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# OMKAR SPECIALITY CHEMICALS LIMITED

Regd. & Corporate Office : Unit - III, B-34, M.I.D.C., Badlapur (East), Thane - 421 503, Maharashtra, India

Tel. : +91 (0251) 2697340, 2690651, Fax : +91 (0251) 2697347, 2691572

Email : info@omkarchemicals.com Web. : www.omkarchemicals.com

CIN : L24110MH2005PLC151589

Ref: OSCL/SE/2016-17/03

Date: April 11, 2016

To,

Corporate Services Department <b>BSE LIMITED</b> P.J. Towers, 1 <sup>st</sup> Floor, Dalal Street, Mumbai – 400001. BSE Code: 533317	Corporate Services Department <b>NATIONAL STOCK EXCHANGE OF INDIA LIMITED</b> Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai – 400051. NSE Symbol: OMKARCHEM
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Dear Sir/Madam,

## SUB: INTIMATION OF CONFERENCE CALL – REG. 30

Pursuant to Regulation 30 (6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Para A of Part A of Schedule III thereto, we inform you that a Conference Call is scheduled to be held on Tuesday, April 12, 2016, at 4.00 p.m. to discuss the merger of subsidiaries and demerger of the Veterinary API Undertaking of Merged Omkar Speciality Chemicals Limited into Lasa Supergenerics Limited.

In this regard, please also find enclosed herewith press release and the presentation on the same.

Dial-in Numbers: +91 22 6746 5969 / +91 22 3960 0860  
Call Hosted by Bridge Investor Relations

This is for your record and reference.

Thanking you,

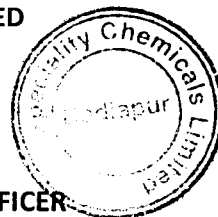
Yours truly,

For **OMKAR SPECIALITY CHEMICALS LIMITED**

  
**SUNNY PAGARE**

**COMPANY SECRETARY & COMPLIANCE OFFICER**

M. NO.: A27431



Unit - I, W-92 (A), M.I.D.C., Badlapur (East), Thane - 421 503, Maharashtra, India. Tel. : +91 (0251) 2698840, Fax : +91 (0251) 2691662  
Unit - II, F-24, M.I.D.C., Badlapur (East), Thane - 421 503, Maharashtra, India. Tel. : +91 (0251) 2691852, Fax : +91 (0251) 2697673  
Unit - III, B-34, M.I.D.C., Badlapur (East), Thane - 421 503, Maharashtra, India. Tel. : +91 (0251) 2697340, 2690651, Fax : +91 (0251) 2697347, 2691572  
Unit - IV, F-9 & F-10/1, M.I.D.C., Badlapur (East), Thane - 421 503, Maharashtra, India. Tel. : 0251-2694321 / 2696432, Fax : 0251-2696434  
Unit - V, D-27/5, Lote Parshuram Industrial Area, Taluka Khed, Dist. Ratnagiri, Pin - 415 722, Maharashtra, India  
Unit - VI, B - 15 & B - 16, Lote Parshuram Industrial Area, Taluka Khed, Dist. Ratnagiri, Pin - 415 722, Maharashtra, India. Tel. : 02356-272004 / 272003



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Email : info@omkarchemicals.com Web. : www.omkarchemicals.com

CIN : L24110MH2005PLC151589

## PRESS RELEASE

**Board approves merger of four wholly owned Subsidiaries of Omkar Speciality Chemicals (OSCL) Limited into Parent Company**

**Approves de-merger of an undertaking of the merged Omkar Speciality Chemicals Limited into Lasa Supergenerics Limited (LSL)**

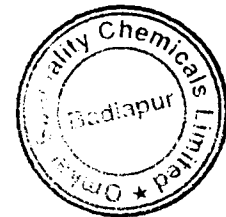
**Share Exchange Ratio to be 1:1 for every one fully paid up Equity Share of Face Value of Rs 10/- held in OSCL**

**Shareholders of OSCL, will be entitled to receive one fully paid up Equity share of Face Value of Rs 10/- in LSL**

**April 11, 2016, Mumbai:** Omkar Speciality Chemicals Limited, intimated the Stock Exchanges of the outcome of the Board meeting held on March 28, 2016.

**The Board of Directors of the Company have approved the following:**

- A. The **merger** of wholly owned subsidiaries - Lasa Laboratory Private Limited, Urdhwa Chemicals Company Private Limited, Rishichem Research Limited, Desh Chemicals Private Limited with parent Company - **Omkar Speciality Chemicals Limited;**
- B. The **demerger** of the Veterinary API Undertaking of Merged Omkar Speciality Chemicals Limited into **Lasa Supergenerics Limited;** and
- C. The share exchange ratio will be 1:1 i.e. for every one fully paid up Equity Share of Face value Rs. 10/- (Rupees Ten Only) each held in Omkar Speciality Chemicals Limited, the shareholders shall be entitled to receive one fully paid up Equity Share of face value Rs. 10/- (Rupees Ten Only) each in the resulting company i.e. Lasa Supergenerics Limited.



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Unit - VI, B - 15 & B - 16, Lote Parshuram Industrial Area, Taluka Khed, Dist. Ratnagiri, Pin - 415 722, Maharashtra, India. Tel. : 02356-272004 / 272003

### Highlights of the Merger:

#### **About:**

The merger of wholly owned subsidiaries - Lasa Laboratory Private Limited (Lasa), Urdhwa Chemicals Company Private Limited (Urdhwa), Rishichem Research Limited (Rishichem), Desh Chemicals Private Limited (Desh) with the parent Company - Omkar Speciality Chemicals Limited (OSCL).

