

**21st February 2024**

**BSE Limited**

Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai 400 001.

**National Stock Exchange of India Limited**

Exchange Plaza, 5th Floor, Plot No. C/1,  
G Block, Bandra Kurla Complex, Bandra (East),  
Mumbai 400 051.

**Scrip Code: 500259**

**Scrip Code: LYKALABS**

**Sub.: Voting results of the meeting of the Preference Shareholder of the Company conveyed on Tuesday, 20th February 2024, as per the NCLT Order.**

Dear Sir/ Madam,

In compliance with the requirements of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015; we enclose herewith voting results along with the Scrutinizer's Report of the meeting of the Preference Shareholder of the Company conveyed as per the NCLT order on Tuesday, 20th February 2024.

We request you to take the same on your record.

Thanking You,

Yours sincerely,  
For **Lyka Labs Limited**

**Kishore P. Shah**

Company Secretary & Compliance Officer

Encl.: A/a.

**FORM No. CAA 4**

[Pursuant to Rule 13(2) and Rule 14 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016]

**Before The Hon'ble National Company Law Tribunal Ahmedabad Bench  
Company Application No. C.A.(CAA)/57(AHM)2023  
read with Comp. App/19(AHM)2023**

**In the matter of the Companies Act, 2013**

**And**

**In the matter of Sections 230 to 232 and other applicable provisions of the  
Companies Act, 2013**

**And**

**In the matter of Scheme of Amalgamation of Lyka Exports Limited with Lyka Labs  
Limited and their respective Shareholders and Creditors**

**Lyka Labs Limited,  
CIN: L24230GJ1976PLC008738**

A company incorporated within the meaning of Section 2(20) of the Companies Act, 2013,  
having its Registered Office having its Registered Office at 4801/B & 4802/A  
G.I.D.C Industrial Estate, Ankleshwar, Gujarat 393 002.

**..... Applicant 2/ Transferee Company**

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PREFERENCE SHAREHOLDER**

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**REPORT OF THE CHAIRPERSON OF RESULT OF THE MEETING OF  
PREFERENCE SHAREHOLDER**

I, Dr. Deepti Mukesh, the person appointed by the Hon'ble National Company Law Tribunal, Ahmedabad Bench vide order dated January 08, 2024, to act as Chairperson of the meeting of the Preference Shareholder of M/s. Lyka Labs Limited, as summoned the convening of the meeting of the Preference Shareholder issuing notice by e-mail on Thursday, January 18, 2024 and by releasing advertisement in "Financial Express" in English and in "Janadesh" in Gujarati on January 19, 2024. The meeting was held on Tuesday, February 20, 2024 at 05.00 P.M. through Video Conferencing ("VC") National Securities Depository Limited (the "NSDL") e-voting system, and I do hereby report to the Hon'ble National Company Law Tribunal, Ahmedabad Bench, as follows:

1. The said meeting was called to order at 05.00 P.M. The requisite quorum for the Preference Shareholder meeting was 1 as specified in the order passed by the Hon'ble National Company Law Tribunal, Ahmedabad Bench. The number of Preference Shareholder present through VC as detailed below:



Particulars	No. of Preference Shareholder	Value of Preference Shareholder	Percentage
Total no. of Preference Shareholder as on Cut Off date i.e. June 30, 2023	1	1,08,570	100
Number of Preference Shareholder who attended the meeting	1	1,08,570	100

2. The Scheme of Amalgamation ('Scheme') was received, read and understood, in the meeting and the question submitted to the said meeting was whether the Preference Shareholder of the said Company agreed to the Scheme of Lyka Exports Limited ('Transferor Company') with Lyka Labs Limited ('Transferee Company'), with or without modification.
3. The facility of voting through remote e-voting was provided to all the Preference Shareholder pursuant to the provisions of Section 230 of the Companies Act, 2013 read with Rule 9 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
4. Ms. Hirva Dave, Advocate was appointed as the Scrutinizer for ascertaining the requisite majority for the votes cast through remote e-voting and e-voting at the meeting on the resolution as set out in the notice of meeting of the Preference Shareholder as per order of this Hon'ble Tribunal.
5. The Scheme was open for remote e-voting, as detailed in the Notice. The Scheme was also put to vote by e-voting at the meeting as specified under Rule 13 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016. The Preference Shareholder proceeded to exercise their vote through electronic means during the meeting.
6. The Scrutinizer then submitted the consolidated report on the votes cast by the Preference Shareholder through remote e-voting and e-voting conducted at the meeting.
7. The sole Preference Shareholder representing 100% value in preference shares amount to Rs.1,08,57,000/- voting by remote e-voting and e-voting at the meeting were in favour of the Scheme.

