

23rd January 2024

**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai- 400 001.

**National Stock Exchange of India Limited**  
Exchange Plaza, 5<sup>th</sup> 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.: Postal Ballot Notice dated 16th January 2024**

In continuation to our earlier communication on 16th January 2024, we attached herewith, Postal Ballot Notice for seeking approval of members for:

1. Appointment of Mr. Neeraj Golas as an Independent Director of the Company
2. Re-appointment of Mr. Kunal Gandhi as Managing Director of the Company

The said notice also be hosted on the website of the Company at [www.lykalabs.com](http://www.lykalabs.com).

Following are the major timelines, as mentioned in the notice of the postal ballot:

Cut-off date for e-voting	19th January 2024
e-voting start date	24th January 2024 (from at 09:00 a.m. IST)
e-voting end date	22nd February 2024 (upto at 05:00 p.m. IST)

Kindly note the same.

Thanking You,

Yours faithfully,  
For Lyka Labs Limited

**Kishore P. Shah**  
Company Secretary & Compliance Officer

Encl.: A/a.



**LYKA LABS LIMITED**

CIN: L24230GJ1976PLC008738

**Registered Office :** 4801 / B & 4802 / A, GIDC Industrial Estate, Ankleshwar, Gujarat, 393 002.

**Corporate Office:** Ground Floor, Spencer Building, 30, Forjett Street, Grant Road (West), Mumbai-400 036.

Phone: 022- 66112200, Website: [www.lykalabs.com](http://www.lykalabs.com); Email: [companysecretary@lykalabs.com](mailto:companysecretary@lykalabs.com)

**NOTICE OF POSTAL BALLOT**

[Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, (the 'Act') read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, (the 'Rules'), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations') (including any statutory modification or re-enactment thereof for the time being in force), in compliance with the Circular No. 09/2023 dated September 25, 2023 read with Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 03/2022 dated May 05, 2022 and 11/2022 dated December 28, 2022; issued by the Ministry of Corporate Affairs (the 'MCA Circulars'); the SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 read with SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 (the 'SEBI Circulars'); and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), as amended from time to time; to transact the special businesses as set out hereunder by passing Ordinary/ Special Resolutions, by way of postal ballot through voting by electronic means (e-voting) only.

**SPECIAL BUSINESS:**

**1. Appointment of Mr. Neeraj Golas (DIN:06566069) as an Independent Director of the Company**

To consider and if thought fit, to pass, the following resolution as Special Resolution, with or without modification(s):

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with schedule IV, the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable Sections, Provisions, Rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), Mr. Neeraj Golas (DIN:06566069) who was appointed as an Additional Director of the Company and submitted a declaration that he meet the criteria of independence as provided in Section 149 (6) of the Act, be and is hereby appointed as an Independent Director of the Company, to hold office for period of three consecutive years w.e.f.16th January 2024.

RESOLVED FURTHER THAT Mr. Kunal Gandhi (DIN: 01516156), Managing Director & CEO and Mr. Kishore P. Shah, Company Secretary & Compliance Officer; of the Company, be and are hereby severally authorised to sign and submit necessary documents and to do all such acts, deeds or things to give affect the above resolution.

RESOLVED FURTHER THAT a certified true copy of this resolution be furnished to the concerned for its record."

## **2. Re-appointment of Mr. Kunal Gandhi (DIN: 01516156) as Managing Director of the Company**

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’), if any, the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof for the time being in force), the provisions of the Articles of Association of the Company; Mr. Kunal Gandhi, the Managing Director & CEO of the Company, be and is hereby re-appointed as the Managing Director of the Company for a period of 5 years commencing from 12th February 2024 on such term and conditions, including remuneration as set out below, as per the recommendation of the Nomination and Remuneration Committee of the Board of Directors of the Company:

A) Salary of Rs. 20,00,000/- (Rupees Twenty Lakhs only) per month, w.e.f. 12th February 2024, with such annual increment as may be decided by the Board upto a ceiling of Rs. 25,00,000/- (Rupees Twenty five lakhs Only) per month during his term as a Managing Director.

