



## **LASA SUPERGENERICS LIMITED**

**CORPORATE OFFICE:** B/207, City Point, Near Kohinoor Hotel, J B Nagar (Chakala) Metro Station, Andheri (E), Mumbai – 400059, Maharashtra, India,  
Tel: 022-4970 1092, Email: mail@lasalabs.com, Website: www.lasalabs.com

**Ref. No.: LASA/SE/19-20/50**

**Wednesday, February 26, 2020**

<b>To,</b> <b>Corporate Services Department</b> <b>BSE Limited</b> <b>Phiroze Jeejeebhoy Towers,</b> <b>Dalal Street,</b> <b>Mumbai – 400 001.</b> <b>BSE CODE –540702</b>	<b>To,</b> <b>Corporate Services Department</b> <b>National Stock Exchange of India Limited</b> <b>“Exchange Plaza”, Plot No. C/1,</b> <b>G Block Bandra-Kurla Complex,</b> <b>Bandra (E), Mumbai – 400 051.</b> <b>NSE CODE: LASA</b>
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**Dear Sir/Madam,**

**Subject: Approval of Scheme of Arrangement Along With Valuation Report.**

This is furtherance of our outcome dated February 22, 2020 informing the stock exchanges that the Board of Directors of the company had approved the Acquisition of Harishree Aromatics and Chemicals Private Limited (“HACPL”) through Scheme of Amalgamation.

Further, in Compliance with Regulation 30 of the Securities and Exchange Board of the India (Listing Obligation and Disclosure Requirement) Regulation, 2015, this is to inform you that Board of Directors, inter- alia considered and approved the following on February 25,2020 :

1. The draft scheme of amalgamation of Harishree Aromatics and Chemicals Private Limited (“HACPL”) with Lasa Supergenerics Limited (“LASA”) pursuant to section 230 to 232 of the Companies Act 2013.
2. Valuation report of HACPL and LASA.
3. Authorisation of Mr. Omkar Herlekar, Chairman & Managing Director and/ or any other Director of the company to file draft scheme of amalgamation Bombay Stock Exchange and National Stock exchange and to represent the company in the matter of obtaining in –principal approval from both stock exchanges.



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4. Issue of equity shares to the shareholder's of Harishree Aromatics Chemical Private Limited (HACPL), such that upon this scheme become effective, the Company shall be entitled to issue 1000 fully paid up equity shares of Lasa against every 35 equity share held in Harishree.

The scheme will come into effect subject to the approval from the stock exchanges, Hon'ble NCLT and other such regulatory authorities as may be required.

**Enclosed as Annexure A is the information pursuant to Regulation 30 of the LODR Regulation.**

**THANKING YOU  
FOR LASA SUPERGENERICS LIMITED**



**NIDHI KULSHRESTHA  
COMPANY SECRETARY AND COMPLIANCE OFFICER**



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### **ANNEXURE A**

**Disclosure information pursuant to Regulation 30 of SEBI (listing Obligation and Disclosures Requirement) regulation 2015 read with SEBI Circular No. CIR /CFD/CMD/4/2015 dated September 9, 2015.**

#### **1. Details of the Transferor and Transferee company**

(a) **The Transferor Company” means Harishree Aromatics And Chemicals Private Limited** a Private Limited Company incorporated under the Companies Act, 1956 and having its Registered Office at A-204 Citi Point, Nr. Kohinoor Hotel, J B Nagar, Andheri (East), Mumbai – 400 059. The Transferor Company is engaged in the manufacturing of Veterinary API and other pharmaceutical intermediates.

(b) **The Transferee Company” means Lasa Supergenerics Limited,** a Public Limited Company incorporated under the Companies Act, 2013 and having its Registered Office at C-105, MIDC Mahad, Raigad – 402301. The Transferee Company was incorporated on 11th March, 2016 as a Public Limited Company under the Companies Act, 2013 under the name and style of “LASA SUPERGENERICS LIMITED” as per the Certificate of Incorporation issued by the Registrar of Companies, Maharashtra, Mumbai..

#### **2. Rational of the Proposed Scheme:**

The Amalgamated Company (defined below) will have greater efficiency in overall business including economies of scale, cash flow management of the amalgamated entity and unfettered access to cash flow generated by the combined business which can be deployed more efficiently for the purpose of development of businesses of the companies and their growth opportunities, eliminate inter corporate dependencies, minimize the administrative compliances, etc. resulting in maximisation of shareholders value.

#### **3. Nature of consideration**

1. The scheme does not involve payment of any cash consideration.
2. As a result of the proposed scheme ,the company will issue and allot 1000 equity shares fully paid up in its capital in respect of every 35 equity shares held in Transferor Company.



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### **4. Related Party**

The promoter of the Transferor and transferee company are common, therefore the proposed amalgamation is a transaction between related parties.

The consideration for the proposed amalgamation will be at “arm length” basis. The shares to be allotted to the shareholders of the transferor companies are consideration for the amalgamation are based on valuation report issued by Independent valuers, Chartered Accountants and based on a fairness opinion on the same which has been issued by Merchant Banker Category 1.