



## Harishree Aromatic & Chemicals Pvt. Ltd.

Corporate Office : Office No 705, Minera Estate, A wing, O2 Commercial Tower, Mulund (W),  
Mumbai - 400 080, Maharashtra, INDIA  
Tel: 0251-2694321, CIN. U24110MH1998PTC116369

NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY MEETING (EGM) OF THE MEMBERS OF HARISHREE AROMATICS AND CHEMICALS PRIVATE LIMITED WILL BE HELD ON TUESDAY, JUNE 15, 2021 AT 09:00 AM (IST) AT THE REGISTERED OFFICE OF THE COMPANY.

### SPECIAL BUSINESS:

#### ITEM NO.1

To consider, and if thought fit, approving with or without modification(s) the proposed Scheme of Amalgamation ("Scheme") of Harishree Aromatics And Chemicals Private Limited ("the Transferor Company") with Lasa Supergenerics Limited (Transferee Company).

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), as amended from time to time, the Memorandum and Articles of Association of the Company and subject to the approval of the Hon'ble National Company Law Tribunal, Mumbai Bench ('Tribunal') and Members of the Company, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications, as may be prescribed or imposed by the Tribunal or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed by the Board of Directors, the arrangement embodied in the Scheme of Amalgamation of Harishree Aromatics And Chemicals Private Limited ("the Transferor Company") with Lasa Supergenerics Limited (Transferee Company) ("Scheme") and their respective shareholders ("Scheme") enclosed with the Notice of the meeting of the equity shareholders, be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary, to give effect to the preceding Resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, at any time and for any reason whatsoever, which may be required and/or imposed by the Hon'ble Tribunal or its Appellate Authority(ies) while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise, while giving effect to the Scheme, as the Board may deem fit and proper and delegate all or any of its powers herein conferred to any Director(s) and/or officer(s) of the Company, to give effect to this Resolution, if required, as it may in its absolute discretion deem fit, necessary or desirable".

Factory : B-22, MIDC, Lote Parshuram, Tal. Khed.  
Dist. Ratnagiri, Maharashtra State, Pin - 415 722.  
Tel.: (02356) 272185 / 281496, E-mail : harishreechemicals@gmail.com

LASA SUPERGENERICS LTD.  
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## Harishree Aromatic & Chemicals Pvt. Ltd.

Corporate Office : Office No 705, Minerva Estate, A wing, O2 Commercial Tower, Mulund (W),  
Mumbai - 400 080, Maharashtra, INDIA  
Tel: 0251-2694321, CIN: U24110MH1998PTC116369

### NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item 1 of the Notice is annexed hereto.
2. As the EGM shall be conducted physically, the facility for appointment of Proxy by a Member is available for this EGM and hence the Proxy Form and Attendance Slip are annexed to this Notice. A minor cannot be appointed as a Proxy.
3. The quorum of the Meeting of the Equity Shareholders of the Company shall be Minimum (two) Equity Shareholders of the Company.
4. In accordance with the provisions of Sections 230 to 232 of the Act, the Scheme shall be acted upon, only if a majority of persons representing three-fourths in value of the equity shareholders of the Company.

### EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As required by Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the business mentioned under Item No. 1 of the accompanying Notice:

#### ITEM NO. 1 TO THE NOTICE

The Transferor Company and Transferee Company have filed the Scheme with the Registrar of Companies, Mumbai.

The draft Scheme of Amalgamation was placed before the Board of Directors of the Company at their respective meetings held on February 25, 2020. The Board of Directors of the Company recommended and approved the Scheme of Amalgamation between Lasa Supergenerics Limited & Harishree Aromatics And Chemicals Private Limited, subject to the approval of members of the Company.

#### **Details of the companies/parties to the Scheme of Amalgamation:**

Harishree Aromatics And Chemicals Private Limited (Transferor Company) was incorporated on August 28, 1998 as per the provision of Companies Act 1956 having its registered office Unit No 705, Minerva Estate, A wing, O2 Commercial Tower, and Mulund: 400080, Maharashtra.

The Share Capital of the transferor company is as follows:

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## Harishree Aromatic & Chemicals Pvt. Ltd.

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Particulars	Amount
Authorised Share Capital	
3,30,000 Equity Shares of Rs. 10 each/-	33,00,000
Issued , Subscribed and Paid up Share Capital	
3,30,000 Equity Shares of Rs.10 each/-	33,00,000

Lasa Supergenerics Limited (Applicant / Transferee Company) was incorporated on March 11, 2016 as per the provisions of the Companies Act 2013, having its registered office at C-105, MIDC Mahad, Mahad, Raigad 402301, Maharashtra.

The Share Capital of the transferee company is as follows:

Particulars	Amount
Authorised Share Capital	
5,00,00,000 Equity Shares of 10 each/-	50,00,00,000
Issued , Subscribed and Paid up Share Capital	
40,672,668 Equity Shares of 10 each/-	40,67,26,680

The Transferor Company is engaged in the business of organic and inorganic chemicals, chemical compounds and other preparation including undertaking job work for manufacturing and processing of all kind of chemicals, drugs, intermediates, pharmaceutical, fine chemicals, reagents, laboratory grade chemicals etc.

The Board of Directors of the Transferor Company and the Transferee Company are of the opinion that the amalgamation would motivate employees by providing better opportunities to scale up their performance with a corporate entity having large revenue base, resources, asset base etc, which will provide impetus to corporate performance thereby enhancing overall shareholder value.



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# Harishree Aromatic & Chemicals Pvt. Ltd.

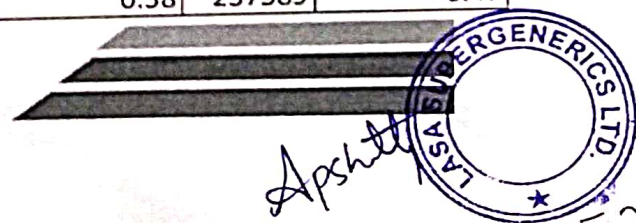
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## Shareholding Pattern – Pre and Post Amalgamation:

a) Shareholding of Lasa Supergenerics Limited (Transferee Company) as on March 31, 2021.

S I . No	Category of Shareholder	Pre- Amalgamation		Post-Amalgamation	
		Number of shares	% of Total number of shares	Number of shares	% of Total Number of shares
<b>A.</b>	<b>Promoter and Promoter Group</b>				
<b>1</b>	<b>Indian</b>				
(a)	Individuals / Hindu Undivided Family	2,62,22,090	64.47	3,52,93,519	70.44
(b)	Persons Acting In Concert	0	0	0	0
	<b>Sub Total (A)(1)</b>	<b>2,62,22,0900</b>	<b>64.47</b>	<b>3,52,93,519</b>	<b>70.44</b>
<b>2</b>	<b>Foreign</b>				
(a)	Foreign Promoter Company	0	0	0	0
	<b>Sub Total (A)(2)</b>	<b>2,62,22,090</b>	<b>64.47</b>	<b>3,52,93,519</b>	<b>70.44</b>
	<b>Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)</b>	<b>2,62,22,090</b>	<b>64.47</b>	<b>3,52,93,519</b>	<b>70.44</b>
<b>B.</b>	<b>Public</b>				
<b>1</b>	<b>Institutions</b>				
(a)	Mutual Fund	0	0	0	0
(b)	Foreign Portfolio Investors	0	0	0	0
(c)	Financial Institutions / Banks	0	0	0	0
(d)	Foreign Institutional Investors	0	0	0	0
	<b>Sub Total (B)(1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>2</b>	<b>Non-Institutions</b>				
(a)	Individuals	11632932	29.10	11990074	24.33
(b)	<b>Any Other – As below:</b>	<b>2817646</b>	<b>6.43</b>	<b>2817646</b>	<b>5.23</b>
	Trusts	11	0.00	11	0.00
	Hindu Undivided Family	922361	2.05	922361	1.66
	Non Resident Indians (Non Repatriable)	122239	0.33	122239	0.27
	Non Resident Indians (NRI)	950	0.00	950	0.00
	Non Resident Indians	237589	0.58	237589	0.47

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## Harishree Aromatic & Chemicals Pvt. Ltd.