B) Commission: Such remuneration by way of commission, in addition to the above salary and perquisite, calculated with reference to the net profits of the Company in a particular financial year and as may be determined by the Board of Directors of the Company, in consultation with Nomination and Remuneration Committee, subject to the overall ceilings stipulated under Sections 197 and other applicable provisions of the Companies Act, 2013, but not more than 200% of his annual salary. The specific amount payable to the Managing Director will be based on certain performance criteria to be laid down by the Board and will be payable annually after annual accounts have been adopted by the shareholders.

C) Perquisites:

1. Housing The expenditure incurred by the Company on hiring furnished accommodation for the Managing Director will be subject to a maximum of fifty per cent of the salary. In case no accommodation is provided by the Company, the Managing Director shall be entitled to House Rent Allowance of 50% (fifty percent) of the salary.

Explanation: The expenditure incurred by the Company on gas, electricity, water and furnishings shall be valued as per the Income-Tax Rules, 1962. This shall, however, be subject to a ceiling of ten per cent of the salary of the Managing Director.

2. Medical, hospitalization and health-care expenses: Actual expenses incurred for the Managing Director and his wife including mediclaim policy premium to be paid by the Company.

3. Leave Travel Concession: For the Managing Director and his wife, once in a year incurred in accordance with any rules specified by the Company subject to a ceiling of one month salary.

4. Club fees: Fees of clubs subject to a maximum of two clubs. This will not include admission and life membership fee.

5. Personal accident insurance: As per any rules specified by the Company.

6. Provident Fund / National Pension Scheme / Superannuation Fund: Company’s contribution to Provident Fund / National Pension Scheme / Superannuation Fund shall be as per the schemes applicable to the employees of the Company.

7. Gratuity: As per the rules of the Company, payable in accordance with the Approved Gratuity Fund and which shall not exceed half a month’s salary for each completed year of service.

8. Encashment of un-availed privilege leave at the end of the tenure of the appointment.

9. Company maintained car with a driver.

10. Telephone, mobile, I-pad, computer, laptop and other communication facilities at residence for official purposes.

RESOLVED FURTHER THAT in the event of no profit or inadequacy of profits, the Company shall pay the aforesaid remuneration to the Managing Director by way of Salary and Perquisites as minimum remuneration, subject to the provisions of Schedule V of the Companies Act, 2013 or with the approval of the Central Government, if required.

RESOLVED FURTHER THAT the Managing Director shall be entitled to annual privilege leave on full salary for a period of thirty days and such leave shall be allowed to be accumulated for not more than one hundred twenty days during the tenure of appointment.

RESOLVED FURTHER THAT the Managing Director shall be entitled to:

a) the reimbursement of entertainment expenses actually and properly incurred by him in the course of the legitimate business of the Company in accordance with the rules and regulations of the Company in force from time to time or as may be approved by the Board of Directors; and

b) the reimbursement of travelling, hotel and other expenses incurred by him in India and abroad exclusively on the business of the Company in accordance with the rules and regulations of the Company in force from time to time or as approved by the Board of Directors.

RESOLVED FURTHER THAT as long as Mr. Kunal Gandhi functions as the Managing Director of the Company, he shall not be paid any sitting fee for attending the meetings of the Board of Directors or Committee(s) thereof.

RESOLVED FURTHER THAT the Managing Director shall not during the continuance of his employment with the Company or at any time thereafter divulge or disclose to any person whomsoever or to make any use whatsoever for his own purpose or for any purpose other than that of the Company of any information or knowledge obtained by him during his employment as to the business or affairs of the Company or its methods or as to any trade secrets, or secret processes of the Company and the Managing Director shall during the continuance of his employment hereunder also use his best endeavour to prevent any other person from so doing provided such divulgence or disclosure by the Managing Director to officers and employees of the Company for the purpose of business of the Company shall not be deemed to be contravention

RESOLVED FURTHER THAT any property of the Company or relating to the business of the Company, including memoranda, notes, records, reports, plates, sketches, plans, recorded diskettes, drives, tapes, electronic memory gadgets or other documents which may be in the possession of or under the control of the Managing Director or to which the Managing Director has at any time access shall, at the time of the termination of his employment be delivered by the Managing Director to the Company or as it shall direct and the Managing Director shall not be entitled to the copyright in any such document which he hereby acknowledges to be vested in the Company or its assigns and binds himself not to retain copies of any of them.

