

20th January, 2020

| | |
|--|--|
| To, BSE Ltd 1 st Floor, New Trading Ring Rotunda Bldg, P.J. Towers Dalal Street, Mumbai- 400 001 | To, National Stock Exchange of India Ltd Exchange Plaza, 5 th Floor Plot No. C/1, G. Block Bandra Kurla Complex Bandra (East), Mumbai - 400 051 |
| Script Code: 500259 | Script Code: LYKALABS |

Dear Sir/Madam,

Sub.: Intimation for Extra Ordinary General Meeting

This is to inform you that the Company has convened the Extra Ordinary General Meeting of Members of the Company on Wednesday, 12th February, 2020 at its registered office at 4801/B & 4802/A, GIDC Industrial Estate, Ankleshwar - 393 002, Gujarat, at 12.00 noon to transact the business as mentioned in the notice convening the meeting.

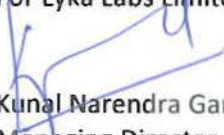
The copy of the notice is attached herewith.

For the aforesaid purpose the Company has fixed Wednesday, 5th February, 2020 as the cut-off date to determine the entitlement of voting rights of members for e-voting.

Kindly take note of the same.

Yours Faithfully,

For Lyka Labs Limited


Kunal Narendra Gandhi
Managing Director
DIN: 01516156





Lyka Labs Limited

Regd. Office: 4801/B & 4802/A, GIDC Industrial Estate, Ankleshwar – 393 002.

Admin. Office: Spencer Building, Ground Floor, 30 Forjett Street, Tardeo, Grant Road West Mumbai 400036

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 **Wednesday, 12th February, 2020** at **12.00 noon** at its Registered Office at **4801/B & 4802/A, GIDC Industrial Estate, Ankleshwar - 393 002, Gujarat** to transact the following business as a special business.

SPECIAL BUSINESS

1. PREFERENTIAL ISSUE OF EQUITY SHARES 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 V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, 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 on a preferential basis to following viz

305000 equity shares of face value of Rs. 10/- each to Shri Kunal Narendra Gandhi, Director and Promoter,

400000 equity shares of face value of Rs. 10/- each to Smt. Nehal Narendra Gandhi Director and Promoter,; and

150000 equity shares of face value of Rs. 10/- each to Enai Trading and Investment Pvt Ltd. of Promoter Group.

At an exercise price to be determined in accordance with Regulation 164 of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the relevant date, as per Regulation 161 of the SEBI ICDR Regulations for the determination of issue price of the equity shares to be allotted to Shri Kunal Narendra Gandhi, Smt. Nehal Narendra Gandhi and Enai Trading and Investment Pvt Ltd of Promoter Group (**“Proposed Allottees”**) pursuant to the preferential issue is fixed as 13th January, 2020 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 equity shares to the Proposed Allottee, shall be on the following terms and conditions:

- a) The equity shares shall be allotted within a period of 15 days from the date of passing of this resolution.
- b) Pursuant to Regulation 170 of the SEBI ICDR Regulations, the equity shares to be allotted, shall only be made in dematerialised form;
- c) The price of each equity share to be issued will be calculated in accordance with the provisions of Regulation 164 of Chapter V 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 100% of the price of the equity shares to be allotted shall be paid prior to the allotment date.
- 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 such date and for such periods as specified under Chapter V 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 V 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 shall rank pari passu 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 and listing of the said equity shares 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 equity 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.”

2. PREFERENTIAL ISSUE OF WARRANTS TO PROMOTER

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 V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, 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:

990000 Warrants having an option to apply for equity shares of face value of Rs. 10/- each on a preferential basis to Smt. Nehal Narendra Gandhi of Promoter Group at an exercise price to be determined in accordance with Regulation 164 of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the relevant date, as per Regulation 161 of the SEBI ICDR Regulations for the determination of issue price of the Warrants to be allotted to Smt. Nehal Narendra Gandhi (**“Proposed Allottee”**) pursuant to the preferential issue is fixed as 13th January, 2020 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 from the date of their allotment in accordance with Regulation 162 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 170 of the SEBI ICDR Regulations, the Equity shares to be allotted 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 164 of Chapter V 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 164 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 169(3) 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 V 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 V 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 pari passu 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.”

By Order of the Board

Place: Mumbai
Date: 13th January, 2020

Kunal Narendra Gandhi
Managing Director
DIN:01516156

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 Secretarial Department at Administrative office address- Spencer Building, Ground Floor, 30 Forjett Street, Tardeo, Grant Road West Mumbai 400036 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: 13th January, 2020

Kunal Narendra Gandhi
Managing Director
DIN:01516156

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. It was therefore thought expedient to raise the funds through issue of equity shares/ warrants to promoters on Preferential basis.