All Companies (OSCL, Lasa, Urdhwa, Rishichem & Desh) are primarily engaged in the business of the manufacture and sale of Specialty Chemicals viz. Selenium Derivatives, Iodine Derivatives, Resolving Agents and other Intermediates and also engaged into manufacturing of Veterinary APIs and Veterinary Anthelmintic mainly Benzimidazoles and other Active Pharma ingredients.

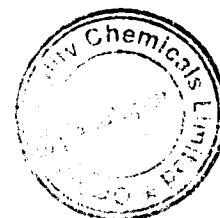
#### **Financial Details (as at March 31, 2015)**

(in Rs. Lakhs)

Name of the Company / Details	OSCL	Lasa	Urdhwa	Rishichem	Desh
Net-worth	16,294.50	1,844.90	(371.10)	87.00	64.30
Turnover	19,331.30	7,100.40	5,254.00	106.60	-

#### **Rationale:**

- ✓ Simplification of the corporate structure by reducing the number of legal entities and reorganizing the legal entities in the group structure;
- ✓ Significant reduction in the multiplicity of legal and regulatory compliances carried out by the Wholly owned Subsidiaries;
- ✓ Elimination of duplication in administrative costs and multiple record-keeping, thus resulting in cost savings; and
- ✓ Concentrated effort and focus by the senior management towards business growth by eliminating duplicative communication and burdensome coordination efforts across multiple entities



**Consideration / Share Exchange Ratio:**

OSCL will not issue and allot any equity shares to the shareholders of the respective Transferor Companies as these companies are wholly owned subsidiaries of OSCL.

**Pre & Post Shareholding Pattern of OSCL as at 31.12.2015:**

Particulars	Pre Shareholding	Post Shareholding
Promoter & Promoter Group	65.77%	65.77%
Public	34.23%	34.23%

**Highlights of the Demerger:****About:**

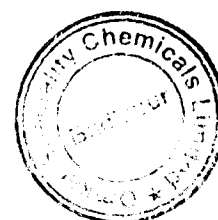
OSCL Group primarily operates in the business of manufacture and sale of organic & inorganic intermediates, iodine & selenium compounds, resolving agents and veterinary API (Active Pharmaceutical Ingredients)

After the proposed Merger, **one of the businesses – ‘the Veterinary API’ of OSCL will get Demerged into Lasa Supergenerics Limited.**

Lasa Supergenerics Limited is an unlisted public company with the main business objective to manufacture, produce, or otherwise deal in chemicals, organic and inorganic chemicals, their byproducts, pharmaceuticals, drugs and other related products. Post the Demerger, the Company will continue to carry on the existing product lines of Lasa Laboratory Pvt. Ltd. and will have four production facilities with aggregate capacities of 8,650 MTPA in Maharashtra. The four facilities to be transferred to Lasa Supergenerics Ltd, are Unit V, Unit VI, Urdhwa and Lasa Laboratory Pvt. Ltd.

**Rationale:**

- The businesses of OSCL have divergent business profile, growth potential, risk-rewards, regulatory and capital requirements and are largely independent of each other
- Demerger of the Veterinary API undertaking into Lasa Supergenerics Limited is primarily with the intention of achieving operational efficiencies



**Financial information:**

The API Division had a Turnover of Rs. 7,100.40 Lakhs (as on March 31, 2015) amounting to 26.80% of the total turnover of OSCL.

**Consideration / Share Exchange Ratio:**

The share exchange ratio will be 1:1 i.e. for every one fully paid up Equity Share of Face value Rs. 10/- (Rupees Ten Only) each held with OSCL, the shareholders shall be entitled to one Equity Share of face value Rs. 10/- (Rupees Ten Only) each of Lasa Supergenerics Limited.

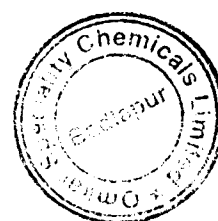
Post the De-Merger, the securities of Lasa Supergenerics Limited will be listed on both the exchanges - National Stock Exchange of India Limited and the BSE Limited and the name will be changed to 'Lasa Laboratories Limited'

**Pre & Post Shareholding Pattern:**

Particulars	OSCL		Lasa Supergenerics Limited	
	Pre-Shareholding (as at 31.12.2015)	Post Shareholding	Pre-Shareholding (as at 31.12.2015)	Post Shareholding
Promoter & Promoter Group	65.77%	65.77%	Nil	59.19%
OSCL	NA	NA	100.00%	10.00%
Public	34.23%	34.23%	Nil	30.81%

**Financial Highlights – Post De-merger:**

Sales (In Rs Cr.)	H1FY16	FY15	FY14
LSL	63.4	71.8	46.2
OSCL	128.3	193.3	194.1
Total	191.7	265.1	240.3



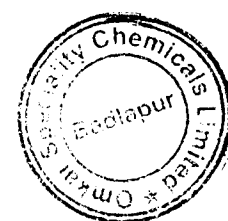
Profit after Tax (In Rs Cr.)	H1FY16	FY15	FY14
LSL	6.2	6.0	(1.1)
OSCL	11.0	18.3	14.7
<b>Total</b>	<b>17.2</b>	<b>24.3</b>	<b>13.6</b>

**Balance Sheet – as on September 30, 2015:**

As on September 30, 2015 (In Rs. Cr.)	LSL	OSCL
Fixed Assets	140.00	100.00
Investments	0.00	2.39
Current Assets	89.05	200.78
Non-Current Assets	0.00	1.18
<b>Total Assets (A)</b>	<b>229.05</b>	<b>304.36</b>
Borrowings	107.17	84.44
Current Liabilities	49.94	154.87
Non-Current Liabilities	0.00	3.42
<b>Total Liabilities (B)</b>	<b>157.12</b>	<b>242.73</b>
<b>Total Networth (A) – (B)</b>	<b>71.94</b>	<b>61.63</b>

