at its Registered Office at **4801/B & 4802/A, GIDC Industrial Estate, Ankleshwar - 393 002** to transact the following business as a special business.

SPECIAL BUSINESS

1. PREFERENTIAL ISSUE OF WARRANTS TO PROMOTERS

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 Regulations of the 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:

550000 Warants having an option to apply for equity shares of face value of ₹ 10/- each on a preferential basis to N. I. Gandhi (Promoter Group entity) at an exercise price to be determined in accordance with Regulation 76 of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the relevant date, as per Regulation 71 of the SEBI ICDR Regulations for the determination of issue price of the Warrants to be allotted to N. I. Gandhi (**"Proposed Allottee"**) pursuant to the preferential issue is fixed as 4th July, 2017 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 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 Warrants shall be allotted within a period of 15 days from the date of passing of this resolution.

b) Pursuant to Regulation 74(4) of the SEBI ICDR Regulations, the Equity shares to be alloted 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) The amount to be paid on warrant shall be equivalent to at least 25% of the price to be determined in terms of Regulation 77 of the SEBI ICDR Regulations which 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 equity shares arising out of exercise of option attached to Warrants shall be paid to the Company from the Bank Account of the Proposed Allottee;

f) In case the option to subscribe to equity shares against such Warrants is not exercised by the Proposed Allottee within eighteen months from the date of their respective allotment, the consideration paid by the Proposed Allottee 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 an offer to the Proposed Allottee through Private Placement Offer Letter (in the format of PAS-4) be made after passing of this resolution.

RESOLVED FURTHER THAT 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 issue or allotment of equity shares pursuant to exercise of the Warrants and listing of the said equity shares allotted upon conversion 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.**"**

2. PREFERENTIAL ISSUE OF SHARES TO NON PROMOTERS

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 Regulations of the 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:

6100000 equity shares of face value of ₹ 10/- each on a preferential basis at an issue price to be determined in accordance with Regulation 76 of the SEBI ICDR Regulations to the following persons in the manner as mentioned herein below:

1. 2000000 Equity Shares of face value of ₹ 10/- each to Mr. Mayak J Shah
2. 1500000 Equity Shares of face value of ₹ 10/- each to Mrs. Shruti M Shah
3. 500000 Equity Shares of face value of ₹ 10/- each to Mr. Shreyans J Shah
4. 1500000 Equity Shares of face value of ₹ 10/- each to Mr. Prasham M Shah
5. 300000 Equity Shares of face value of ₹ 10/- each to M J Shah HUF
6. 300000 Equity Shares of face value of ₹ 10/- each to Mr. Pranay Godha

RESOLVED FURTHER THAT the relevant date, as per Regulation 71 of the SEBI ICDR Regulations for the determination of issue price of the Shares to Mr. Mayank J Shah, Mrs. Shruti M Shah, Mr. Shreyans J Shah, Mr. Prasham M Shah, M J Shah HUF and Mr. Pranay Godha **(Collectively referred as "Proposed Allottees"**) to be allotted pursuant to the preferential issue is fixed as 4th July, 2017 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 issue and allotment of shares to the Proposed Allottees, shall be on the following terms and conditions:

a) The Shares shall be allotted within a period of 15 days from the date of passing of this resolution.

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

c) The price of each equity share 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) The entire amount shall be paid on equity shares to be allotted on preferential basis at the time of allotment of shares in terms of Regulation 77 of the SEBI ICDR Regulations.

e) The consideration for allotment of equity shares shall be paid to the Company from the Bank Account of the Proposed Allottees;

f) The equity shares allotted on preferential basis shall remain locked-in from one year from the date of trading approval as specified under Chapter VII of the SEBI ICDR Regulations; and

g) 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 as specified under Chapter VII of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT an offer to the Proposed Allottees through Private Placement Offer Letter (in the format of PAS-4) be made after the passing of this resolution.

RESOLVED FURTHER THAT the equity shares to be allotted 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 Shares and listing of the equity shares with the Stock Exchange(s) and to resolve and settle all questions and difficulties that may arise in the proposed issue and allotment of Shares 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: 4th July, 2017

P.G. Hindia
Company Secretary

NOTES:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of Item Nos. 1 & 2 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 Listing Regulations, the Company will be offering e-voting facility to the members to cast their votes electronically on resolution 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: 4th July, 2017

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.