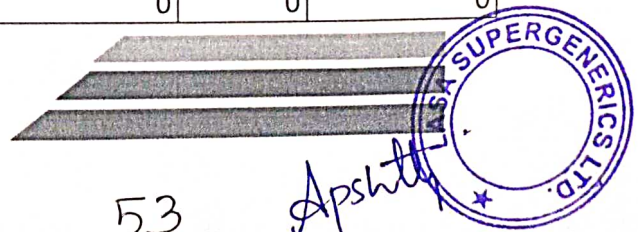
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	(Repatriable)				
	Clearing Member	136006	0.35	136006	0.28
	Others Bodies Corporate	1398490	3.11	1398490	2.53
	<b>Sub Total (B)(2)</b>	<b>14450578</b>	<b>35.53</b>	<b>14807720</b>	<b>29.56</b>
	<b>Total Public Shareholding(B)= (B)(1)+(B)(2)</b>	<b>14450578</b>	<b>35.53</b>	<b>14807720</b>	<b>29.56</b>
<b>C</b>	<b>Total Shareholding (A)+(B)</b>	<b>40672668</b>	<b>100.00</b>	<b>50101239</b>	<b>100.00</b>

b) Shareholding of Harishree Aromatic and Chemicals Private Limited (Transferor Company) As on March 31, 2021.

Sl. No	Category of Shareholder	Pre- Amalgamation		Post-Amalgamation	
		Number of shares	% of Total number of shares	Number of shares	% of Total Number of shares
<b>A.</b>	<b>Promoter and Promoter Group</b>				
<b>1</b>	<b>Indian</b>				
(a)	Individuals / Hindu Undivided Family	317500	96.21	0	0
(b)	Persons Acting In Concert	0	0	0	0
	<b>Sub Total (A)(1)</b>	<b>317500</b>	<b>96.21</b>	<b>0</b>	<b>0</b>
<b>2</b>	<b>Foreign</b>				
(a)	Foreign Promoter Company	0	0	0	0
	<b>Sub Total (A)(2)</b>	<b>317500</b>	<b>96.21</b>	<b>0</b>	<b>0</b>
	<b>Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)</b>	<b>317500</b>	<b>96.21</b>	<b>0</b>	<b>0</b>
<b>B.</b>	<b>Public</b>				
<b>1</b>	<b>Institutions</b>				
(a)	Mutual Fund	0	0	0	0
(b)	Foreign Portfolio Investors	0	0	0	0
(c)	Financial Institutions / Banks	0	0	0	0
(d)	Foreign Institutional Investors	0	0	0	0
	<b>Sub Total (B)(1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>2</b>	<b>Non-Institutions</b>				
(a)	Individuals	12500	3.79	0	0
(b)	<b>Any Other – As below:</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	Trusts	0	0	0	0
	Foreign Nationals	0	0	0	0
	Hindu Undivided Family	0	0	0	0

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# Harishree Aromatic & Chemicals Pvt. Ltd.

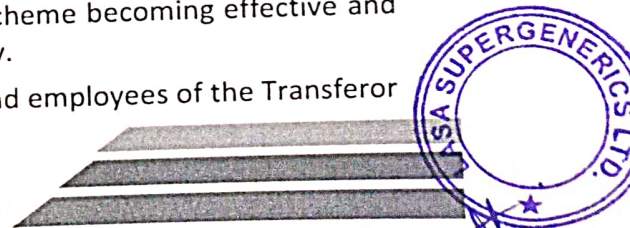
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	Non Resident Indians (Non Repatriable)	0	0	0	0
	Directors excluding Promoter Directors	0	0	0	0
	Non Resident Indians (Repatriable)	0	0	0	0
	Unclaimed Shares	0	0	0	0
	Clearing Member	0	0	0	0
	Others Bodies Corporate	0	0	0	0
	<b>Sub Total (B)(2)</b>	<b>12500</b>	<b>3.79</b>	<b>0</b>	<b>0</b>
	<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>12500</b>	<b>3.79</b>	<b>0</b>	<b>0</b>
<b>C</b>	<b>Total Shareholding (A)+(B)</b>	<b>3,30,000</b>	<b>100</b>	<b>0</b>	<b>0</b>

## Some of the other salient features of the proposed Scheme are as follows:

- The Scheme will be effective on the date on which certified copies of the orders of the Hon'ble National Company Law Tribunal at Mumbai under Sections 230 to 232 are filed with the Registrar of Company at Mumbai and last of the dates of all sanctions and approvals as may be required by law.
- Upon coming into effect of this Scheme and with effect from the Appointed Date and subject to the provisions of this Scheme including in relation to the mode of transfer and vesting, all of the assets, both movable and immovable, tangible and intangible, investments, rights, title and interests comprised in the Undertaking of Transferor Company shall pursuant to scheme of Amalgamation and without any further act or deed, be and stand transferred to and vested in and/or be deemed to have been and stand transferred to and vested in the Transferee Company so as to become as and from the Appointed Date, the estate, assets, rights, title and interest of the Transferee Company.
- Upon coming into effect of the Scheme and with effect from the Appointed Date all secured and unsecured debts, (whether in Rupees or in foreign currency) all liabilities, duties and obligations of the Transferor Company (hereinafter referred to as the "said Liabilities") shall also be and stand transferred or be deemed to be and stand transferred, without any further act, instrument or deed, to the Transferee Company, pursuant to the scheme of Amalgamation so as to become as and from the Appointed Date the debts, liabilities, duties and obligations of the Transferee Company.
- All legal and other proceedings pending by or against the Transferor Company, all contracts, obligations, actions, rights and claims by or against the Transferor Company will be transferred to the Transferee Company on the Scheme becoming effective and will be enforceable by or against the Transferee Company.
- On the Scheme becoming effective, all staff, workmen and employees of the Transferor

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## Harishree Aromatic & Chemicals Pvt. Ltd.

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Company in service on the Effective Date shall become the staff, workmen and employees of the Transferee Company without any break or interruption in service and on the basis of continuity of service and the terms and conditions of their employment with the Transferee Company on the Effective Date. It is expressly provided that in relation to any labour welfare fund or social security benefits or any other special fund created or existing for the benefit of such employees of the Transferor Company, upon the Scheme becoming effective, the Transferee Company shall stand substituted for the Transferor Company for all purposes whatsoever relating to the administration or operation of such schemes or funds in relation to the obligations to make contributions to the said funds in accordance with the provisions of such schemes or funds.

- (f) Subject to orders being made by the Hon'ble National Company Law Tribunal at Mumbai, the Transferor Company will be dissolved without winding up.
- (g) The Transferee Company shall apply for the consent, approval or permission of the Central Government or any other statutory or regulatory authority, which by law may be necessary for the implementation of the Scheme.
- (h) Consequent to the amalgamation, the Transferee Company shall commence and carry on and shall be authorized to carry on the business carried on by the Transferor Company. The Scheme of Amalgamation after your approval will be further subject to the approval of the same by the Hon'ble NCTL, Mumbai.

No investigation has been instituted or is pending under Sections 210, 213, 214, 215, 216, 217, 219, 220, 224 to 226 of the Companies Act, 2013 against the Transferor Company and Transferee Company.

