



LASA SUPERGENERICS LIMITED

Correspondence Office : B/207, "CITI POINT", Near Kohinoor Hotel, J. B. Nagar,
Andheri (E), Mumbai - 400059 Tel. : +91 22 4970 1092

LASA SUPERGENERICS LIMITED

Ref. No.: LASA/SE/17-18/034

Friday January 12, 2018

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

Sub: Notice of Extra Ordinary General Meeting.

The Extra Ordinary General Meeting of the Company is scheduled to be held on Wednesday February 07, 2018 at 11.00 am at the registered office of the company situated at C-105, MIDC, Mahad, Dist-Raigad, Mahad-402 309.

Notice of the EGM is being sent to the shareholders of the company which is enclosed herewith and the same is also available on website of the company at www.lasalabs.com.

The Company has also provided to the members facility to exercise vote on resolutions to be considered at the EGM by electronic means through remote e-voting Services of Central Depository Services (India) Limited (CDSL). The details in connection thereto and details pursuant to regulation 30 are as follows:

E-Voting start Date and Time	February 04, 2018 at 10.00 AM (IST)	
E-Voting end Date and Time	February 06, 2018 at 05.00 PM (IST)	
Cut-off date for determining eligibility for the remote e-voting & poll at EGM	January 31, 2018	
Matters to be considered	Type of Resolutions	Manner of Approval
CONVERSION OF UNSECURED LOANS INTO EQUITY SHARES OF THE COMPANY.	Special Resolution	e-voting/ poll at the EGM
RECLASSIFICATION OF CERTAIN PROMOTER AND PROMOTER GROUP PERSONS/ENTITIES		

Request you to take the same on record and acknowledge receipt.

Thanking you,

Yours Truly,

For **LASA SUPERGENERICS LIMITED**


Hitesh Wadhvani
Company Secretary



CIN : U24233MH2016PLC274202



Registered Office: C-105, MIDC, Mahad, Dist- Raigad, Mahad-402 309, Ph: 02145-232101
Corporate Office: B/207, "CITI Point", Nr. Kohinoor Hotel, J B Nagar, Andheri(East), Mumbai-400 059, Ph: 022 4970 1092
Email id: investor@lasalabs.com

EGM NOTICE

NOTICE is hereby given that Extra Ordinary General Meeting of **Lasa Supergenerics Limited** will be held at Registered Office of the Company C-105, MIDC, Mahad, Dist- Raigad, Mahad - 402 309 on February 07, 2018 at 11.00 am to transact the following business:

SPECIAL BUSINESS

01. CONVERSION OF UNSECURED LOANS INTO EQUITY SHARES OF THE COMPANY.

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

RESOLVED THAT Pursuant to the provisions of section 62 and other applicable provisions, if any of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof, for the time being in force, the provisions of the Memorandum and Articles of Association of the Company, the consent of the shareholders of the Company is hereby accorded to create, offer, issue and allot Equity Shares of Re.10/- each against conversion of the unsecured loan up to the extent of Rs. 5000 Lakhs (Rupees Five Thousand Lakhs only) availed or proposed to be availed from Mr. Omkar Herlekar, one of the Promoters of the Company towards adjustment of his entitlement for the proposed Rights Issue including subscription to additional equity shares and equity shares which may be renounced in his favour, if any".

"RESOLVED FURTHER THAT allotment of Equity Shares to Promoters and Promoter group against conversion of unsecured loan shall be at the same terms and conditions as per the proposed Rights Issue approved by the Board of Directors"

"RESOLVED FURTHER THAT the Equity Shares so issued shall rank *paripassu* with the existing equity shares of the Company in all respects and that they shall be entitled to pro-rata dividend from the date of allotment."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt in regard to terms of issue and / or mode of allotment that may arise in regard to offer / issue, allotment and utilization of the proceeds and further to do all such acts, deeds, matters and things and to finalize and execute all documents and writings as may be necessary, proper, desirable or expedient as it may be deemed fit".

02. RECLASSIFICATION OF CERTAIN PROMOTER AND PROMOTER GROUP PERSONS/ENTITIES.

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactment thereof, for the time being in force and other applicable provisions, and subject to necessary approvals from SEBI, Stock Exchanges and other appropriate statutory authorities, as may be necessary, the consent of the Members of the Company be and is hereby accorded to re-classify the following persons/entities from 'Promoter & Promoter Group category' to 'Public category'

- a) Mr. Pravin Herlekar
- b) Mr. Rishikesh Herlekar
- c) Omkar Speciality Chemicals Limited
- d) Svaks Biotech India Private Limited

RESOLVED FURTHER THAT on approval of the Stock Exchanges or SEBI or any other regulatory authority, upon application for re-classification of the aforementioned applicants, the Company shall effect such reclassification in the Statement of Shareholding pattern from immediate succeeding quarter under Regulation 31 of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 and compliance to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, and other applicable provisions.

