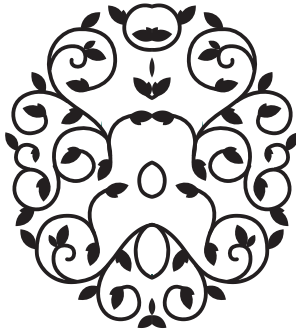


Laurel Organics Limited



NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Wednesday, January 31, 2018

Laurel Organics Ltd.

Laurel Organics Limited

Registered Office: Village Bhondsi Tehsil Sohna Distt., Gurgaon-122102, Haryana, India,
Tel: 011-29535650, Fax : 011-47063601, CIN No. L24239HR1993PLC032120
Website: www.laurel.co.in Email ID: laurelorganicslimited@gmail.com

NOTICE

Notice is hereby given that an Extraordinary General Meeting of the members of Laurel Organics Limited ("Company") will be held on Wednesday, January 31, 2018 at 11:30 A.M.(IST) at Village Bhondsi, Tehsil Sohna, District Gurgaon, Haryana-122102 ,to transact the following business:-

SPECIAL BUSINESS:

ITEM NO. 1 : ISSUANCE OF FULLY CONVERTIBLE WARRANTS ON A PREFERENTIAL BASIS TO THE PERSONS BELONGING TO PROMOTER AND NON PROMOTER CATEGORY

To consider and, if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Companies Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions of Memorandum of Association and Articles of Association of the Company, provisions of the uniform listing agreement entered into by the Company with the relevant stock exchange(s) where the shares of the Company are listed ("Stock Exchange(s)"), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India ("SEBI") as amended, including the SEBI (Issue of Capital And Disclosure Requirements) Regulations, 2009, as amended ("SEBI ICDR Regulations"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended and subject to the approvals, consents, permissions and/ or sanctions, as may be required from the Government of India, Reserve Bank of India, SEBI, Stock Exchange(s) and any other relevant statutory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and/or, modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed by the board of directors of the Company (hereinafter referred to as the "Board" which terms shall be deemed to include any committee duly constituted by the Board or any committee, which the Board may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), the consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot on preferential basis upto 26,20,000 (Twenty Six Lakhs and Twenty Thousand) Fully Convertible Warrants ("Warrants") of the Face Value of Rs. 10/- each, for cash at an issue price of Rs. 30/- (Rupees Thirty Only) per Warrant (including a premium of Rs. 20/- per Warrant) ("Warrant Issue Price"), to the persons belonging to the Promoter and Non- Promoter Category ("Proposed Warrant Allottees"), each convertible into, or exchangeable for, at an option of the Proposed Warrant Allottee, upon the Scheme of Arrangement becoming effective and subject to a maximum tenure of eighteen months from the date of their allotment, in one or more tranches, Ten Equity Shares of face value of Re.1/- (Rupee One only) each on such terms and conditions as may be determined by the Board in accordance with the provisions of Chapter VII of the SEBI ICDR Regulations or other applicable laws. The details of proposed allottees are as follows:

S. No.	Name of the Proposed Allottees	Category	No. of Warrants
1.	Mr. Sameer Goel	Promoter Group	12,76,062
2.	Mr. Sachin Goel	Promoter Group	5,23,938
3.	Mr. Rahul Agrawal	Public	2,05,000
4.	Mr. Rajesh Mittal	Public	2,05,000
5.	Mr. Anish Kumar Aggarwal	Public	2,05,000
6.	Mr. Manish Gupta	Public	2,05,000
	Total		26,20,000

RESOLVED FURTHER THAT the Relevant Date, as per the provisions of Chapter VII of the SEBI ICDR Regulations, for the determination of issue price for the issue of the Warrants/Equity Shares pursuant to the conversion of the Warrants is Monday, January 01, 2018 being the date which is 30 (thirty) days prior to the date of this Extraordinary General Meeting (i.e. Wednesday, January 31, 2018).