Item Nos. 1 & 2

The Company is in need of funds to meet its working capital, capital expenditure and other requirements as mentioned hereinbelow. It was therefore thought expedient to raise the funds through issue of warrants / equity shares to promoter and Non promoters on Preferential basis.

The Board of Directors have therefore decided to issue and offer 550000 warrants on preferential basis to Mr. N.I. Gandhi of Promoter Group and 6100000 Equity Shares on Preferential basis to identified persons namely Mr. Mayank J Shah, Mrs. Shruti M. Shah, Mr. Shreyans J. Shah, Mr. Prasham M. Shah, M. J. Shah- HUF & Mr. Pranay Godha at a price to be determined in accordance with SEBI ICDR Regulations.

Warrants and Equity Shares shall be allotted within 15 days from the date of passing of special resolution.

Pursuant to the provisions of section 62 (1) (c) of Companies Act, 2013, preferential allotment of Warrants and Shares needs to be approved by the shareholders by passing special resolution. In terms of Regulation 73 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 ('SEBI ICDR Regulations'), the following disclosures are made.

1. Objects of the Preferential Issue of Warrants / Shares

The Objects of the proposed Preferential issue of Warrants/ Shares is to meet cost of:

(1) Capital Expenditure,
(2) R&D Expenditures,
(3) Cost of Overseas Registration,
(4) Working Capital Requirements,
(5) Requirements of Regulatory Authorities and
(6) Repayment of Debts

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

Shri N. I. Gandhi of promoter group intend to subscribe to the preferential issue of 550000 Warrants.

3. The proposal of the non promoters to subscribe to the offer

Mr. Mayank J. Shah, Mrs. Shruti M. Shah, Mr. Shreyans J. Shah, Mr. Prasham M. Shah, M. J Shah HUF, Mr. Pranay Godha intend to subscribe to the preferential issue of 6100000 equity shares.

4. Relevant Date

Relevant date for the purpose of calculation of the price of the Warrants is 4th July, 2017, 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.

5. 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 and Equity Shares shall be made at the price which is computed as per pricing formula specified under regulation 76 of SEBI ICDR Regulations.

6. Undertaking by the Company

The Company hereby undertakes that:

(a) It would re-compute the price of the Warrants and Equity Shares 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.

7 Terms of Warrants/Equity Shares to be issued to the Proposed Allottee (Promoter)

(a) At any time after the allotment of Warrants but on or before expiry of 18 (eighteen) months from the date of allotment of Warrants, the Proposed Allottees shall be entitled, in one or more tranches, to apply for and obtain allotment of equal number of equity share 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 ₹ 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.

8. Terms of Equity Shares to be issued to the Proposed Allottees(Non Promoter)

(a) Price of Equity shares would be calculated at the price which is computed as per pricing formula specified under regulation 76 of SEBI ICDR Regulations.

(b) 100% of consideration amount shall be payable at the time subscription of Equity shares.

(c) Upon receipt of payment as above the Board (or the committee authorized by the Board) shall allot equity share of ₹ 10/- each which shall be adjusted towards equity share capital and balance amount paid against each share towards share premium.

(d) The equity shares to be issued and allotted by the Company 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 pari passu 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.

9. 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 Equity Shares/ Warrants

Name of the Proposed Allottees (Promoter)	Pre Issue Equity Holding		No. of warrants to be allotted	No. of shares to be allotted on conversion	Post Issue Equity Holding	
	No. of shares	%	No of warrants	No of shares*	No of Shares	%
Shri N I Gandhi	1167269	5.30	550000	550000	1717269	5.99% (Aggregate promoter group holding would be 20.26 % after conversion)

Name of the Proposed Allottees (Non Promoter)	Pre Issue Equity Holding	No. of shares to be allotted	Post Issue Equity Holding	
	No. of shares	No of Shares	No of Shares	%
Mr. Mayank J Shah	Nil	2000000	2000000	6.97%
Mrs. Shruti M. Shah	15846	1500000	1515846	5.28%
Mr. Shreyans J. Shah	Nil	500000	500000	1.74%
Mr. Prasham M. Shah	Nil	1500000	1500000	5.22%
M.J Shah HUF	Nil	300000	300000	1.05%
Mr. Pranay Godha	Nil	300000	300000	1.05%

* Assuming exercise of conversion of all Warrants into equity.

There shall be no change in control of the Company subsequent to issue of shares and issue of shares on conversion of Warrants into equity.

