

LYKIS LIMITED

CIN L74999WB1984PLC038064

14, N. S. Road, 3rd Floor, Room No. 314B, Kolkata - 700 001

Telefax : 033 2262 5265, E-mail : lykisho@lykisgroup.com, Website : www.lykisgroup.com

POSTAL BALLOT NOTICE

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

Dear Members,

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the **Act**), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (Including any statutory modification or re-enactment thereof for time being in force) and pursuant to other applicable laws and regulations, that the resolution appended below, for ratification of disclosure of percentage shareholding upon allotment of Equity Warrants as disclosed in the Explanatory Statement under Section 102 of the Companies Act, 2013 annexed to AGM Notice dated 12th August, 2015, is proposed to be passed by the Members through postal ballot/ electronic voting (e-voting).

The explanatory statement pertaining to the aforesaid resolution setting out the material fact concerning the item and reason thereof is annexed hereto along with the Postal Ballot form for your consideration.

The Board of Directors of the Company has appointed M/s. Agarwalla Dinesh & Co, Practicing Company Secretaries, Kolkata (Membership No. F6315 & Certificate of Practice No. 5881), as the Scrutinizer for conducting the Postal Ballot and e-voting process in fair and transparent manner.

The Members holding equity shares of the Company are requested to carefully read the instructions enclosed with the Postal Ballot Form and return the said Form duly completed in the attached self-addressed, postage prepaid envelope, if posted in India, so as to reach the Scrutinizer at not later than close of working hours i.e. 5.00 p.m. on Thursday, 3rd December, 2015. Please note that any Postal Ballot Form(s) received after the said date will be treated as not having been received. Also, the e-voting module will be disabled after the close of the business hours i.e. 5.00 p.m. Thursday, 3rd December, 2015 for voting by the Members holding equity shares of the Company. E-Voting facility is also provided to all Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Forms. Members holding equity shares of the Company are requested to follow the procedure as stated in the notes and instructions for casting of votes electronically. The Members holding equity shares of the Company have both the options of voting i.e. by e-voting or through Postal Ballot Form. Kindly note that while exercising their vote, Members holding equity shares of the Company can opt for only one of the two modes of voting i.e. either through Postal Ballot Form or e-voting. If you are opting for e-voting, then do not vote through Postal Ballot Form and vice versa.

Members desiring to opt for e-voting, as per the facilities arranged by the Company, are requested to read the instructions in the Notes under the section 'Voting through electronic means'. Reference to postal ballot in this Postal Ballot Notice includes votes received electronically (e- voting).

The Scrutinizer will submit his report to the Chairman of the Company after the completion of the scrutiny of the postal ballots and e-voting. The result of the Postal Ballot shall be announced on **4th December, 2015**. The result would be declared and displayed at the Registered Office of the Company, intimated to NSDL, and Stock Exchanges where the Company's securities are listed and displayed along with Scrutinizer's Report on the Company website www.lykisgroup.com.

SPECIAL RESOLUTION:

- 1. Disclosure of correct post issue shareholding pattern with respect to Item No. 6 i.e. 'Issue of 968,000 Equity Warrants, convertible into Equity Shares, on preferential basis to Chief Executive Officer (CEO)' in the notice of Annual General Meeting dated 12th August, 2015.**

To consider and if thought fit to give ASSENT / DISSENT to the following resolution as a Special Resolution:

“RESOLVED THAT the corrected shareholding pattern, as stated below, is taken as approved and the same be read in place of shareholding pattern of Company disclosed in point nos. 4 and 6 of item No 6 of the Explanatory Statement under Section 102 of the Companies Act, 2013 annexed to the AGM notice dated 12th August, 2015:


LYKIS LIMITED
Table 1: Shareholding Pattern of the Company before and after the Preferential Allotment would be as follows:

Sr. No.	Category	Before preferential allotment of Equity warrants (Pre-Issue as on 30.06.2015)		After preferential allotment of an equity warrants convertible into equity shares	
		No. of shares held	% of shares holding	No. of shares held	% of shares holding
A	Promoters Holding				
1	India:				
	Individual	3234383	17.57	3234383	16.69
	Bodies Corporate	2479435	13.47	2479435	12.80
	Sub Total	5713818	31.04	5713818	29.49
2	Foreign Promoters	Nil	Nil	Nil	Nil
	Sub Total (A)	5713818	31.04	5713818	29.49
B	Non-Promoters Holding:				
1	Institutional Investors	Nil	Nil	Nil	Nil
2	Non-Institution:				
	Private Corporate Bodies	2131778	11.58	2131778	11.00
	Indian Public	10561559	57.38	11529559	59.51
	Others (Including NRIs)	Nil	Nil	Nil	Nil
	Sub Total (B)	12693337	68.96	13661337	70.51
	GRAND TOTAL	18407155	100.00	19375155	100.00

