

PUBLIC NOTICE**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
BENCH, AT AHMEDABAD
COMPANY APPLICATION (CAA) NO. 2 of 2018****In the matter of the Companies Act, 2013;****And****In the matter of Sections 230-232 read with other relevant provisions of the Companies Act, 2013****And****In the matter of Scheme of Merger (By Absorption) of Lyka Healthcare Limited ("Transferor Company") with Lyka Labs Limited ("The Transferee Company") and their respective Shareholders**

LYKA LABS LIMITED, A Company incorporated under the provisions of the Companies Act, 1956 and having its Registered Office at 4801/B & 4802/A GIDC Industrial Estate, Ankleshwar 393002, Gujarat, India. } **...Applicant/Transferee Company**

NOTICE AND ADVERTISEMENT OF NOTICE OF THE MEETINGS OF THE EQUITY SHAREHOLDERS, PREFERENCE SHAREHOLDER, SECURED CREDITORS AND UNSECURED CREDITORS OF LYKA LABS LIMITED

Notice is hereby given that by an order dated the 6th day of February, 2018, the Hon'ble National Company Law Tribunal, Bench at Ahmedabad ("NCLT") has directed separate meetings to be held of the equity shareholders, preference shareholder, secured creditors and unsecured creditors of the Applicant Company, for the purpose of considering and if thought fit, approving with or without modification(s), the Merger (By Absorption) embodied in the Scheme of Merger (By Absorption) of Lyka Healthcare Limited with Lyka Labs Limited ("Scheme").

In pursuance of the said order and as directed therein, further notice is hereby given that separate meetings of the equity shareholders, preference shareholder, secured creditors and unsecured creditors of the Applicant Company will be held as under, at which time and place the said equity shareholders, preference shareholder, secured creditors and unsecured creditors are requested to attend.

Sr. No.	Class of Meetings	Date of Meetings	Time (IST)	Place of Meeting
1.	Equity Shareholders	Tuesday, 27 th March, 2018	12.00 NOON	4801/B & 4802/A GIDC Industrial Estate, Ankleshwar 393002, Gujarat, India
2.	Preference Shareholders		1.00 P.M.	
3.	Secured Creditors		2.00 P.M.	
4.	Unsecured Creditors		2.30 P.M.	

Copies of the said Scheme and of the Explanatory Statement under Section 230(3) of the Companies Act, 2013 read with Section 232, Section 102 of the Companies Act, 2013 and Rule 6 of the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016 and Form of Proxy can be obtained free of charge within one (1) day (except Saturdays, Sundays and public holidays) on a requisition being so made for the same by the shareholders/creditors of the Applicant Company at the registered office of the Applicant Company. Persons entitled to attend and vote at the respective meetings may vote in person or by proxy, provided that all proxies in the prescribed form are deposited at the registered office of the Applicant Company at 4801/B & 4802/A GIDC Industrial Estate, Ankleshwar 393002, Gujarat, India, not later than forty eight (48) hours before the time fixed for the aforesaid meetings.

As directed by NCLT in the aforesaid order, a person, who is an Eligible Creditor as on the cut-off date i.e. close of business hours on October 31, 2017, only shall be entitled to vote at the meeting. Any person who becomes a Creditor of the Applicant Company after the cut-off date i.e. close of business hours on October 31, 2017 shall not be eligible to vote at the meeting.

In case of meetings of the secured creditors and the unsecured creditors of the Applicant Company, the voting shall be carried out through the ballot/polling paper at the venue of the meetings.

NCLT has appointed Mr. Manish Shah, Chartered Accountant and failing him, Mr. Ragnesh Desai, Chartered Accountant, as the Chairman of the said meeting of Equity Shareholders, preference shareholders, secured creditors and unsecured creditors of the Applicant Company.

Mr. Kaushal Doshi, Practicing Company Secretary, and in his absence Mr. D. P. Shah, Practicing Chartered Accountant has been appointed as the Scrutinizer for the aforesaid meetings

The Scheme if approved in the aforesaid meetings will be subject to the subsequent approval of the NCLT.

