



## LASA SUPERGENERICS LTD

CIN:L24233MH2016PLC274202

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

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### POSTAL BALLOT NOTICE

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act"), read together with the Companies (Management and Administration) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force), that the resolutions appended are proposed to be passed by the members by way of Postal Ballot / electronic voting ("e-voting"). The explanatory statement pertaining to the aforesaid resolutions setting out the material facts and the reasons thereof is annexed hereto with a Postal Ballot form (the "Form") for your consideration:

The Board of Directors of the Company (the "Board") has appointed Amit R. Dadheech, Practicing Company Secretary (Membership No. 22889) (the "Scrutinizer") for conducting the postal ballot /e-voting process in a fair and transparent manner.

Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the same in original duly completed in the enclosed self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. 5.00. p.m. IST on Sunday, May 13, 2018.

Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to the notice and instructions overleaf the Form. References to Postal Ballot(s) in this notice include votes received electronically.

Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman or any other authorized Director of the Company. The result of the postal ballot shall be declared on or before Tuesday, May 15, 2018 and intimated to the Stock Exchanges where the shares of the Company are listed, and displayed along with the Scrutinizer's report on the Company's website, [www.lasalabs.com](http://www.lasalabs.com).

The last date for receipt of duly completed Postal Ballot Forms or e-voting shall be the date on which the resolution would deemed to have been passed, if approved by the requisite majority.

#### SPECIAL BUSINESS

Item No. 1:

To consider and approve the Appointment of Statutory Auditors arising out of Casual Vacancy:

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 139(8) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) M/s. Thanawala & Co. (Firm Regn.No.110948W), Chartered Accountants, be and are hereby appointed as Statutory Auditor of the company to fill the casual vacancy caused by the resignation of M/s. Shah & Kathariya, Chartered Accountants.

**RESOLVED FURTHER THAT** M/s. Thanawala & Co. (Firm Regn. No.110948W), shall hold the office as Statutory Auditors until the conclusion of the ensuing Annual General Meeting on such remuneration plus applicable taxes and out of pocket expenses, as may be determined and recommended by the Audit Committee and duly approved by the Board of Directors of the Company."

Item No. 2:

To consider and approve the Appointment of Joint Statutory Auditors:

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

**"RESOLVED THAT** M/s. Ramanand & Associates (Firm Registration No. 117776W), Chartered Accountants, be and are hereby appointed as the Joint Statutory Auditor of the company (together with M/s. Thanawala & Co.) until the conclusion of the ensuing Annual General Meeting at such remuneration plus applicable taxes and out of pocket expenses, as may be determined and recommended by the Audit Committee and duly approved by the Board of Directors of the Company."

Item no. 3-

Appointment of Mr. Vishnu Gupta as Whole-Time Director

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution

**"RESOLVED THAT** pursuant to the recommendation of the Board and in accordance with the provisions of Sections 152, 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule-V of the Companies Act, 2013 and Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the appointment of Mr. Vishnu Gupta (DIN: 08039750) as the Whole-Time Director of the Company for a period of 5 (five) years effective from February 12, 2018, Liable to retire by rotation on the terms and conditions of appointment and remuneration as contained in the draft letter, material terms of which are set out in the explanatory statement attached to this notice and the Board of Directors be and is hereby authorised to alter and vary such terms of appointment and remuneration as may be agreed upon., subject to the overall ceiling on remuneration specified in the said Schedule V and other applicable provisions of the said Act for the time being in force.

**RESOLVED FURTHER THAT** the remuneration payable to Mr.Vishnu Gupta (DIN: 08039750), shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

**RESOLVED FURTHER THAT** the remuneration already paid to Mr. Vishnu Gupta (DIN: 08039750) from the date of appointment till the date of members approval be and is hereby ratified and confirmed.

Item no. 4-

Appointment of Ms. Manali Bhagtani as an Independent Director:

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution

**Resolved that** pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder read with Schedule IV to the Companies Act, 2013, Ms. Manali Bhagtani (DIN: 08067867), who was appointed as an Additional Director of the Company by the Board of Directors with effect from February 12, 2018 in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company up to February 11, 2023, and not liable to retire by rotation."

**RESOLVED FURTHER THAT** for the purpose of giving effect to all the above resolutions, any of the Directors of the company and/or Mr Hitesh Wadhwani Company Secretary of the Company be and are hereby jointly or severally authorized to do all such acts, deeds, matters and things and take such steps which are necessary, expedient or desirable in this regard."

