



LASA SUPERGENERICS LIMITED

CIN: L24233MH2015PLC274202

Factory & Regd Office:- C-4, C-4/1, M.I.D.C LOTE PARSHURAM INDUSTRIAL AREA, TAL- KHED, DIST- RATNAGIRI- 415722.

Email : info@lasalabs.com • Website : www.lasalabs.com

EGM NOTICE

NOTICE IS HEREBY GIVEN THAT EXTRA ORDINARY GENERAL MEETING OF LASA SUPERGENERICS LIMITED WILL BE HELD THROUGH VC OR OTHER AUDIO-VISUAL ON SATURDAY FEBRUARY 22, 2025 AT 09.30 AM TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

ITEM NO. 1: TO APPROVE THE ISSUE OF WARRANTS CONVERTIBLE INTO EQUITY SHARES ON PREFERENTIAL BASIS:

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

“RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (‘ICDR Regulations’) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (‘LODR Regulations’), and subject to other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India (‘SEBI’) and/ or any other competent authorities, whether in India or abroad (hereinafter referred to as ‘Applicable Regulatory Authorities’) from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and the Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include any of its committees duly constituted/to be constituted by the Board of Directors to exercise its powers including powers conferred under this resolution); the consent of the members of the Company be and is hereby accorded to offer, issue and allot 25,00,000 (Twenty Five Lakhs Only) warrants convertible into equity shares, at a price of Rs.28 /- (Rupees Twenty Eight Only) each payable in cash (‘Warrants Issue Price’), aggregating to Rs.7,00,00,000

(Rupees Seven Crores Only), convertible into, or exchangeable for 1 (one) fully paid-up equity share of the Company of face value of Rs. 10/- each at a premium of Rs.18 /- (Rupees Eighteen only) per share in one or more tranches on preferential basis (“Preferential Issue”) to the Proposed Allottee as stated herein below, upon such terms and conditions as may be deemed appropriate by the Board in accordance with the relevant provisions of SEBI ICDR regulations, or other applicable laws in this regard;

Sr. No	Name of Proposed Allottee	Category	No of Warrants Convertible to Equity proposed to be issued
1.	Omkar Pravin Herlekar	Promoter	2500000
TOTAL			

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Issue of the Convertible warrants is **Thursday, January 23, 2025**, being the date 30 days prior to the date on which the meeting of shareholders is being held i.e. **February 22, 2025**, to consider the proposed preferential issue;

RESOLVED FURTHER THAT without prejudice to the generality of the above Resolution, the issue of warrants convertible into equity shares to the Proposed Allottee under the Preferential Issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

1. The Warrant holder shall, subject to the ICDR Regulations and other applicable rules, regulations and laws, be entitled to apply for and be allotted in one or more tranches, 1 (one) fully paid up equity share against each Warrant. The warrant holder shall pay an amount equivalent to at least 25% of the price fixed per warrant in terms of the SEBI (ICDR) Regulations on or before the allotment of warrants. Upon exercise of the option of conversion of the warrants into Equity shares by the warrant holder, the amount equivalent to 75% of the issue price per warrant shall be payable on exercising the right of conversion of warrants. If the option to acquire equity shares pursuant to conversion of warrants is not exercised within the prescribed time period of 18 months from the date of allotment of warrants, then such warrants shall be lapsed and the amount paid under this clause shall be forfeited by the Company.
2. The right attached to Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 (eighteen) months from the date of allotment of the Warrants by issuing a written notice (‘Conversion Notice’) to the Company specifying the number of Warrants proposed to be converted and the date designated as the specified conversion date (‘Conversion Date’) together with the balance payment of 75% of the value of warrants to be converted. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of equity shares in dematerialized form on the Conversion Date mentioned in the Conversion Notice, subject to receipt of the relevant Warrant exercise amount from the Warrant holder to the designated bank account of the Company.

