

# 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 the 24th Annual General Meeting (AGM) of the members of Laurel Organics Limited will be held on Thursday, 28th September, 2017 at 12.30 p.m. at the registered office of the Company at Village Bhondsi, Tehsil Sohna Distt., Gurgaon-122102 (Haryana) to transact the following businesses:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone Financial Statements of the Company as at 31st March, 2017 including the Audited Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss for the year ended on that date and reports of the Board of Directors and Auditors thereon
2. To re-appoint Mr. Sameer Goel (Managing Director of the Company) as Director liable to retire by rotation:

**"RESOLVED THAT** Mr. Sameer Goel (DIN: 00161786) who retires by rotation and being eligible offers himself for reappointment, be and is hereby reappointed as Director of the Company, liable to retire by rotation."

3. To appoint Auditors to hold office from the conclusion of this 24th Annual General Meeting till the conclusion of Company's 29th Annual General Meeting.

**"RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit & Auditors) Rules, 2014 as may be applicable and pursuant to the recommendations of Board of Directors, M/s. Singhi & Co, Chartered Accountants, (Firm Registration Number: 302049E), be and are hereby appointed as Statutory Auditors of the Company, in place of retiring auditors M/s A. K. Jalan & Associates, Chartered Accountants, (Registration No. 500107N), to hold the office for a period of 5 (five) consecutive years from the conclusion of this 24th Annual General Meeting until the conclusion of 29th Annual General Meeting, subject to ratification by members every year, at such remuneration, as may be decided by the Board of Directors of the Company.

**By order of the Board**

Sd/-

**Pratibha Anand**

**Company Secretary**

**Date: 23rd August, 2017**  
**Place: New Delhi**

**Corp Off: 380-381, Aggarwal Millenium Tower-2,**  
**Netaji Subhash Place, New Delhi-110034**

## ANNEXURE TO NOTICE OF AGM

ITEM NO. 2

### **Details of Directors seeking Re-appointment at the Annual General Meeting pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Statement provided under Secretarial Standards on general meetings (SS-2)**

Mr. Sameer Goel, (DIN: 00161786), aged 42 years, a Delhi University Commerce graduate, holds a stature in the Indian API market and has strong multi-dimensional capabilities in the areas of Business Development, Product Development, Strategic Marketing and Operations Management. Mr. Goel has more than 25 years of corporate experience and is a co-promoter of Kimia Biosciences Limited (Formerly known as Kimia Biosciences Pvt. Ltd), engaged in dealing of bulk drugs addressing to various high potential therapeutic segments. Kimia get its products manufactured on job work basis from facilities at Derabassi, Punjab and few other locations in the country that enables it to produce wide range of APIs.

He holds nerves of pharmaceutical APIs business and having in-depth knowledge about Industry, Market and products. He is well known face in amongst the APIs industries. He is great visionary with good sense of business.

Keeping in view his qualification and his leadership qualities supported by experience, the Board of Directors in their meeting held on 29th March 2016 had appointed Mr. Sameer Goel, as an additional director & afterwards, regularized as Managing Director for a period of five (5) years w.e.f. 29th March, 2016 at 23rd Annual General Meeting held on 30th September, 2016.

As per his terms of appointment, he does not withdraw any remuneration from the Company, liable to retire by rotation. He retires by rotation at this 24th AGM of the Company and being eligible, offers himself for re-appointment.

Mr. Goel has been instrumental in setting up the Research and Development (R&D) facility of the Company. Under his prudent guidance and leadership, R&D activity is achieving progress in the development work on formulations.

He does not hold shares in the Company. He has attended all the meetings of the Board during the financial year 2016-17. He is brother of Director Mr. Sachin Goel (DIN: 00161762) and does not have any relationship with other director, manager, KMP etc.

He is also a Director on the Board of Kimia Biosciences Limited, Biotavia Buildcon Private Limited, SG Bullion Impex Private Limited, Nova Transbuild Solutions Private Limited, Synthergy Pharma Private Limited and Sky India Infrapromoters Private Limited.

There are no Un-listed companies in which he holds Chairmanship/ Membership of Committees of the board.

There are no listed companies in which he holds directorship and the membership of Committees of the board except of Laurel Organics Limited.

## NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ON HIS/ HER BEHALF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. Proxies, in order to be effective should be duly stamped, completed, signed and must be sent to the Company so as to receive at its Registered Office not later than 48 hours before the commencement of the Annual General Meeting (AGM).
3. **Corporate Members** are requested to send to the Registered Office of the Company, a duly certified copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the Annual General Meeting ('AGM').
4. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company and Corporate Office of the Company during normal business hours on all days except Saturdays and Sunday, up to and including the date of the Annual General Meeting.
5. Members can inspect the register of directors and key managerial personnel and their shareholding, required to be maintained under section 170 of the Companies Act, 2013 and register of contracts or arrangements in which the directors are interested, to be maintained under section 189 of the Companies Act, 2013 during the course of the meeting at the venue.
6. Members are requested to bring their copies of Annual Report and attendance slip at the Meeting and Members who wish to obtain information on the Financial Statements for the year ended March 31, 2017, may send their queries at least seven days before the Annual General Meeting to the Compliance Officer & Company Secretary at the registered/ or corporate office of the Company or by way of email on laurelorganicslimited@gmail.com
7. Electronic Copy of Notice of AGM along-with the Annual Report for the financial year 2016-17 is being sent to all the Members whose email IDs are registered with the Company / Depository Participants(s) for communication. For Members who have not registered their email address, physical copies of Notice of AGM along-with the Annual Report for 2016-17 is being sent by the permitted mode.