**Management comments on the de-merger:**

Commenting on the de-merger Mr. Omkar Herlekar - Whole Time Director, Omkar Speciality Chemicals Ltd, said, "Both the Companies, Omkar Speciality and Lasa



*Supergenerics have different businesses and product lines. This de-merger will enable each Company to leverage upon their experience and expertise and take the businesses to greater heights. We are confident of growing the business in tune with profitable growth. Going forward, we will look at forward integration opportunities as well, that will add value to the Company and its stakeholders.”*

**About Omkar Speciality Chemicals Limited:**

*Omkar Speciality Chemicals Limited is amongst the leading manufacturers of Specialty Chemicals and Intermediates for Chemical and Allied Industries. The Company has total 6 Units, of which 4 Units are located in Badlapur, and the other 2 units are located in Chiplun, Ratnagiri.*

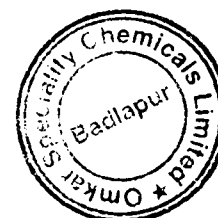
*Omkar Speciality Chemicals Limited exports to over 38 countries across Europe, Canada, Asia, South America & Australia. The Company’s association with leading organizations in India and abroad has expanded their business, across different product lines and develop new molecules as per the specific requirements of their valued customers.*

**For more details please visit: [www.omkarchemicals.com](http://www.omkarchemicals.com)**

**For any Investor Relations query, please contact:**

<b>Omkar Herlekar</b> <b>Whole Time Director</b> <b>Omkar Speciality Chemicals Limited</b> Email: <a href="mailto:omkar@omkarchemicals.com">omkar@omkarchemicals.com</a>	<b>Savli Mangle / Amit Sharma</b> <b>Bridge Investor Relations Pvt Ltd</b> Phone: +91-22-26873003 Email: <a href="mailto:savli@bridge-ir.com">savli@bridge-ir.com</a> / <a href="mailto:amit@bridge-ir.com">amit@bridge-ir.com</a>
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**Note:** *Certain statements in this document may be forward-looking statements. Such forward-looking statements are subject to certain risks and uncertainties like regulatory changes, local political or economic developments, and many other factors that could cause our actual results to differ materially from those contemplated by the relevant forward-looking statements. Further, past performance is not necessarily indicative of future results. Given these risks, uncertainties and other risk factors, viewers are cautioned not to place undue reliance on these forward looking statements. Omkar Speciality Chemicals Ltd will not be in any way responsible for any action taken based on such statements and undertakes no obligation to publicly update these forward-looking statements to reflect subsequent events or circumstances.*





# Omkar Speciality Chemicals Limited

## Presentation on Merger and De-merger

April 11, 2016



## Safe Harbor

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This presentation and the accompanying slides (the “Presentation”), which have been prepared by Omkar Speciality Chemicals Limited (the “Company”) solely for information purposes and do not constitute any offer, recommendation or invitation to purchase or subscribe for any securities, and shall not form the basis or be relied on in connection with any contract or binding commitment what so ever. No offering of securities of the Company will be made except by means of a statutory offering document containing detailed information about the Company.

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# Details of Merger

# Merger Structure



- All four - 100% wholly owned subsidiaries of OSCL
- Primarily engaged in business of manufacture and sale of Specialty Chemicals viz. Selenium Derivatives, Iodine Derivatives, Organic & Inorganic intermediates, Resolving Agents and Veterinary APIs

### Consideration/ Share Exchange Ratio:

- OSCL will not issue and allot any equity shares to shareholders of respective Transferor Companies as these companies are wholly owned subsidiaries of OSCL



Particulars As on Mar 31, 2015	Pre Shareholding (as at 31.12.2015)	Post Shareholding
Promoter & Promoter Group	65.77%	65.77%
Public	34.23%	34.23%

## Rationale of Merger

- Simplification of Corporate structure by reducing number of legal entities and reorganizing the legal entities in the group structure
- Significant reduction in multiplicity of legal and regulatory compliances carried out by the Wholly owned Subsidiaries
- Elimination of duplication in administrative costs and multiple record-keeping, thus resulting in cost savings
- Concentrated effort and focus by Senior Management towards business growth by eliminating duplicative communication and burdensome coordination efforts across multiple entities

### Financial Details – As on March 31, 2015

Particulars	OSCL	Lasa	Urdhawa	Rishichem	Desh
Net-worth (in Rs. Lakhs)	16,294.5	1,844.9	(371.1)	87.0	64.3
Turnover (in Rs. Lakhs)	19,331.3	7,100.4	5,254.0	106.6	-