RESOLVED FURTHER THAT the aforesaid issue of Warrants shall be subject to the following terms and conditions:

- (a) The Proposed Warrant Allottees shall, on or prior to the date of allotment of the Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant in terms of the SEBI ICDR Regulations which will be kept by the Company to be adjusted and appropriated against the Warrant Issue Price of the Equity Shares. The balance 75% shall be payable by the Proposed Warrant Allottee at the time of conversion of the Warrants.
- (b) Each Warrant held by the Proposed Warrant Allottees shall entitle him/ her to apply for and obtain allotment of Equity Shares at any time on or before the expiry of 18 (eighteen) months from the date of allotment of the Warrants (the "Warrant Exercise Period").
- (c) In the event the Proposed Warrant Allottee does not exercise the Warrants within the Warrant Exercise Period, the Warrants shall lapse and the amount paid upfront by the Proposed Warrant Allottee shall stand forfeited by the Company.
- (d) The pre-preferential Equity shareholding of the Proposed Warrant Allottee along with Warrants, being allotted to the Proposed Warrant Allottee and the Equity Shares proposed to be allotted pursuant to the exercise of such Warrants shall, in each case, be under lock in for such period as may be prescribed under Chapter VII of the SEBI ICDR Regulations.
- (e) Warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.
- (f) Warrants and the Equity Shares to be issued and allotted by the Company upon exercise of any Warrants shall, in each case, be in dematerialized form.
- (g) The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Warrant Allottees.
- (h) The Warrants by themselves until converted into Equity Shares, do not give to the Proposed Warrant Allottee any voting rights in the Company in respect of such Warrants.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the Proposed Warrant Allottee through private placement offer letter (in the format of Form PAS-4) immediately after passing of this resolution.

RESOLVED FURTHER THAT the Equity Shares proposed to be issued and allotted upon exercise of option attached to the Warrants, shall rank pari- passu in all respects including as to dividend, with the Equity Shares, as existing at the time of conversion of Warrants, subject to applicable laws as well as the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board/Committee(s) of the Board and the Company Secretary be and are hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including application to Stock Exchanges for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Warrants or allotment of the Equity shares upon the conversion of Warrants, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.

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

By order of the Board of Directors

For Laurel Organics Limited

Sd/-

SAMEER GOEL

Managing Director

Place : New Delhi

Date : 21-12-2017

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Companies Act") in respect of the business under Item No.1 of the Notice, is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument appointing the proxy should, however, in order to be effective, be deposited at the registered office of the Company duly completed and signed, not less than forty-eight hours before the commencement of the Meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

3. The Notice is being sent to all the members of the Company, whose names appear on the register of members/ record(s) of depositories as on Friday, December 29, 2017.

Only registered members of the Company holding shares as on the cut-off date decided for the purpose, being Wednesday, January 24, 2018 or any proxy appointed by such registered member may attend and vote at the Meeting as provided under the provisions of the Companies Act.

4. Electronic copy of the Notice of the aforesaid Meeting of the Company inter alia indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the aforesaid Meeting of the Company inter alia indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
5. Voting Rights: Shareholders holding Equity Shares shall have one vote per share as shown against their holding and shareholders.
6. Members are requested to bring their attendance slip to the Meeting.
7. Members can inspect the registers as required under Companies Act read with Rules and the same will be available for inspection by the members (to the extent as permitted and stated under applicable laws).
8. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of their board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
9. Information and other instructions relating to e-voting are as under :
 - i. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act and the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').

- ii. The facility for physical voting through Ballot Paper shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through 'Ballot-Paper'.
 - iii. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
 - iv. The Board of Directors of the Company has appointed M/s Neha Seth & Associates, CP No. 12908 as Scrutinizer to scrutinize the voting at the Meeting and remote e-voting process in a fair and transparent manner and has communicated his willingness to be appointed and will be available for same purpose.
 - v. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner as on the cut-off date i.e., Wednesday, January 24, 2018.
 - vi. A Route Map along with the Prominent Landmark for easy location of the Venue of EGM and attendance slip is annexed with the Notice and also available on website of Company i.e. www.laurel.co.in.
 - vii. Voting through electronic means:
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Extra-ordinary General Meeting (EGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the EGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - II. The facility for voting through ballot paper shall be made available at the EGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
 - III. The members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.
 - IV. The e-voting period commences on Sunday, January 28, 2018 (09.00 A.M. IST) and ends on Tuesday, January 30, 2018 (5.00 P.M. IST). During this period, Members may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on January 24, 2018 i.e. the cut-off date.
 - V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
 - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
- NOTE: Shareholders already registered with NSDL for e-voting will not receive the PDF file "remote e-voting.pdf".

- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nSDL.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put your user ID and password. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) **Select "EVEN" of 'Laurel Organics Limited "108117" .**
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to navneetlegal@gmail.com with a copy marked to evoting@nSDL.co.in
- B. In case a Member receives physical copy of the Notice of EGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- (i) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. The facility for voting through ballot paper shall be made available at the EGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- VII. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the 'downloads' section of www.evoting.nSDL.com or call on toll free no.: 1800-222-990.
- VIII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- NOTE: Shareholders who forgot the User Details/Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nSDL.com.
- In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).
- In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).
- IX. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- X. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of January 24, 2018.

- XI. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. January 24, 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or beetalrta@gmail.com/beetal@beetalfinancial.com.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

- XII. A member may participate in the EGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the EGM.
- XIII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the EGM through ballot paper.
- XIV. M/s Neha Seth & Associates, CP No. 12908 (Company Secretaries), has been appointed as Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XV. The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or "Ballot Paper" or "Poling Paper" for all those members who are present at the EGM but have not cast their votes by availing the remote e-voting facility.
- XVI. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the EGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVII. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company viz. www.laurel.co.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

Note : DEMATERIALIZATION OF PHYSICAL SECURITIES

As per SEBI Circulars applicable for listed companies, 100% of the Promoters holding and 50% of the Public holding is required to be held in Demat mode. In this regard, we hereby request all the shareholders of the Company to please dematerialize their shareholding/ physical share certificates on an immediate basis. The Company believes that it is for the mutual benefit of all shareholders (having their securities in physical form) to get their securities converted into demat form.

By order of the Board of Directors

For Laurel Organics Limited

Sd/-

SAMEER GOEL

Managing Director

Place : New Delhi

Date : 21-12-2017

Explanatory Statement (Pursuant to section 102 of the Companies Act, 2013)

As required under Section 102 of the Companies Act, 2013 (including any re-enactment(s) and modification(s) made there under, if any, for the time being in force) (hereinafter referred to as "Companies Act"), the following explanatory statements set out on all material facts relating to the business mentioned under Item no. 1 of the accompanying Notice:

Item No 1

The Special Resolutions contained in the Notice, have been proposed pursuant to the provisions of Sections 42, 62 of the Companies Act read with Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("SEBI ICDR Regulations"), to issue and allot upto 26,20,000 Fully Convertible Warrants ("Warrants") to the persons belonging to Promoter Category and Non-Promoter Category, respectively. The said proposal has been considered and approved by the Board in their meeting held on Friday, December 21, 2017.

The said Warrants are convertible into Equity Shares, within a period of 18 months of the allotment thereof. Further, it has also been mutually agreed between the Company and the proposed warrant allottees that the allottees will exercise Warrants conversion only upon the Scheme of Arrangement filed with Hon'ble National Company Law Tribunal, Chandigarh Bench becoming effective.

Also in case, the said Scheme of Arrangement doesn't become effective within 18 months from the date of allotment of Warrants, the allottees will not exercise their option to convert Warrants and the same shall lapse.

As the members are already aware, post Scheme of Arrangement becoming effective, the Face Value of the Equity Shares of the Company shall stand reduced from Rs 10/- each to Re 1/- each and accordingly, upon conversion of Warrants, each warrant shall be convertible into 10 (ten) Equity shares of the Face Value of Re. 1/- each, at a premium of Rs 2/- each. .

The details of the issue and other particulars as required in terms of Regulation 73 of the SEBI ICDR Regulations and other applicable statutes in relation to the proposed Special Resolution are given hereunder:

A. The Objects of the issue through preferential offer:

The Company requires infusion of funds to augment the long-term funding needs of the Company viz., to support the expansion of business and for general corporate purposes and working capital requirements. Accordingly in order to finance the said fund requirement, the Company proposes to issue and allot Warrants on Preferential basis.

B. The proposal of the promoters, directors or key management personnel of the issuer to subscribe to the offer:

Mr. Sameer Goel, Promoter cum Managing Director and Mr. Sachin Goel, Promoter cum Director of the Company, have shown their interest to subscribe to 12,76,062 and 5,23,938 Warrants respectively.