SD/-

Date: June 15, 2021

Dr. Omkar Pravin Herlekar  
DIN: 01587154  
Director

Place: Mumbai



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BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,  
MUMBAI BENCH, MUMBAI  
COMPANY SCHEME APPLICATION NO.  
[CA (CAA)/1157/MB-IV/2020]

FORM NO. CAA. 2

In the matter of the Companies Act, 2013;

AND

In the matter of Application under Sections 230 - 232 and other applicable provisions  
of the Companies Act, 2013;

AND

In the matter of Lasa Supergenics Limited CIN: [L24233MH2016PLC274202],  
a Company, incorporated under the Indian Companies Act, 2013, having its Registered Office at C-105,  
MIDC Mahad, Mahad, Raigad: 402301, Maharashtra;

AND

In the matter of Harishree Aromatics And Chemicals Private Limited

[CIN: U24110MH1998PTC116369], a company, incorporated under the Companies Act, 1956, having its registered office at Unit no  
705, Minerva Estate, A Wing, O2 Commercial Tower, Mulund, Mumbai : 400080, Maharashtra;

AND

In the matter of the Scheme of Amalgamation between Harishree Aromatics And Chemicals Private Limited,  
Lasa Supergenics Limited and their respective shareholders  
Lasa Supergenics Limited  
(Applicant Company)

NOTICE CONVENING THE MEETING OF EQUITY SHAREHOLDERS OF  
LASA SUPERGENICS LIMITED,

THE APPLICANT COMPANY

To,

The Equity Shareholders of

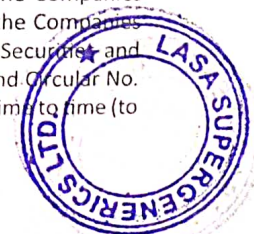
**LASA SUPERGENICS LIMITED** ("the Applicant Company or LASA or Transferee Company"),

**Take Notice** is hereby given that by an Order made on February 17, 2021 in the above mentioned Company Scheme Application No. CA(CAA)1157/MB-IV/2020, the Hon'ble National Company Law Tribunal ("NCLT" or "Tribunal"), Mumbai Bench has directed, inter-alia, that a meeting of the equity shareholders of the Company be convened and held on Saturday, June 12, 2021 at 10:30 a.m. (IST) through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") ("Meeting") to consider, and if thought fit, approving with or without modification(s) the proposed Scheme of Amalgamation ("Scheme") of Harishree Aromatics And Chemicals Private Limited ("the Transferor Company") with Lasa Supergenics Limited (Transferee Company). The Scheme, if approved by the equity shareholders of the Company, will be subject to the subsequent approval of the Hon'ble Tribunal and such approvals, permissions and sanctions of regulatory and other authorities, as may be necessary.

**TAKE FURTHER NOTICE** that in pursuance of the said Orders, and as directed therein, a meeting of the equity shareholders of the Company will be held on Saturday, June 12, 2021 at 10: 30 a.m. (IST) through VC/OAVM and you are requested to attend the same.

**TAKE FURTHER NOTICE** that a copy of the Scheme, Notice along with the Explanatory Statement and other annexures as stated in the Index are enclosed herewith.

**TAKE FURTHER NOTICE** that in compliance with the provisions of Section 230(4) read with Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Rule 6(3)(xi) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, Regulation 44 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 issued by the Securities and Exchange Board of India, each as amended from time to time (to





the extent applicable), the Company has provided the facility of remote e-voting (prior to as well as during the Meeting) using the facility offered by the Central Depository Services (India) Limited ("CDSL") so as to enable the equity shareholders, to consider and if thought fit, approve the Scheme by way of the proposed Resolution. Accordingly, voting by equity shareholders of the Company to the Scheme shall be carried out through remote e-voting (prior to as well as during the Meeting) scheduled to be held on Saturday, June 12, 2021 at 10 :30 a.m. (IST).

The Hon'ble Tribunal has appointed Advocate Gaurav K. Gadodia (Reg No. MAH/266/2006) failing him CS Mahesh Soni, Practising Company Secretary (Membership No. F3706; COP No. 2324), as the Chairperson for the aforesaid meeting of the Equity Shareholders of the Transferee Company.

The Hon'ble Tribunal has also appointed CS Ravindra Yadav, Practising Company Secretary [Membership No. A20756; COP No. 19703], as Scrutinizer for the Meeting, including Scrutinizer for remote e-voting (prior to as well as during the Meeting).

**TAKE FURTHER NOTICE** that the voting rights of the equity shareholders shall be in proportion to their share of the paid-up equity share capital of the Company as on the close of business hours of Monday, May 10, 2021 ('Cut-Off Date'). Further, in accordance with the applicable regulatory provisions, The Company has provided the equity shareholders with the facility of casting their votes through remote e-voting prior to the Meeting using the facility offered by the Central Depository Services (India) Limited. The equity shareholders may refer the 'Notes' to this Notice for further details on remote e-voting (prior to as well as during the Meeting).

Further, a copy of the Notice in relation to the Meeting, together with the documents accompanying the same, including the Explanatory Statement under Sections 230(3), 232(2) and 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and the Scheme can be obtained free of charge on any day (except Saturday, Sunday and public holidays) from the Corporate office of Lasa Supergenerics Limited at Office No: 705, Minerva Estate A wing, O2 Commercial Tower, Mulund (W), Mumbai 400080, Maharashtra, India.

The equity shareholders are requested to consider, and if thought fit, to pass with requisite majority, the following Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 as amended from time to time, issued by the Securities and Exchange Board of India ('SEBI'), to the extent applicable, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, the Memorandum and Articles of Association of the Company and subject to the approval of the Hon'ble National Company Law Tribunal, Mumbai Bench ('Tribunal') and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such amendments and modifications, as may be prescribed or imposed by the Tribunal or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be

agreed to by the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution), the arrangement embodied in the Scheme of Amalgamation of Harishree Aromatics And Chemicals Private Limited ("the Transferor Company") with Lasa Supergenerics Limited (Transferee Company) ("Scheme") and their respective shareholders ('Scheme') enclosed with the Notice of the meeting of the equity shareholders, be and is hereby approved.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary, to give effect to the preceding Resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, at any time and for any reason whatsoever, which may be required and/or imposed by the Hon'ble Tribunal or its Appellate Authority(ies) while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise, while giving effect to the Scheme, as the Board may deem fit and proper and delegate all or any of its powers herein conferred to any Director(s) and/or officer(s) of the Company, to give effect to this Resolution, if required, as it may in its absolute discretion deem fit, necessary or desirable".

Sd/-

Date: 08.05.2021

Advocate Gaurav K. Gadodia

Place: Mumbai

**Chairman appointed for the Meeting**

**NOTES:**

1. Pursuant to Securities and Exchange Board of India's (SEBI) Comment on the draft Scheme of Amalgamation received through BSE Ltd and National Stock Exchange of India Limited by Company following is separate and Prompt disclosure of Information to Shareholders of the company :
  - i. For Valuation of Lasa Supergenerics Ltd only one method (i.e Market Approach) has been used and other methods such as Asset approach and Income approach were not used.
  - ii. For Valuation of Harishree Aromatics and Chemicals Pvt Ltd (an unlisted company) only one method (i.e Income Approach) has been used and other methods such as Asset approach and Market approach were not used.
  - iii. The Valuer while valuing Harishree Aromatics and Chemicals Pvt Ltd as per Income Approach (i.e Discounted Cash Flow ) has relied on the information and projections as provided by the Management of the company and assumes no responsibility for the accuracy and completeness of the information and projections provided by the management of the company.
2. The Explanatory Statement pursuant to Sections 102, 230(3) and 232(2) of the Companies Act, 2013 ('Act') read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and SEBI Circular No. CFD/ DIL3/ CIR/2017/21 dated March 10, 2017 ('SEBI Circular'), each as amended from time to time, in respect of the business set out above is annexed hereto.



