



Scrutinizer's Report – Postal Ballot

[Pursuant to section 110 of the Companies Act, 2013 and Rule 22 of the Companies
(Management and Administration) Rules, 2014]

To,
Mr. N.I.Gandhi,
Chairman and Managing Director,
Lyka Labs Limited
101, ShivShakti Industrial Estate,
Andheri Kurla Road, Andheri (East),
Mumbai - 400059

Dear Sir,

1. Pursuant to the resolution passed by the Board of Directors of Lyka Labs Limited (hereinafter referred to as "the Company" at its meeting held on 14th July, 2014, I have been appointed as Scrutinizer for the purpose of scrutinizing the physical ballot papers received by post and ascertaining the requisite majority as per the provisions of Section 110 of the Companies Act, 2013 (Corresponding Section 192A of the Companies Act, 1956) and ballot process undertaken on the resolutions contained in the notice dated 14th July, 2014 of the Equity Shareholders of the company.
2. The management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to voting through Postal Ballot received on the resolutions contained in the notice dated 14th July, 2014 of the members of the company. My responsibility as scrutinizer is restricted to make a Scrutinizer's report of the votes cast in "for" or "against" the resolutions stated in the notice, based on the Postal Ballot received.



3. I submit my report as under:

- 3.1 The notice dated 14th July, 2014 under Section 110 of the Companies Act, 2013 (Corresponding Section 192A of the Companies Act, 1956), regarding Postal Ballot was issued to all the shareholders. The company has dispatched the notices on 19th July, 2014 by email to 64 Shareholders and by courier to 17,414 Shareholders.
- 3.2 As prescribed in the said Rules, the Company has also published an advertisement on 22nd July, 2014 and it carried the required information as specified in the said rules.
- 3.3 The Company has completed the dispatch of Postal Ballot notice along with Postal Ballot form and prepaid postage business reply envelope to its members whose name(s) appeared on the Register of Members / List of Beneficiaries as on 11th July, 2014.
- 3.4 The postal ballot notice stated that all postal ballot forms received up to the closure of working hours on 19th August, 2014, being the last date and time fixed by the Company for receipt of the forms will be considered.
- 3.5 The particulars of all Postal Ballot forms received from the members have been entered into register separately maintained for the purpose.
- 3.6 All Postal Ballot forms received up to close of working hours (6.00 pm) on 19th August, 2014 were duly opened in my presence on 20th August, 2014 and the same were scrutinized and processed with the computer statement containing the Shareholders Name, Folio Number/Client ID No. / DP ID, Postal Ballot Number, Number of shares held, Number of Votes Polled, Assented, Dissented and Rejected were generated. The shareholding and the signature of Shareholders who have exercised their vote through postal ballot were verified with the records



maintained by the Registrar & Transfer Agent M/s Sharex Dynamics (India) Pvt Ltd.

3.7 Envelopes containing Postal Ballot forms received after the close of working hours (6.00 pm) on 19th August, 2014 were not considered for my scrutiny.

3.8 The details containing *inter alia*, list of Equity shareholders, who voted “for”, “Against” each of the resolution that was put to vote, were generated from the physical ballot forms received by post is as under:

Item No. 1 : As a Special Resolution : to authorize the Board of Directors of the Company to sell, transfer, dispose off the Industrial Undertaking of the company situated at Tarapur:

	No. of Ballot Forms	Number of votes cast by them	% of total Number of valid votes cast
Voted in favor of the resolution	125	81,41,617	94.184
Voted against the resolution	20	2,105	0.024
Invalid Votes	No. of Ballot Forms	Number of Invalid votes cast by them	% of total Number of Invalid votes cast
	14	5,00,608	5.791

• Reasons for Invalid / Rejected entries

5	Unsigned Postal Ballot
9	Discrepancy in signature



Bookseller & Associates

Chartered Accountants

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4. A Register containing details of list of equity shareholders, who voted "FOR" / "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
5. I today handed over this Report to Shri N I Gandhi – Managing Director and Shri P.G.Hindia - Company Secretary who are responsible for conducting the Postal Ballot process in fair and transparent manner as pre the Resolution dated 14th July, 2014.
6. You may accordingly declare the result of voting by ballot.
7. The above mentioned resolution is deemed to be passed as on the date of announcement of result.

Thanking you

Place : Mumbai

Date : 23rd August, 2014

Yours faithfully,

For Bookseller & Associates
Chartered Accountants
Firm No. 136446W

CA Apoorva Bookseller
Scrutinizer for Ballot Form
M.No. 107179