8. The summary of the result of the voting was as follows:

i. Voted in favor of the resolution:

Voting Facility	Number of Preference Shareholder voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	-	-	-
E-voting at the time of meeting	1	1,08,570	100
<b>Total</b>	<b>1</b>	<b>1,08,570</b>	<b>100</b>

ii. Voted against the resolution:

Voting Facility	Number of Preference Shareholder voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	-	-	-
E-voting at the time of meeting	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>

iii. Invalid votes:

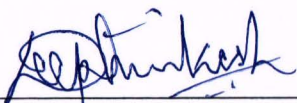
Voting Facility	Number of Preference Shareholder voted	Number of votes cast by them	% of total number of invalid votes cast
Remote e-voting	-	-	-
E-voting at the time of meeting	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>

9. The Consolidated Scrutinizer's Report is provided as Annexure-1.

10. Statements extracted by the Scrutinizer, has been handed over to the Company for its custody.

11. Based on the above result, I hereby report to this Hon'ble Tribunal that the Resolution proposed for approval of the Scheme and their respective shareholders and Creditors was approved by 100% without any modification.

Ankleshwar, Dated this the 21<sup>st</sup> day of February 2024



Dr. Deepti Mukesh

Chairperson appointed by the Hon'ble NCLT, Ahmedabad



**HIRVA R. DAVE**

Advocate  
B.Com., LL.M., A.C.A.

Annexure - 1

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**CONSOLIDATED REPORT OF SCRUTINIZER ON E-VOTING BY  
PREFERENCE SHAREHOLDERS OF LYKA LABS LIMITED**

To,

**Dr. Deepti Mukesh**

Chairperson appointed by the Hon'ble National Company Law Tribunal, Ahmedabad Bench for the Meeting of **Preference Shareholders of Lyka Labs Limited** pursuant to the orders dated November 24, 2023 and January 08, 2024 under Company Application C.A.(CAA)/57(AHM)2023 read with Comp.Appl/19(AHM)2023.

Respected Madam,

**Subject: Consolidated Report of the Scrutinizer on the remote e-voting and e-voting at the NCLT convened Meeting of Preference Shareholders of Lyka Labs Limited convened pursuant to the orders of Hon'ble National Company Law Tribunal, Ahmedabad Bench dated November 24, 2023 and January 08, 2024 in Company Application C.A.(CAA)/57(AHM)2023 read with Comp.Appl/19(AHM)2023 through Video Conferencing ('VC')/Other Audio-Visual Means ('OAVM') on Tuesday, February 20, 2024 at 05.00 P.M.**

I, Ms. Hirva Dave, Advocate, appointed as the Scrutinizer for the NCLT convened meeting of **Preference Shareholders of Lyka Labs Limited (CIN: L24230GJ1976PLC008738)** (the "Company") convened pursuant to the Orders of the Hon'ble National Company Law Tribunal, Ahmedabad Bench ("NCLT") dated November 24, 2023 and January 08, 2024, ("Orders") in the matter of the Scheme of Amalgamation of Lyka Exports Limited ("Transferor Company") with Lyka Labs Limited ("Transferee Company") (the "Scheme") and their respective shareholders and creditors (the "Scheme") in CA (CAA) NO.57/AHM/2023 read with Comp.Appl/19(AHM)2023 pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 and Rules made thereunder for the purpose of scrutinizing the votes cast through remote e-voting and e-voting at the meeting for the resolution as set out in the notice convening the said meeting, submit my report as under:

1. As per directions issued by the NCLT in the aforesaid Orders and in compliance with Section 108 of the Companies Act, 2013 and Rules made thereunder, and also read with the relaxations as notified by the circulars issued by the Ministry of Corporate Affairs from time to time starting from April 8, 2020 till on December 28, 2022 (referred as "MCA Circulars" in Note 1 to the Notice of the meeting), the meeting was convened through VC/OAVM, without the physical presence of preference shareholder at a common venue, at the Registered Office of the Company which is the deemed venue for the meeting.
2. The Notice dated January 16, 2024 along with the explanatory statement under Section 230 read with Section 102 and other applicable provisions of the Act and Rule 6 of Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 along with copy of the Scheme and the documents (Annexures-as stated in the index of the Notice) was sent via email to the preference shareholder of the Company as on Cut-off date i.e. Friday, June 30, 2023 and whose e-mail addresses are registered with the Company as on the said date. For the preference shareholder who have not registered their e-mail address with the Company/the relevant depository(ies), the Notice of the Meeting, together with Annexures were made available on the website of the e-voting agency National Securities Depository Limited (the "NSDL") at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
3. The Company had provided remote e-voting facility through NSDL for remote e-voting and e-voting during the meeting.







# HIRVA R. DAVE

Advocate

B.Com., LL.M., A.C.A.