RESOLVED FURTHER THAT the Company may forthwith terminate the employment, if the Managing Director shall at any time be permanently prevented by ill- health or accident from performing his duties.

RESOLVED FURTHER THAT if the Managing Director is guilty of inattention to or negligence in the conduct of the business or of any other act or omission inconsistent with his duties as the Managing Director, which in the opinion of the Board renders his retirement from the office of the Managing Director desirable, the Company terminates the appointment by not less than thirty days' notice in writing to the Managing Director.

RESOLVED FURTHER THAT either the Managing Director or the Company shall be entitled to terminate the appointment by giving 90 days' notice in writing in that behalf, without the necessity of showing any cause, and on the expiry of the period of such notice, the Managing Director shall cease to be the Director of the Company, provided that the aforesaid notice may be waived mutually by either the Managing Director or the Company.

RESOLVED FURTHER THAT the terms and conditions including the remuneration payable to the Managing Director for the said appointment and/or this resolution may be altered and varied, from time to time, by the Board as it may, in its discretion, deem fit.

RESOLVED FURTHER THAT Mr. Yogesh Shah, Executive Director & CFO and Mr. Kishore P. Shah, Company Secretary & Compliance Officer; of the Company, be and are hereby severally authorised to sign and submit necessary documents and to do all such acts, deeds, or things to give affect the above resolution.

RESOLVED FURTHER THAT a certified true copy of this resolution be furnished to the concerned for its record.”

Registered Office:  
4801/B & 4802/A, GIDC Industrial Estate,  
Ankleshwar, Gujarat - 393 002.

For **Lyka Labs Limited**

Sd/-

**Kishore P. Shah**

Company Secretary & Compliance Officer

Corporate Office:  
Spencer Building, Ground Floor,  
30 Forjett Street, Grant Road West,  
Mumbai - 400 036.

Tel.: +91-022-66112200  
E-mail: companysecretary@lykalabs.com  
Website: www.lykalabs.com  
CIN: L24230GJ1976PLC008738

Mumbai; 16th January 2024.

#### NOTES:

1. The relevant Statement pursuant to the provisions of Section 102 of the Act read with Section 110 of the Act and Rule 22 of the Rules, as amended, setting out the material facts relating to the aforesaid resolutions and the reasons thereof is annexed hereto and forms part of this Notice.
2. In compliance with the MCA Circulars and the SEBI Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose email addresses are registered either with the Company or the Register & Share Transfer Agent (RTA) of the Company or their respective Depository Participants as on 19th January 2024 (i.e. the 'Cut-off Date').
3. The Company is providing the facility of remote e-voting to its members and has engaged the services of National Securities Depository Limited (the 'NSDL') for this purpose. The members are requested to go through the detailed "INSTRUCTIONS FOR E-VOTING" and Notes appended to the Postal Ballot Notice.
4. The Postal Ballot Notice has been uploaded on the website of the Company at [www.lykalabs.com](http://www.lykalabs.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The Notice is also disseminated on the website of the NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
5. The voting shall commence on Wednesday, 24th January 2024, at 9:00 a.m. (IST) and shall end on Thursday, 22nd February 2024, at 5:00 p.m. (IST). During this period, the members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The remote e-voting module shall be disabled by the NSDL for voting thereafter.
6. The relevant documents referred to in the Notice and the Explanatory Statement are open for inspection by the members at the Corporate Office of the Company from Monday to Friday except public holidays, between 10:00 a.m. to 5:00 p.m. upto the Thursday, 22nd February 2024.