10. Lock-in Period

(a) Equity shares to be allotted pursuant to exercise of options attached to warrants issued on preferential basis to Shri. N.I. Gandhi of promoter group shall be subject to lock-in for a period of three years from the date of trading approval from stock Exchange for such equity shares in accordance with regulation 78(1) of SEBI ICDR Regulations. Locked-in equity shares allotted to Shri. N.I. Gandhi of promoter group may however be transferable amongst the promoters/promoters' group subject to Regulation 79 of SEBI ICDR Regulations.

The equity shares to be issued on preferential basis to Mr. Mayank J Shah, Mrs. Shruti M. Shah, Mr. Shreyans J. Shah, Mr. Prasham M. Shah, M. J. Shah HUF and Mr. Pranay Godha (Non Promoter) shall be under lock in for a period of one year from the date of trading approval from the stock Exchange.

(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.

11. The Shareholding Pattern before and after the preferential issue of Warrants/equity Shares

Sr. No.	Category of Shareholder/ Investor	Pre-Issue		Conversion of Warrants into equity		Post –Issue shareholding (After exercise/conversion of Warrants into equity)	
		No. of shares*	% of share-holding	No. of shares	% of share-holding	No. of shares	% of share-holding
A	Promoter'sHolding						
1	Promoters						
	Indian Promoters	5262265	23.88	550000	1.92	58122265	20.26
	Foreign Promoters	—	—	—	—	—	—
2	Persons Acting in Concert	—	—	—	—	—	—
	Sub – Total	**5262265**	**23.88**	**550000**	**1.92**	**58122265**	**20.26**
B	Non promoters Holding						
3	Institutional Investors	—	—	—	—	—	—
a)	Mutual Funds and UTI	15319	0.07	—	—	15319	0.05
b)	Banks, Financial Institutions, Insurance Companies	—	—	—	—	—	—
	(Central/State Govt. Institutions/ Non Govt. institutions)	303116	1.38	—	—	303116	1.06
	Indian Public	—	—	—	—	—	
c)	FII's	1045606	4.74	—	—	1045606	3.64
	Sub – Total	**1364041**	**6.19**	**—**	**—**	**1364041**	**4.75**
4	Others						
a)	Private Corporate Bodies	2275979	10.33	—	—	2275979	7.93
b)	Indian Public	11163083	50.65	6100000	21.26	17263083	60.17
c)	NRI's / OCB's	1692030	7.68	—	—	1692030	5.90
d)	Any Other (Foreign Coporate Bodies)	—	—	—	—	—	—
	ClearingMembers	282602	1.28	—	—	282602	0.99
	Sub - Total	**15413694**	**69.94**	**6100000**	**21.26**	**21513694**	**74.99**
	GRANDTOTAL	**22040000**	**100**	**6650000**	**23.17**	**28690000**	**100**

* Pre Issue shareholding as on 30.06.2017

12. 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 and Shares are 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 resolutions set out at Item Nos.1 & 2 as special resolutions mentioned in the Notice.

As per section 102 (1) (a) of Companies Act, 2013, Shri. N.I.Gandhi, Smt. N.N Gandhi Directors and Mr Kunal Gandhi CEO are considered as interested in passing of the proposed resolution mentioned at item 1 of Notice to the extent of shares to be allotted to Shri. N.I.Gandhi on conversion of warrants. None of the other directors and Key managerial persons are concerned or interested in the abovementioned resolutions.

By Order of the Board

Place: Mumbai
Date: 4th July, 2017

P.G.Hindia
Company Secretary

The instructions for shareholders voting electronically are as under:

(i) The voting period begins on 31st July, 2017, 10.00 a.m. and ends on 2nd August, 2017, 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 27th July, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted through e-voting prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iv) Click on Shareholders.

(v) 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.

(vi) Next enter the Image Verification as displayed and Click on Login.

(vii) 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.

(viii) 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.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both 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).

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

(x) 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.

(xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(xiii) 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.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xv) 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.

(xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix) **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 linked in the login 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.

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.

By Order of the Board

Place: Mumbai
Date: 4th July, 2017

P.G. Hindia
Company Secretary

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 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 Thursday, 3rd August, 2017 at 12.15 pm and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Nos.

1. Issue of warrants to promoter on preferential basis.
2. Issue of equity shares to non- promoters on preferential basis.

Signed this ……..…….. day of …… 2017

Signature of Shareholder .....

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

Affix Revenue Stamp

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.