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4. The preference shareholder of the Company as on the Cut-Off date i.e., June 30, 2023 was entitled to vote on the resolution for approving the Scheme as contained in the Notice of the meeting.
5. As intimated, the Company has completed the dispatch of the Notice of the Meeting along with the relevant annexures referred thereto, to the preference shareholder of the Company and also published an advertisement which appeared in "Financial Express" in English Language and in "Janadesh" in Gujarati Language both on January 19, 2024.
6. The compliance with the provisions of the Companies Act, 2013 and the Rules made there under relating to e-voting (which includes remote e-voting and the e-voting at the meeting) to the preference shareholders on the resolution proposed in the notice calling the meeting of the Company was the responsibility of the management. My responsibility as a Scrutinizer was to ensure that the voting process is conducted in a fair and transparent manner and render a Consolidated Scrutinizer's Report on the voting to the Chairperson or a person authorised by her.
7. The voting period for remote e-voting commenced on Friday, February 16, 2024 at 09:00 A.M. and ended on Monday, February 19, 2024, at 5:00 P.M. and the NSDL e-voting platform was blocked thereafter.
8. The Company had also provided e-voting facility to the preference shareholder present at the meeting through VC or OAVM and who did not cast their vote earlier through remote e-voting facility, for next 15 minutes after the conclusion of the meeting.
9. After the announcement of declaring the Meeting open was made by the Chairperson, the procedure for e-voting and convening was adopted in pursuance of the Guidelines and Rules of MCA.
10. As per the directions of Orders passed by the Hon'ble NCLT, the quorum for the meeting consisting of 1 (One) preference shareholder was present. Hence, the Chairperson commenced the proceedings of the meetings at the scheduled time at 05.00 P.M. on Tuesday, February 20, 2024. The Chairperson declared the meeting in order as per compliance of the Hon'ble NCLT orders and commenced the proceeding of the meeting.
11. The Chairperson then placed the resolution mentioned in the Notice, which was already placed for voting through remote e-voting and the preference shareholder had not registered himself as speaker in meeting. The Chairperson, after conclusion of discussion on the resolution, announced that the preference shareholder present at the meeting and who have not casted their vote by remote e-voting could vote through e-voting made available during the meeting at NSDL e-voting system and the voting through e-voting at the meeting was made available for 15 minutes thereafter.
12. After conclusion of facility of e-voting time provided by the company at the meeting, the details or data of votes casted through e-voting during the meeting and votes casted through remote e-voting were downloaded from the NSDL e-voting system.
13. I have scrutinized and reviewed the remote e-voting and e-voting at the meeting and votes casted therein based on the data downloaded from NSDL e-voting system.
14. The summary voting report, as downloaded from NSDL e-voting system, is annexed herewith.

I now submit my consolidated report on the result of the remote e-voting and e-voting during the meeting in respect of the resolution as below:



# HIRVA R. DAVE

Advocate  
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## RESOLUTION:

To approve the Scheme of Amalgamation of Lyka Exports Limited with Lyka Labs Limited and their respective shareholders and creditors as per the text mentioned in the Notice.

### i. Voted in favor of the resolution:

Voting Facility	Number of Preference Shareholder voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	-	-	-
E-voting at the time of meeting	1	1,08,570	100
<b>Total</b>	<b>1</b>	<b>1,08,570</b>	<b>100</b>

### ii. Voted against the resolution:

Voting Facility	Number of Preference Shareholder voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	-	-	-
E-voting at the time of meeting	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>

### iii. Invalid votes:

Voting Facility	Number of Preference Shareholder voted	Number of votes cast by them
Remote e-voting	-	-
E-voting at the time of meeting	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

Based on the foregoing, the Resolution is unanimously approved by the Preference Shareholder of the Transferee Company without any modification.

The registers and e-voting downloads and records shall remain in my custody until the Chairperson considers, approves and signs the reports and thereafter the same shall be handed over to the Company Secretary/Director authorized by the Board for safe keeping.

You may declare the results accordingly.

Thanking You.

Yours faithfully,



Ms. Hirva Dave  
(Scrutinizer appointed by NCLT)

Ankleshwar; 21<sup>st</sup> February 2024.





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## ANNEXURE

### Lyka Labs - PSHs - Voting Summary

EVEN	ISIN	ISIN_NAME	START_DATE	END_DATE	RESULT_DATE	STATUS	EVEN_RATIO
127564	INPREFA01014	Lyka Labs Limited - Preference shares	2024-02-16	2024-02-19	2024-02-20	U	1.00
EVEN	RESOLUTION_ID	OPTION_ID	OPTION_NAME	VOTER_COUNTS	VOTE_COUNTS		
127564	1	1	I/We assent to the resolution(For/ Yes/ Favour)	1	108570.000		
127564	1	2	I/We dissent to the resolution(Against/ No)	0	0.000		

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SP