7. The Board has appointed Mr. Kaushal Doshi of M/s. Kaushal Doshi & Associates, Practicing Company Secretary, (CP 13143) as a scrutinizer (the 'Scrutinizer') to scrutinize the remote e-voting process in a fair and transparent manner.
8. The Chairman or in his absence any other Director authorised by the Board of Directors of the Company, shall forthwith on receipt of the Consolidated Scrutinizer's Report, declare the results of the e-voting. The results of e-voting will be declared and published, along with consolidated Scrutinizer's Report, on the website of the Company at [www.lykalabs.com](http://www.lykalabs.com) and on the NSDL website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and the same shall also be simultaneously communicated to the BSE Limited and the National Stock Exchange of India Limited within two working days from the conclusion of e-voting process.
9. The resolution passed by the members through postal ballot are deemed to have been passed as if they are passed at a general meeting of the members.

## PROCEDURE FOR REMOTE E-VOTING:

### THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

#### How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





#### Step 1: Access to NSDL e-Voting system

#### A Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li>1. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</li></ol>

	<p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p><b>App Store</b></p> </div> <div style="text-align: center;">  <p><b>Google Play</b></p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.



**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
  - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

### **Step 2: Cast your vote electronically on NSDL e-Voting system.**

#### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

---

#### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [doshikaushal20@gmail.com](mailto:doshikaushal20@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolution set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [companysecretary@lykalabs.com](mailto:companysecretary@lykalabs.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [companysecretary@lykalabs.com](mailto:companysecretary@lykalabs.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Registered Office:  
4801/B & 4802/A,  
GIDC Industrial Estate,  
Ankleshwar, Gujarat - 393 002.

For **Lyka Labs Limited**  
Sd/-  
**Kishore P. Shah**  
Company Secretary & Compliance Officer

Corporate Office:  
Spencer Building, Ground Floor,  
30 Forjett Street, Grant Road West,  
Mumbai - 400 036.

Tel, : +91-022-66112200  
E-mail: [companysecretary@lykalabs.com](mailto:companysecretary@lykalabs.com)  
Website: [www.lykalabs.com](http://www.lykalabs.com)  
CIN: L24230GJ1976PLC008738

Mumbai; 16th January 2024.

## ANNEXURE TO THE NOTICE

In conformity with the provision of the Section 102 of the Act, the following statements set out in all the material facts relating to the special businesses as mentioned in the notice, including brief details of the Director who is seeking appointment/ re-appointment as per the requirement of the Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### 1. Appointment of Neeraj Golas (DIN:06566069) as an Independent Director of the Company

#### Brief profile

Mr. Neeraj Golas, (Age 55) is a Practicing Chartered Accountants by profession, has more than 30 years of experience in Audit, Accounting and Finance field.

#### Terms and conditions of appointment

Mr. Neeraj Golas is being appointed as an Independent Director of the Company, for the period of three consecutive years, w.e.f. 16th January 2024.

#### Bodies Corporate (other than Lyka Labs Limited) in which Mr. Neeraj Golas holds directorships and committee membership

##### Directorship

1. Ashima Limited (Listed on the 'BSE' an the 'NSE')

##### Member of Board Committees:

1. Stakeholders Relationship Committee- Member-Ashima Limited
2. Nomination and Remuneration Committee - Member -Ashima Limited

#### Disclosure of Relationship *inter-se* between Directors, Manager and other Key Managerial Personnel

There is no *inter-se* relationship between Mr. Neeraj Golas, other members of the Board and Key Managerial Personnel of the Company.

#### Shareholding in the Company

Mr. Neeraj Golas does not hold any equity shares of the Company.

#### Listed entities from which Mr. Neeraj Golas has resigned as director in past 3 years: Nil

Based on the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board of Directors ('Board'), at its meeting held on 16th January 2024, appointed Mr. Neeraj Golas as an Additional Director (Non- Executive and Independent) of the Company w.e.f. 16th January 2024.

The Board, while appointing Mr. Neeraj Golas as an Independent Director of the Company, considered his background, experience and knowledge in the field of accounts, finance and taxation.

In term of Clause 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, as applicable on the date of appointment of Mr. Neeraj Golas, the approval of members is to be taken in next general meeting or within three months form the date of appointment, whichever is earlier. Since no general meeting is convened at the present, approval of members for above reappointment is being taken through postal ballot.

None of the Directors and Key Managerial Personnel of the Company or their relatives, except Mr. Neeraj Golas, to whom the resolution relates, is concerned or interested in any way in this resolution, except to the extent of his shareholding, if any, in the Company.