The preferential issue of Warrants proposed to be made to Mr. Sameer Goel and Mr. Sachin Goel shall fall under the promoter group of the Company.

Except Mr. Sameer Goel and Mr. Sachin Goel, none of the Directors/ Key Management Personnel of the Company intends to subscribe to the preferential offer.

C. The shareholding pattern of the issuer Company before and after the preferential issue;

The shareholding pattern of the Company given the present position as on date and after the proposed preferential issue to promoters and non- promoters is likely to be as follows:

Name of shareholders	Pre issue Shareholding Structure as on Date		No. of Warrants to be allotted (of Rs 10/- each)	**Pre issue Shareholding Structure- Post Scheme of Arrangement coming into effect		No. of Equity Shares to be allotted on conversion (10 Equity Shares of Re. 1/- each for every 1 warrants of Rs. 10/-)	Post Issue Shareholding (Presuming full conversion of Warrants and CCPS allotted pursuant to Scheme of Arrangement)#	
	No of Shares	% of Shares		No of Shares	% of Shares		No of Shares	% of Shares
Promoter & Promoter Group								
(1) Indian								
(a) Individuals /HUF			1800000	10937521	74.94	18000000	35,455,842	74.94
(b) Central Govt. /State Govt.								
(c) Bodies Corporate	3728100	50.48						
(d) Financial Institutions/ Banks								
Sub Total (A)(1)	3728100	50.48	1800000	10937521	74.94	18000000	35,455,842	74.94
(2) Foreign								
(a) Individuals (NRIs/ Foreign Individuals)								
(b) Bodies Corporate								
(c) Institutions								
Sub Total (A)(2)								
Total shareholding of Promoter & Promoter Group (A) = (A)(1) + (A)(2)	3728100	50.48	1800000	10937521	74.94	18000000	35,455,842	74.94
B1) Institutions								
Mutual Funds/	181100	2.45		181100	1.24		181100	0.38
Foreign Portfolio Investors				0				
Financial Institutions/ Banks				0				
Foreign Venture Capital Investors				0				
Insurance Companies				0				
Sub Total B1	181100	2.45		181100	1.24		181100	0.38
B2) Central Government/ State Government(s)/ President of India				0				
B3) Non-Institutions				0				

Individual share capital upto Rs. 2 Lacs	2569000	34.79		2569000	17.60		2569000	5.43
Individual share capital in excess of Rs. 2 Lacs	127700	1.73	820000	127700	0.87	8200000	8327700	17.60
NBFCs registered with RBI				0				
Any Other (specify)	779100	10.55		779100	5.34		779100	1.65
Other - Body Corp	139300	1.89		139300	0.95		139300	0.29
Other - Foreign Body Corp	100000	1.35		100000	0.69		100000	0.21
Other - N R I - NON - REPATARIABLE	3000	0.04		3000	0.02		3000	0.01
Other - N R I - REPATARIABLE	527200	7.14		527200	3.61		527200	1.11
Other - Individual HUF	9600	0.13		9600	0.07		9600	0.02
Sub Total B3	3475800	47.07		3475800	23.82		11675800	24.68
Total Public Shareholding B=B1+B2+B3	3656900	49.52	820000	3656900	25.06	8200000	11856900	25.06
C) Non Promoter - Non Public								
C1) Shares Underlying DRs								
C2) Shares Held By Employee Trust								
TOTAL (A+B+C)	7385000	100.00	2620000	14594421	100.00	26200000	47312742	100.00

**Upon the Scheme of Arrangement becoming effective, as per the terms contained therein, the Face Value of the Equity Shares will be reduced from Rs 10/- each fully paid up to Re. 1/- each and 10,937,521 Equity Shares of Re. 1/- each and 6,518,321 Compulsory Convertible Preference Shares of Re. 1/- each will be issued by the Company.

#Post shareholding structure may change depending upon any other corporate action in between.

D. Proposed time within which allotment will be completed:

In terms of Regulation 74(1) of the SEBI ICDR Regulations, preferential allotment to Proposed Warrant Allottees pursuant to the special resolution will be completed within a period of 15 (fifteen) days from the date of passing of special resolution at item nos. 1.

Provided that where the allotment is pending on account of pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, stock exchange(s) or other concerned authorities.