3. The tenure of Warrants shall not exceed 18 (eighteen) months from the date of allotment of Warrants. If the entitlement against the Warrants to apply for the equity shares of the Company is not exercised by the Warrant holder within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant holder to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant holder on such Warrants shall stand forfeited by the Company.
4. Warrants and resultant equity shares to be allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and equity shares shall rank pari passu with the existing equity shares of the Company in all respects including the payment of dividend and voting rights.
5. The Warrants allotted in terms of this resolution and the resultant equity shares arising on exercise of rights attached to such Warrants shall be subject to lock-in as specified in the provisions of Chapter V of the ICDR Regulations.
6. The Warrants by itself, until exercised and converted into equity shares, shall not give the Warrant holders any rights with respect to that of an equity shareholder of the Company.
7. The equity shares allotted upon conversion of the Warrants will be listed on the Stock Exchange(s) where the existing equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be.
8. The proposed warrants shall be issued and allotted by the Company to Proposed Allottee within a period of fifteen (15) days from the date of passing of this resolution provided that where the issue and allotment of the proposed warrants is pending on account of pendency of any approval for such issue and allotment by any regulatory authority, the issue and allotment shall be completed within a period of fifteen (15) days from the date receipt of last of such approvals, if any.
9. The allotment of the Equity Shares pursuant to exercise of Warrants shall be completed within a period of 15 (Fifteen) days from the date of such exercise by the respective Allottee.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name of the Proposed Allottee is recorded for the issuance of invitation to subscribe to the Warrants and a private placement offer letter in applicable forms together with an application form be issued to the Proposed Allottees inviting it to subscribe to the Warrants.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts,

arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants and Equity Shares upon conversion of warrants and listing thereof with the Stock Exchange as appropriate and utilisation of proceeds of the Preferential issue, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue, apply to Stock Exchange for obtaining of in-principle and listing approval of the Equity Shares and other activities as may be necessary for obtaining listing and trading approvals, file necessary forms with the appropriate authority and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any Committee of the Board or any one or more Director(s) / Company Secretary / any Officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.

By order of the Board

For LASA SUPERGENERICS LIMITED

Sd/-

Mitti Jain

Company Secretary and Compliance Officer

Date : January, 28 2025

Place : Lote

NOTES:

(i) In line with the circulars of the Ministry of Corporate Affairs dated April 8, 2020, September 28, May 5, 2022, December 28, 2022, September 25, 2023 or any other circular as issued by Ministry of Corporate Affairs from time to time (collectively referred to as "MCA Circulars"), the Notice of EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories as on before January 24, 2025. Members may note that Notice has been uploaded on the website of the Company at <https://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 and www.nseindia.com respectively.

(ii) In terms of the MCA Circulars since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

(iii) An explanatory statement pursuant to Section 102 of the Companies Act, 2013 is annexed herewith.

(iv) Pursuant to the provisions of Section 113 of the Companies Act, 2013, Body Corporates/ Institutional / Corporate members intending for their authorized representatives to attend the meeting are requested to send to the Company, on cs@lasalabs.com from their registered Email ID a scanned copy (PDF / JPG format) of certified copy of the Board Resolution / Authority Letter authorizing their representative to attend and vote on their behalf at the meeting.

(v) Those Members who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below: (a) Members holding shares in demat form can get their email ID registered by contacting their respective Depository Participant. (b) Members holding shares in physical form may register their email address by informing the Company through email at cs@lasalabs.com

(vi) Relevant documents referred to in this Notice of EGM and Explanatory Statement will be available electronically for inspection by the Members during the EGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of EGM i.e. February 22, 2025. Members seeking to inspect such documents can send an email to cs@lasalabs.com

(vii) All documents referred to in this Notice and Explanatory statement annexed hereto are available for inspection of the members of the Company at the registered office of the Company during business hours up to the date of this meeting.