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3. Due to the ongoing pandemic and social distancing norms, the Hon'ble Tribunal vide its Orders read with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020 General Circular No. 22/2020 dated June 15, 2020 General Circular No. 33/2020 dated September 28, 2020 and General Circular No. 39/2020 dated December 31, 2020 issued by the Government of India through the Ministry of Corporate Affairs ('MCA Circulars'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India, has issued directions to hold the meeting of equity shareholders of the Company through VC/OAVM. The Orders and MCA Circulars permit to take all decisions requiring the approval of the shareholders, through the mechanism of remote e-voting in accordance with the provisions of the Act and the rules thereunder, without holding a general meeting, which requires the physical presence of members at a common venue. Accordingly, the meeting of the equity shareholders of the Company will be convened on Saturday June 12, 2021 at 10:30 a.m. (IST) through VC/OAVM, for the purpose of considering, and if thought fit, approving, the Scheme of Amalgamation with or without modification(s).
4. PURSUANT ORDER OF HON'BLE NCLT AND PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE AT THE MEETING ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
5. The Members can join the Meeting in the VC/OAVM mode 30 (thirty) minutes before and upto 15 (fifteen) minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. However, members may be allowed to join the meeting upto 30 Minutes after the scheduled time of the commencement of the Meeting to fulfill the requirement of minimum quorum. The Members will be able to view the proceedings of the Meeting on the website of Central Depository Services (India) Limited at <https://www.cdslindia.com>. The facility of participation at the Meeting through VC/OAVM will be made available to at least 3,000 (three thousand) Members on a first come first served basis.
6. Pursuant to the provisions of the Act, the Institutional/ Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPG format) of its Board or governing body Resolution/ Authorization etc., authorizing its representative to attend the Meeting through VC/OAVM on its behalf and to vote through remote e-voting (prior to as well as during the Meeting). The said Resolution/Authorization shall be sent to the Scrutinizer at [secretarial@rhycorp.com](mailto:secretarial@rhycorp.com) with a copy marked to [CDSL\\_helpdesk.evoting@cdslindia.com](mailto:CDSL_helpdesk.evoting@cdslindia.com).
7. The attendance of the Members attending the Meeting through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act as per the terms of the NCLT Orders. Further, the Orders also direct that in case the required quorum for the Meeting is not present within half an hour from the appointed time of the Meeting, the members present shall be quorum and meeting shall be held.
8. In case of joint holders, the Member whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote at the Meeting.
9. Members may note that the Notice and the aforesaid documents will also be available on the Company's website, relevant section of the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of [www.cdslindia.com](http://www.cdslindia.com).
10. The Notice convening the Meeting will be published through an advertisement in 'Business Standard' in English language and "Mumbai Lakshadweep" in Marathi, both are having wide circulation in the State of Maharashtra not less than 30 days before the date fixed for the meeting.
11. It is clarified that casting of votes by remote e-voting (prior to the Meeting) does not disentitle Members from attending the Meeting. However, after exercising the right to vote through remote e-voting (prior to the Meeting), a Member shall not be allowed to vote again at the Meeting.
12. The voting period for the remote e-voting (prior to the Meeting) shall commence on and from Thursday, May 13, 2021 at 9:00 a.m. (IST) and shall end Friday, June 11, 2021 at 5:00 p.m. (IST). Remote e-voting shall remain open (prior to as well as during the Meeting) i.e on June 12, 2021.
13. The NCLT Mumbai has appointed Advocate Gaurav K. Gadodia (Reg No. MAH/266/2006) failing him CS Mahesh Soni, Practising Company Secretary (Membership No. F3706; COP No. 2324), as the Chairperson for the aforesaid meeting of the Equity Shareholders, Mr. Ravindra Yadav, Practising Company Secretary [Membership No. A20756; COP No. 19703], as Scrutinizer to scrutinize the votes cast by remote e-voting (prior to as well as during the Meeting), in a fair and transparent manner.
14. The Scrutinizer shall submit his Consolidated Report to the Chairman of the Meeting or a person authorized by him in writing, after scrutinizing the votes cast by the equity shareholders within 48 (forty-eight) hours from the conclusion of the Meeting. The Scrutinizer's decision on the validity of the votes cast shall be final. Since, the Company is seeking the approval of its equity shareholders to the Scheme by way of voting through remote e-voting (prior to as well as during the Meeting), no separate procedure would be required to be carried out by the Company for seeking the approval to the Scheme by its Public Shareholders in terms of the SEBI Circular. The aforesaid Notice sent to the equity shareholders of the Company would be deemed to be the notice sent to the Public Shareholders of the Company. For this purpose, the term "Public" shall have the meaning assigned to it in Rule 2(d) of the Securities Contracts (Regulations) Rules, 1957 and the term "Public Shareholders" shall be construed accordingly.
15. The result of the voting shall be announced within 48 hours of the conclusion of the Meeting upon receipt of the Scrutinizer's Report. The results declared along with



the report of the Scrutinizer shall be placed on the website of the Company [www.lasalabs.com](http://www.lasalabs.com) and on the website of Central Depository Services (India) Limited within 48 (forty eight) hours of the conclusion of the Meeting and shall be communicated to BSE Limited and the National Stock Exchange of India Limited, where the equity shares of the Company are listed.

16. In accordance with the provisions of Sections 230 to 232 of the Act, the Scheme shall be acted upon, only if a majority of persons representing three-fourths in value of the equity shareholders of the Company, voting through remote e-voting (prior to as well as during the Meeting), agree to the Scheme. Further, in accordance with the SEBI Circular, the Scheme shall be acted upon only if the number of votes cast by the Public Shareholders in favour of the aforesaid Resolution for approval of the Scheme is more than the number of votes cast by the Public Shareholders against it.
17. The Company has served a copy of Scheme of Amalgamation upon Registrar of Companies as required u/s 232(2)(b).

#### VOTING THROUGH ELECTRONIC MODES

In Compliance with regulation 44, SEBI Listing Obligation and Disclosure Requirements, 2015 and section 108 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 the resolution set forth in the Notice. The Company has engaged the services of Central Depository Services Limited (CDSL) to provide the e-voting facility.

#### CDSL E-VOTING SYSTEM – FOR REMOTE E-VOTING

As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies are being conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming Court Convened Meeting (CCM) will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing CCM through VC/OAVM.

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the CCM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the Meeting will be provided by CDSL.
2. The Members can join the CCM in the VC/OAVM mode 30 minutes before and 15 min after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the Meeting through VC/OAVM will be made available to at least 3,000 (three thousand) members on first come first served basis.

This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the meeting without restriction on account of first come first served basis.

3. The attendance of the Members attending the meeting through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
4. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for meeting(s) held through VC/OAVM. However, the facility of Proxy is being provided as per the direction issued by the Hon'ble Tribunal in its Order dated February 17, 2021. Further, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the CCM through VC/OAVM and cast their votes through e-voting.
5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020 the Notice calling the meeting has been uploaded on the website of the Company at [www.lasalabs.com](http://www.lasalabs.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the meeting) i.e. [www.evotingindia.com](http://www.evotingindia.com).
6. The Meeting is being convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

#### THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING CCM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- (i) The voting period for the remote e-voting (prior to the Meeting) shall commence on Thursday, May 13, 2021 at 9:00 a.m. (IST) and shall end on Friday, June 11, 2021 at 5:00 p.m. (IST). Remote e-voting shall be open (prior to as well as during the Meeting) i.e. on June 12, 2021.
- (ii) During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of May 10, 2021 may cast their vote electronically.
- (iii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at during the meeting.
- (iv) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020 under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.



Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

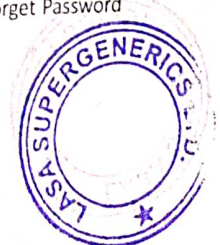
In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (v) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>Users of who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/ NSDL/ KARVY/ LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress during or before the AGM.</li> </ol>
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>If you are already registered for NSDL IDEAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDEAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If the user is not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDEAS" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.



Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk. evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(vi) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders & physical shareholders.

The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

- 1) Click on "Shareholders" module.
- 2) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 3) Next enter the Image Verification as displayed and Click on Login.
 

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 e-voting of any company, then your existing password is to be used.
- 4) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
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>• Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/ RTA.</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 (v).</li> </ul>
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- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant Lasa Supergenerics Ltd on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Facility for Non – Individual Shareholders and Custodians –Remote Voting
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - 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).



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- 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at the email address at secretarial@rhycorp.com if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE MEETING THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.

1. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the meeting. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
2. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
3. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@lasalabs.com.
4. The shareholders who do not wish to speak during the CCM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat

account number/folio number, email id, mobile number at cs@lasalabs.com . These queries will be replied by the company suitably by email.

5. Those shareholders who have registered themselves as a speaker in advance will only be allowed to express their views/ask questions during the meeting.
6. Only those shareholders, who are present in the Meeting through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the Meeting.
7. If any Votes are cast by the shareholders through the e-voting available during the Meeting and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA lawoo@bigshareonline.com.
2. For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Company/RTA email id: lawoo@bigshareonline.com.