RESOLVED FURTHER THAT Mr. Hitesh Wadhvani, Company Secretary, be and is hereby authorized to file the necessary applications before the Stock Exchanges or SEBI or any other regulatory authority as may be required or wherever necessary and to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution and thereby execute all such documents, instruments, papers and writings etc., on behalf of the Company, as may be required from time to time for the aforesaid matter."

Registered Office:
C-105, MIDC, Mahad

By order of the Board Directors

Date: January 09, 2018
Place: Mumbai

Chairman and Managing Director
(DIN No. 01587154)

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF, AND THE PROXY NEED NOT BE A MEMBER.**
2. Proxies, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company not less than 48 hours before the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
4. Members are requested to bring their copy of notice of the EGM. The Members/Proxies should bring the Attendance Slip sent herewith duly filled in for attending the meeting.
5. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
6. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
7. The members, holding shares in physical form, are requested to intimate any change in their addresses or bank details to the Company or its Registrar and Transfer Agent (RTA) viz Big Share Services Pvt. Ltd. Those holding shares in dematerialized form may intimate any change in their addresses or bank details/mandates to their Depository Participants (DP) immediately.
8. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
9. The Notice of Extra-ordinary General Meeting and instructions for e-voting, along with the Attendance Slip and Proxy Form, are being sent by electronic mode to all members whose email addresses are registered with the Company/Depository Participant(s) unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode.
10. Documents referred to in the Notice and the Explanatory Statement attached hereto are available for inspection by the shareholders at the Corporate Office of the Company during business hours on any working day up to and including the date of the Extra Ordinary General Meeting of the Company.
11. The Notice of the Extra Ordinary General Meeting is uploaded on the Company's website www.lasalabs.com and may be accessed by the members.
12. The Board of directors has appointed Amit R. Dadheech, Practicing Company Secretary (Membership No. 22889) as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.
13. E- Voting cut of date is January 31, 2018, E-voting opens from February 04, 2018 at 10.00 AM IST and ends on February 06, 2018 at 5.00 PM IST.
14. Non-Resident Indian members are requested to inform the Company's Registrar and Transfer Agents Big Share Services Pvt. Ltd., immediately of :
 - a) Change in their Residential status on return to India for permanent settlement.
 - b) Particulars of their Bank Account maintained in India with complete name of the Bank, branch address, account type and account number with MICR code, if not furnished earlier.
15. Voting through electronic means: In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide Members facility to exercise their right to vote at the EGM by electronic means, as an alternative to vote physically at the EGM, and the business may be transacted through e-voting Services provided by Central Depository Services (India) Limited (CDSL). It may be noted that this e-voting facility is optional.
16. The members who would have casted their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

The instructions for shareholders voting electronically are as under:-

Pursuant to provisions of section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer remote e-voting facility to the members to cast their votes electronically on all resolutions set forth in the Notice convening the Extra Ordinary General Meeting to be held on February 07, 2017, at Registered office of the Company. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility.

These details and instructions form an integral part of the Notice for the EGM to be held on February 07, 2017

- (i) The voting period begins on February 04, 2018 at 10.00 AM IST and ends on February 06, 2018 at 5.00 PM IST. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of January 31, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Log on to the e-voting website www.evotingindia.com
- (iii) Click on Shareholders
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Lasa Supergenerics Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) 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.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xix) Above to cast vote.
- (B) The voting period begins on February 04, 2018 at 10.00 AM IST and ends on February 06, 2018 at 5.00 PM IST. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date January 31, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) 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.
17. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of January 31, 2018.
18. Amit R. Dadheech (Membership no. 22889) has been appointed as the Scrutinizer to scrutinize the e-voting in a fair and transparent manner.
19. The Scrutinizer shall within a period not exceeding 2 (Two) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
20. The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.lasalabs.com and on the website of CDSL within 2 days of the passing of the resolutions at the Extra Ordinary General Meeting of the Company held on February 07, 2018 and communicated to the BSE Limited and National Stock Exchange of India Limited within the prescribed period.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

In order to meet the financial requirements of the Company, it is proposed to issue further capital for strengthening the financial position of the Company by making Rights Issue which was approved by the Board of Directors on January 06, 2018. As on December 31, 2017, Mr. Omkar Herlekar, one of the Promoters of the Company has provided Rs. 25,38,60,000 (Rs. Twenty Five Crores Thirty Eight Lakhs Sixty Thousand only) as unsecured loan to the Company. Mr. Omkar Herlekar has vide letter dated December 28, 2017 requested the Board of directors of the Company to adjust the unsecured loan already brought in and the unsecured loan which may be brought in by him at a future date towards his entitlement for the proposed Rights Issue including subscription to additional equity shares and equity shares which may be renounced in his favour, if any.