(viii) The Board of directors has appointed Mr. Shravan Gupta, ACS: 27484 Cop No 9990, as Scrutinizer, as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.

ix) E- **Voting cut-off date is Friday February 14, 2025**, E-voting opens from **Wednesday February 19, 2025 at 09.00 AM IST** and ends on **Friday February 21, 2025 at 5.00 PM IST**.

(X) Non-Resident Indian members are requested to inform the Company's Registrar and Transfer Agents Big Share Services Private Ltd., immediately of:

- a. Change in their Residential status on return to India for permanent settlement.
- b. Particulars of their Bank Account maintained in India with complete name of the Bank, branch address, account type and account number with MICR code, if not furnished earlier.

Voting through electronic means: In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide Members facility to exercise their right to vote at the EGM by electronic means, as an alternative to vote physically at the EGM, and the business may be transacted through e-voting Services provided by Bigshare Services Private Limited. It may be noted that this e-voting facility is optional.

The members who would have casted their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

The instructions for shareholders voting electronically are as under:-

i. The voting period begins on **Wednesday February 19, 2025 at 09.00 AM IST** and ends on **Friday February 21, 2025 at 5.00 PM IST** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Friday February 14, 2025** may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.

ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

iii. 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.

iv. 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.

1. 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	<p>1) Users who have opted for CDSL 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 URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.</p> <ul style="list-style-type: none"> ▪ After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly. For joining the meeting click on "VIEW EVENT DETAILS (CURRENT)" under 'EVENTS' option, Select event for which you are desire to attend the EGM under the dropdown option, click on the option VOTE NOW on right hand side top corner, you need to click on "VC/OAVM" link placed beside of "VIDEO

	<p>CONFERENCE LINK” option.</p> <p>2) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</p> <p>3) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1) 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: https://eservices.nsd.com 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 BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ 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</p>

	company name or e-Voting service provider name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
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 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

1. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser:
<https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
 - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
 - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

***Note** If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).*

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.
NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.
- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**INVESTOR LOGIN**’ tab and then Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**Reset**’.
(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on “**VOTE NOW**” option which is appearing on the right hand side top corner of the page.

- Cast your vote by selecting an appropriate option “**IN FAVOUR**”, “**NOT IN FAVOUR**” or “**ABSTAIN**” and click on “**SUBMIT VOTE**”. A confirmation box will be displayed. Click “**OK**” to confirm, else “**CANCEL**” to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on investor portal.

▪ **Custodian registration process for i-Vote E-Voting Website:**

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**REGISTER**” under “**CUSTODIAN LOGIN**”, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with “**User id and password will be sent via email on your registered email id**”.

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**CUSTODIAN LOGIN**’ tab and further Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**RESET**’.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- **Investor Mapping:**
 - First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
 - Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
 - Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.

Note: The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)

 - Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.
- **Helpdesk for queries regarding e-voting:**

Login type	Helpdesk details
Shareholder’s other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions (‘FAQs’) and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.

4. Procedure for joining the EGM through VC/ OAVM:

For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- The Members may attend the EGM through VC/ OAVM at <https://ivote.bigshareonline.com> under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to attend the EGM under the dropdown option.
- For joining virtual meeting click on the option **VOTE NOW** on right hand side top corner.
- For joining virtual meeting, you need to click on “**VC/OAVM**” link placed beside of “**VIDEO CONFERENCE LINK**” option.
- Members attending the EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

The instructions for Members for e-voting on the day of the EGM are as under:-

- The Members can join the EGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders, who will be present in the EGM 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 in the EGM.
- Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.

Helpdesk for queries regarding virtual meeting:

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions ('FAQs') available at <https://ivote.bigshareonline.com>, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE ACT

ITEM NO: 01

The Board of Directors of the Company ("Board") at their meeting held on January 28, 2025, approved raising of funds aggregating upto Rs. 7,00,00,000 (Rupees Seven Crores Only) by way of issuance upto 25,00,000 (Twenty Five Lakhs Only) warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of Rs. 10/- each ("Warrants") at an issue price of Rs. 28/- (Rupees Twenty Eight Only) each payable in cash ("Warrants Issue Price"), which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (eighteen) months, to the persons belonging to "Promoter" as per the details disclosed in the respective resolution.

