DETAILED PUBLIC STATEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS OF

LAUREL ORGANICS LIMITED

Registered Office: Village Bhondsi, Tehsil Sohna, Gurgaon, Haryana - 122102;

Tel No.: 0124-2267351, 0124-2267352; Fax: 0124-2267353; Website: www.laurel.co.in; E-mail: laurelorganicsItd@gmail.com Open Offer for acquisition upto 1,920,100 Equity Shares from the shareholders of LAUREL ORGANICS LIMITED by

KIMIA BIOSCIENCES PRIVATE LIMITED ("Acquirer")

iis Defailed Public Statement ("DPS") is being issued by Corporate Professionals Capital Private Limited, the anager to the Offer ("Manager"), no behalf of Mis. Kimi Biosciences Private Limited ("Acquirer"), in compliance in Regulation 13(a) of the Securities and Exchange Board of the (Substantial Acquirition of Shares and Salescent Regulation 13(a) of the Securities and Exchange Board of the Significance ("Securities And Exchange Board of the Securities ("Any) ("SEME (SAST) Regulations") pursuants the Public private of the Securities ("Any Securities And Securities ("Any) ("SEME (SAST) Regulations") pursuants the Public Public ("SEME") and with LAINEL ("SEANICS.") (IMTEC) ("Farget Company" or "TC" or "LOL") in terms of quickloss of 1) and Regulation of 4 for se SEME (SAST) Regulations.

ACQUIRER, SELLERS, TARGET COMPANY AND OFFER

INFORMATION ABOUT THE ACQUIRER - M/S, KIMIA BIOSCIENCES PRIVATE LIMITED:

S. No.	Name of the Shareholder	No. of Shares held	% of shareholding
1.	Mr. Sameer Goel	1,099,800	99.55
2.	Mr. Sachin Goel	5,000	0.45
Total		1,104,800	100.00

(Rs. In Lacs)

Sr. No.	Particulars	Year ended March 31, 2013 (Audited)	Year ended March 31, 2014 (Audited)	Year ended March 31, 2015 (Audited)	Half year ended September 30, 2015 (Unaudited)
1.	Total Revenue	627.74	2336.86	4368.18	2058.47
2.	Net Income	(38,63)	29,76	81,54	8,29
3.	EPS (In Rs.)	(386.35)	6.00	16.00	2.00
4.	Net worth/shareholders' funds	(47,71)	30,04	111,58	264,87

Source- As certified by Mr. Arun Bratia (Membership No. 092789), Partner of Charnalia Bhatia and Gandhi, Chartere Accountants having office at 93, Pocket II, Jasola, New Delhi - 110/25, Tel: 011-47366600, Fax: 011-47366604 Email ID: chocae@gmail.com/vide-certificate-dated-October 30, 2015.

A.5. Acquirer has not been prohibited by SEBI from dealing in securities, in terms of directions issued under section 118 of the SEBI Act, 1992 ("SEBI Act") as amended or under any other regulation made under the SEBI Act

INFORMATION ABOUT THE SELLERS:

Sr. No.	Name of the Sellers	Nature of the entity	Part of promoter	Residencial/ Registered Office Address	No. of Shares held in LOL before SPA	% of Share Capital
1.	Mr, Kumar Sahay Varma	NA.	Yes	C 111, Paryavaran Complex, Near Saket, IGNOU Road, New Delhi- 110030	3,010,600	40,77
2,	Mrs. Vandana Varma	NA.	Yes	C 111, Paryavaran Complex, Near Saket, IGNOU Road, New Delhi - 110030	10,500	0,14
3.	M/s, Bijwasan Agro Limited	Unlisted Public Company	Yes	32, Chowringhee Road, Kolkata - 700006	508,400	6,88
4.	M/s, Agora Agro Private Limited	Private Company	Yes	C 111, Paryavaran Complex, Saket, New Delhi - 110030	100,000	1,35
TOTAL				3,629,500	49.15	

Sellers as mentioned above has not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 118 of the SEBI Act, 1992 and subsequent amendments thereto or under any other regulations made under the SEBI Act, 1992.