LYKA LABS LIMITED

'Go Green'

Dear Shareholder/s,

Green Initiative Every tonne of printing papers cost us 24 trees. Back of the envelope calculations indicate that we sacrifice a tree for printing every 132 Annual Reports. Realizing this truth and for maintaining the planet Earth evergreen, the Ministry of Corporate Affairs (MCA) has taken a 'Green Initiative in the Corporate Governance' by allowing paperless compliances by the companies. Through its Circulars 17/2011 dated 21st April 2011 and 18/ 2011 dated 29th April 2011, MCA has provided that the service of notice/documents by a company to its shareholders can now be made through electronic mode. In accordance with these circulars, Companies can now send various notices and documents, including Annual Report to its shareholders through electronic mode to the registered e-mail addresses of shareholders. To take part in Green Initiative in the Corporate Governance, we propose to send documents such as Notices of General Meeting(s), Financial Statements, Annual Reports and other shareholders communications including Annual Report for the year ended 31st March 2017 in electronic form to the email addresses provided by you and/or made available to the Company by the Depositories. In case of shares held in physical form, shareholders should provide their e-mail ID to the Company for opting to receive notices/documents electronically. To register the e-mail ID with the Company, shareholders are requested to submit the following form duly filled & signed by the shareholders to the Compliance Officer or send the scanned copy of the form by an email to Companysecretary@lykalabs.com. In case of shares held in electronic form who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holding with the Depository through their concerned Depository Participants. All shareholders are further requested to ensure that registered Email Id with the Depository should be updated to receive notices/ documents electronically. Please note that these documents will also be available on the Company's website www.Lykalabs.com for download by the shareholders. Please note that even if you opt for electronic mode, you shall be entitled to be furnished free of cost, with a copy of the Balance Sheet of the Company and all other documents required by statute to be attached thereto including the Profit & Loss Account and Auditors' Report etc., upon receipt of a requisition from you, any time, as a shareholder of the Company. We are sure that you would appreciate the "Green Initiative" taken by MCA and your Company's desire to participate in such initiatives. Let's be part of this 'Green Initiative'.

Best Regards,

For **LYKA LABS LIMITED**

P. G. HINDIA
Company Secretary

E-COMMUNICATION REGISTRATION FORM

(In terms of circular no.17/2011 dated 21.04.2011 issued by the Ministry of Corporate Affairs)

Name of the Company : **Lyka Labs Limited**

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

Name of 1st Registered Holder: .....

Name of Joint Holder: .....

Address: .....

Email Id(to be registered) : .....

I/we shareholder(s) of Lyka Labs Limited agree to receive communication from the Company in electronic mode. Please register my above e-mail id in your records for sending communication through e-mail.

Date: ..... Signature: ..... (First Holder)

Note: Shareholder(s) are requested to keep the Registrars/DP informed as and when there is any change in the e-mail address

Healthcare through Innovation

Lyka Labs Limited

Registered Office: 4801/B & 4802/A, G.I.D.C Industrial Estate, Ankleshwar- 393 002.
Admin Office: 101, Shivshakti Industrial Estate, Andheri Kurla Road, Andheri (East), Mumbai- 400 059.
CIN: L24230GJ1976PLC008738.

ATTENDANCE SLIP

EXTRA ORDINARY GENERAL MEETING ON 3RD AUGUST, 2017

DP ID- Client ID/ Folio No :	
Name & Address of Sole Member:	
No. of Shares held:	

I certify that I am a member/ proxy of the Company.

I hereby record my presence at the Extra Ordinary General Meeting of the Company, to be held on Thursday 3rd August, 2017 at 12.15 P.M at Registered Office of the Company.

Member/ Proxy Signature

ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	User ID	Password/Pin (Pan/Seq.No.)

Note: Please read the complete instructions given under the Notes (The instructions for shareholders voting electronically) to the Notice of Extra Ordinary General Meeting. The voting time starts from 31st July, 2017 at 10 A.M and ends on 2nd August, 2017 at 5 P.M. The voting module shall be disabled by CDSL for voting thereafter.