Members may also note that Notice along-with Annual Report will also being placed on the Company's official website i.e. [www.laurel.co.in](http://www.laurel.co.in) and physical copies thereof will also be available at the Company's Registered Office for inspection during normal business hours on working days.

8. The Company has appointed M/s Beetal Financial and Computer Services Private Limited, Delhi as the Registrar and Share Transfer Agents with effect from January 1, 2016. Members are requested to register/update/notify immediately about any change in their address/e-mail address /bank details to their Depository Participant (DP) in respect of their shareholding in Demat mode and in respect of their physical shareholding to M/s Beetal Financial and Computer Services Private Limited, Beetal House, 3rd Floor, 99 Madangir, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, Delhi 110062 either physically or by sending mail on [beetalrta@gmail.com](mailto:beetalrta@gmail.com) .

9. Members who are still holding shares in physical form are advised to Dematerialize their shareholding to avail of the benefits of dematerialization which include easy liquidity since trading is permitted only in dematerialized form, electronic transfer, savings in stamp duty, prevention of forgery, etc.
10. Subject to receipt of requisite number of votes, the resolution(s) at item no. 1 to 3 in Notice of AGM shall be deemed to be passed at the 24th Annual General Meeting of the Company scheduled to be held on Thursday, 28th September, 2017.
11. The Company has decided to close the Register of Members and the Share Transfer Register on September 22, 2017 in terms of the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Cut-off date to record the entitlement of shareholders for the purpose of e-voting is September 21, 2017.
12. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation/ variation in nomination in the prescribed Form SH-14 with the Company's RTA. In respect of shares held in electronic/ demat form, the nomination may be filed with the respective Depository Participant.
13. SEBI has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts and members holding shares in physical form to the Company/ RTA.
14. Members, who have not registered their e-mail addresses so far, are requested to register their email address with the Company/ Depository Participant for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.
15. A Route Map along with the Prominent Landmark for easy location of the Venue of AGM and attendance slip is annexed with the Notice and also available on website of Company i.e. [www.laurel.co.in](http://www.laurel.co.in).
16. 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 Annual General Meeting (AGM) 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 AGM ("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 AGM 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 AGM may also attend the AGM but shall not be entitled to cast their vote again.

- IV. The remote e-voting period commences on 25th September, 2017 (9:00 am) and ends on 27th September, 2017 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st September, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- 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.
- (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](mailto:navneetlegal@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

(i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :

<b>EVEN (Remote e-voting Event Number)</b>	<b>USER ID</b>	<b>PASSWORD/PIN</b>
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(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

VI. 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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.

VII. 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](http://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).

VIII. 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).

IX. 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 21st September, 2017.

X. 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. 21st September, 2017, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [beetalrta@gmail.com](mailto:beetalrta@gmail.com)/ [beetal@beetalfinancial.com](mailto: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](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.

XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

XII. 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 AGM through ballot paper.

XIII. Ms. Navneet Kaur, Proprietor of M/s N. K. Chandok & Associates (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.

XIV. The Chairman shall, at the AGM, 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 AGM but have not cast their votes by availing the remote e-voting facility.

XV. 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 AGM, 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.

XVI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company viz. [www.laurel.co.in](http://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.

**By order of the Board**

Sd/-

**Pratibha Anand**

**Company Secretary**

**Date: 23rd August, 2017**

**Place: New Delhi**

**Corp Off: 380-381, Aggarwal Millenium Tower-2,  
Netaji Subhash Place, New Delhi-110034**

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 24TH ANNUAL 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**

**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 the 24th Annual General Meeting of the Company to be held on **Thursday, the 28th day of September, 2017 at 12:30 PM** 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.	Adoption of Audited Financial Statements of the Company for the Financial Year ended on March 31st , 2017 along with the Directors' and Auditors' Report thereon.		
2.	Appointment of Director in place of Mr. Sameer Goel (DIN: 00161786), who retires by rotation and, being eligible, offers himself for re-appointment.		
3.	Appointment of M/s Singhi & Co., Chartered Accountants as Statutory Auditor of the Company.		

Affix One  
Rupee  
Revenue  
Stamp

Signed on this.....day of .....2017.

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

**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 each 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.

## 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

24th ANNUAL GENERAL MEETING

Thursday, 28th September, 2017 at 12:30 PM

Folio No. / DP ID Client ID No.	
Name of First named Member/Proxy/ Authorised Representative	
Name of Joint Member(s), if any:	
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 the 24th Annual General Meeting of the Company at Village Bhondsi, Tehsil Sohna, Distt. Gurgaon, Haryana-122102 on Thursday, 28th September, 2017.

.....

Signature of the member/proxy

Notes :

- Only member/proxy can attend the meeting. No minors would be allowed at the meeting.
- Member/proxy 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 Annual Report for reference at the meeting.