



NOTICE

NOTICE is hereby given that 45th Annual General Meeting (the 'AGM') of the members of Lyka Labs Limited will be held on Friday, 9th August 2024 at 11 a.m. through Video Conferencing (VC)/ Other Audio Visual Means (OVAM) to transact the following business:

ORDINARY BUSINESS:

1. **To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements along with Balance Sheet as at 31st March 2024, Statement of Profit and Loss Account and Cash Flow Statement for the year ended on that date and reports of Board of Directors and Auditors thereon.**
2. **To appoint a Director in place of Mr. Shashil Mendonsa, Non - Executive Director (DIN: 09667654) who retires by rotation and being eligible, offers himself for re-appointment.**

SPECIAL BUSINESS:

3. **Appointment of Statutory Auditors**

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

“RESOLVED THAT pursuant to provisions of Section 139, Section 142 and other applicable provisions of the Companies Act 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force); M/s. D Kothary & Co., Chartered Accountants, Mumbai, having Firm Registration No.105335W, be and hereby re-appointed as the Statutory Auditors of the Company for a second term of five years to hold office from the conclusion of 45th Annual General Meeting till the 50th Annual General Meeting of the Company.

RESOLVED FURTHER THAT Mr. Kunal Gandhi, (DIN: 01516156), Managing Director & CEO of the Company, be and is hereby authorised to finalise the remuneration and other terms and conditions as may be mutually agreed upon between the Company and the Statutory Auditors.

RESOLVED FURTHER THAT Mr. Kishore P. Shah, Company Secretary & Compliance Officer of the Company, be and is hereby authorized to do all such acts, deeds, matters, things as are considered necessary and expedient to give effect to this resolution including the filing of necessary forms with the office of concerned Registrar of Companies.

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

4. **Approval of the Related Party Transactions for the Financial Year 2024-25**

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

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions if any, of the Companies Act, 2013 and the rules made there under and Regulation 23 of SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015 (including any statutory modification or re – enactment thereof for the time being in force), the consent of the members of the Company be and is hereby accorded to the Board of Directors to enter into contracts/ arrangements/ transactions with the following Related Parties for the Financial Year 2024-25; for sales, purchase or supply of any goods and/or materials and/or brands and/or dossiers and/or services directly or through appointment of agent and selling or otherwise disposing of or buying, renting, and leasing properties of any kind on such terms and conditions as may be mutually agreed upon:

Sr. No.	Name of the Related Party	Transaction Limit
1.	Lyka BDR International Limited	10 Crores
2.	Lyka Exports Limited	3 Crores
3.	Lyka Generics Limited	5 Crores
4.	Ipca Laboratories Limited	40 Crores
5.	Makers Laboratories Limited	25 Crores

RESOLVED FURTHER THAT, the Board of Directors of the Company, if required, may increase the financial limit of the transactions with each of the related parties upto 50% over and above the limit mentioned herein above, if the financial limit of the transactions of the company with any of the related parties get exhausted during financial year 2024-25.

RESOLVED FURTHER THAT Mr. Kunal Gandhi (DIN:01516156), Managing Director and CEO and Mr. Yogesh Shah (DIN:06396150), Executive Director and CFO; of the Company, be and is hereby severally authorised to do all such acts, matters, deeds and things and to finalize the terms and conditions as may be considered, necessary, expedient or desirable in order to give effect to this resolution.

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

5. Approval of remuneration to the Cost Auditor for the Financial Year 2024-25

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

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions if any, of the Companies Act, 2013 read with rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re – enactment thereof for the time being in force), the consent of the members of the Company be and is hereby accorded for payment of remuneration of Rs.160,000/- (Rupees One Lakh Sixty Thousand Only) plus applicable taxes to M/s. Sarvottam Rege & Associates, Cost Accountants, Mumbai, (Firm Registration No. 104190), for conduct cost audit of the Company for financial year 2024-25.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby severally authorised to do all such acts, matters, deeds and things as may be considered, necessary, expedient or desirable in order to give effect to this resolution.