Table 2: Pre and post allotment holding of the proposed allottee:

Sr. No	Name	Category	Ultimate Beneficial Owner	Pre preferential Share holding	% of pre issued capital	Post preferential Shareholding after allotment Equity Warrants	% of post issued capital
1.	Pawan Kumar Gupta	Non-Promoter CEO & KMP of the Company	Individual	Nil	Nil	968000	4.99%

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RESOLVED FURTHER THAT the corrected post issue shareholding be and is hereby considered ratified and approved.

RESOLVED FURTHER THAT all other terms and conditions of the preferential allotment as approved by the shareholders of the Company Vide Special Resolution dated 30th September, 2015 remains the same.

RESOLVED FURTHER THAT Lykis Limited or its Board of Directors of the Company be and is hereby authorized to take requisite further action for seeking listing approval from BSE Ltd., for the allotment of Equity Shares on preferential basis.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion deemed necessary, expedient, usual or proper and to settle any question or difficulty that may arise with regard to the above or any other matter incidental or consequential thereto without being required to seek any further approval and / or consent of the members of the Company and it is deemed that the members have given their approval for the purpose of these acts".

Place : Mumbai
Date : 13th October, 2015

By order of the Board
Sd/-
Shailesh Bhaskar
Company Secretary

NOTES:

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 setting out all material facts is annexed hereto.
2. The Postal Ballot Notice is being sent to the members, whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) as on Friday, 23rd October, 2015. The Postal Ballot notice is being sent to Members who have registered their email IDs for receipt of documents in electronic form to their email address registered with their Depository Participants / the Company's Registrar and Transfer Agent. For members whose email IDs are not registered, physical copies of the Postal Ballot notice along with Postal Ballot form are being sent by permitted mode.
3. Members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, 23rd October, 2015 will be considered for the purpose of voting/e-voting.
4. Resolution passed by the Members through Postal Ballot is deemed to have been passed as if they have been passed at a General Meeting of the Members.
5. The Members can opt of only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and vote cast through physical Postal Ballot Form will be treated as Invalid.
6. Members who have received postal ballot notice by email and who wish to vote through physical postal ballot form or in case a member is desirous of obtaining a duplicate postal ballot form, he or she may send an email to lykisho@lykisgroup.com. The Registrar and Transfer Agents/ Company shall forward the same to the member.
7. In compliance with Section 110 of the Companies Act, 2013 and rules made there under, the Company has provided the facility to the members to exercise their votes electronically and vote on the resolution through the e-voting facility provided by the NSDL. The instructions for electronic voting are annexed to this notice.
8. A member cannot exercise his/her vote through proxy on postal ballot.
9. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the postal ballot notice and form and return the form duly completed and signed, in the enclosed Self-addressed Business Reply Envelope to the scrutinizer, so that it reaches the scrutinizer not later than close of working hours on Thursday, 3rd December, 2015 (5.00 P.M. IST). The postage of such envelope will be borne by the Company. However, the envelopes containing postal ballots, if send by courier or registered/speed post at the expense of the members will also be accepted. If any postal ballot is received after close of working hours on Thursday, 3rd December, 2015 (5.00 P.M. IST), it will be considered that no reply from the members has been received.
10. The scrutinizer will submit the report to the chairman after the completion of scrutiny, and the result of the voting by postal ballot will be announced on Friday, 4th December, 2015 at the registered address of the Company at 14, N. S. Road, 3rd Floor, Room No. 314B, Kolkata - 700 001. The result would be declared and displayed at the registered office of the Company, intimated to NSDL and stock exchanges where the Company's securities are listed and displayed along with the scrutinizer's report on the Company's website www.lykisgroup.com.
11. All the documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during working hours on all working days from the date of dispatch of the Notice till Thursday, 3rd December, 2015.

