

DETAILED PUBLIC STATEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS OF

LAUREL ORGANICS LIMITED

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

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Open Offer for acquisition upto 1,920,100 Equity Shares from the shareholders of LAUREL ORGANICS LIMITED by KIMIA BIOSCIENCES PRIVATE LIMITED ("Acquirer")

This Detailed Public Statement ("DPS") is being issued by Corporate Professionals Capital Private Limited, the Manager to the Offer ("Manager") on behalf of M/s. Kimia Biosciences Private Limited ("Acquirer")...

I. ACQUIRER, SELLERS, TARGET COMPANY AND OFFER

A. INFORMATION ABOUT THE ACQUIRER - M/S. KIMIA BIOSCIENCES PRIVATE LIMITED. Acquirer is a private company incorporated under the provisions of the Companies Act, 1956...

Table with 5 columns: Sr. No., Name of the Shareholder, No. of Shares held, % of shareholding, (Rs. In Lacs). Total 100,000 shares.

A. Key financial information of the Acquirer based on the financial statements for the financial year ended March 31, 2013, March 31, 2014, and March 31, 2015...

Table with 6 columns: Sr. No., Particulars, Year ended March 31, 2013 (Audited), Year ended March 31, 2014 (Audited), Year ended March 31, 2015 (Unaudited), September 30, 2015 (Unaudited). Total 49.15.

B. INFORMATION ABOUT THE SELLERS. Details of the sellers is set out below:

Table with 6 columns: Sr. No., Name of the Sellers, Nature of the Property, Part of promoter, Residential/Registered Office Address, No. of Shares held in L.O.L. before SPA, % of Share Capital.

B. Sellers as mentioned above has not been prohibited by SEBI from dealing in securities...

C. LAUREL ORGANICS LIMITED ("TARGET COMPANY" or "LOL" or "LOL").

TC is a public listed company incorporated under the provisions of Companies Act, 1956, on September 27, 1993 in the name and style of M/s. Dolphin Organics Limited and had obtained Certificate of Commencement of Business on October 19, 1993...

C. 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...

Table with 6 columns: Sr. No., Particulars, Year ended March 31, 2013 (Audited), Year ended March 31, 2014 (Audited), Year ended March 31, 2015 (Audited), Year ended March 31, 2015 (Unaudited). Total 17.38.

D. DETAILS OF THE OPEN OFFER.

D.1. 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 net of the present issued, subscribed and paid up equity share capital of the Target Company...

D.2. In case of delay in receipt of any statutory approval, Regulation 18 (1) of SEBI (SAST) Regulations shall be applicable... D.3. The Acquirer has adequate resources and has made firm financial arrangements for financing the acquisition of the Equity Shares under the Offer...

II. BACKGROUND TO THE OFFER

Acquirer has entered into an Share Purchase Agreement ("SPA") dated October 30, 2015 with the promoters of the Target Company... B. 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...

III. SHARHHOLDING AND ACQUISITION DETAILS

Table with 5 columns: Details, Acquirer, Total. Rows for Shares on the PA date and Shares acquired between the PA date and the DPS date.

IV. OFFER PRICE

A. The Equity Shares 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 last twelve calendar months...

Table with 5 columns: Sr. No., Particulars, Price. Rows for Volume-weighted average price, Highest price paid, and Volume-weighted average market price.

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

C. There have been no corporate actions in the Target Company warranting adjustment of relevant price parameters. D. 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 Offer Price, then the Offer Price will be revised upwards to be equal to or more than the highest price paid for such acquisition...

E. The Acquirer does not have any plans to alienate any significant assets of the Target Company or any of its subsidiaries... F. Upon completion of the Offer, assuming full acceptance in the Offer, the Acquirer will hold 5,449,600 (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 Target Company...

VI. STATUTORY AND OTHER APPROVALS

A. Shareholder of the Target Company who are either Non-Resident Indians ("NRIs") or Overseas Corporate Bodies ("OCBs) and wish to tender their Equity Shares in this Open Offer shall be required to submit all the applications (specific and general) from the Reserve Bank of India ("RBI") that they have obtained at the time of their acquisition of the Equity Shares of the Target Company...

VII. TENTATIVE SCHEDULE OF ACTIVITY

Table with 4 columns: Activity, Date, Day. Rows include Public Announcement, Detailed Public Statement, Filing of draft offer document, etc.

VIII. PROCEDURES FOR TENDERING THE SHARES

A. 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. B. Persons who have acquired Equity Shares but whose names do not appear in the register of members of the Target Company on the Identified Date, or unregistered and/or those who have acquired Equity Shares after the Identified Date, or those who have not received the Letter of Offer, may also participate in this Offer...

C. Pursuant to Regulation 12 of the SEBI (SAST) Regulations, the Acquirer has appointed Corporate Professionals Capital Private Limited (CIN: 047989D2009PTC104568) as the Manager to the Offer.

Name: Omkam Capital Markets Private Limited. Communication Address: 702A, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi - 110001. Contact Person: Mr. Sachin Garg. Telephone: 011-43571040/41. Email ID: sgarg@omkam.in

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

X. OTHER INFORMATION

A. 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 laid down in the SEBI (SAST) Regulations and subsequent amendments made thereof.

B. The Acquirer has appointed M/s. Beetal Financial and Computer Services Private Limited (CIN: 067120D11993PTC052488) as the Registrar to the Offer having office at Beetal House, 3rd Floor, 58, Market Street, Local Shopping Centre, New Delhi - 110002. Contact Person: Mr. Punit Mittal. Ph: 011-29961281/82/83. Fax No.: 011-29961284. Email: beetalrta@gmail.com.

C. Pursuant to Regulation 12 of the SEBI (SAST) Regulations, the Acquirer has appointed Corporate Professionals Capital Private Limited (CIN: 047989D2009PTC104568) as the Manager to the Offer.



On behalf of Acquirer For Kimia Biosciences Private Limited (Sameer Goel) Pacer No: New Delhi Date: November 06, 2015