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

NOTES:

1. Pursuant to 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 Circular No. 11/ 2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (the ‘MCA’) (the ‘MCA Circulars’), the said AGM can be held through Video Conferencing (VC)/ Other Audio Visual Means (OAVM). Hence the Members can attend and participate in the AGM through VC/ OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. Though normally a member entitled to vote at the AGM is entitled to appoint a proxy to attend and vote on his/ her behalf and proxy need not to be a member. Pursuant to the MCA Circulars, as physical attendance of members has been dispensed with, the facility to appoint proxy to attend and cast vote for the members will not be available for this AGM and hence the Proxy Form and the Attendance Slip are not annexed to this Notice. However, pursuant to the Section 112 and 113 of the Companies Act, 2013, representatives of the members of the body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode between 15 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on first come first served basis. This will not include large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend the AGM without restriction of first come first served basis. Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the AGM.
4. The attendance of the Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

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5. In line with the 'MCA Circulars' and the Circulars SEBI/HO/CFD/CMD1/CIR/P/2020/79 SEBI/HO/CFD/CMD2/CIR/P/2021/11, SEBI/HO/CFD/CMD2/CIR/P/2022/62, and SEBI/HO/CFD/PoD-2/P/CIR/2023/4, issued by the Securities and Exchange Board of India (the 'SEBI'), (the 'SEBI Circulars'); the Notice of calling the AGM and the Annual Report 2023-24 are being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company or the Registrar & Share Transfer Agent (RTA) of the Company or their respective Depository Participants. The Notice calling the AGM and the Annual Report 2023-24, has been uploaded on the website of the Company at 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 and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of the National Securities Depository Limited (the 'NSDL') (agency for providing the e-voting facility) at www.evoting.nsdl.com.
 6. The Statement, setting out the material facts, pursuant to Section 103 of the Companies Act, 2013, concerning the Special Business mentioned in the Notice, is annexed hereto and forms part of this Notice.
 7. In pursuance of the MCA Circulars and the SEBI Circulars, all the relevant documents referred to in the Notice are open for inspection through electronic mode on the website of the Company till the conclusion of the AGM.
 8. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from Friday, 2nd August 2024 to Thursday, 8th August 2024 (both days inclusive) for the purpose of the AGM.
 9. Institutional/ Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPG Format) of its Board or governing body Resolution/ Authorization etc., authorizing its representative to attend the AGM through VC/ OAVM and vote on its behalf. The said Resolution/ Authorization shall be sent to Company at companysecretary@lykalabs.com.
 10. 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 voting and e-voting process in a fair and transparent manner.

The Scrutinizer shall from the conclusion of voting at the meeting, first count the votes cast at the AGM. Thereafter unblock the votes casted through e-voting and make a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, to the Chairman or in his absence to any other Director authorised by the Board.

The Chairman or in his absence any other Director authorised by the Board, shall forthwith on receipt of the Consolidated Scrutinizer's Report, declare the results of the voting.

The results of voting will be declared and published, along with consolidated Scrutinizer's Report, on the website of the Company at www.lykalabs.com and on the NSDL website at 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 the AGM.
 11. The Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited at rnt.helpdesk@linkintime.co.in. The Members are requested to submit request letter mentioning the Folio No. and Name of the Shareholder along with the scanned copy of the Share Certificate (front and back) and self-attested copy of PAN card for updation of email address.
 12. The Members holding shares in dematerialized mode are requested to register/ update their email addresses with their Depository Participant(s).
 13. We are pleased to provide the facility of live webcast of proceedings of the AGM. The Members who are entitled to participate in the AGM can view the proceeding of the AGM by logging on the website at <https://www.evoting.nsdl.com> using their secure login credentials.
 14. The Members will be allowed to pose questions during the course of the Meeting. The queries shall be sent at least 10 days in advance before the date of AGM to companysecretary@lykalabs.com.
 15. Since the AGM will be held through VC/ OAVM, the route map is not annexed to the Notice.
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THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

The remote e-voting commences on Friday, 2nd August 2024 (from 09:00 a.m. IST) and ends on Thursday, 8th August 2024 (at 5.00 p.m. IST). E-voting shall not be allowed after the aforesaid date and time. During this period Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date, being Friday, 2nd August 2024, may cast their vote electronically. The remote e-voting module shall be disabled by the NSDL thereafter.

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 and joining virtual meeting 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"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com 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 or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ 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 or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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 or joining virtual meeting & voting during the meeting. 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	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 or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
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 evoting@nsdl.co.in or call at 022 - 4886 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 helpdesk.evoting@cdslindia.com 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.

Lyka Labs Limited

- 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 e-services 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.

- Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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***

- Password details for shareholders other than Individual shareholders are given below:
 - If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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.
 - How to retrieve your 'initial password'?
 - 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'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
- If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - 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.
 - Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- Now, you will have to click on "Login" button.
- After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
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 the Members

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 with a copy marked to 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 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 or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at 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 resolutions 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.
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. 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 and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to 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.

Lyka Labs Limited

INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at companysecretary@lykalabs.com. The same will be replied by the company suitably.

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
Website: www.lykalabs.com
CIN: L24230GJ1976PLC008738

By Order of the Board
For **Lyka Labs Limited**
sd/
Kishore P. Shah
Company Secretary & Compliance Officer

Mumbai, 21st May 2024.

ANNEXURE TO THE NOTICE

In conformity with the provisions of Section 102 of the Companies Act, 2013 (the 'Act'), the following statements set out all the material facts relating to the special businesses as mentioned in the Notice, including brief details of the Director seeking re-appointment as per the requirements of the Regulation 36 (3) of the SEBI (Listing Obligations and the Disclosure Requirements) Regulations, 2015.

Item No. 3

Appointment of Statutory Auditors

Present term of M/s. D Kothary & Co., Chartered Accountants, Mumbai, as Statutory Auditors of the Company is completing on conclusion of the 45th Annual General Meeting of the Company.

As recommended by the Audit Committee of the Company, in its meeting held on 21st May 2024, the Board appointed M/s. D. Kothary & Co., Chartered Accountants, having Firm Registration No.105335W, as Statutory Auditors of the Company for the next five years from the conclusion of the 45th Annual General Meeting till the 50th Annual General Meeting of the Company; subject to the approval of the Shareholders.

None of the Directors or Key Managerial Personnel or their relatives are concerned or interested, in any way, in this resolution, except to the extent of their respective shareholding, if any, in the Company.

The Board of Directors recommends the resolution as set out in the above item, to the Members of the Company.

Item No. 4

Approval of the Related Party Transactions for the Financial Year 2024-25

In the light of Section 188 of the Companies Act, 2013, and the rules made thereunder, the Audit Committee and the meeting of Board of Directors held on 21st May 2024 has approved and recommended the following transactions along with the annual limits that the Company may enter in with its related parties with for financial year 2024-25, for approval of the Members:

Name of Related Party	Nature of Relationship	Nature of Transactions	Maximum value of transactions
Lyka BDR International Limited	Subsidiary Company	Sale, purchase or supply of goods or materials, leasing of property of any kind availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or appointment of such related party to any office or place of profit.	Rs.10 Crores
Lyka Exports Limited	Subsidiary Company		Rs.3 Crores
Lyka Generics Limited	'Same Management'		Rs.5 Crores
Ipca Laboratories Limited	Associate Company		Rs.40 Crores
Makers Laboratories Limited	Common Director		Rs.25 Crores

None of the Directors or Key Managerial Personnel or their relatives; except Mr. Kunal Gandhi, Mr. Yogesh Shah, Ms.Dhara Shah, Mr. Prashant Godha and Mr. Shashil Mendonsa; are concerned or interested, in anyway, in this resolution, except to the extent of their respective shareholding, if any, in the Company.

The Board of Directors recommends the resolution as set out in above item, to the Members of the Company.

Item No. 5

Approval of remuneration to the Cost Auditor for the Financial Year 2024-25

The Board of Directors of the Company, on the recommendation of the Audit Committee, had approved the appointment of M/s. Sarvottam Rege & Associates, Cost Accountants (Firm Registration No. 104190) for the financial year 2024-25 at a remuneration of Rs. 1,60,000/- (Rupees One Lakhs Sixty Thousand Only) plus applicable taxes to conduct the audit of the Cost Records of the Company. In terms of provisions of Section 148 (3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the

Lyka Labs Limited

remuneration payable to the Cost Auditors along with the reimbursement of expenses incurred towards the audit is required to be ratified by the Members of the Company. Accordingly, consent of the Members is sought to ratify the remuneration payable to the Cost Auditors.

None of the Directors or Key Managerial Personnel or their relatives are concerned or interested, in any way, in this resolution, except to the extent of their respective shareholding, if any, in the Company.

The Board of Directors recommends the resolution as set out in the above item, to the Members of the Company.

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

By Order of the Board
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, 21st May 2024.