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# Details of De-Merger

## De- Merger Structure

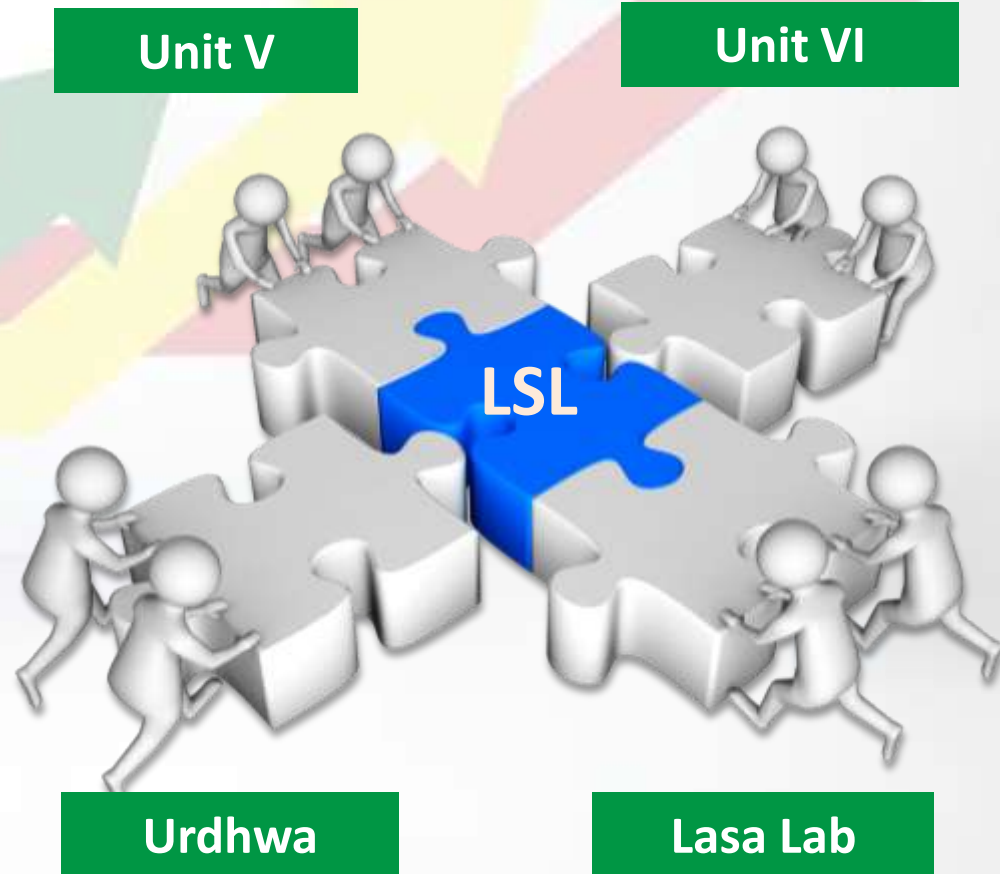


**Lasa Supergenerics Limited**

- Post merger - **one of businesses – Veterinary API of OSCL to get Demerged into Lasa Supergenerics Limited**
- API Division's turnover , as on March 31, 2015 was Rs. 7,100.4 Lakhs, amounting to 26.8% of total turnover of OSCL
- Lasa Supergenerics Limited - unlisted public company

## About Lasa Supergenerics Ltd. (LSL)

- Unlisted public company
- Main business objective - to manufacture, produce, or otherwise deal in chemicals, organic and inorganic chemicals, their byproducts, pharmaceuticals, drugs and other related products
- Post Demerger, Company to continue to carry on existing product lines of Lasa Laboratory Pvt. Ltd
- To have four production facilities with aggregate capacities of 8,650 MTPA in Maharashtra





## Rationale and Plans (Post De-Merger)

### Rationale

- Businesses of OSCL - divergent business profile, growth potential, risk-rewards, regulatory and capital requirements and are largely independent of each other
- Demerger of the Veterinary API undertaking into Lasa Supergenerics Limited is primarily with intention of achieving operational efficiencies

### Plans Post De-Merger

- Securities of Lasa Supergenerics Limited to be listed on both the exchanges – NSE & BSE
- Change name to 'Lasa Laboratories Limited'

### Consideration / Share Exchange Ratio:

- Share exchange ratio - 1:1 i.e. for every one fully paid up Equity Share of Face value Rs. 10 each held with OSCL
- Shareholders entitled to one Equity Share of face value Rs. 10 each of Lasa Supergenerics

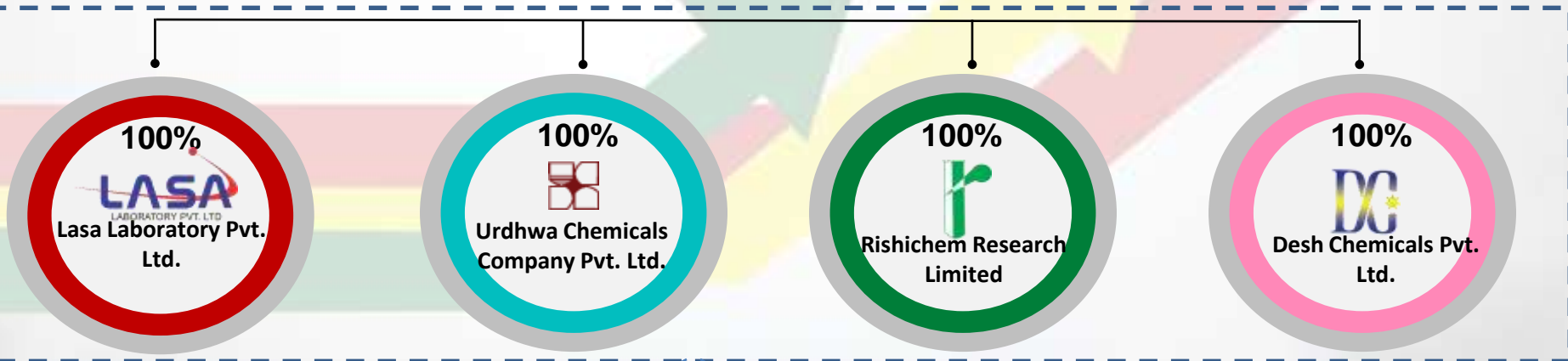
Particulars	OSCL		Lasa Supergenerics Limited.	
	Pre-Shareholding (as at 31.12.2015)	Post Shareholding	Pre-Shareholding (as at 31.12.2015)	Post Shareholding
Promoter & Promoter Group	65.8%	65.8%	Nil	59.2%
OSCL	NA	NA	100%	10%
Public	34.2%	34.2%	Nil	30.8%



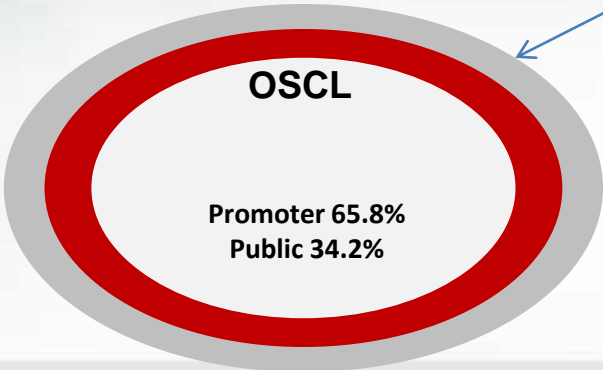
# Corporate Structure – Post Merger & Demerger