E. Securities to be issued, particulars of the proposed allottees, the identity of the natural persons who are the ultimate beneficial owners of the equity shares proposed to be allotted and / or who ultimately control the proposed allottees and the percentage of post preferential issue capital that may be held by them:

Identity of the Proposed Warrant Allottees and the percentage of post preferential issue capital that may be held by them:

Name of the Proposed Allottee	Category	Present Pre issue Shareholding Structure as on Date		Proposed No. of Warrants to be allotted	**Pre issue Shareholding as on date Post Scheme of Arrangement		No. of Equity Shares allotted (10 Equity Shares of Re. 1/- each for every 1 warrants of Rs. 10/-)	Post Issue Shareholding (Presuming full conversion of Warrants and CORPS allotted pursuant to Scheme of Arrangement)#		Ultimate Beneficial Owners
		No of Shares	% of Shares		No of Shares	% of Shares		No of Shares	% of Shares	
Mr. Sameer Goel	Promoter Group	0	0	1276062	10887971	74.60	12760620	30137382	55.99	Not Applicable
Mr. Sachin Goel	Promoter Group	0	0	523938	49500	0.34	5239380	5318380	9.88	Not Applicable
Mr. Rahul Agrawal	Public	0	0	205000	0	0.00	2050000	2050000	3.81	Not Applicable
Mr. Rajesh Mittal	Public	0	0	205000	0	0.00	2050000	2050000	3.81	Not Applicable
Mr. Anish Kumar Aggarwal	Public	0	0	205000	0	0.00	2050000	2050000	3.81	Not Applicable
Mr. Manish Gupta	Public	0	0	205000	0	0.00	2050000	2050000	3.81	Not Applicable

**Upon the Scheme of Arrangement becoming effective, as per the terms contained therein, the Face Value of the Equity Shares will be reduced from Rs 10/- each fully paid up to Re. 1/- each and 10,937,521 Equity Shares of Re. 1/- each and 6,518,321 Compulsory Convertible Preference Shares of Re. 1/- each will be issued by the Company.

#Post shareholding structure may change depending upon any other corporate action in between.

F. Consequential Changes in the Voting Rights and Change in Management:

As a result of the proposed preferential issue of Warrants and upon conversion of the Warrants, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

G. Lock In Requirement:

- i. The Equity Shares to be allotted on a preferential basis to the persons belonging to Non-Promoter Group, pursuant to exercise of options against each Warrant, shall be subject to lock-in' for a period of 1 (one) year from the date of trading approval for such Equity Shares in accordance with Regulation 78(2) of the SEBI ICDR Regulations.
- ii. The Equity Shares to be allotted on a preferential basis to the persons belonging to the Promoter Group, pursuant to exercise of options against each Warrant, shall be subject to 'lock-in' for a period of 3(three) years from the date of trading approval for such Equity Shares in accordance with Regulation 78(1) of the SEBI ICDR Regulations.
- iii. The entire pre-preferential allotment shareholding, if any, of the proposed allottees, shall be locked-in from the Relevant Date up to a period of 6 (six) months from the date of trading approval as per Regulation 78(6) of the SEBI ICDR Regulations.

H. Issue Price and Relevant Date:

In terms of Regulation 71 of SEBI ICDR Regulations, the Relevant Date has been reckoned as January 01, 2018, for the purpose of computation of issue price of the said Warrants.

The shares of the Company are presently listed on BSE Limited. However, since the Company's shares are infrequently traded, hence, the price is determined in accordance with the provisions of Regulations 76A of SEBI (ICDR) Regulations. Accordingly, the Issue price comes out to be Rs. 30 / - per warrant.

The Company shall also submit a certificate as required under Regulation 76A of the SEBI ICDR Regulations with the stock exchange(s) where the Equity Shares of the Company are listed.

I. Re-computation of Issue Price:

The Board of Directors of the Company undertake that:

Since the Company's Equity Shares are infrequently traded and are listed for a period more than twenty six weeks, therefore, there is no need for the Company to re-compute the price of Equity Shares in terms of the provisions of the SEBI ICDR Regulations.