If you have any queries or issues regarding attending Meeting & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurax, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

Sd/-

Date: 08.05.2021

Place: Mumbai

Advocate Gaurav K. Gadodia  
Chairman appointed for Meeting



**FORM NO. CAA. 2**

[Pursuant to Section 230(3) and Rule 6 and 7]  
IN THE NATIONAL COMPANY LAW TRIBUNAL  
(MUMBAI BENCH)

IN THE MATTER SECTION 230 TO 232 OF THE COMPANIES ACT, 2013

AND

IN THE MATTER OF SCHEME OF AMALGAMATION OF HARISHREE AROMATICS AND CHEMICALS PRIVATE LIMITED AND  
LASA SUPERGENERICS LIMITED

Lasa Supergenerics Limited, a company )  
Incorporated under the provision )  
of Companies Act, 2013 and )  
having its Registered Office at )  
C-105, MIDC Mahad, Mahad, Raigad, )  
Maharashtra 402301, India, )  
Represented by its Chairman and Managing Director Dr. Omkar Herlekar ) .. Applicant / Transferee Company

**EXPLANATORY STATEMENT UNDER SECTION 230 (3) AND SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH RULE 6 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016 TO THE SCHEME OF AMALGAMATION BETWEEN LASA SUPERGENERICS LIMITED AND HARISHREE AROMATIC AND CHEMICALS PRIVATE LIMITED, AND THEIR RESPECTIVE MEMBERS.**

1. This is a statement accompanying the notice convening the meeting of the equity shareholders of the company Pursuant to the Order dated. February 17, 2021 read with Corrigendum Order dated May 3, 2021 passed by the Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT"), a meeting of the equity Shareholder of Lasa Supergenerics Limited ('Applicant Company' / 'Transferee Company') is being convened on Saturday, June 12, 2021 at 10.30 am (IST) through Video Conferencing ('VC')/Other Audio-Visual Means ('OAVM') ('Meeting'), for the purpose of considering and if thought fit, approving with or without modifications the arrangement embodied in the Scheme of Amalgamation between Lasa Supergenerics Limited and Harishree Aromatics And Chemicals Private Limited and their respective members. Notice of the said meeting together with the copy of the Scheme of Amalgamation is sent herewith. This statement explaining the terms of the Scheme of Amalgamation is being furnished, interalia, as required under section 230(3) of the Companies Act, 2013.
2. The scheme of arrangement between the above companies and their respective shareholders is referred as Scheme, This scheme and the above Companies together are referred to as "the Applicant Companies". Other definitions contained in the enclosed Scheme will apply to this Statement.
3. A copy of the Scheme setting out in detail the terms and conditions of the Amalgamation, approved by Board of Directors of the Transferee Company and the Transferor Company enclosed herewith as **Annexure A**.
4. The Transferor Company and Transferee Company have filed the Scheme with the Registrar of Companies, Mumbai, and Maharashtra.
5. The draft Scheme of Amalgamation was placed before the Audit Committee and Board of Directors of the Applicant Company at their respective meetings held on February 25, 2020 and April 29, 2020. In accordance with the provisions of Securities and Exchange Board of India ("SEBI") Circular bearing no. CFD/DIL3/CIR/2017/21 dated March 10, 2017, the Audit Committee of the Applicant Company vide a resolution passed on April 29, 2020 recommended the Scheme of Amalgamation to the Board of Directors of the Applicant Company, interalia, taking into account the Fairness Opinion dated February 25, 2020 and addendum dated May 19, 2020 issued by Navigant Corporate Advisors Limited, an independent Merchant Banker, enclosed in notice. The Board of Directors of the Applicant Company at its meeting held on February 25, 2020 and April 29, 2020 approved the Scheme of Amalgamation, interalia, based on such recommendation of the Audit Committee.
6. **Details of the companies/parties to the Scheme of Amalgamation :**

- i. **Lasa Supergenerics Limited (Applicant / Transferee Company)** was incorporated on March 11, 2016 as per the provisions of the Companies Act 2013, having its registered office at C-105, MIDC Mahad, Mahad, Raigad 402301, Maharashtra.

The Share Capital of the transferee company is as follows:

Particulars	Amount in ₹
Authorised Share Capital	
5,00,00,000 Equity Shares of ₹ 10 each/-	50,00,00,000
Issued, Subscribed and Paid up Share Capital	
40,67,26,688 Equity Shares of ₹ 10 each/-	40,67,26,680



The Transferee Company is engaged in the business as manufacturers of organic and inorganic chemicals and their by-products, pharmaceuticals, drugs, intermediates, fine chemicals regents, laboratory grade chemicals, dye stuffs, dyes and colours, enzymes, derivatives, formulations, plastics, pesticides, pigments, varnishes, paints, agro-chemicals, petrochemicals, compound industrial and other preparations, processing of all kinds of chemicals, drugs, intermediates, pharmaceuticals, fine chemicals, reagents, laboratory grade chemicals and to provide consultancy services, contract research, feasibility studies, working out of process details and equipment specification, plant erection and commencement of new project on turn-key basis. The shares of the Transferee Company are currently listed on BSE Limited and National Stock Exchange of India Limited.

ii. **Harishree Aromatics And Chemicals Private Limited (Transferor Company)** was incorporated on August 28, 1998 as per the provision of Companies Act 1956 having its registered office Unit No 705, Minerva Estate, Awing, O2 Commercial Tower, Mulund: 400080, Maharashtra.

The Share Capital of the transferor company is as follows:

Particulars	Amount in ₹
Authorised Share Capital	
3,30,000 Equity Shares of ₹ 10 each/-	33,00,000
Issued, Subscribed and Paid up Share Capital	
3,30,000 Equity Shares of ₹ 10 each/-	33,00,000

The Transferor Company is engaged in the business of organic and inorganic chemicals, chemical compounds and other preparation including undertaking job work for manufacturing and processing of all kind of chemicals, drugs, intermediates, pharmaceutical, fine chemicals, reagents, laboratory grade chemicals etc.

**7. RATIONALE OF THE SCHEME**

a) The Transferor Company is engaged in the business of organic and inorganic chemicals, chemical compounds and other preparations including undertaking job work for manufacturing and processing of all kinds of chemicals, drugs, intermediates, pharmaceutical, fine chemicals, reagents, laboratory grade chemicals etc. The promoter of the Transferee Company is major shareholder and promoter, holding 96.21 % of the issued, subscribed and paid up equity share capital of the Transferor Company. The Transferee Company is engaged in the business as manufacturers of organic and inorganic chemicals and their by-products, pharmaceuticals, drugs, intermediates, fine chemicals regents, laboratory grade chemicals, dye stuffs, dyes and colours, enzymes, derivatives, formulations, plastics, pesticides, pigments, varnishes, paints, agro-chemicals, petrochemicals, compound industrial and other preparations, processing of all kinds of chemicals, drugs, intermediates, pharmaceuticals, fine chemicals, reagents, laboratory grade chemicals and to provide consultancy services, contract research, feasibility studies, working out of process details and equipment specification, plant erection and commencement of

new project on turn-key basis. The amalgamation of the Transferor Company with the Transferee Company will provide significant synergistic benefits, economies of scale, consolidation of finances and operational efficiencies as well as forward integration of the business of the Transferee Company. The amalgamation shall also add into the top line of the transferee company ultimately increasing shareholder value.