The Proposed Allottees have also confirmed their eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations"), to subscribe to the Warrants to be issued pursuant to the Preferential Issue.

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions, if any, of the Act and the rules made thereunder and in accordance with the SEBI ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), as amended from time to time, approval of the Members of the Company by way of special resolution is required to issue securities by way of private placement on a preferential basis.

Accordingly, in terms of the Act and the SEBI ICDR Regulations, consent of the members is being sought for the raising of funds aggregating upto Rs. 7,00,00,000 (Rupees Seven Crores Only) by way of issuance upto 25,00,000 (Twenty Five Lakhs) warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of Rs. 10/- (Rupees Ten Only) each at a price of Rs. 28/- (Rupees Twenty Eight Only) each payable in cash, on a preferential basis to the Proposed Allottees as the Board of the Company may determine in the manner detailed hereafter.

The salient features of the Preferential Issue, including disclosures required to be made in accordance with Chapter V of the SEBI ICDR Regulations and the Act, are set out below:

1) The object / purpose of the preferential issue:

The Company is undertaking an issue and allotment of up to 25,00,000 (Twenty Five Lakhs) Warrants convertible into Equity Shares, the proceeds of which will be primarily used to meet the working capital Requirement of the Company along with repayment of debts.

2) The total number of Warrants Convertible into Equity Share or other securities to be issued:

The Board intends to offer, issue and allot up to 25,00,000 (Twenty Five Lakhs) Warrants convertible into Equity Share of the Company having face value of Rs. 10/- (Rupees Ten) each.

3) The price or price band at/within which the allotment is proposed;

The Company proposes to offer issue and allot Subscription Shares at minimum floor price of Rs. 27.30/- (Rupees Twenty Seven and thirty Paise Only) per Equity Share and Issue price of Rs. 28/- (Rupees Twenty Eight Only) which consists of Rs. 10/- (Rupees Ten Only) as face value and Rs. 18 /- (Rupees Eighteen Only) as premium per Equity Share or at such higher price as may be determined in accordance with Regulation 164 / 165 of the ICDR Regulations and applicable law, to the Proposed Allottee as mentioned.

4) Amount which the Company intends to raise by way of issue of Warrants convertible into Equity Shares:

The proposed Preferential Issue of Warrants convertible into Equity Shares shall be an aggregate amount of minimum Rs. 7,00,00,000 (Rupees Seven Crores Only).

5) Basis on which the price has been arrived

In terms of the ICDR Regulations, the minimum price at which the Warrants can be issued is Rs. 27.30 (Rupees Twenty Seven and Thirty Paise Only) per warrant, as per the pricing formula prescribed under the ICDR Regulations for the Preferential Issue and is the higher of the following:

- a) 26 Weeks Trading Days volume weighted average price (VWAP) of the equity shares of the Company preceding the Relevant Date; or
- b) 10 Trading Days volume weighted average price (VWAP) of the equity shares of the Company preceding the Relevant Date.

The minimum price, in terms of Regulation 164(1) of the SEBI ICDR Regulations, at which warrants to be issued is Rs. 27.30 (Rupees Twenty Seven and Thirty Paise Only) per warrant. However, the issue price for this Preferential Issue is decided at Rs. 28 /- (Rupees Twenty Eight Only) per warrant which is higher than the above Floor Price determined in accordance with Regulation 164(1) of SEBI ICDR Regulations.