J. Auditor's Certificate:

The certificate from M/s Singhi & Co., Chartered Accountants, being the Statutory Auditors of the Company certifying that the preferential issue is being made in accordance with the requirements of Chapter VII of the SEBI ICDR Regulations shall be available for inspection at the registered office of the Company during 10:00 A. M. to 5:00 P.M. (office hours) up to the date of declaration of results and shall also be placed before the shareholders at the Extraordinary General Meeting.

K. Disclosure with regard to the names of issuer, its promoter or any of its directors not appearing in the list of wilful defaulter as issued by RBI.

The Company, its promoters and its directors are not categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India.

L. Details of the Directors, Key Managerial Personnel or their relatives, in any way, concerned or interested in the said resolution.

None of the Directors or key managerial personnel or their relatives is in any way concerned or interested, financially or otherwise, in the above referred resolutions except Mr. Sameer Goel (Managing Director), Mr. Sachin Goel (Director).

The Board of Directors recommends the resolutions as set out in item no.1 of this notice for the issue of the Warrants, on a preferential basis, to the persons belonging to the promoter category and non- promoter category by way of Special Resolution.

By order of the Board of Directors

For Laurel Organics Limited

Sd/-

**SAMEER GOEL
MANAGING DIRECTOR**

**Place : New Delhi
Date : 21-12-2017**

IN TERMS OF THE REQUIREMENTS OF THE SECRETARIAL STANDARDS ON GENERAL MEETINGS (SS-2) ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA, ROUTE MAP OF THE LOCATION OF THE VENUE OF EXTRA-ORDINARY GENERAL MEETING IS AS UNDER:



Laurel Organics Limited

CIN No. L24239HR1993PLC032120

Registered Office: Village Bhondsi, Tehsil Sohna, Distt. Gurgaon, Haryana-122102, India,

Tel: 011-29535650, Fax: 011-47063601

W: www.laurel.co.in E: laurelorganicslimited@gmail.com

Attendance Slip

EXTRA ORDINARY GENERAL MEETING

Wednesday, 31st January, 2018 at 11:30 AM

Folio No. / DP ID Client ID No.	
Name and Address of First/ Sole Member Joint Holder	
No. of Shares held	

I certify that I am a member/proxy/authorized representative for the member, of the Company.

I hereby record my presence at this Extra-ordinary General Meeting of the Company at Village Bhondsi, Tehsil Sohna, Distt. Gurgaon, Haryana-122102 on Wednesday, 31st January, 2018.

.....

Signature of the member/proxy

Notes :

- Only member/proxy can attend the meeting. No minors would be allowed at the meeting.
- Members/ proxy(ies) who wish to attend the meeting must bring this attendance slip to the meeting and hand over at the entrance duly filled in and signed.
- Member/proxy should bring his/her copy of the Notice of EGM for reference at the meeting.

Laurel Organics Limited

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PROXY FORM

(Form No. MGT-11)

[Pursuant to Section 105(6) of the Companies Act, 2013
and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

Name of Member(s) :

Registered address :

Folio No. / Client ID :

DP ID :

E-mail Id :

I/We, being the member(s) of Laurel Organics Limited, holding _____ Shares of the Company, hereby appoint:

- (1) Name : Email Id :
Address :
Signature :, or failing him
- (2) Name : Email Id :
Address :
Signature :, or failing him
- (3) Name : Email Id :
Address :
Signature :, or failing him

as my /our proxy to attend and vote (on a poll) for me/us and on my/our behalf at this Extra-ordinary General Meeting of the Company to be held on Wednesday, the 31st day of January, 2018 at 11:30 AM at Village Bhondsi, Tehsil Sohna, Distt. Gurgaon, Haryana-122102 or any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Description of Resolutions	Assent	Dissent
1.	ISSUANCE OF FULLY CONVERTIBLE WARRANTS ON A PREFERENTIAL BASIS TO THE PERSONS BELONGING TO PROMOTER AND NON PROMOTER CATEGORY		

Signed on this.....day of2018.

Signature of Member(s)Signature of Proxyholder(s).....

Affix One
Rupee
Revenue
Stamp

Notes:

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- 2) A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as a proxy. However, such person shall not act as proxy for any other shareholders.
- 3) Shareholders may give their assent or dissent against above Resolution.
- 4) Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send a certified copy of the board resolution authorizing their representative(s) to attend and vote on their behalf at the meeting.