The Board of Directors have therefore decided to issue and offer equity shares and warrants on preferential basis to Promoter Group at a price to be determined in accordance with SEBI ICDR Regulations.

Equity shares and warrants 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 equity shares and warrants needs to be approved by the shareholders by passing special resolution. In terms of Regulation 163 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ('SEBI ICDR Regulations'), the following disclosures are made.

1 a. Objects of the Preferential Issue of Shares / Warrants

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

- i. Capital Expenditure;
- ii. R&D Expenditures;
- iii. Working Capital Requirements; and
- iv. Maintenance and upgradation of Ankleshwar Factory.

b. Maximum number of specified securities to be issued:

305000 equity shares of face value of Rs. 10/- each to be issued to Shri Kunal Narendra Gandhi, Director and Promoter;
400000 equity shares of face value of Rs. 10/- each to be issued to Smt. Nehal Narendra Gandhi Director and Promoter;
150000 equity shares of face value of Rs. 10/- each to be issued to Enai Trading and Investment Pvt Ltd of promoter group; and

990000 warrants to be issued to Smt. Nehal Narendra Gandhi Director and Promoter.

At an exercise price to be determined in accordance with Regulation 164 of the SEBI ICDR Regulations.

c. Intent of the promoters, directors or key managerial personnel of the issuer to subscribe to the offer

Smt. Nehal Narendra Gandhi and Shri Kunal Narendra Gandhi, Directors and Enai Trading and Investment Pvt Ltd of promoter group of the Company, are intending to subscribe the offer. No other Directors and Key Managerial Personnel of the issuer is intending to subscribe the shares/ warrants.

d. Shareholding Pattern of the issuer before and after the preferential issue of Equity Shares and Warrants

| Sr. | Category of Shareholder/ Investor | Pre-Issue | | Equity Shares and Equity Shares on Conversion of Warrants | | 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's Holding | | | | | | |
| 1 | Promoters | | | | | | |
| | Indian Promoters | 5702265 | 19.88 | 1845000 | 6.04 | 7547265 | 24.72 |
| | Foreign Promoters | — | — | — | — | — | — |
| 2 | Persons Acting in | | | | | | |
| | Concert | — | — | — | — | — | — |
| | Sub – Total | 5702265 | 19.88 | 1845000 | 6.04 | 7547265 | 24.72 |

| | | | | | | | |
|----|---|-----------------|--------------|----------------|-------------|-----------------|--------------|
| B | Non promoters Holding | | | | | | |
| 3 | Institutional Investors | — | — | — | — | — | — |
| a) | Mutual Funds and UTI | 3400 | 0.01 | — | — | 3400 | 0.01 |
| b) | Banks, Financial Institutions, Insurance Companies | 144139 | 0.50 | — | — | 144139 | 0.50 |
| | (Central/State Govt. Institutions/ Non Govt. institutions) | — | — | — | — | — | — |
| | Indian Public | — | — | — | — | — | — |
| c) | FII's | 1005159 | 3.50 | — | — | 1005159 | 3.50 |
| d) | Alternate Investment Funds | 51505 | 0.18 | | | 51505 | 0.18 |
| | Sub – Total | 1204203 | 4.19 | — | — | 1204203 | 4.19 |
| 4 | Others | | | | | | |
| a) | Private Corporate Bodies | 1465786 | 5.11 | — | — | 1465786 | 5.11 |
| b) | Indian Public | 19079433 | 66.50 | — | — | 19079433 | 66.50 |
| c) | NRI's / OCB's | 1209653 | 4.22 | — | — | 1209653 | 4.22 |
| d) | Any Other (Foreign Coporate Bodies) | 500 | 0.00 | | | | |
| | Clearing Members | 28160 | 0.10 | — | — | 28160 | 0.10 |
| | Sub - Total | 21783532 | 75.93 | | | 21783532 | 75.93 |
| | GRAND TOTAL | 28690000 | 100 | 1845000 | 6.04 | 30535000 | 100 |

* Pre Issue shareholding as on 11.01.2020

e. Time frame within which the preferential issue shall be completed

Allotment of Preferential issue of shares and warrants with an option to convert into equity shares within 18 months from the date of allotment, shall be completed within 15 days from the date of passing special resolution in the Extra ordinary general meeting proposed to be convened on 12th February, 2019.