VOTING THROUGH ELECTRONIC MEANS

In compliance with the provisions of Section 110 of the Companies Act, 2013, read with the provisions of the Companies (Management & Administration) Amendment Rules, 2015 and Clause 35B of the Stock Exchanges Standard Listing Agreement, the Company is providing the members with the facility to cast their vote electronically instead of dispatching the physical postal ballot form by post. The Company has engaged National Securities Depository Limited (here in after to be referred as "NSDL") to provide to the Members the e-voting platform and services for casting their vote through the said E-voting on all resolutions set forth in this Postal Ballot Notice.

The instructions for e-voting are as under:

1. Members whose shareholding is in the dematerialized form and whose email addresses are registered with the Company/ Depository Participant(s) will receive an email from NSDL informing the User-ID and Password. Thereafter, the following steps are to be followed:-

LYKIS LIMITED

i. Open email and open PDF file viz. "LykisLtd-Postal Ballot.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting.

Please note that the password is an initial password.

ii. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>.

iii. Click on Shareholder – Login.

iv. Put user ID and password as initial password noted in step (1) above. Click Login.

v. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

vi. Home page of e-voting opens. Click on e-voting: Active Voting Cycles.

vii. Select "EVEN" (E Voting Event Number) 103558 of "LYKIS LIMITED"

viii. Now you are ready for e-voting as Cast Vote page opens.

ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

x. Upon confirmation, the message "Vote cast successfully" will be displayed.

xi. Once you have voted on the resolution, you will not be allowed to modify your vote.

xii. Institutional Members (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. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail agarwaldcs@yahoo.co.in with a copy marked to evoting@nsdl.co.in.

2. For Members whose email IDs are not registered with the Company/ Depository Participants and who have received the physical Postal Ballot forms, the following instructions may be noted:

i. The initial password is provided at the bottom of the Postal Ballot Form.

ii. Please follow all steps from (i) to (xii) mentioned above, in point 1 order to successfully cast your vote.

3. In case of any query, you may refer to the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll-free no. 1800-222-990.

4. 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 Password' option available on the site to reset the password.

5. If you are already registered with NSDL for e-voting, then you can use your existing user ID and password for casting your vote.

6. You can also update your mobile number and e-mail id in the user profile details of the folio, which may be used for sending future communication(s).

7. The e-voting period commences on Wednesday, 4th November, 2015 (at 9:00 A.M.) and ends on Thursday, 3rd December, 2015 (at 5:00 P.M.). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, may cast their vote electronically. E-voting shall not be allowed beyond 5 P.M. on Thursday, 3rd December, 2015. The e-voting module shall be disabled by NSDL for voting at 5 P.M. on Thursday, 3rd December, 2015. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.

8. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date of Friday, 23rd October, 2015.

EXPLANATORY STATEMENT UNDER SECTION 102 (1) and 110 OF THE COMPANIES ACT, 2013

Item no. 1

The members of the Company had in terms of Special Resolutions passed in the 31st Annual General Meeting held on 30th September, 2015, the results of which were declared on 1st October, 2015, approved the preferential issue of 9,68,000 Equity Warrants at Rs.40/- each (Including Premium of Rs.30/-) on Preferential Allotment basis to Non-Promoter Chief Executive Officer (CEO) of the Company

Subsequently, the Company made application to the BSE Limited (BSE) for seeking its in-principle approval for listing of the Equity Warrants issued on preferential basis.

BSE has given its in-principle approval by its letter dated 12th October, 2015 for afore-mentioned issue of equity warrants. In terms of the said letter, BSE has advised the Company to disclose the correct post issue shareholding pattern along with percentage of shareholding as there was a typographical/clerical error in the previous AGM notice dated 12th August, 2015 sent to the shareholders. Further, the Company has undertaken to disclose the correct percentage of post issue shareholding of said warrants in the next communication to the shareholders of the Company.

Further, in order to disclose the correct post issue shareholding, the Board of Directors of the Company recommend the Resolution in item no. 1 for approval of shareholders by way of a Special Resolution.

Except for Mr. Pawan Kumar Gupta, no other Directors or Key Management Personnel or their respective relatives are concerned or interested in the proposed resolution No. 1 of the Postal ballot Notice.

