



# 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 Meeting 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, 16<sup>th</sup> September, 2014 at 12.30 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 Section 180(1)(c) of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded to 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 constitute for this purpose) to borrow any sum(s) of money from time to time at their discretion, for the purpose of business of the Company, from any one or more Banks, Financial Institutions and other persons, firms, bodies corporate, and/or by way of issue of Debentures notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) may, at any time exceed aggregate of its paid-up Share Capital and free Reserves but shall not exceed Rs. 200 Crores (Rupees Two Hundred Crores Only) and THAT the Board of Directors be and is hereby empowered and authorised to decide the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as they may, in their absolute discretion, think fit.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid 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.”

2. 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 Section 180(1)(a) of the Companies Act, 2013, (including any statutory modification or re-enactment thereof, for the time being in force), consent of the Company be and is hereby accorded to 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 constitute for this purpose) to lease, mortgage and/or charge, in addition to the mortgages/charges created/to be created by the Company, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the movable and/or immovable properties of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company together with the power to take over the management of the business and concern of the Company in certain events of default, in favour of the Lender(s), Agent(s) and Trustee(s), for securing the borrowings availed/to be availed by the Company by way of loan(s) (in foreign currency and/or rupee currency) and Securities (comprising fully/partly Convertible Debentures and/or Non Convertible Debentures with or without detachable or non-detachable Warrants and/or secured premium notes and/or floating rates notes/bonds or other debt instruments), issued/to be issued by the Company, from time to time, subject to the limits approved under Section 180(1)(c) of the Companies Act, 2013, together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on repayment, remuneration of the Agent(s)/Trustees, premium if (any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation/ revaluation/ fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan

Agreement(s)/ Heads of Agreement(s), Debenture Trust Deed(s) or any other document, entered into/ to be entered into between the Company and the Lender(s)/Agent(s) and Trustee(s) in respect of the said loans/ borrowings/ debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors and the Lender(s)/ Agent(s) and Trustee(s).

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalize, settle and execute such documents/deeds/writings/papers/agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages/charges as aforesaid.”

3. To consider and, if thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and Schedule V and any other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and subject to any other statutory approvals, if required, consent of the Company be and is hereby accorded to the re-appointment and payment of remuneration to Shri N.I. Gandhi as the Managing Director of the Company for a period of 5 (Five) years w.e.f 1<sup>st</sup> April 2014 on the terms & conditions as approved by the Remuneration Committee (now reconstituted as Nomination and Remuneration Committee).

**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to revise the remuneration as may be recommended by the Nomination and Remuneration Committee from time to time provided that the Remuneration payable to the Managing Director shall not exceed the limits prescribed under Section 197 and Schedule V to the Companies Act, 2013, wherever applicable.

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters, things as may be necessary to give effect to this resolution.”

4. 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 Section 14 of the Companies Act, 2013, consent of the Company be and is hereby accorded to the Board of Directors of the Company to alter/revise/modify/ substitute existing Articles of the Articles of Association of the Company so as to be in line with the provisions of Table ‘F’ of the Companies Act, 2013 and any amendment or re-enactment thereof, for the time being in force.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which expression shall also include a duly constituted Committee thereof) be and is hereby authorized to do all such acts, deeds and things and to delegate all or any of the powers to any Director(s) or Officer(s) of the Company as may be required to give effect to the above resolution.”

By Order of the Board  
For, **LYKA LABS LIMITED**

Place : Mumbai  
Date : 16<sup>th</sup> August, 2014

**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 to 4 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](http://www.lykalabs.com).
- f) 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.
- g) The voting through electronic means will commence on September 10<sup>th</sup>, 2014 at 10 am and will end on September 12<sup>th</sup>, 2014 at 5 pm.
- h) 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 10<sup>th</sup>, 2014 and ends on September 12<sup>th</sup>, 2014. 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 August 15, 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](http://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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• 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.</li> <li>• 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.</li> </ul>
DOB	<p>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.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>• 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.</li> </ul>

- (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](http://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](mailto: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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

- i) Mr. V. Sundaram 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 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 by the Chairman on September 16<sup>th</sup>, 2014. The results declared along with the Scrutinizer's report, will be posted on the Company's Website and on the CDSL Website on 18<sup>th</sup> September, 2014.

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](mailto:companysecretary@lykalabs.com)

By order of the Board of Directors  
For, **LYKA LABS LIMITED**

Place : Mumbai  
Date : 16<sup>th</sup> August, 2014

**P. G HINDIA**  
COMPANY SECRETARY

## ANNEXURE TO NOTICE

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

#### Item Nos. 1 & 2

The members of the Company at 32<sup>nd</sup> Annual General Meeting held on 29<sup>th</sup> April, 2011 have authorized the Board of Directors by way of Ordinary Resolutions to borrow monies up to Rs.200 Crores (Rupees Two Hundred Crores) and have also authorized the Company to mortgage / charge / hypothecate the assets and properties of the Company both present and future in favour of Banks, Financial Institutions and other lenders of the Company to secure such borrowings.