f. 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 issue 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 Equity Shares/ warrants to be allotted | | No. of shares to be allotted on conversion | Post Issue Equity Holding (including shares allotted on exercise of option attached to warrants) | |
|---|--------------------------|------|---|------|--|--|------|
| | No. of shares | % | No of Equity shares/ warrants | % | | No. of shares | % |
| Smt. Nehal Narendra Gandhi | 1144803 | 3.99 | 400000 (equity shares) 990000 (Convertible warrants) | 4.5 | 990000 | 2534803 | 8.30 |
| Shri Kunal Narendra Gandhi | 1006642 | 3.51 | 305000 equity shares | 0.9 | Nil | 1311642 | 4.30 |
| M/s. Enai Trading & Investments Pvt Ltd | 982415 | 3.42 | 150000 equity shares | 0.49 | Nil | 1132415 | 3.71 |

| Name of the Proposed Allottees | Ultimate Beneficial Owners | Pre Issue Equity Holding of Ultimate Beneficial Owners | No. of Equity Shares to be allotted | Post Issue Equity Holding of Ultimate Beneficial Owners |
|---|----------------------------|--|--|---|
| M/s. Enai Trading & Investments Pvt Ltd | Shri N I Gandhi | 1167629 | Nil | 1167629 |
| | Smt. Nehal Narendra Gandhi | 1144803 | 400000 (equity shares) *990000 (warrants) | 2534803 |
| | Shri Kunal Narendra Gandhi | 1006642 | 305000 (equity shares) | 1311642 |
| | N I Gandhi (HUF) | 1400776 | Nil | 1400776 |

| | | | | |
|------------------|--|---------|--|---------|
| N I Gandhi (HUF) | Shri Kunal Narendra Gandhi (Karta) | 1006642 | 305000 (equity shares) | 1311642 |
| | Smt. Nehal Narendra Gandhi (Co-parcener) | 1144803 | 400000 (equity shares) *990000 (warrants) | 2534803 |
| | Smt. Sweta Shah (Co-parcener) | Nil | Nil | Nil |
| | Smt. Ushma R Shah (Co-parcener) | Nil | Nil | Nil |

* 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.

- g. The Company hereby undertakes that, It would re-compute the price of the equity shares and warrants mentioned above in accordance with SEBI ICDR Regulations, wherever it is required to do so;
 - h. The Company hereby undertakes that, If the amount payable on account of 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.
 - i. Any of the Promoters or directors of the issuer company is not a wilful defaulter. Hence, no discloser is required to be made as per Schedule VI of SEBI (ICDR) Regulation.
2. The company shall place a copy of the certificate of its statutory auditors before the Extra Ordinary General Meeting of the shareholders considering the proposed preferential issue, certifying that the issue is being made in accordance with the requirement of these regulations.
 3. The proposed securities on preferential basis shall be issued in cash to the proposed allottees of Promoter Group at a price to be determined in accordance with the SEBI (ICDR) Regulations, 2018.

4. Relevant Date

Relevant date for the purpose of calculation of the price of the shares and warrants to be issued on a preferential basis is 13th January, 2020, 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. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price

During the year, the Company has allotted 550000 equity shares of Rs. 10/- each on conversion of equivalent numbers of warrants allotted at an exercise price of Rs. 55/- to Enai Trading and Investment Pvt Ltd of Promoter Group.

6. Basis or justification of price

The price will be determined in accordance with the provisions of Chapter V 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 Equity Shares and Warrants shall be made at the price which is computed as per pricing formula specified under regulation 164 SEBI ICDR Regulations.

7. Terms of Equity Shares/ Warrants to be issued to the Proposed Allottees (Promoter Group)

- (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 164 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 amount (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.

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

- (a) Price of Equity shares would be calculated at the price which is computed as per pricing formula specified under regulation 164 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 Rs.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. Lock-in Period

- (a) Equity Shares to be allotted on preferential basis to Shri Kunal Narendra Gandhi, Smt. Nehal Narendra Gandhi and Enai Trading and Investment Pvt. Ltd of promoter group and equity shares to be allotted on conversion of warrants to Smt. Nehal Narendra Gandhi 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 167 of SEBI ICDR Regulations. Locked-in equity shares allotted to promoter group may however be transferable amongst the promoters/promoters' group subject to Regulation 168 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 167(6) of SEBI ICDR Regulations.

10. Auditor's Certificate

A copy of the certificate from M/s. D. Kothary & Co., Chartered Accountants, the Statutory Auditors of the Company, certifying that the proposed preferential issue of Shares and Warrants are being made in accordance with the requirements contained in Chapter V of the SEBI ICDR Regulations, shall be placed before the Extra Ordinary General Meeting of members of the Company 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 the Companies Act, 2013, Shri Kunal Narendra Gandhi and Smt. Nehal Narendra Gandhi, Directors 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 them and Enai Trading & Investment Pvt Ltd. in which they are Directors. Smt. Nehal Narendra Gandhi, Director and Shri Kunal Narendra Gandhi Director and a relative of Smt. Nehal Narendra Gandhi are also considered as interested in passing of the proposed resolution mentioned at item 2 of the Notice to the extent of shares to be allotted to Smt. Nehal Narendra 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: 13th January, 2020

Kunal Narendra Gandhi
Managing Director
DIN:01516156

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 9th February, 2020, 9.00 a.m. and ends on 11th February, 2020, 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 5th February, 2020 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) <ul style="list-style-type: none">• 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. <ul style="list-style-type: none">• 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: 13th January, 2020

Kunal Narendra Gandhi
Managing Director
DIN:01516156



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 Wednesday, 12th February, 2020 at 12.00 noon and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolution Nos. | |
|-----------------|--|
| 1. | Issue of equity shares to promoters on preferential basis. |
| 2. | Issue of warrants to promoter on preferential basis. |

Signed this day of 2020

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

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 12TH FEBRUARY, 2020

| | |
|--------------------------------|--|
| 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 Wednesday 12th February, 2020 at 12.00 noon at Registered Office of the Company.