LAUREL ORGANICS LIMITED ("TARGET COMPANY" or "TC" or "LOL"):

- C. AUREL ORGANICS I IMILED "TARGE I COMPANY" or "TC" or "TC" CT"." CLC": C.1. TC is a public talsed company incorporated under the provisions of Companies Act, 1956, on September 27, 1953 in the name and style of Mis. Diolphin Organics Limited and had obtained Certificate of Commencement of Business on Cobber 19, 1993. The name of Target Company was changed to Laver Organics Limited vide fresh Certificate of Incorporation dated April 19, 1995, The CNH of the Company is 124239HT959FL0021420. The main area of operation of LIO is amendated unity of generic bulk drugs, externediblates for bed to the Chamacoutical companies on contract manufacturing oss. The registered office of LIO Li situated at Village Bhondoff, Relst Osloma, Guigoun, Haryam 121/102.
- schools, letist Sohna, Gurgaon, Haryana-122/UV.

 C2. Due to heavy issees, the Target Company was declared a sick industrial company by Board of Industrial and Financial Restructuring (EHFQ) in terms of the Sick Industrial Companies (Special Provisions) Act. 1985 (SICA) on June 22 2000. However, there no December 27, 2005 EHFA sis discharged the Target Company or presently listed on BSE and Ahmedated Slock Exchange Limited (ASE). However, the shares of the Target Company are presently listed on BSE and Ahmedated Slock Exchange Limited (ASE). However, the shares of the Company were also listed on Delhi Stock Exchange Limited (ASE) and Jainy Slock Exchange Limited though, SEBI has passed exit order for these Slock Exchanges and has withdrawn their recognition.
- C.4. There are currently no outstanding partly paid up shares or any other instruments convertible into Equity Shares of the Target Company at a future date.
- C.5. Key financial information of the Target Company based on the financial statements for the financial year ended March 31, 2013, March 31, 2014 and March 31, 2015 are as follows:

Sr. No.	Particulars	Year Ended March 31, 2013 (Audited)	Year Ended March 31, 2014 (Audited)	Year Ended March 31, 2015 (Audited)
1.	Total Revenue	1229.39	648.09	244.34
2.	Net Income	126,32	(78.47)	(170.28)
3.	Earnings Per share (In Rs.)	1.71	(1.06)	(2.31)
4	Net worth/ shareholders' funds	266 14	187.66	17.38

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17.37.6 17.37

DETAILS OF THE OPEN OFFER:

- The Acquirer made an Open Offer to acquire upto 1,920,100 (Nineteen Lacs Twenty Thousand One Hundred) Equity Shares of the face value Rs, 10- each being 26,00% of the of the present issued, subscribed and paid up equity where capited of the Target Company at a price of Rs, 2001 (Rupees Three Only) per fully adult Equity Share payable in cash, subject to the terms and conditions as set out in PA, this Detailed Public Statement and the Latter of Offer, that will be sent to the sharefulder or the Target Control Statement and the Latter of Offer, that will be sent to the sharefulder or the Target Control
- This Offer is made to all the equity shareholders of the Target Company, other than the parties to the SPA date October 30, 2015 as given in Paragraph II (A).
- Unitode or, A/O is 8 given in r-langing in (i), in Thio (fee and be subject to the receipt of statutory and other approvals as mentioned in Part VI of this DPS, in Items of Regulation (251) (i) of SEM (SAST) Regulations, if the statutory approvals are not received or retrievable, the offer would stand withdrawn. This Offer is not conditional on any minimum level of acceptance by the equity shareholders of the Target Company, the Auguster will acquire all the Equity Shares of the Target Company, the Auguster will acquire all the Equity Shares of the Target Company, the Auguster will acquire all the Equity Shares of the Target Company that are validly students of the Company, the Auguster will acquire a state of the Company, the Auguster will acquire a life Equity Shares of the Target Company, the Auguster of the Company, the Auguster of the Company (and the Company).
- D.S. In case of over subscription in the Offer, acceptance would be determined no proportionals basis and hence here is no certainty that all the Equity Shares tendered by the shareholder(s) in the Open Offer will be accepted.

 D.S. This is not a competitive bit. In 16 offer an optimizen would not any global accidition resulting in an indirect conjustion of shares of the Target Company.