Merger of Subsidiaries



Result of Demerger



## Financials Highlights – Post De-Merger

Sales (In Rs Cr.)	H1FY16	FY15	FY14
LSL	63.4	71.8	46.2
OSCL	128.3	193.3	194.1
Total	191.7	265.1	240.3

PAT (In Rs Cr.)	H1FY16	FY15	FY14
LSL	6.2	6.0	(1.1)
OSCL	11.0	18.3	14.7
Total	17.2	24.3	13.6

## Balance Sheet Highlights – Post De-Merger

As on September 30, 2015 (In Rs. Cr.)	LSL	OSCL
Fixed Assets	140.00	100.00
Investments	0.00	2.39
Current Assets	89.05	200.78
Non-Current Assets	0.00	1.18
<b>Total Assets (A)</b>	<b>229.05</b>	<b>304.36</b>
Borrowings	107.17	84.44
Current Liabilities	49.94	154.87
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<b>Total Liabilities (B)</b>	<b>157.12</b>	<b>242.73</b>
<b>Total Networth (A) – (B)</b>	<b>71.94</b>	<b>61.63</b>

## Management Quote



**Omkar Herlekar**  
Whole Time Director

*“Both the Companies, Omkar Speciality and Lasa Supergenerics have different businesses and product lines. This de-merger will enable each Company’s Management to leverage upon their experience and expertise and take the businesses to greater heights. Post the De-merger, I will be responsible for the operations at Lasa Supergenerics Ltd.*

*We are under the process of finalizing the Board of Directors and an efficient team of Professionals. The Veterinary API which will be transferred from Omkar to Lasa, is a fast growing specialized product business. I am confident of growing this business, focusing on profitable growth. Going forward, we will look at forward integration opportunities as well, that will add value to the Company and its stakeholders.”*



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# Corporate Overview

# Corporate Overview



# Business Segments



## Organic & Inorganic Intermediates

- Used in Digital applications, Reagent in pharma industry, Pigments and Building blocks in organic chemistry



## Iodine Compounds

- Used as Reagent in pharma industry, Intermediate for API, Screen printing and Animal feed formulations



## Selenium Compounds

- Used in Tinted glass, Animal/Poultry feed, Anti-Dandruff Shampoo and Reagent for API & pharma industry



## Resolving Agents & Others

- Used in separation of optical isomers, Catalyst across industries and Feed additive



## Active Pharmaceuticals Ingredients (APIs)

- Veterinary APIs mostly used as Anthelmintics (Deworming)



# Manufacturing facilities Post Demerger- OSCL

**Unit I, Badlapur**



**Inorganic Intermediates**

**Unit II, Badlapur**



**Organic Intermediates**

**Unit III, Badlapur**



**Inorganic Intermediates**

**Unit IV, Badlapur**



**Centralized Warehouse**

**Rishi Chem, Badlapur**



**Pilot plant -product commercialization**



## Manufacturing facilities Post Demerger - Lasa

### Lasa, Mahad



APIs (Veterinary)

### Urdhwa, Chiplun



Organic Intermediates

### Unit V, Chiplun



Organic Intermediates

### Unit VI, Chiplun



Organic Intermediates

## Strong R&D team



- **DSIR recognized R&D unit**
- **Creates catalysts for high yield production of products**
- **Responsible for process patents**
- **Acquired Rishichem Research Limited – unit equipped with pilot plant facilities**