It is therefore, proposed to authorize the Board of Directors of the Company to issue and allot equity shares to the Promoters and Promoter group on the same terms and conditions as applicable to all other shareholders of the Company pursuant to the proposed rights issue.

Pursuant to the provisions of Section 62 of the Companies Act, 2013 the above proposal requires the approval of the members of the Company by way of Special Resolution.

The Board commends your approval by way Special resolution for allotment of shares on rights basis as required by section 62 of the Companies Act, 2013.

None of the Directors, except Mr. Omkar Herlekar are interested or concerned in the resolution except to the extent of shares that may be offered to them. The Promoters and Promoter Group members are interested in the resolution to the extent of shares that may be offered to them.

Item No. 2

Hon’ble National Company Law Tribunal, Mumbai bench on April 13, 2017 approved Composite Scheme of Arrangement between companies namely Lasa Laboratory Private Limited, Urdhwa Chemicals Company Private Limited, Rishichem Research Limited, Desh Chemicals Private Limited and Lasa Supergenerics Limited. Consequently, four of these companies namely Lasa Laboratory Private Limited, Urdhwa Chemicals Company Private Limited, Rishichem Research Limited and Desh Chemicals Private Limited have been merged with Omkar Speciality Chemicals Limited or OSCL and Lasa Supergenerics Limited (LSL) has been separated from Omkar Speciality Chemicals Limited. Consequent to order of Hon’ble Tribunal, Promoters have mutually agreed to manage, run and control the affairs of OSCL and LSL independently to have effective and efficient supervision, concentrated and focused approach towards their businesses and also to avoid any conflict of interest. Accordingly, it has been decided amongst the Promoters that Mr. Pravin Herlekar along with Mr. Rishikesh Herlekar will supervise, control and run the activities of Omkar Speciality Chemicals Ltd. and Mr. Omkar Herlekar will supervise, control and run the affairs of Lasa Supergenerics Limited. Both will not interfere in

the day-to-day affairs of each other's Company. Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as 'Listing Regulations, 2015'), effective from December, 2015, has provided a regulatory mechanism for re-classification of promoters as Public Shareholders subject to fulfilment of conditions as provided therein. In this regard, based on the aforesaid facts, the Company received application from the following promoter pursuant to Regulation 31A of the Listing Regulations, 2015 for reclassifying them under the Public Category. The present shareholding as on December 29, 2017 of the said promoter is as follows:

Name of Promoter	No of Shares held	Percentage
Mr. Pravin Herlekar	13,55,227	5.92
Mr. Rishikesh Herlekar	1,98,697	0.87
Omkar Speciality Chemicals Limited	22,86,445	10.00
Svaks Biotech India Private Limited	3,37,774	1.48

In view of the explanations given by the applicants as detailed above and in consideration to the conditions as stipulated in Regulation 31A of the Listing Regulations, 2015, the Board of Directors of the Company at their meeting held on January 06, 2018, have approved all the applications for reclassification received by the Company as above from Promoter and Promoter Group to Public category subject to approval by the members and relevant regulatory authorities. As required, intimation has been sent to Stock Exchanges for approvals of board to de notify certain promoters/entities from promoter category based on consent received from the aforesaid persons. None of the concerned persons, acting individually and in concert, directly or indirectly exercise control over

the management and affairs of the Company. Any excess shareholding above statutory limits along with persons acting in concert being held by outgoing promoters currently, shall be transferred through inter-se transfer amongst themselves or by any other means subject to compliance of SEBI (Substantial Acquisition of Shares and Takeover) Regulations and intimation to Stock Exchanges. Further as per Rule 19A of the Securities Contracts (Regulation) Rules, 1957, the public shareholding as on date of the notice fulfills the minimum public shareholding requirement of at least 25% and the proposed reclassification does not intend to increase the Public Shareholding to achieve compliance with the minimum public shareholding requirement..

Outgoing Promoter and Promoter Group Members do not hold any key managerial position or representations of the Board of Directors in the Company and have not engaged in any management or day to day affairs of the Company. None of their act influences the decision taken by the Company and they do not have any special right through formal or informal arrangements with the Company or with any Directors or the Shareholders of the Company.

None of the Directors / entities and/or Key Managerial Personnel of the Company or their relatives except Mr. Pravin S. Herlekar and Mr. Rishikesh P. Herlekar, being relatives of Mr. Omkar P. Herlekar and Omkar Speciality Chemicals Limited and Svaks Biotech India Private Limited, to the extent of their shareholding are, in any way, deemed to be concerned or interested in the said resolution.

Registered Office:
C-105, MIDC, Mahad

By order of the Board Directors

Date: January 09, 2018
Place: Mumbai

Chairman and Managing Director
(DIN No. 01587154)

Route Map