In accordance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of Companies (Management and Administration) Rules 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations'), the Equity Shareholders and Preference Shareholders of the Applicant Company have been given an option to vote through remote e-voting facility provided by Central Depository Services (India) Limited ('CDSL'), on the Resolution of the Scheme as per draft proposed in the Notice dated February 12th, 2018 issued in connection with the Meeting. Also, in accordance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014, the Equity Shareholders and Preference Shareholders of the Applicant Company have been given an option to vote by way of Postal Ballot on the Resolution for approval of the Scheme as per draft proposed in the Notice dated February 12th 2018 issued in connection with the Meeting.

In this regard, it may be noted that:

- On February 23, 2018 the Applicant Company has completed dispatch of Notice of the meeting setting out draft of the Resolution along with annexures thereto and postal ballot form with instructions and a self-addressed postage prepaid Business Reply Envelope amongst others, to all the Equity Shareholders and Preference Shareholders of the Applicant Company, as appearing on the cut-off date i.e. close of business hours on Friday, December 15, 2017.
- The Voting period for casting of vote by way of Postal Ballot and Remote e-voting will commence on Sunday, the 25th of February, 2018 at 9.00 A.M. and shall end on Monday, the 26th of March, 2018 at 5.00 P.M. All Postal Ballot Forms received after 5.00 P.M. on Monday, the 26th of March, 2018 will be strictly treated as if the reply from such shareholder has not been received. The remote e-voting facility shall be disabled and shall not be allowed thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or postal ballot or voting at the meeting through ballot paper, as applicable. Any person who acquires shares of the Applicant Company and becomes the member of the Applicant Company after the cut-off date i.e. close of business hours on December 15, 2017 shall not be eligible to vote either through remote e-voting or postal ballot or voting at the meeting through ballot paper at the Meeting.
- The shareholder(s) can opt for only one mode of voting, i.e. either by postal ballot or by polling paper at the venue of the meeting of the shareholders of applicant company or by e-voting using facility offered by CDSL. However, in case shareholders cast their vote by postal ballot and e-voting, then e-voting shall prevail over voting through postal ballot and voting done through postal ballot shall be treated as invalid. The members who have cast their vote by remote e-voting or postal ballot prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- A shareholder desiring to exercise vote by postal ballot may complete the Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, Mr. Kaushal Doshi, Practicing Company Secretary in the enclosed self-addressed postage prepaid envelope. The postage has been borne and paid by the Applicant Company. However, envelopes containing Postal Ballot Form(s), if deposited in person or if sent by courier or registered/speed post at the expense of the shareholder will also be accepted. The self-addressed postage prepaid envelope bears the name and address of the Scrutinizer appointed by the Board.
- Mr. Kaushal Doshi, Practicing Company Secretary, and in his absence Mr. D. P. Shah, Practicing Chartered Accountant has been appointed as the Scrutinizer for the aforesaid meetings to conduct the postal ballot and e-voting process and the voting at the venue of the meeting in a fair and transparent manner.
- The result of the voting on the resolutions in the aforesaid meetings through polling paper at the venue of the meeting through evoting facility or through postal ballot, as the case may be will be announced within 48 hours from the conclusion of the Meeting, and will be displayed at the Registered Office of the Transferee Company and the Company's website www.lykalabs.com and shall be communicated to the BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), where the shares of the Company are listed.
- Equity shareholders and Preference Shareholders who have not received the postal ballot form can either download the same from the website of the Applicant Company, www.lykalabs.com or obtain duplicate postal ballot from the registered office of the Applicant Company as stated above.
- Any queries/grievances in relation to the voting by postal ballot may be addressed to Mr. P.G. Hindia, Company Secretary of the Applicant Company through email to companysecretary@lykalabs.com
- 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.

Notice of the aforesaid respective Meetings including postal ballot and e-voting instructions is available on Applicant Company's website www.lykalabs.com and also on website of CDSL at <http://www.cdslindia.com>.

Sd/-

Place : Mumbai
Dated : February 23, 2018Mr. Manish Shah
Chairperson appointed for the aforesaid meetings