# Wide Customer Base

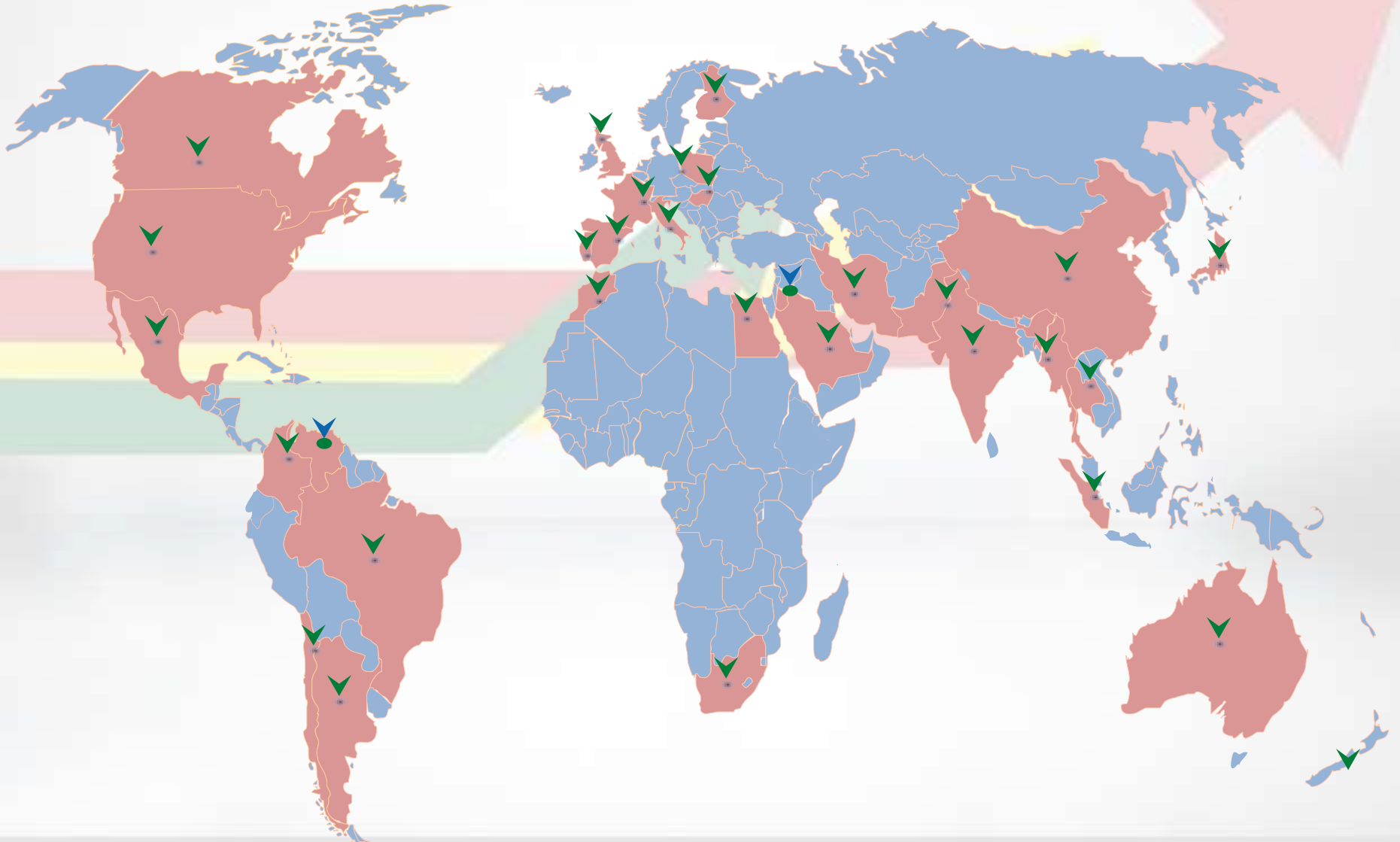
**Intermediaries & APIs**



**Speciality Chemicals**



# Global Footprints across 40 Countries





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# Financial Highlights

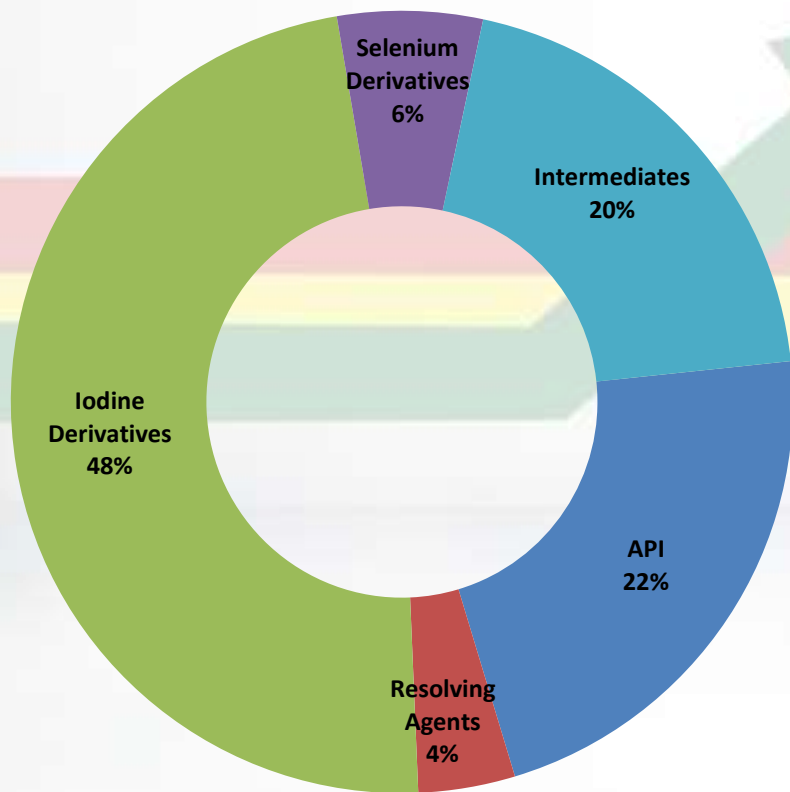


## Annual Consolidated Profitability Highlights

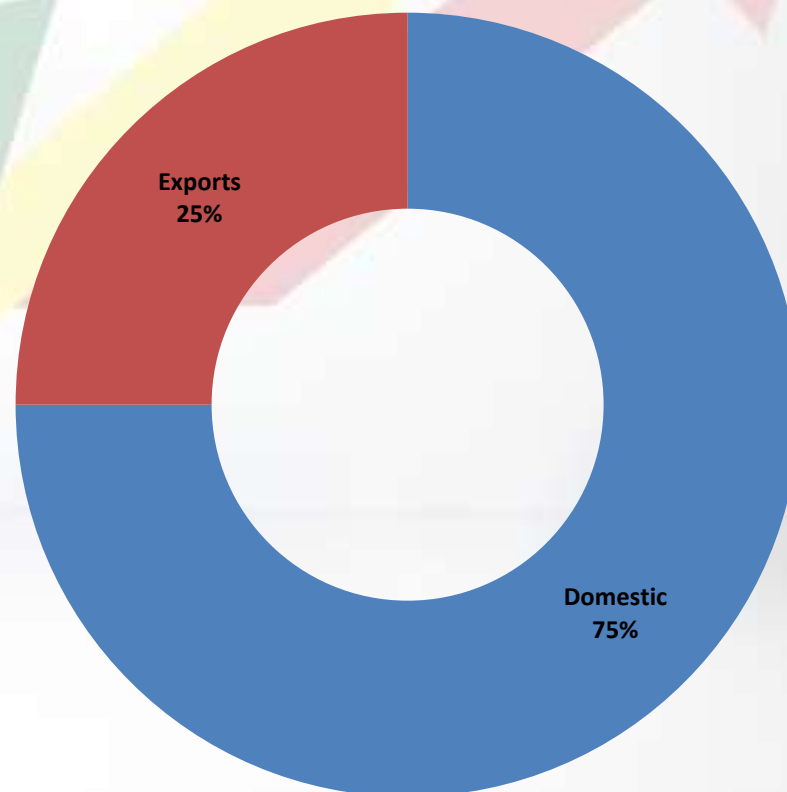
INR-Crore	FY15	FY14
Revenue from Operations	265.1	240.3
Other Income	0.9	3.3
<b>Total Income</b>	<b>266.0</b>	<b>243.5</b>
Raw Material & Fuel Costs	167.7	161.1
Employee Cost	14.4	13.9
Other Cost	30.9	22.3
Total Expenditure	213.0	197.3
<b>EBITDA</b>	<b>53.1</b>	<b>46.2</b>
<b>EBIDTA margin (%)</b>	<b>19.9%</b>	<b>19.0%</b>
Depreciation	10.3	12.1
Interest	14.5	14.4
Profit Before Tax	28.3	19.8
Tax	4.0	6.1
<b>Profit After Tax</b>	<b>24.3</b>	<b>13.6</b>
<b>PAT Margin (%)</b>	<b>9.1%</b>	<b>5.6%</b>

