

Date: February 28, 2020

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

Dear Sir,

**Sub: Scrutinizer Report on NCLT Convened Secured Creditors Meeting held on 28<sup>th</sup> February, 2020 for merger of Lyka Healthcare Limited (Wholly Owned Subsidiary) with Lyka Labs Limited**

We are enclosing herewith:

- 1) Scrutinizer's Report on voting through poll.

The resolutions proposed in NCLT Convened Secured Creditor Meeting was passed unanimously.

Kindly take the same on record.

Thanking you,

Yours faithfully,  
For LYKA LABS LIMITED



PIYUSH. G. HINDIA  
COMPANY SECRETARY

Encl: a/a



### REPORT OF SCRUTINIZER

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management of Administration) Rules, 2014]

To,

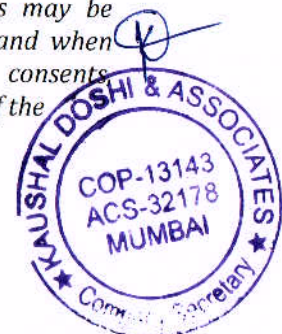
Mr. Manish Shah,  
Chairman appointed by the (NCLT), Ahmedabad Bench  
pursuant to Company Scheme Application CA(CAA) No. 2 of 2018

Dear Sir,

I, Kaushal Doshi, a Practicing Company Secretary (ACS-32178,CP:13143) have been appointed by the Hon'ble National Company Law Tribunal(NCLT),at Ahmedabad bench (NCLT) by its Order dated 19<sup>th</sup> December, 2019 as "the Scrutinizer" for the purpose of conducting the voting done through poll at the venue of meeting of the Secured Creditors of Lyka Labs Limited held at 4801/B & 4802/A GIDC Industrial Estate, Ankleshwar 393002, Gujarat, India, on Friday, 28<sup>th</sup> February, 2020 at 11.30 A.M for seeking approval of the Secured Creditors to the proposed merger of Lyka Healthcare Limited (Wholly owned Subsidiary) with Lyka Labs Limited, submit my report as under.

1. The Management of the Company is responsible for ensuring compliance with the requirements of the Companies Act, 2013 and the Rules made thereunder, relating to voting done through poll paper at the venue of the meeting on the resolution contained in the Notice of the Meeting.
2. My responsibility as scrutinizer was restricted to scrutinize the poll process at the meeting in fair and transparent manner; and to prepare and submit my report on the votes cast in favour of or against the Resolution.
3. The voting through poll at NCLT convened meeting of Secured creditor was conducted to consider and if through fit, to pass the following resolution with or without modification.

**"RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016 and other applicable provisions, if any, of the Companies Act, 2013, the rules, circulars and notifications made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the National Company Law Tribunal, if and when applicable, and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Hon'ble National Company Law Tribunal, if and when applicable or by any regulatory or other authorities, while granting such consents, approvals and permissions, 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 mean and include one or more Committee(s) constituted/to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution), the proposed Scheme of Merger (By Absorption) of Lyka Healthcare Limited ("Transferor Company") with Lyka Labs Limited ("The Transferee Company") and their respective Shareholders placed before this meeting and initialed by the Chairman of the meeting for the purpose of identification, be and is hereby approved.

**RESOLVED FURTHER THAT,** the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the Merger (By Absorption) embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Hon'ble National Company Law Tribunal, if and when applicable while sanctioning the Merger (By Absorption) embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper."

4. The Cut-Off date was 31<sup>st</sup> March 2019 for the purpose of deciding the Secured Creditors entitled to vote through poll paper at the venue of the meeting on the resolution seeking their approval.
5. The Company had dispatched Notice of the secured creditor Meeting on Friday, 28<sup>th</sup> February, 2020 along with the relevant annexures referred thereto, proxy form, attendance slip, etc to the secured creditor as appearing on the Register of Secured creditor as of the cut-off date, i.e. 31<sup>st</sup> March, 2019 and also published an advertisement in this regard, in English language in "Business Standard", Ahmedabad edition on 28<sup>th</sup> January 2020 and in Gujarati in "Western Times" edition on 28<sup>th</sup> January 2020.
6. One Secured Creditor having outstanding debt of Rs.78,09,10,079/-in aggregate were present in person or through authorised Representation or Proxy at the NCLT Convened meeting of secured creditor.
7. The result of the poll seeking secured Creditor' approval to the scheme is as under:

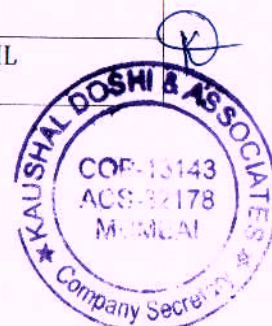
**Resolution: Approval of the scheme of Merger (By Absorption) of Lyka Healthcare Limited with Lyka Labs Limited ("Scheme") and their respective Secured creditors under sections 230 to 232 and other applicable provision of the Companies Act 2013.**

(i) Voted in favour of the resolution:

| Number of secured creditor present and voting (in person or by proxy) | Value of votes cast by them (amount in rupees) | %of value of total votes cast |
|---|--|-------------------------------|
| 1   | RS.780,910,079/-                               | 100%                          |

(ii) Voted against the resolution :

| Number of secured creditor present and voting (in person or by proxy) | Value of votes cast by them (amount in rupees) | %of value of total votes cast |
|---|--|-------------------------------|
| NIL   | NIL  | NIL                           |



(iii) Invalid votes:

| Number of secured creditor present and voting (in person or by proxy) | Value of votes cast by them (amount in rupees) | %of value of total votes cast |
|---|--|-------------------------------|
| NIL   | NIL  | NIL                           |

8. The Poll paper and all other relevant records were handed over to Mr. Piyush Hindia the company secretary of the Company, the person authorised by the board of the Applicant company for safe keeping.

Thanking you

Yours truly,

**FOR KAUSHAL DOSHI & ASSOCIATES**  
Company Secretary



**Kaushal Doshi**  
(Proprietor)  
ACS- 32178 / COP- 13143

VDIN- A032178A000579967

**Place: Mumbai**

**Date: 28<sup>th</sup> February 2020**

Witness 1: Ms. Miti Shah

M.H. Shah

Witness 2: Ms. Swati Gami

Swati

Counter sign by Chairman.



Mr. Manish Shah