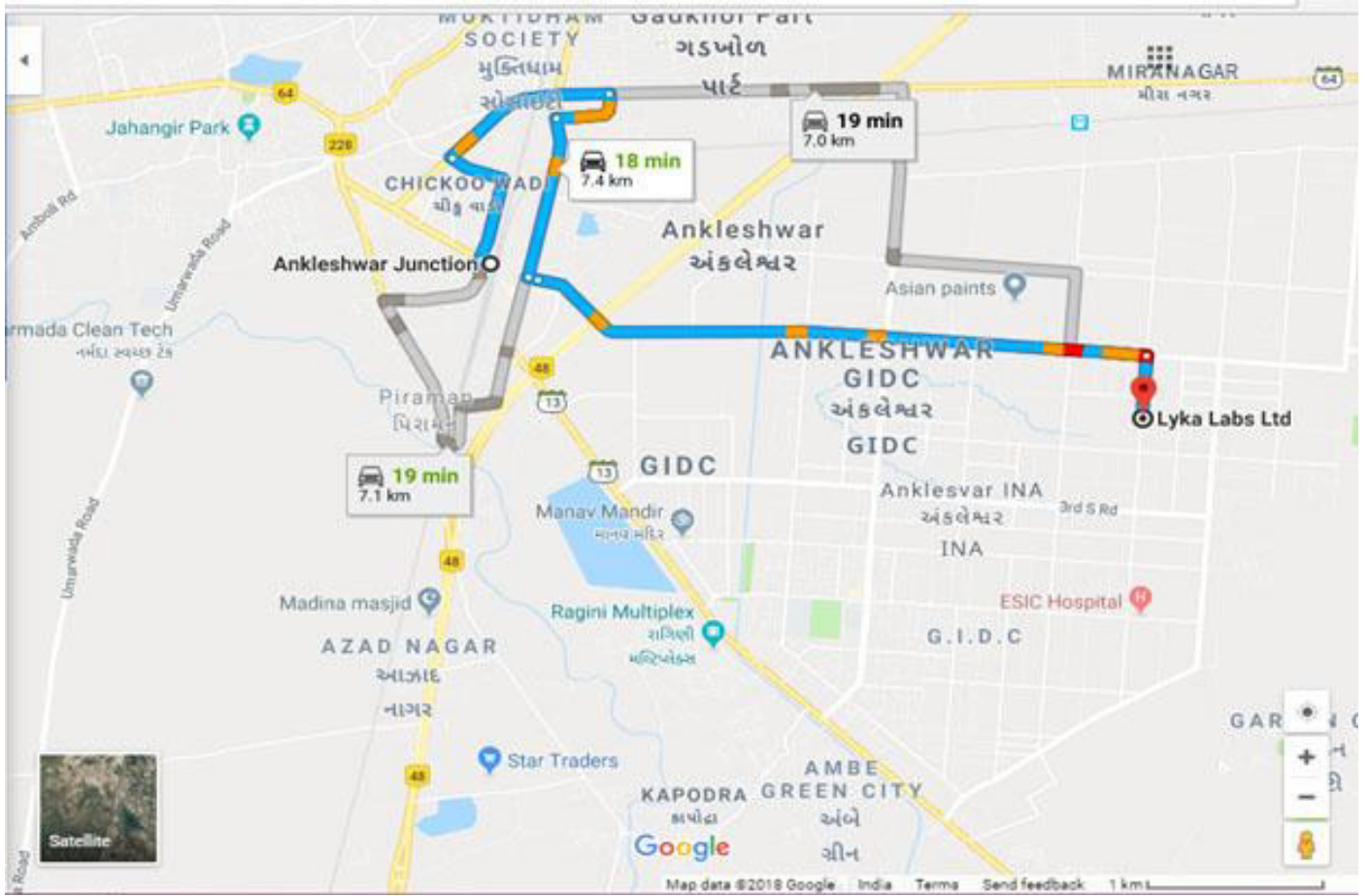
Member/ Proxy Signature

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 9th February, 2020 at 9 A.M and ends on 11th February, 2020 at 5 P.M. The voting module shall be disabled by CDSL for voting thereafter.

ROUTE MAP



This page is intentionally left blank