# Segment & Geographical Revenue Split – FY15

Segment break-up



Geographical break-up



## Annual Consolidated Balance Sheet Highlights

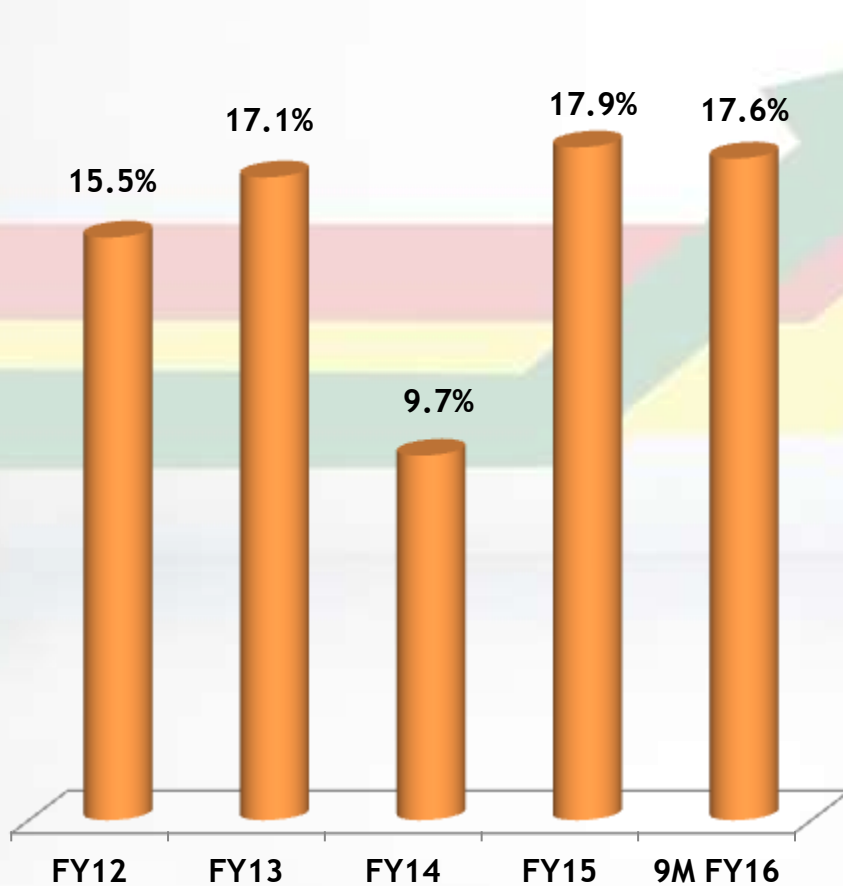
INR Crore	Sep-15	Mar-15
<b>Shareholder's Funds</b>	<b>186</b>	<b>169</b>
Share capital	21	21
<b>Reserves &amp; Surplus</b>	<b>165</b>	<b>148</b>
Money received against warrants	0	0
Non-current liabilities	119	63
Long term borrowings	116	61
Defer Tax liabilities	2	1
Other Long-Term liabilities	0	0
<b>Long-Term Provisions</b>	<b>2</b>	<b>2</b>
<b>Current liabilities</b>	<b>231</b>	<b>248</b>
Short Term Borrowings	99	141
Trade Payables	86	61
Other Current liabilities	28	33
Short-term provisions	17	13
<b>Total Equities &amp; Liabilities</b>	<b>536</b>	<b>479</b>

INR Crore	Sep-15	Mar-15
<b>Non-current assets</b>	<b>296</b>	<b>272</b>
Fixed assets	294	271
<b>Non-current Investments</b>	<b>0</b>	<b>0</b>
Long-term loans & advances	1	1
Other non-current assets	0	0
<b>Current assets</b>	<b>240</b>	<b>207</b>
Current investments	0	0
<b>Inventories</b>	<b>87</b>	<b>89</b>
<b>Trade receivables</b>	<b>113</b>	<b>77</b>
Cash & Cash equivalents	13	16
Short-term loans & Advances	8	3
Other Current Assets	18	24
<b>Total Assets</b>	<b>536</b>	<b>479</b>