- b) The Transferor Company generates its major source of revenue from the job work it carries for the products of the Transferee Company. Further, the Transferor Company owns a number intellectual property rights in the form of patents in the field of processing of chemicals.
- c) The Transferee Company intends to integrate the operations of the Transferor Company with itself as a part of restructuring process by taking over the manufacturing unit along with its business know-how, market niche, all the tangible and intangible assets with no liability since the transferor company is free from debt except the liability owed to transferee company.
- d) 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.
- e) Amalgamation will result in cost saving for the Transferor Company and the Transferee Company as they are engaged in the related and interdependent activity which is expected to result in higher net worth and cost savings for the Amalgamated Company.
- f) The Amalgamated Company will have the benefit of the combined resources of the Transferor Company and the Transferee Company i.e., market share, scale, efficiency, combined net-worth, combined employee base, reserves, investments, and other assets, manpower, consolidated pool of finances, including optimization of borrowing costs and administrative compliances related thereto, larger size, consolidation of operations, mitigating competition, future opportunities, etc. The Amalgamated Company would be in a position to carry on consolidated operations through optimum utilization of its resources and integrated production facilities.
- g) The Amalgamated Company would also have a larger net-worth base, and greater borrowing capacity since the assets held by transferor companies are free from all encumbrances, which would provide it a competitive edge over others, especially in view of the increasing competition due to liberalization and globalization, which will be beneficial in more than one ways to the Transferor Company and the Transferee Company and their shareholders and creditors, as the Transferor Company and the Transferee Company plan to meet the competition in a more effective way by combining their asset base and operations.





- h) The Board of Directors of the Transferor Company and the Transferee Company are of the opinion that the amalgamation would motivate employees by providing better opportunities to scale up their performance with a corporate entity having large revenue base, resources, asset base etc, which will provide impetus to corporate performance thereby enhancing overall shareholder value.
8. The Board of Directors of Transferor Company and the Transferee Company have approved the Scheme on February 25, 2020 and April 29, 2020. The Transferee Company has also obtained a Fairness Opinion Report from Navigant Corporate Advisors Limited with respect to the Scheme.
9. The Scheme envisages that from the Appointed Date, i.e. April 1, 2020 the entire undertakings of the Transferor Company including all rights, powers, interests, authorities, privileges, liberties and all properties and assets, whether movable or immovable, as well as all debts, liabilities, duties and obligations of the Transferor Company shall be transferred to and vested in the Transferee Company in the manner and subject to the modalities for transfer and vesting detailed in the Scheme.
10. **Shareholding Pattern – Pre and Post Amalgamation:**

Shareholding of Lasa Supergenerics Limited (Transferee Company) as on March 31, 2021.

Sl. No	Category of Shareholder	Pre- Amalgamation		Post-Amalgamation	
		Number of shares	% of Total number of shares	Number of shares	% of Total Number of shares
<b>A.</b>	<b>Promoter and Promoter Group</b>				
<b>1</b>	<b>Indian</b>				
(a)	Individuals / Hindu Undivided Family	2,62,22,090	64.47	3,52,93,519	70.44
(b)	Persons Acting In Concert	0	0	0	0
	<b>Sub Total (A)(1)</b>	<b>2,62,22,090</b>	<b>64.47</b>	<b>3,52,93,519</b>	<b>70.44</b>
<b>2</b>	<b>Foreign</b>				
(a)	Foreign Promoter Company	0	0	0	0
	<b>Sub Total (A)(2)</b>	<b>2,62,22,090</b>	<b>64.47</b>	<b>3,52,93,519</b>	<b>70.44</b>
	<b>Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)</b>	<b>2,62,22,090</b>	<b>64.47</b>	<b>3,52,93,519</b>	<b>70.44</b>
<b>B.</b>	<b>Public</b>				
<b>1</b>	<b>Institutions</b>				
(a)	Mutual Fund	0	0	0	0
(b)	Foreign Portfolio Investors	0	0	0	0
(c)	Financial Institutions / Banks	0	0	0	0
(d)	Foreign Institutional Investors	0	0	0	0
	<b>Sub Total (B)(1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>2</b>	<b>Non-Institutions</b>				
(a)	Individuals	11632932	29.10	11990074	24.33
(b)	<b>Any Other – As below:</b>	<b>2817646</b>	<b>6.43</b>	<b>2817646</b>	<b>5.23</b>
	Trusts	11	0.00	11	0.00
	Hindu Undivided Family	922361	2.05	922361	1.66
	Non Resident Indians (Non Repatriable)	122239	0.33	122239	0.27
	Non Resident Indians (NRI)	950	0.00	950	0.00
	Non Resident Indians (Repatriable)	237589	0.58	237589	0.47
	Clearing Member	136006	0.35	136006	0.28
	Others Bodies Corporate	1398490	3.11	1398490	2.53
	<b>Sub Total (B)(2)</b>	<b>14450578</b>	<b>35.53</b>	<b>14807720</b>	<b>29.56</b>
	<b>Total Public Shareholding(B)= (B)(1)+(B)(2)</b>	<b>14450578</b>	<b>35.53</b>	<b>14807720</b>	<b>29.56</b>
<b>C</b>	<b>Total Shareholding (A)+(B)</b>	<b>40672668</b>	<b>100.00</b>	<b>50101239</b>	<b>100.00</b>



Shareholding of Harishree Aromatic and Chemicals Private Limited (Transferor Company) As on March 31, 2021.

Sl. No	Category of Shareholder	Pre- Amalgamation		Post-Amalgamation	
		Number of shares	% of Total number of shares	Number of shares	% of Total Number of shares
<b>A.</b>	<b>Promoter and Promoter Group</b>				
<b>1</b>	<b>Indian</b>				
(a)	Individuals / Hindu Undivided Family				
(b)	Persons Acting In Concert	317500	96.21	0	0
	<b>Sub Total (A)(1)</b>	0	0	0	0
<b>2</b>	<b>Foreign</b>	<b>317500</b>	<b>96.21</b>	<b>0</b>	<b>0</b>
(a)	Foreign Promoter Company				
	<b>Sub Total (A)(2)</b>	0	0	0	0
	<b>Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)</b>	<b>317500</b>	<b>96.21</b>	<b>0</b>	<b>0</b>
<b>B.</b>	<b>Public</b>				
<b>1</b>	<b>Institutions</b>				
(a)	Mutual Fund	0	0	0	0
(b)	Foreign Portfolio Investors	0	0	0	0
(c)	Financial Institutions / Banks	0	0	0	0
(d)	Foreign Institutional Investors	0	0	0	0
	<b>Sub Total (B)(1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>2</b>	<b>Non-Institutions</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
(a)	Individuals	12500	3.79	0	0
(b)	<b>Any Other – As below:</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	Trusts	0	0	0	0
	Foreign Nationals	0	0	0	0
	Hindu Undivided Family	0	0	0	0
	Non Resident Indians (Non Repatriable)	0	0	0	0
	Directors excluding Promoter Directors	0	0	0	0
	Non Resident Indians (Repatriable)	0	0	0	0
	Unclaimed Shares	0	0	0	0
	Clearing Member	0	0	0	0
	Others Bodies Corporate	0	0	0	0
	<b>Sub Total (B)(2)</b>	<b>12500</b>	<b>3.79</b>	<b>0</b>	<b>0</b>
	<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>12500</b>	<b>3.79</b>	<b>0</b>	<b>0</b>
<b>C</b>	<b>Total Shareholding (A)+(B)</b>	<b>3,30,000</b>	<b>100</b>	<b>0</b>	<b>0</b>

11. Statement disclosing details of Amalgamation as per sub-section 3 of section 230 of the Companies Act, 2013 read with Rules 6 of the Companies (Compromise, Arrangements and Amalgamations) Rules, 2016.