 D.T. There are no competitive bit. The Share tender to any global accidition resulting in an indirect conjustion of shares of the Target Company.

 D.T. There are no conditions significant on the SNA between the Sellers and the Acquirer; the meeting of which would be outside the reasonable control of the Acquirer and in view of which the Offer might be withdrawn under Regulation 3.0 of the SER (18AST Regulations.
- requirements about the Cell of Inequations.

 The Acquirer does much old any equity sharters of the present paid up equity sharter capital of Target Company, Acquirer will acquire sharters and control as proposed to the acquired intensify of SPA dated Orbitor 30, 2015, Acquirer has started central manufact executed and unsequent on the Target Company and for last one year the Acquirer is at the business relationship with the Target Company, Besides these transactions there is no other intenset of the Acquirer in the Target Company.

- D.9. In case of delay in receipt of any statutory approval. Regulation 18 (11) of SEB (SAST) Regulations shall be adhered to i.e. extension of time to the Acquire for payment of consideration to the shareholders of the Target Company shall be allowed subject to the Acquire apprehend to pay interest as directed by the SEB in desired of SEBTs powers in this specific regard. Further, in case the delay occurs on account of willful default by the Acquirer and retaining any statutory approvable in time. He amount lying in the sector account challed to be forfeited and dealt with in the manner provided in dause (e) of sub-regulation (10) of regulation 17 of SEB (SAST) Regulations.
- and nghts ofter declared thereot. The Acquired not have any plans to allenate any significant assets of the Target Company or any of its subsidiaries whether by way of sale, lease, encumbrance or otherwise for a period of two years except in the ordinary course of business of the Target Company, LOT's think people for disposal of its assets. If any, for two years from the completion of Offire will be decided by its Board of Directors, subject to the applicable provisions of the least and subject to the approval of the shareholders through Special Resolution passed by way of postal ballot in terms of Regulation 25(2) of SEBI (SAST) Regulations,
- Upon completion of the Offer, assuming full acceptances in the Offer, the Acquirer will hold 5,549,600 (Fifty Five Lacs Forty Nine Thousand and Six Hundred Only) Equity Shares constituting 75.15% of the present issued, subscribed and paid up capital of the Tareat Company.
- issued, subscribed and paid up capital of the Target Company.

 Pursuant to this Open Offer, the public shareholding in the Target Company may reduce below the minimum public shareholding required as per the Securities Contracts (Regulation) Relues, 1597 as amended and the Listing Agreement, the Acquirer undertakes that it will take necessary steps to facilitate compliances of the Target Company with the relevant provisions of the Securities Contracts (Regulation) Relues, 1597 as amended, the Listing Agreement or corresponding provisions of SEBI (Listing Obligations and Disclosure Requirements). Regulations, 2015 and the Regulations, 2015 and 1590 of the SEBI (SAST) Regulations and will reduce the non-public shareholding within the time period mentioned therein.

BACKGROUND TO THE OFFER

The salient features of the SPA are as follows:

- SPA dated October 30, 2015 between the Acquirer and Seller for the acquisition of control and 3,629,500 (Thirty Six Lacs Twenty Nine Thousand and Five Hundred) fully paid up Equity Shares representing 44,15% of the present issued, subscribed and paid up equity share capital of the Target Company at a price of Rs, 3,001-(Rupees Three Only) per share.
- The Total consideration for the sale shares is Rs. 10,888,500/- (Rupee One Crore Eight Lacs Eighty Eight Thousand and Five Hundred Only).
- Thousand and Five Hundred Only).