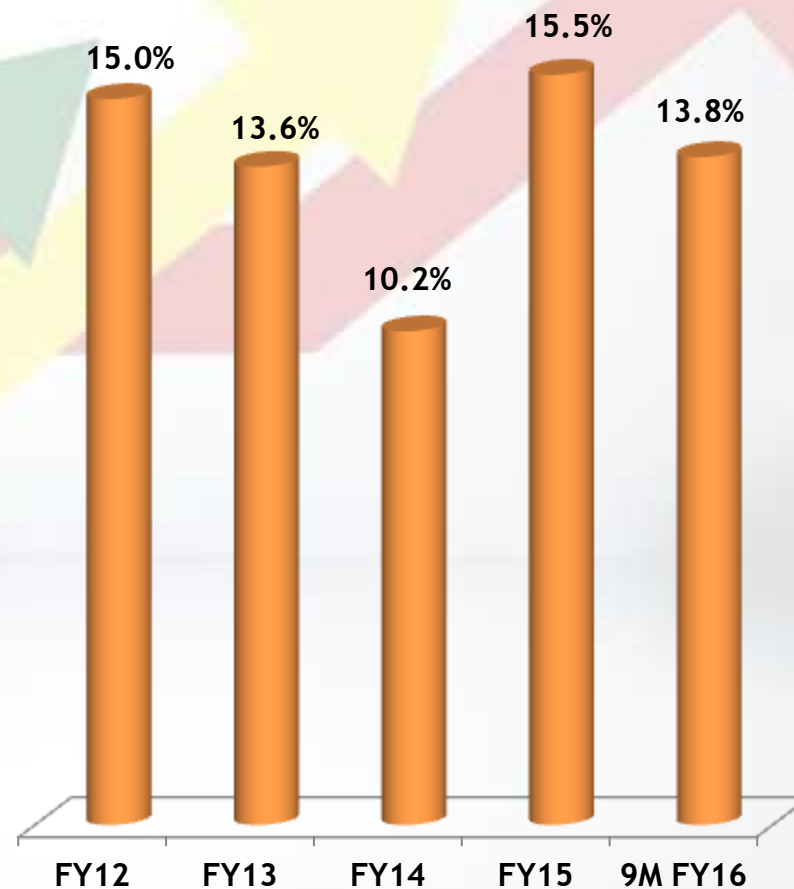


# Key Performance Indicators

## Return on Equity



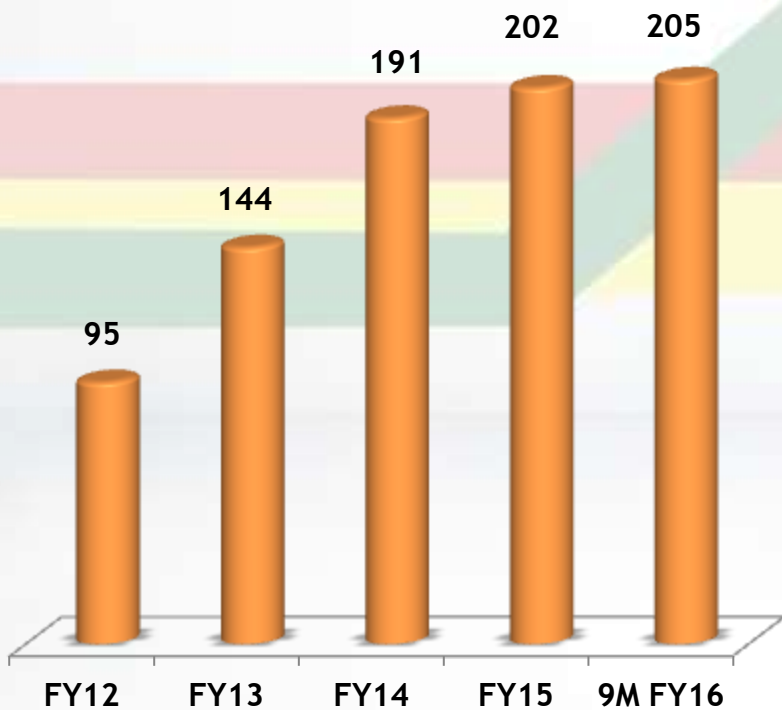
## Return on Capital Employed



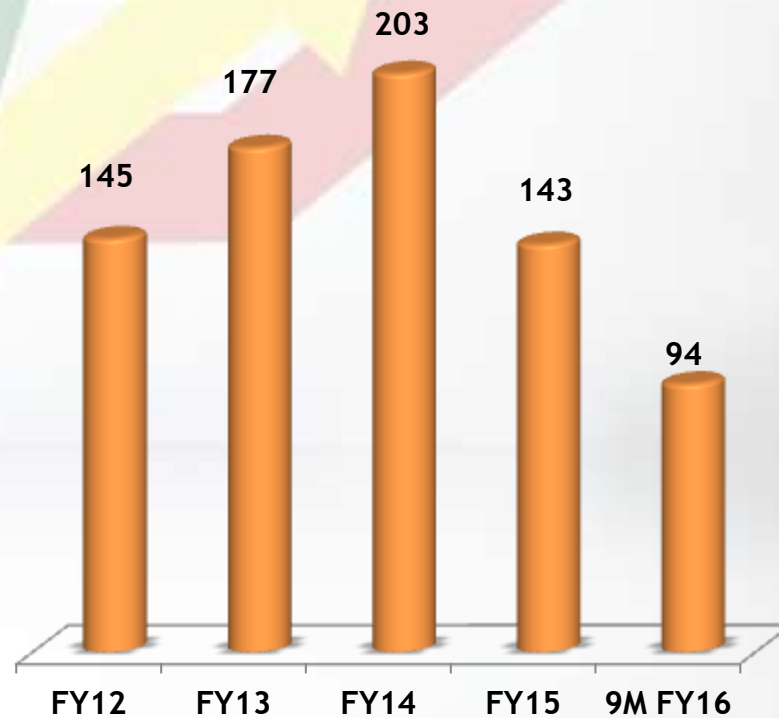
Note: 9M FY16 returns on TTM basis; ROE = PAT/ Networth; ROCE = EBIT/ Capital Employed

# Key Performance Indicators

## Debt on books (Rs Crore)



## Net working capital (Days)



For further information, please contact:

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