Sr. No.	Particular	Lasa Supergenerics Limited	Harishree Aromatics And Chemicals Private Limited
		Transferee Company	Transferor Company
<b>I.</b>	<b>Details of the order of the NCLT directing the calling, convening and conducting of the Meeting:</b>		
<b>A</b>	<b>Date of the order</b>	Order dated February 17, 2021 read with corrigendum dated May 03, 2021.	Order dated February 17, 2021 read with corrigendum dated May 03, 2021.
<b>B</b>	<b>Date, time and venue of the Meeting</b>	Saturday, June 12, 2021 at 10.30 AM through VC/OAVM.	Not Applicable as holding of the meeting was dispensed with.
<b>II.</b>	<b>Details of Companies Including</b>		
<b>i</b>	<b>Corporate Identification Number (CIN)</b>	L24233MH2016PLC274202	U24110MH1998PTC116369
<b>ii</b>	<b>Permanent Account Number (PAN)</b>	AADCL0382Q	AAACH8773J
<b>iii</b>	<b>Name of Company</b>	Lasa Supergenerics Limited	Harishree Aromatics And Chemicals Private Limited
<b>iv</b>	<b>Date of Incorporation</b>	11/03/2016	28/08/1998
<b>v</b>	<b>Type of Company</b>	Public	Private



vi	Registered Office address	C-105, MIDC Mahad, Mahad, Raigad - 402301 Maharashtra.			Unit no. 705, Minerva Estate, A Wing, O2 Commercial Tower, Mulund, Mumbai - 400080, Maharashtra.		
vii	E-mail address	cs@lasalabs.com			cs@lasalabs.com		
viii	Summary of main object as per the memorandum of association; and main business carried on by the Company -	As per Para 6 (i) of the Explanatory Statement.			As per Para 6 (ii) of the Explanatory Statement.		
ix	Details of change of name, registered office and objects of the company during the last five years;	Effective Date	From	To	Effective Date	From	To
		20/04/2017	F-9, MIDC, Badlapur (E) 421503, Maharashtra.	H No. 10/1, Kedar Co-Operative Housing Society, Shirgaon, Kulgaon (E) 421503, Maharashtra.	12/08/2017	F-9, MIDC, Badlapur (E) 421503, Maharashtra.	A-204, Citi Point, Andheri Kurla Road, J.B. Nagar, Andheri (E), Mumbai 400059, Maharashtra.
		02/06/2017	H No. 10/1, Kedar Co-Operative Housing Society, Shirgaon, Kulgaon (E) 421503, Maharashtra.	B-207, Citi Point, Andheri Kurla Road, J.B. Nagar, Andheri (E), Mumbai 400059, Maharashtra.	13/06/2020	A-204, Citi Point, Andheri Kurla Road, J.B. Nagar, Andheri (E), Mumbai 400059, Maharashtra.	Unit No 705, A Wing, O2 Commercial Tower, Minerva Estate, Mulund 400080, Mumbai, Maharashtra.
		09/06/2018	B-207, Citi Point, Andheri Kurla Road, J.B. Nagar, Andheri (E), Mumbai 400059, Maharashtra.	C-105, MIDC Mahad, Raigad: 402301, Maharashtra.	There was no change in the name of Company and its object.		
		There was no change in the name of Company and its object.					
x	Name of the stock Exchange(s) where securities of the company are listed, if applicable;	Equity Shares of the Company are currently listed on BSE Limited and National Stock Exchange of India Limited.			Not Applicable.		
xi	Details of capital structure – Authorised, Issued, Subscribed and Paid-up Share Capital;	As per Para 6 (i) of the Explanatory Statement.			As per Para 6 (ii) of the Explanatory Statement.		
xii	Names and addresses of Promoters of the Company:	Name of the Promoter	Address	Name of the Promoter	Address		
		Dr. Omkar Pravin Herlekar	1401/1402, 14th Floor, Premium Tower CHSL, Lokhandwala Complex, Andheri West, Mumbai: 400053.	Dr. Omkar Pravin Herlekar	1401/1402, 14th Floor, Premium Tower CHSL, Lokhandwala Complex, Andheri West, Mumbai: 400053.		
xiii	Names and addresses of Directors of the Company:	Name of the Director	Address	Name of the Director	Address		
		Dr. Omkar Pravin Herlekar	1401/1402, 14th Floor, Premium Tower CHSL, Lokhandwala Complex, Andheri West, Mumbai: 400053.	Dr. Omkar Pravin Herlekar	1401/1402, 14th Floor, Premium Tower CHSL, Lokhandwala Complex, Andheri West, Mumbai: 400053.		
		Mr. Shivanand Hegde	B1 303, Mohan Jyot CHS, Shiv Mandir, Road Near, Herambh Mandir, Ambarnath 421502.	Mithun Jadhav	Flat No. 10, Building No. MN6, Kashish Park, Near Tip Top Plaza, Thane West, Maharashtra.		



		Mr. Mithun Jadhav	Flat No. 10, Building No. MNG, Kashish Park, Near Tip Top Plaza, Thane West, Maharashtra.	
		Mr. Hardesh Tolani	Block No. 1463/12, Section 28, Opposite Searock Palace Ulhasanagar 421004.	
		Mr. Ajay Sukhwani	101, 1st Floor Sai Jyot Apartment Near Vatika Restaurant, Near Bewas Chowk, Ulhasnagar 421001.	
		Ms. Ekta Gurnasinghani	103, Anil Palace, Near Dhunichand Kalani Building, O.T Section, Ulhasanagr- 421002.	
		Ms. Manali Bhagtani	405, Glamour Apartment, Goal Maidan, Ulhasnagar 421001.	
III.	If the scheme of arrangement relates to more than one company, the fact and details of any relationship subsisting between such companies who are parties to such scheme of compromise or arrangement, including holding, subsidiary or associate companies	Harishree Aromatics And Chemicals Private Limited, the Transferor Company is promoted promoters of Lasa Supergenerics Limited. The Promoters of Lasa Supergenerics Limited controls 96.21% of the Equity Share capital of Harishree Aromatics And Chemicals Private Limited.		
IV.	The date of board Meeting at which the scheme was approved by the board of directors including the name of directors who voted in favour of the resolution, who voted against the resolution and who did not vote or participate on such resolution	<p><b>Date of the Board meeting:</b> February 25, 2020. April 29, 2020.</p> <p><b>Name of the Director who voted in favour of the resolution are as under:</b> Mr. Mithun Jadhav Mr. Hardesh Tolani Mr. Ajay Sukhwani Ms. Ekta Gurnasinghani Ms. Manali Bhagtani</p> <p><b>Name of the Director who voted against of the resolution- NIL.</b></p> <p><b>Name of the Director who did not vote or participate on such resolution -</b> Dr. Omkar Herlekar and Mr. Shivanand Hegde being interested neither participated nor voted.</p>	<p><b>Date of the Board meeting:</b> February 25, 2020. April 29, 2020.</p> <p><b>Name of the Director who voted in favour of the resolution are as under:</b> Dr. Omkar Herlekar Mr. Mithun Jadhav</p> <p><b>Name of the Director who voted against of the resolution- NIL.</b></p>	
V.	<b>Explanatory statement disclosing details of the scheme of compromise or arrangement including:-</b>			
i	Parties involved in such compromise or arrangement;	Harishree Aromatics And Chemicals Private Limited (Transferor Company) and Lasa Supergenerics Limited (Transferee Company).		
ii	Appointed Date	April 1, 2020 or such other date as may be directed by NCLT.		
iii	Effective Date	the last date on which the certified true copies of the Orders of the NCLT sanctioning this Scheme are filed by Transferor Company and Transferee Company with the Registrar of Companies, Maharashtra, Mumbai.		
iv	Share exchange ratio (if applicable) and other considerations, if any	Pursuant to the terms of the Scheme, the Transferee Company will allot 1000 (One Thousand) fully paid-up equity shares of the Company of face value of INR 10 each for every 35 (Thirty Five) fully paid-up equity shares of face value of INR 10 each to the Shareholders of Transferor company.		