#### Registered Office:

C-105, MIDC, Mahad,  
Raigad, Maharashtra- 402309

Date: 07.04.2018

Place: Mumbai

**By order of the Board Directors**

**Chairman and Managing Director**  
(DIN No. 01587154)

**Notes:**

1. An explanatory statement and reason for the proposed special business pursuant to section 102 of the Companies Act, 2013 & instructions for e-voting as per rules/regulations as may be applicable are given hereunder.
2. As required under Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and Standard 1.2.5 of SS-2, Secretarial Standard on General Meetings, the relevant details of Director seeking appointment are given in the annexure to this Postal Ballot Notice
3. The Notice is being sent to all the members electronically, whose names appear in the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited ("NSDL")/Central Depository Services (India) Limited ("CDSL") as on the Friday, 06 April, 2018. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage-prepaid self-addressed Business Reply Envelope.
4. Members whose names appears on the Register of Members / List of Beneficial Owners as on April 06, 2018 will be considered for the purpose of voting. A person who is not a Member as on relevant date should treat this notice for information purposes only.
5. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Form can send an email to investor@lasalabs.com. The Company/Registrar and Transfer Agent shall forward the same along with self-addressed Business Reply Envelope to the Members. Or alternatively download the Form from the 'Announcements' section on the Company's website [www.lasalabs.com](http://www.lasalabs.com).
6. Voting period commences on 9.00 A.M IST on Saturday, April 14, 2018 and ends at 5.00 P.M. IST on Sunday, May 13, 2018.
7. Voting rights shall be reckoned on the paid-up value of shares registered in the name of Members as on April 06, 2018.
8. Resolutions assented to by the requisite majority of the Members by means of Postal Ballot including voting by electronic means are deemed to have been passed as if they have been passed at a General Meeting of the Members. The last date for receipt of duly completed Postal Ballot Forms or e-voting shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
9. Members can opt for only one mode of voting i.e. either by physical Postal Ballot or through e-voting. In case Members cast their votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through postal ballot form shall be considered invalid.
10. The members are requested to carefully read the instruction printed in the attached Postal Ballot Form. If you are voting through physical form, the Postal Ballot Form, duly completed and signed, should be returned in the enclosed self-addressed postage pre-paid envelop directly to the Scrutinizer so as to reach the Scrutinizer before 5.00 p.m. on May 13, 2018. Any Postal Ballot Form received after May 13, 2018 shall be considered as no reply from the member has been received.

**VOTING THROUGH ELECTRONIC MODES**

In Compliance with regulation 44, SEBI Listing Obligation and Disclosure Requirements, 2015 and section 108,110 and other applicable provisions of the Companies Act, 2013, read with related Rules, the Company is pleased to provide remote e-voting facility to the members to cast their votes electronically on all resolutions set forth in the Postal Ballot Notice. The Company has engaged the services of Central Depository Services Limited (CDSL) to provide the e-voting facility.

The instructions for shareholders voting electronically are as follows:-

- (i) The voting period begins on 14.04.2018 at 9:00 A.M. IST and ends on 13.05.2018 at 05:00 P.M. 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 April 06, 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](http://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](http://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:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• 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.</li> <li>• 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 RA0000001 in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	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. <ul style="list-style-type: none"> <li>• 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).</li> </ul>

- (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 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. 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](http://www.evotingindia.com) and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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 14.04.2018 at 9:00 A.M. IST and ends on 13.05.2018 at 05:00 P.M. 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 06-04-2018 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.

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

**Item No. 1**

M/s. Shah & Kathariya, Chartered Accountants have tendered their resignation from the position of Statutory Auditors due to pre-occupation in other assignments, resulting into a casual vacancy in the office of Statutory Auditors of the company as envisaged by section 139(8) of the Companies Act, 2013 ("Act"). Casual vacancy caused by the resignation of auditors can only be filled up by the Company in general meeting. Board proposes that M/s Thanawala & Co., (Firm Regn.No.110948W), Chartered Accountants, be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Shah & Kathariya, Chartered Accountants. M/s. Thanawala & Co, Chartered Accountants, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this resolution except to the extent of their equity shareholding in the Company.

**Item No. 2**

The appointment of Joint Statutory Auditor is not mandated by law, it is being proposed as a voluntary measure to ensure smooth transition of the auditing process and seamless integration of the new Auditor with the system & process of the Company, it is proposed to appoint Ramanand & Associates, (Firm Registration No. 117776W), Chartered Accountants as the Joint Statutory Auditors of the Company along with M/s Thanawala & Co., upto the conclusion of the ensuing Annual General Meeting.

M/s. Ramanand & Associates, Chartered Accountants, have conveyed their consent to be appointed as the Joint Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

All documents referred to in the accompanying notice are open for inspection by the Shareholders at the Company's Registered Office on all working days (except Saturdays, Sundays and Public holidays) between 2.00 pm and 5.00 pm up to the last date of the receipt of the postal ballot.

The Board of Directors of the Company recommends passing of the Resolution set out above of the accompanying Notice as an Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this resolution except to the extent of their equity shareholding in the Company.

**Item No 3**

Based on the recommendation of the Nomination & Remuneration Committee, the Board in their meeting held on February 12, 2018 has appointed Mr. Vishnu Gupta as an additional director of the Company with effect from February 12, 2018, pursuant to Section 161 of the Companies Act.

He was appointed as Whole-Time Director of the Company with effect from February 12, 2018 subject to the approval of the Members.

The Company has received from Mr. Vishnu Gupta the necessary consent and declarations and he is not disqualified from being appointed as director in terms of Section 164 of the Companies Act, 2013.