 The Target Company is incurring cash losses and is in bad financial position and is unable to discharge statutory jabilities, employee dues and current liabilities including creditors. The Promoters too have shown their incapability for index uther funds or to generate adequate cash filtows to unable the Company meet its obligations and thus are willing to exist the Target Company. The Acquirer is a company engaged in the similar business a that of the Target Company and the Segree to had out the Company by descripting is leabilities and giving exit to the Promoters of the Company by acquiring their entire shareholding of as in the similar business and the first promoters of the Company by acquiring their entire shareholding of as in the same of the same
- The Sellers agree to deliver to the Acquirer, duty executed share transfer deads appreciating Selle States of the Target Company along with onlight offset and sent desires for the starteger of the Sell-Staves from the Sellers in the Acquirer and to call a Board Meeting wherein the transfer of sale shares shall be effected in store of Acquirer. The Sellers agree that all the directors normaled on the Board of the Target Company their resignation letters which will be effective from the Classing Date. Sellers agree that all the directors normaled on the Board Colong Date letter which will be effective from the Classing Date.
- In the event of non-compliance of any provisions of the Regulations, the SPA for such sale shares shall not be acted upon by the Sellers or Acquirer.
- This Open Offer is for acquisition of 25.00% of the present issued, subscribed and paid up equity share capita of the Target Company, After the completion of this Open Offer and pursuant to the acquisition of shares under SSP. An exAcquire shall become the single largest Equity Shareddorf with clear majority, by virtue of which is shall be in a position to exercise effective control over the management and affairs of Target Company.
- The Target Company and Acquirer is in the same line of business. The main reason of Acquirer for acquisitio of shares and control over the Target Company is to expand the business opportunities in pharma sector on

SHAREHOLDING AND ACQUISITION DETAILS

The current and proposed shareholding of the Acquirer in the Target Company and the details of its ac are as follows:

Details	Acquirer		Total	
	No. of Shares	%	No. of Shares	%
Shareholding as on the PA date	Nil	NA.	Nil	NA.
Shares acquired between the PA date and the DPS date	Nil	NA.	Nil	NA
Post Offer shareholding (On Diluted basis, as on 10th working day after closing of tendering period)	Assuming full acceptance in the offer, Acquirer will hold 5,549,600 (Fifty Five Lacs Forty Nine Thousand and Six Hundred) Equity Shares constituting 75,15% of the present issued, subscribed and paid up capital of the Target Company.			

Note-Acquirer and its directors do not hold any shares in the Target Company as on the date of this DPS

OFFER PRICE

- METLACTION.

 The Equity Sharper of the Target Company are listed on BSE and ASE. Presently, the Company is suspended on BSE and ASE and due to such suspension no trading data is available on BSE for list twelve calendar months. The calculation of annualized refining furmover in the Equity Sharser of the Target Company based on trading values during the twelve calendar months prior to the month of PA (Cotober, 2014 to September, 2015) ("Relevant period") cannot be efficiety does. Thus, the Equity Sharser of the Target Company are infrequently traded within the meaning of definition of "trequently traded sharses" under clause (i) of Sub-Regulation (1) or Regulation 2 of the SEE (ISAST) Regulation (1) or Regulation 2 of the SEE (ISAST) Regulation (1) or Regulation 2 of the SEE (ISAST) Regulation (1) or Regulation 2 of the SEE (ISAST) Regulation 2 of the
- The Offer Price of Rs. 3.00/- (Rupees Three only) is justified, in terms of Regulation 8(2) of the SEBI (SAST) Regulations, being the highest of the following:

S. No.	Particulars	Price
(a)	Negotiated Price	Rs. 3,00/- per share
(b)	The volume-weighted average price paid or payable for acquisition whether by the Acquirer, during 52 weeks immediately preceding the date of PA	Not Applicable
(c)	The highest price paid or payable for any acquisition, whether by the Acquirer during 26 weeks immediately preceding the date of the PA	Not Applicable
(d)	The volume-weighted average market price of shares for a period of sixty trading days immediately preceding the date of the Public Announcement as traded on the stock exchange where the maximum volume of trading in the shares of the target company are recorded during such period.	Not Applicable

Other Parameters	Based on the audited financial data for the period ended March 31, 2015
Return on Net Worth (%)	NA(*)
Book Value per Share (In Rs.)	0.24
Earnings Per Share (In Rs.)	(2.31)

- In view of the parameters considered and presented in table and paragraph above, in the opinion of the Acquir and Manager to the Offer, the Offer Price of Rs. 3.00/- (Rupees Three Only) per share is justified in terms Regulation 8 of the SEBI (SAST) Regulations.
- Regulation 6 of the SEBI (SAST) Regulations.