As per provisions of Section 180 of the Companies Act, 2013, the company would be required to pass Special Resolutions for borrowing of funds and creation of securities. During the course of business, the Company would be required to borrow funds (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) to meet its fund requirements and it would also be required to create Securities in connection therewith. The Company therefore recommends to pass Special Resolutions as mentioned at Item Nos. 1 & 2 of the Notice to authorize the Company to borrow funds up to Rs.200 Crores and to create securities in connection therewith.

None of the Directors of the Company is in any way concerned or interested in the Resolutions mentioned at Item Nos. 1 & 2 of the Notice.

#### Item No. 3

Shri. N.I.Gandhi was re-appointed as a Managing Director of the Company for a period of 5 (five) years from 1<sup>st</sup> April, 2009 to 31<sup>st</sup> March, 2014. He looks after the day to day affairs of the Company and played a crucial role in the Company's operations. Considering his valuable contributions and responsibilities borne by him, the Board of Directors at its Meeting held on 28<sup>th</sup> March, 2014, re-appointed Shri. N.I.Gandhi as a Managing Director of the Company with effect from 1<sup>st</sup> April, 2014 for a further period of 5 (five) years. Since, the Company has incurred losses during the previous Financial Year ended 31<sup>st</sup> March, 2013, the remuneration payable to the Managing Director as per provision of Schedule V to the Act, 2013 was considered on the basis of effective capital of the Company arrived on the basis of audited balance sheet for the financial year 2012-2013. Accordingly, the Company could pay maximum remuneration of Rs.42 lacs p.a to Shri.N.I.Gandhi, Managing Director. The remuneration payable to the Managing Director was approved by the Remuneration Committee (now re-constituted as 'Nomination and Remuneration Committee') and Board of Directors, the details of which are as under :

1. **Salary:** Rs.2,60,000/- p.m. with an authority to the Board of Directors to revise the salary from time to time as, may be approved by the Nomination and Remuneration Committee within the limits prescribed under Section 197 and Schedule V of the Companies Act, 2013 as may be applicable.
2. **Perquisites:**
  - (i) **Housing & other amenities:** The Company will provide fully furnished accommodation and will pay house rent and maintenance allowance, Society charges, Repairing and expenses on Gas, Electricity and Water not exceeding Rs.40,000/- p.m.
  - (ii) **Soft Furnishing and Hard Furnishing Allowance :** Rs.8,500/- p.m. separately for Soft Furnishing and Hard Furnishing.



INTENTIONALLY LEFT BLANK

- (iii) **Medical reimbursement:** Payable monthly but not exceeding Rs.50,000/- p.a. incurred by him and his family. Any medical expenses paid over and above the ceiling specified under Income Tax Act shall be subject to tax.
  - (iv) **Newspaper Allowance :** Rs. 1,500/- p.m.
  - (v) **Leave Travel Concession :** not exceeding one month salary.
  - (vi) **Annual Club Membership Fees :** Annual Club Membership Fees shall be paid upto Rs.60,000/- p.a.
  - (vii) **Medical & Personal Accident Insurance:** Coverage of Mediclaim & Personal Accident Insurance as per policy of the Company.
  - (viii) Provision of a car with driver and telephone, Mobile, Ipad, Computers and other communication facilities at residence for official purpose.
  - (ix) Contribution to Provident Fund, Superannuation Fund, and Annuity Fund as per rules of the Company.
  - (x) The Gratuity payable shall not exceed half a month's salary for each completed year of service.
  - (xi) He will be entitled to 27 days Annual Leave and encashment of leave will be allowed at the end of tenure.
- Perquisites mentioned at Sr. No (vii), (viii), (ix), (x) & (xi) are not included in the ceiling on the perquisites. Reimbursement of Travelling and Accommodation Expenses actually incurred within India and abroad for business purposes of the Company shall not be considered as perquisites. Managing Director shall not be paid any sitting fees for attending any Board and Committee Meetings.

**MINIMUM REMUNERATION :**

In the event of loss or inadequacy of profits in any financial year during the tenure of the Managing Director, the remuneration including perquisites as mentioned above will be paid as minimum remuneration. The Board recommends the above resolution for your approval. None of the Directors of the Company except Shri. N. I. Gandhi and Smt. N. N. Gandhi is in any way concerned or interested in the Resolution. The above information shall also be considered as an Abstract under provision of Section 190 of the Companies Act, 2013.

**Item No. 4**

Subsequent to the introduction of the new Companies Act, 2013, the Company would be required to alter/revise/modify/substitute existing Articles of Association of the Company to coincide with the provisions of Schedule 'F' of the New Companies Act, 2013, The said amendment/substitution of Articles of Association would require approval of the Shareholders by way of Special Resolution. The Board therefore recommends the Special Resolution at Item No. 4 of the Notice for your approval. None of the Directors 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 : 16<sup>th</sup> August, 2014

**P. G HINDIA**  
COMPANY SECRETARY



**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.



# 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 ..... 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 16<sup>th</sup> September, 2014 at 12.30 pm and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1. Authority to the Company for Borrowings.
2. Authority to the Company for creation of Securities for securing borrowings.
3. Approval for Appointment of Managing Director and payment of Remuneration.
4. Authority to alter/modify/ substitute Articles of Association of the Company.

Signed this ..... day of ..... 2014

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.

**BOOK POST**

To

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*If not delivered, please return to :*

**Lyka Labs Limited**

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