Approval of the members is required by way of an Ordinary Resolution for Appointment and payment of remuneration.

The material terms of appointment and remuneration as contained in the draft agreement are given below:

- 1) Gross Salary per month: Rs.2,25,000/-
- 2) Other benefits – as per the rules of the Company:
  - A. Personal accident insurance
  - B. Earned/Privileged Leave
  - C. Gratuity
  - D. Leave Encashment
  - E. Company telephone (including mobile)
  - F. Period of appointment: Five years beginning from February 12, 2018 ending on February 11, 2023.
  - G. The appointment may be terminated by either party by giving three months' notice in writing of such termination or as may be mutually agreed between the parties;

The terms and conditions of the said appointment may be altered and varied from time to time by the Board, as it may, in its discretion, deem fit within the maximum amount payable to Executive Director, subject to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 for the time being in force, read with Schedule V thereto as amended from time to time.

Except Mr. Vishnu Gupta, none of the other Directors or Key Managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution.

Mr. Vishnu Gupta (DIN 08039750) shall perform such duties as shall from time to time be entrusted to him by the Board of Directors, subject to superintendence, guidance and control of the Board of Directors;

The Board recommends the resolution set forth in item no. 3 for the approval of the members.

**Item 4:**

The Board at its Meeting held on February 12, 2018 appointed Ms Manali Bhagtani as an additional director of the company with effect from February 12, 2018 pursuant to Section 161 of the Companies Act, 2013.

The company has received (i) Consent in writing from Ms Manali Bhagtani to act as Director in Form DIR 2 Pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014 (ii) Intimation in form DIR 8 in terms of the Companies (Appointment & Qualification of Directors) Rules 2014 from Ms Manali Bhagtani to the effect that she is not disqualified under sub section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to effect that she meets the criteria of independence as provided in sub section (6) of Section 149 of the Companies Act 2013.

The resolution seeks the approval of members for the appointment of Ms. Manali Bhagtani as an Independent Director of the Company upto February 11, 2023 pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and she is not liable to retire by rotation.

Except Ms Manali Bhagtani, none of the other Directors or Key Managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution.

The Board recommends the resolution set forth in item no. 4 for the approval of the members.

**Registered Office:**

C-105, MIDC, Mahad,  
Raigad, Maharashtra- 402309

**By order of the Board Directors**

Date: 07.04.2018

Place: Mumbai

**Chairman and Managing Director**  
(DIN No. 01587154)

Encl: 1.) Postal Ballot Form

**Additional information on directors recommended for appointment required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:**

Name of Director	Mr. Vishnu Gupta
Director Identification No.	08039750
Date of Birth	October 28, 1971
Date of Appointment on Board	February 12, 2018
Nationality	Indian
Qualifications	<ul style="list-style-type: none"> <li>• MBA in Supply Chain Management from Sikkim Manipal University in 2013</li> <li>• Post Graduate Degree in Material Management from A.I.I.M.S. in 2008</li> <li>• Post Graduate Degree in Human Resource Management from I.G.N.O.U in 1996</li> <li>• Degree in Personnel Management and Industrial Relation from A.I.I.M.S in 1998</li> <li>• Diploma in Computer Application from A to Z Technologies, Ankleshwar, Gujarat in 1993</li> <li>• Master of Commerce (M.Com–Business Administration) from University of Rajasthan in 1992</li> <li>• B.Com. from MSJ College, Bharatpur, Rajasthan University in 1990</li> </ul>
Expertise in specific functional areas	Mr. Vishnu Gupta is having over 26 years' experience in Supply Chain Management, HR & Administration, Commercial, Sourcing and Procurement. Wide experience in spearheading the implementation of ERP Package with key focus on aligning the resources for compliance of required production volumes with the best possible productivity norms
List of Directorships held in Other Companies (Excluding Foreign, Private and Section 8 Companies)	NA
Memberships/ Chairmanships of Audit and Stakeholders' Relationships Committees across Public Companies	NA
Number of shares held in the Company	Nil
Relationships between the Directors inter-se	NA

Name of Director	Ms. Manali Bhagtani
Director Identification No.	08067867
Date of Birth	April 04, 1993
Date of Appointment on Board	February 12, 2018
Nationality	Indian
Qualifications	Chartered accountant & Graduate
Expertise in specific functional areas	Ms. Manali Bhagtani is a Practicing Chartered accountant. She is in the profession since more than 3 years. She is the Proprietor of CA firm based at Mumbai in the name of M R Bhagtani & Co Chartered Accountants. Her area of expertise includes direct, indirect & international taxation; financial reporting, financial planning, audits, etc. She has rich exposure in Taxation, Valuation matters.
List of Directorships held in Other Companies (Excluding Foreign, Private and Section 8 Companies)	NA
Memberships/ Chairmanships of Audit and Stakeholders' Relationships Committees across Public Companies	NA
Number of shares held in the Company	Nil
Relationships between the Directors inter-se	NA