By order of the Board

Place : Mumbai

Date : 13th October, 2015

Sd/-
Shailesh Bhaskar
Company Secretary

LYKIS LIMITED

CIN L74999WB1984PLC038064

14, N. S. Road, 3rd Floor, Room No. 314B, Kolkata - 700 001

Telefax : 033 2262 5265, E-mail : lykisho@lykisgroup.com, Website : www.lykisgroup.com

POSTAL BALLOT FORM

Serial No. :

1. Name and Registered Address :
of the sole /first named shareholder

2. Name of the joint shareholder(s), :
If any

3. Registered Folio No. / Client ID. No :

4. Number of Equity Shares held :

5. I/We hereby exercise my/our votes in respect of the following special resolution set out in the Notice dated October 13, 2015 to be passed by means of Postal Ballot by sending my/our assent or dissent to the said resolutions by placing the (✓) mark at the appropriate box below (tick in both the boxes will render the ballot invalid).

Sr. No	Description	No. of shares	I/We assent to the resolution (For)	I/We Dissent to the resolution (Against)
1.	Disclosure of correct post issue shareholding pattern with respect to Item No. 6 i.e. 'Issue of 968,000 Equity Warrants, convertible into Equity Shares, on preferential basis to Chief Executive Officer (CEO)' in the notice of Annual General Meeting dated 12th August, 2015.			

Place:

Date:

Signature of the shareholder

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Sequence Number)	USER ID	PASSWORD
103558		

INSTRUCTIONS

1. A Member desirous of exercising his/her vote by postal Ballot may complete this Postal Ballot Form and send it to the following address of the scrutinizer by post through self addressed envelope when no postage is required.
M/s. Agarwalla Dinesh & Co.
Scrutinizer, Lykis Limited
14 N.S Road, Sathi Chamber, 3rd Floor,
Room No. 314-B, Kolkata-700 001
2. Please convey your assent / dissent in this postal ballot form. The assent or dissent received in any other physical form shall not be considered valid.
3. The self-addressed envelope bears the name of the scrutinizer appointed by the Company.
4. The postal ballot form should be completed and signed by the Shareholder as per the specimen signature registered with the Company. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholder and in his absence by the next named shareholder. Holders of Power of Attorney (POA) on behalf of member may vote on the Postal Ballot, mentioning the registration no. of the POA or enclosing an attested copy of POA. Unsigned Postal Ballot Form will be rejected.
5. Duly completed postal ballot form should reach the scrutinizer, not later than 5.00 p.m. on Thursday, 3rd December, 2015. All postal ballot forms received after this date will be strictly treated as if reply from the shareholder has not been received.
6. In case of shares held by body corporate, companies, trusts, societies, etc., the duly completed postal ballot form should be accompanied by a certified true copy of the Board Resolution/ authority giving requisite authority to the person voting on the postal ballot form.
7. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the shareholder on Friday, 23rd October, 2015.
8. Members are requested not to send any other paper along with the postal ballot form in the enclosed self-addressed postage prepaid envelope as all such envelopes will be sent to the scrutinizer and any extraneous paper found in such envelope would be destroyed by the scrutinizer.
9. A shareholder may request for a duplicate postal ballot form, if so required. However, the duly filled in postal ballot form should reach the scrutinizer not later than the date and time as specified at Item no.5 above.
10. There will be one postal ballot form for every folio irrespective of the number of joint holders.
11. A shareholder is neither required to cast all his votes nor is he required to vote in the same manner.
12. Incomplete, improperly or incorrectly tick marked Postal Ballot Forms will be rejected.
13. Votes will be considered invalid on the following grounds:
 - i) If the shareholder's signature does not tally;
 - (ii) If the shareholder marked all his shares both in favour and also against the resolutions;
 - (iii) If Ballot Paper is unsigned;
 - (iv) If the Ballot Paper is filled with pencil or signed with pencil;
 - (v) If the Ballot Paper is torn or mutilated or defaced to an extent that it is difficult for the Scrutinizer to identify either the shareholder or the number of votes or as to whether the votes are in favour or against or if the signature could not be checked or one or more of the above grounds.
14. Members from whom no Postal ballot Form is received or the same is received after the aforesaid stipulated period shall not be counted for the purposes of passing of the resolution.
15. The alternative e-voting facility is also available to the members to enable them to cast their vote electronically instead of dispatching this Postal Ballot form. The members may choose the alternative that suits them. The detailed procedure for e-voting is given in the Postal Ballot Notice.
- 16. The scrutinizer's decision on the validity of a postal ballot form will be final.**
- 17. The result of the voting on the resolutions will be declared by placing the same along with the scrutinizer's report on the website of the Company i.e. www.lykisgroup.com on Friday, December 04, 2015**