By Courier / Post / Registered. AD

To

_____

_____

_____

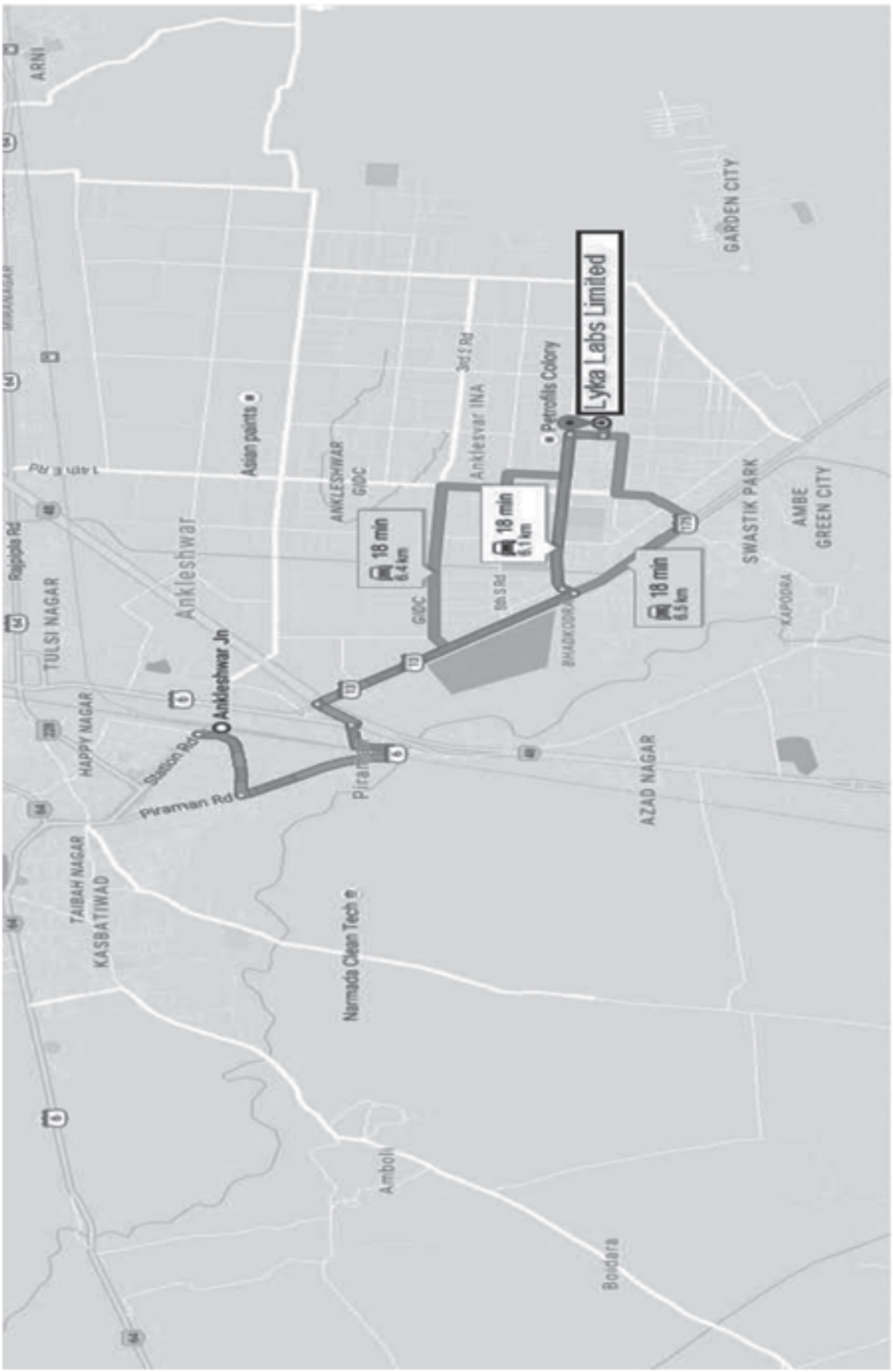
_____

If not delivered, please return to :

Lyka Labs Limited

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

ROUTEMAP


Lyka Labs Limited
Petrofils Colony
Anklesvar INA
ANKLESHWAR GIDC
GIDC
Asian paints
Ankleshwar
Ankleshwar Jn
Piraman Rd
Station Rd
Piraman
18 min
6.4 km
18 min
6.1 km
18 min
6.5 km
Rajpipla Rd
TULSI NAGAR
HAPPY NAGAR
TAIBAH NAGAR
KASBATIWAD
Narmada Clean Tech
AZAD NAGAR
SWASTIK PARK
AMBE GREEN CITY
GARDEN CITY
KAPODRA
BHADKODRA
ARNI
Boidara