The Board recommends the special resolution set forth in the Notice for the approval of the members of the Company.

## **2. Re-appointment of Mr. Kunal Gandhi (DIN: 01516156) as Managing Director of the Company**

### **Brief profile**

Mr. Kunal Gandhi, (Age 36) has done Master of Science from Lancaster University, Lancaster, U.K. He was appointed as Vice President - Business Development of the Company since April 2010. On 01 January, 2016, the company appointed him as Chief Executive Officer. He was appointed as Joint Managing Director on 12 February, 2019 and designated as Managing Director on 11 July, 2019.

### **Terms and conditions of re-appointment**

Mr. Kunal Gandhi is being re-appointed as Managing Director with effect from 12th February 2024 till the conclusion of the 49th Annual General Meeting of the Company.

The terms and conditions relating to the re-appointment of Mr. Kunal Gandhi as Managing Director, as mentioned in the draft resolution herein above.

### **Board Meeting Attendance**

During the Financial Year 2023-24, Mr. Kunal Gandhi attended all five Board Meetings held as on date of this Notice. Mr. Kunal Gandhi, being a Managing Director, was not paid any sitting fees for attending the meetings of the Board/Committees.

**Last drawn remuneration by Mr. Kunal Gandhi:** Rs. 20,75,000 (Gross) /- (for the Month of December 2023)

### **Bodies Corporate (other than Lyka Labs Limited) in which Mr. Kunal Gandhi holds directorships and committee membership**

#### **Directorships:**

1. Lyka BDR International Limited (Unlisted)
2. Lyka Generics Limited (Unlisted)
3. Enai Trading and Investment Private Limited (Private)
4. Hiralaxmi Business Finance Private limited (Private)

#### **Member of Board Committees:**

1. Audit Committee- Lyka BDR International Limited
2. Nomination and Remuneration Committee -Lyka BDR International Limited

### **Disclosure of Relationship *inter-se* between Directors, Manager and other Key Managerial Personnel**

There is no *inter-se* relationship between Mr. Kunal Gandhi, other members of the Board and Key Managerial Personnel of the Company.

### **Shareholding in the Company**

Mr. Kunal Gandhi holds 24,25,000 equity shares of the Company.

### **Listed entities from which Mr. Kunal Gandhi has resigned as director in past 3 years: Nil**

Based on the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board of Directors ('Board'), at its meeting held on 16th January 2024, re-appointed Mr. Kunal Gandhi as Managing Director with effect from 12th February 2024 till the conclusion of the 49th Annual General Meeting of the Company, subject to approval of the members of the Company.

The Board, while re-appointing Mr. Kunal Gandhi as Managing Director of the Company, considered his background, experience and contributions to the Company during his past tenure as the Managing Director & CEO with the Company.

In term of Clause 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, as applicable on the date of appointment of Mr. Kunal Gandhi, the approval of members is to be taken in next general meeting or within three months form the date of appointment, whichever is earlier. Since no general meeting is convened at the present, approval of members for above reappointment is being taken through postal ballot.

None of the Directors and Key Managerial Personnel of the Company or their relatives, except Mr. Kunal Gandhi, to whom the resolution relates, is concerned or interested in any way in this resolution, except to the extent of his shareholding, if any, in the Company.

The Board recommends the ordinary resolution set forth in the Notice for the approval of the members of the Company.

Registered Office:  
4801/B & 4802/A,  
GIDC Industrial Estate,  
Ankleshwar, Gujarat - 393 002.

Corporate Office:  
Spencer Building, Ground Floor,  
30 Forjett Street, Grant Road West,  
Mumbai - 400 036.

Tel, : +91-022-66112200  
E-mail: [companysecretary@lykalabs.com](mailto:companysecretary@lykalabs.com)  
Website: [www.lykalabs.com](http://www.lykalabs.com)  
CIN: L24230GJ1976PLC008738

Mumbai; 16th January 2024.

For **Lyka Labs Limited**  
Sd/-  
**Kishore P. Shah**  
Company Secretary & Compliance Officer