6) Relevant date with reference to which the price has been arrived at:

The "Relevant Date" as per Chapter V of the SEBI ICDR Regulations for the determination of the said issue price for the Subscription Shares is January 23, 2025. The resolution proposed under this notice shall be passed on February 22, 2025 i.e. DAY of EOGM. Relevant date is defined under SEBI ICDR Regulations as the date 30 (thirty) days prior to the date on which the meeting of shareholders is held to consider the proposed preferential issue. However, where the relevant date falls on a weekend or a holiday, the day preceding the weekend or the Holiday will be reckoned to be the

relevant date. The resolution pursuant to this notice shall be passed February 22, 2025 i.e. the date 30 (thirty) days prior February 22, 2025 is January 23, 2025 i.e. Thursday.

7) The class or classes of persons to whom the allotment is proposed to be made:

Sr. No	Name of Proposed Allottee	Category	No of Warrants Convertible to Equity proposed to be issued
1.	Omkar Pravin Herlekar	Promoter	2500000
TOTAL			

8) The intention / proposal of the Promoters, Directors and Key Managerial Personnel of the Company to subscribe to the proposed preferential issue:

None of the Directors, Key Managerial Personnel or any of their relatives other than the promoter/director mentioned above are concerned or interested, financially or otherwise, in the proposed Special Resolution set out in this Notice for the allotment of Subscription Shares nor do such persons intend to subscribe to the preferential issue of the Subscription Shares.

9) The proposed time within which the allotment shall be completed:

The Company will complete the allotment pursuant to the Preferential Issue within a period of 15 (fifteen) days from the date when the Shareholders' Resolution approving this Preferential Issue is passed. Where the allotment of the subscription Shares is pending on account of pendency of any approval for the preferential issue / for such allotment by any regulatory / statutory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval.

10) The identity of the Proposed Allottee, maximum number of Equity Shares proposed to be issued and the percentage of post issue capital that may be held by the Proposed Allottee: Details of the proposed allottee

Sr. No	Name of Proposed Allottee	Category	No of Warrants Convertible to Equity proposed to be issued
1.	Omkar Pravin Herlekar	Promoter	2500000
TOTAL			

Sr. No	Category of Shareholder	Pre-Preferential Issue (Warrants)		Post-Preferential Issue (Warrants)*	
		No. of Shares	Percentage No %	No. of Shares	Percentage No
1	Promoters &	2,68,79,660	53.65%	2,93,79,660	55.85%

	Promoters' Group				
2	Public	2,32,21,579	46.35%	2,32,21,579	44.15%
	TOTAL	50101239	100	52601239	100

**The post preferential percentage of shareholding has been calculated assuming that all the Warrants allotted will be converted into equity shares.*

11) The change in control, if any, in the Company that would occur consequent to the Preferential issue:

There will not be any change in control / management, consequent to this preferential issue.

12) The Number of persons to whom allotment on preferential basis has been made during the year in terms of number of securities as well as price:

The Company has not made any preferential issue of securities during the year.

13) Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer and name and address or valuer who performed valuation:

Not Applicable

14) Pre and Post Issue Shareholding pattern of the Company*:

Sr. No	Category of Shareholder	Pre-Preferential Issue (Warrants)		Post-Preferential Issue (Warrants)	
		No. of Shares	Percentage No %	No. of Shares	Percentage No
A	Promoters & Promoters' Group	2,68,79,660	53.65%	2,93,79,660	55.85%
1	Indian				
	a) Individuals/HUF	2,68,79,660	53.65%	2,93,79,660	55.85%
	b) Others (Body Corporate)				
2	Foreign				
	Sub-Total (A)				
B	Non Promoters / Public holding	2,32,21,579	46.35%	2,32,21,579	44.15%
1	Institutional Investors				
2	Non Institution				
	a) Individuals				

	i. Directors And their relatives (Non-Promoter)	41225	0.08	41225	0.08
	ii. Individual shareholders holding nominal iii. Share capital up to Rs. 2 lakhs.	13235511	26.42	13235511	25.16
	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs	8105863	16.18	8105863	15.41
	b) Foreign Companies				
	c) Body Corporate (others)	531726	1.06	531725	1.02
	d) Clearing Member	86266	0.17	86266	0.16
	e) NRI	396086	0.79	396086	0.76
	f) Any Other (HUF)	824891	1.65	824891	1.56
	g) Any Other (Trusts)	11	0.00	11	0.00
	Sub-Total (B)	2,32,21,579	46.35%	2,32,21,579	44.15%
	Total (A)+(B)	50101239	100%	52601239	100