 There have been no corporate actions in the Target Company warranting adjustment of relevant price parameters. In the event of further acquisition of Equity Shares of the Target Company by the Acquirer during the offer period, whether by subscription or purchase, at a price higher than the Chief Price, the the Offer Price, who the event of the Price and the Chief Price, the the Offer Price was the captured and the Chief Price, the the Offer Price was the Chief Price, the Target Company by the Acquirer acting the Chief Price, the Internet of the Internet price of the Chief Price, the Internet of the Internet price of Internet price
- or Open Oriel Size.

 re is any revision in the offer price on account of future purchases / competing offers, it will be d
 the period prior to three (3) working days before the date of commencement of the tendering pe
 d be notified to the shareholders.

FINANCIAL ARRANGEMENTS

FIRMNAUAL ARKNAMMERICALLS
The total fund requirement for the Open Offer (assuming full acceptances) i.e., for the acquisition upto 1,920, 100 (Nindeon Lacs Twenty Thousand and One Hundred) Equity Shares from the shareholders of the Target Company at an Offer Price of Rs. 3,001- (Rupees Three Only) per fully paid up equity share is Rs. 5,769,300 (Rupees Fifty Seven Lacs Sixty Thousand and Three hundred Only) (the "Maximum Consideration").

- The Acquirer has adequate resources and has made firm financial arrangements for financing the acquirer than CEU (SAST) Regulations (SE(1) of the SEBI (SAST) Regulations capitalism will be financed through internal resources of the Acquirer and further investment/biases is may be required.
- as may be required.

 The Acquirer has Manager to the Offer and YES Bank Limited, a company incorporated under the Companies. Act, 1958, and carrying on business as a banking company under Banking Regulations Act, 1949 having once of its branch offeres at 11-2 South Extension Fart I, like whole. I 100/48, have extension that South Companies are to the Companies of the Companies
- The Acquirer has authorized the Manager to the Offer to realize the value of the Escr of the SEBI (SAST) Regulations.
- or use Scettic profession No. (82789). Pariner of Chamalia Bhatia and Gandhi, Charlered Accountants having office 31. Picket II, Jacobs (1998). Pariner of Chamalia Bhatia and Gandhi, Charlered Accountants having office 31. Picket II, Jacobs (1998). Pariner of Chamalia (1998). Par

STATUTORY AND OTHER APPROVALS

- STATUTORY AND OTHER APPROVALS

 Shareholder of the Targal Company who are either Non-Resident Indians ("NRIs") or Overseas Corporate
 Bodies (COBs) and wish to tender their Equity Shares in this Open Offer shall be required to submit all the
 applicated approvals (specific and generally from the Reserve basic of India (RISI) has they have obtained
 at the time of their acquisition of the Equity Shares of the Target Company, in the event such approvals from
 the RISI are not submitted, the Acquirer reserve the sole leg that origine Target and their standard by such as the service of the Company of the Com
- no acquaissive or capity shares by the Acquirer from NHS and OCBs.
 As of the date of this DPS, there are no hote statition, approvals required to acquire the equity shares tendened presumt to this Open Offer, If any other statitony approvals required or become applicable, the Open Offer would be subject to the receipt of such other statitory approvals. The open offer would be subject to the receipt of such other statitory approvals that are required are refused in terms of Regulation. 23 of SEEI (ASPI Appliations, Tails Open Offer is subject to the residual to the statitory approvals that may become applicable at a later date before the completion of the Open Offer.
- applications at a size route before the completion of the Open Units. SEBH has the power to grant extension of time to no see of delay in receipt of any statutory approval(s). SEBH has the power to grant extension of time to Acquire for payment of consideration to the public shareholders of the larget Company with own acceptor the Office within such period, subject to the Acquire agreement by with rests of the delayed period if directed by SEBH in terms of Regulation (E(1)) of the SEBH (ASAS) Regulations of the Company with our Processing of the Company of the Comp
- Manager to the Offer i.e., Corporate Professional Capital Private Limited does not held any Equity Shares in the Stage Company as on the date of appointment as Manager to the Offer. They declare and undertaken that they shall not deal in the Equity Shares of the Target Company during the period commencing from the date of their appointment as Manager to the Offer till the expiry of 15 days from the date of does not shall be expired to the Capital Private Company during the period commencing from the date of their appointment as Manager to the Offer till the expiry of 15 days from the date of dosure of this Open Offer.