v	Summary of Valuation report (if applicable) including basis of valuation and fairness opinion of the registered valuer, if any, and the declaration that the valuation report is available for inspection at registered office of the Company	<p>The Share Exchange Ratio in consideration for the Amalgamation has been fixed on a fair and reasonable basis and on the basis of the Valuation Report of M/s. R V Shah &amp; Associates, Chartered Accountants and Registered Valuer as per the Act.</p> <p>For Valuation of Lasa Supergenetics Ltd only one method (i.e Market Approach) has been used and other methods such as Asset approach and Income approach were not used.</p> <p>For Valuation of Harishree Aromatics and Chemicals Pvt Ltd (an unlisted company) only one method (i.e Income Approach) has been used and other methods such as Asset approach and Market approach were not used.</p> <p>The Valuer while valuing Harishree Aromatics and Chemicals Pvt Ltd as per Income Approach (i.e Discounted Cash Flow) has relied on the information and projections as provided by the Management of the company and assumes no responsibility for the accuracy and completeness of the information and projections provided by the management of the company.</p> <p>In light of the above, and on a consideration of all the relevant factors and circumstances as discussed and outlined in the Valuation Report, the Share Exchange Ratio for the proposed Amalgamation of Transferee has been arrived at.</p> <table border="1" data-bbox="518 638 1396 739"> <thead> <tr> <th>Transferee Company</th> <th>Transferor Company</th> </tr> </thead> <tbody> <tr> <td>Refer Valuation Report as per Annexure B &amp; B-1 and Fairness Opinion as per Annexure C &amp; C-1.</td> <td>Refer Valuation Report as per Annexure B &amp; B-1.</td> </tr> </tbody> </table>		Transferee Company	Transferor Company	Refer Valuation Report as per Annexure B & B-1 and Fairness Opinion as per Annexure C & C-1.	Refer Valuation Report as per Annexure B & B-1.
Transferee Company	Transferor Company						
Refer Valuation Report as per Annexure B & B-1 and Fairness Opinion as per Annexure C & C-1.	Refer Valuation Report as per Annexure B & B-1.						
vi	Details of capital or debt restructuring, if any	The Scheme does not involve any capital or debt restructuring.					
vii	Rationale for the arrangement	Refer para 7 of the explanatory statement.					
viii	Benefits of the arrangement as perceived by the Board of directors to the company, members, creditors and others (as applicable)	As provided in the rationale for Amalgamation in para 7 of the explanatory statement.					
x	Amount due to unsecured creditors as of December 31, 2020	₹ 1612.02 Lakhs	₹ 848.42 Lakhs				
VI	Disclosure about effect of the compromise or arrangement on						
i	Key Managerial Personnel (KMP) (other than Directors)	No effect except for dilution in percentage of their shareholding, if any, held in the Transferee Company.	Not Applicable.				
ii	Directors	No effect except for dilution in percentage of their shareholding, if any, held in the Transferee Company.	Transferor Company will cease to exist therefore the question of any change in Directors of the Transferor Company does not arise.				
iii	Promoters	The shareholding of the Promoters will increase from 64.47% to 70.44% upon Amalgamation.	The promoter of the Transferee Company is the promoters of the Transferor Company and he holds 3,17,500 equity shares in the Transferor Company. Pursuant to the Scheme of Amalgamation the said equity shares shall stand cancelled and he will be allotted shares by Transferee as per the exchange ratio.				
iv	Non-promoter members	Dilution in percentage of shareholding in the Transferee Company to the extent of shares allotted under the Scheme.	Non Promoter Member will get shares in transferee company as per share exchange ratio.				
v	Depositors	No effect as the Transferee Company does not have any depositors.	There are no depositors in the Transferor Company.				
vi	Creditors	No effect.	The Creditors of the Transferor Company will become the Creditors of the Transferee Company.				
vii	Debenture holders	No effect as the Transferee does not have any debentures.	No effect as the Transferor does not have any debentures.				
viii	Deposit Trustee and Debenture Trustee	No effect as the Transferee Company does not have any Deposit Trustee and Debenture Trustee.	Not Applicable.				
x	Employees of the Company	No effect.	Employees of Transferor Company will become employees of Transferee Company.				
VII	Disclosure about effect of compromise or arrangement on material interest of Directors, Key Managerial Personnel (KMP) and debenture trustee.						
i	Directors	No effect except that the shareholding of Dr. Omkar Pravin Herlekar, being Promoter and Director of Transferee Company will increase from 64.47% to 70.44%.					
ii	Key Managerial Personnel	No effect.					
	Debenture Trustee	No effect as the Transferee Company does not have any Debenture Trustee in the Transferee Company	Not Applicable.				



VIII	Investigation or proceedings, if any, pending against the company under the Act	None
IX	details of the availability of the following documents for obtaining extract from or for making/obtaining copies of or for inspection by the members and creditors, namely	<p>(a) latest audited financial statements of the company including consolidated financial statements;</p> <p>(b) copy of the order of Tribunal in pursuance of which the meeting is to be convened or has been dispensed with;</p> <p>(c) copy of scheme of compromise or arrangement;</p> <p>(d) contracts or agreements material to the compromise or arrangement;</p> <p>(e) the certificate issued by Auditor of the company to the effect that the accounting treatment if any proposed in the scheme of compromise or arrangement is in conformity with the Accounting standards prescribed under section 133 of the Companies Act, 2013 and</p> <p>(f) such other information or documents as the Board or Management believes necessary and relevant for making decision for or against the scheme;</p> <p>The aforesaid documents are being made available for inspection at the Corporate Office of the Transferee Company at Unit no 705, Minerva Estate, A Wing, O2 Commercial Tower, Mulund, Mumbai – 400080, Maharashtra; on all days of the week except on public holidays, Saturdays and Sundays, till the date of the NCLT directed meeting, between 10.00 AM and 12.30 PM.</p>
X	Details of approvals, sanctions or no objection (s), if any, from regulatory or any other governmental authorities required, received or pending for the proposed scheme of compromise or arrangement	<p>Notice under Section 230(5) of the Companies Act, 2013 is being given to the Central Government through Regional Director (Western Region), Registrar of Companies, Maharashtra, Mumbai, Income Tax Authorities in respect of both the companies, Central Drugs Standard Control Organisation, GST Authorities, SEBI and concerned stock exchanges in respect of the Transferee Company.</p> <p>The Transferee Company has received no objection from the Stock Exchanges.</p>

12. Some of the other salient features of the proposed Scheme are as follows:

- (a) The Scheme will be effective on the date on which certified copies of the orders of the Hon'ble National Company Law Tribunal at Mumbai under Sections 230 to 232 are filed with the Registrar of Company at Mumbai and last of the dates of all sanctions and approvals as may be required by law.
- (b) Upon coming into effect of this Scheme and with effect from the Appointed Date and subject to the provisions of this Scheme including in relation to the mode of transfer and vesting, all of the assets, both movable and immovable, tangible and intangible, investments, rights, title and interests comprised in the Undertaking of Transferor Company shall pursuant to scheme of Amalgamation and without any further act or deed, be and stand transferred to and vested in and/or be deemed to have been and stand transferred to and vested in the Transferee Company so as to become as and from the Appointed Date, the estate, assets, rights, title and interest of the Transferee Company.
- (c) Upon coming into effect of the Scheme and with effect from the Appointed Date all secured and unsecured debts, (whether in Rupees or in foreign currency) all liabilities, duties and obligations of the Transferor Company (hereinafter referred to as the "said Liabilities") shall also be and stand transferred or be deemed to be and stand transferred, without any further act, instrument or deed, to the Transferee Company, pursuant to the scheme of Amalgamation so as to become as and from the Appointed Date the debts, liabilities, duties and obligations of the Transferee Company.
- (d) All legal and other proceedings pending by or against the Transferor Company, all contracts, obligations, actions, rights and claims by or against the Transferor Company will be transferred to the Transferee Company on the Scheme becoming effective and will be enforceable by or against the Transferee Company.
- (e) On the Scheme becoming effective, all staff, workmen and employees of the Transferor Company in service on the Effective Date shall become the staff, workmen and employees of the Transferee Company without any break or interruption in service and on the basis of continuity of service and the terms and conditions of their employment with the Transferee Company on the Effective Date. It is expressly provided that in relation to any labour welfare fund or social security benefits or any other special fund created or existing for the benefit of such employees of the Transferor Company, upon the Scheme becoming effective, the Transferee Company shall stand substituted for the Transferor Company for all purposes whatsoever relating to the administration or operation of such schemes or funds in relation to the obligations to make contributions to the said funds in accordance with the provisions of such schemes or funds.
- (f) Subject to orders being made by the Hon'ble National Company Law Tribunal at Mumbai, the Transferor Company will be dissolved without winding up.
- (g) The Transferee Company shall apply for the consent, approval or permission of the Central Government or any other statutory or regulatory authority, which by law may be necessary for the implementation of the Scheme.
- (h) Consequent to the amalgamation, the Transferee Company shall commence and carry on and shall be authorized to carry on the business carried on by the Transferor Company.

13. The reader is requested to peruse in detail the entire text of the Scheme. As stated the aforesaid are only the salient features of the Scheme.