**Pre- preferential shareholding has been considered as on December 31, 2024*

**The post preferential percentage of shareholding has been calculated assuming that all the Warrants allotted will be converted into equity shares.*

15) Identity of the Natural Person who are the Ultimate Beneficial Owners of the Subscription Shares proposed to be allotted and / or who ultimately control the allottee:

Not Applicable

16) Contribution being made by the Promoters or Directors either as part of the Preferential Issue to Non-QIBs or separately in furtherance of objects:

No contribution is being made by Promoters or Directors of the Company, either as part of the Preferential Issue or separately in furtherance of objects other than that mentioned.

17) Undertakings:

As the warrants convertible into equity shares of the Company have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of Regulations governing re-computation of the price of Equity Shares shall not be

applicable. However, the Company shall re-compute the price of the Equity Shares to be allotted under the preferential allotment in terms of the provisions of SEBI ICDR Regulations if it is required to do so, including pursuant to Regulation 166 of the SEBI ICDR Regulations, if required. If the amount payable on account of the re-computation of said within the time stipulated in SEBI ICDR Regulations, the Equity Shares to be allotted under the preferential issue shall continue to be locked-in till the time such amount is paid.

18) Practicing Company Secretary Certificate:

The certificate from Mr. Shivam Sharma, ACS: 35727 Cop No 16558, certifying that the proposed preferential issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members during the voting period and is also hosted on website of the Company which can be accessed at the link: <https://lasalabs.com/notices/>

19) Lock-in Period:

The Subscription of Shares allotted pursuant to the Preferential Issue to Promoter & Public Category will be subject to applicable lock-in and transfer restrictions under Regulation 167 and 168 of the ICDR Regulations.

20) Other disclosures

a) The Proposed Allottee has confirmed that it has not sold any Equity Shares of the Company during the period of 90 trading days preceding the Relevant Date.

b) The Company is in compliance with the conditions for continuous listing, and is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.

c) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the Registered Valuer is not applicable as the allotment of Subscription Shares is for a cash consideration.

d) Neither the Company nor any of its Director's or Promoters are categorized as wilful defaulter(s) or fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulter(s) issued by the Reserve Bank of India. Consequently, the disclosures required under Regulation 163(1) (i) of the SEBI ICDR Regulations are not applicable.

e) Neither the Company nor any of its Directors and/ or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.

f) The Company does not have any outstanding dues towards SEBI, the Stock Exchanges or the depositories.

21) Status of the allottee

Sr. No	Name of Proposed Allottee	CURRENT STATUS	PROPOSED STATUS
1.	Omkar Pravin Herlekar	Promoter	Promoter

The consent of the Members is sought for the issue of Warrants convertible into Equity Share in terms of Section 62(1)(c) and other applicable provisions, if any, of the Act and in terms of the provisions of the ICDR Regulations and the Listing Agreements entered into by the Company with the stock exchange, where the Company's Equity Shares are listed.

In light of above, you are requested to accord your approval to the Special Resolution as set out at Item No.1 of the accompanying Notice.

None of the Directors, Manager, and Key Managerial Personnel of the Company or their respective relatives except promoter / director mentioned above are in any way, concerned or interested in the aforesaid resolutions other than those mentioned above.

The Board recommends the resolution for approval by the shareholders.

By order of the Board

For LASA SUPERGENERICS LIMITED

Sd/-

Mitti Jain

Company Secretary and Compliance Officer