VII TENTATIVE SCHEDULE OF ACTIVITY

Activity	Date	Day
Public Announcement	October 30, 2015	Friday
Detailed Public Statement	November 06, 2015	Friday
Filing of draft offer document with SEBI	November 17, 2015	Tuesday
Identified Date*	December 11, 2015	Friday
Last date for a competing offer	December 02, 2015	Wednesday
Comments on the Offer by a Committee of Independent Directors constituted by the BODs of the Target Company	December 22, 2015	Tuesday
Date by which Letter of Offer will be dispatched to the shareholders	December 18, 2015	Friday
Upward Revision in Offer	December 21, 2015	Monday
ssue of advertisement announcing the schedule of activities for Open Offer, status of statutory and other approvals in newspapers and sending to SEBI, Stock exchanges and Target Company	December 28, 2015	Monday
Offer Opening Date	December 29, 2015	Tuesday
Offer Closing Date	January 11, 2016	Monday
Last date of communicating of rejection/ acceptance and payment of consideration for accepted tenders/return of unaccepted shares	January 25, 2016	Monday
Filing of Report to SEBI by Manager to the Offer	February 02, 2016	Tuesday

"Identified Date is only for the purpose of determining the names of the shareholders as on such date t the Letter of Offer would be sent. All owners (registered or unregistered) of equity shares of the Company (except the Acquire) are legible to participate in the Offer any time before the closure).

PROCEDURE FOR TENDERING THE SHARES

- All owners of equity shares, registered or unregistered, are eligible to participate in the Offer (except the Acquirer) any time before closure of the Offer.
- requires any wine centre observe of the Offer.

 Person also have a good and SUP STATE of the Offer of the Off
- BSE shall be the Designated Stock Exchange for the purpose of tendering Equity Shares in the Open Offer nes armete me utsignation souch Exchange for the purpose of tendering Equily Shares in the Open Offer. The Acquirer has appointed Ms. Oriminar Capital Markets Privale Initiated ("Buyler Shares tendered under the Open Offer shares of the Open Open Offer shares o

Delhi - 110001
Contact Person: Mr. Sachin Garg
Telephone: 011-43571040/41
Email ID: sgarg@omkam.in

- All shareholders who desire to tender their Equity Shares under the Open Offer would have to intimate t respective stock brokers ("Selling Broker") within the normal trading hours of the secondary mar during the tendering period.
- Such Equity Shares would be transferred to the respective Selling Broker's pool account prior to placing the big A separate Acquisition Window will be provided by the stock exchange to facilitate placing of sell orders The Selling Broker can enter orders for dematerialized as well as physical Equity Shares.

THE DETAILED PROCEDURE FOR TENDERING THE SHARES IN THE OFFER WILL BE AVAILABLE IN THE LETTER OF OFFER.

- The Acquirer along with its Directors accept full responsibility for the information contained in PA and DPS and also for the obligations of the Acquirer as faid down in the SEBI (SAST) Regulations and subsequent amendments made thereof.
- amendments made thereor.

 The Acquirer has appointed M/s, Beetal Financial and Computer Services Private Limited (CIN: USF120DL 1993PT0052486) as the Registrar to the Offer having office at Bestal House, 3rd Floor, 99, Madangir, Behind Local Shopping Centre, New Delhi 110062, Contact Person: Mr. Punit Milital, Ph. 011-2996128102/03, Fax No.: 011-29961284, Email: bestalra@gmail.com.
- Pursuant to Regulation 12 of the SEBI (SAST) Regulations, the Acquirer has appointed Corporate Professionals Capital Private Limited (CIN: U74899DL2000PTC104508) as the Manager to the Offer.

This Detailed Public Statement will also be available on SEBI's website (www.seti.gov.in), BSE's websit (www.bseindia.com) and the website of the Manager to the Offer (www.corporateprofessionals.com)

Issued by Manager to the Offer



CORPORATE PROFESSIONALS CARPITAL PRIVATE LIMITED
CIN. 107489901.2000PTC104509
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Email: manoj@indiacp.com | ruchika sharma@indiacp.com
SEBI Regn. No: INM000011435

On behalf of Acquire

For Kimia Biosciences Private Limited

Place: New Delhi Date: November 06, 2015