



# Laurel Organics Ltd.

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CIN No. : L24239HR1993PLC032120

ANNEXURE XIV

To,  
The General Manager,  
Department of Corporate Services,  
BSE Limited,  
P.J. Towers, Dalal Street,  
Mumbai – 400 001

Dear Sir,

**Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed composite scheme of arrangement under Section 391-394 of the Companies Act, 1956**

In connection with the above application, we hereby confirm that:

- a) The proposed composite scheme of ~~amalgamation/~~ arrangement/~~merger/reconstruction/~~ reduction of capital etc. to be presented to any Court or Tribunal does not in any way violate or override or circumscribe the provisions of the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 1956 / Companies Act, 2013, the rules, regulations and guidelines made under these Acts, and the provisions as explained in Regulation 11 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 or the requirements of BSE Limited.
- b) In the explanatory statement to be forwarded by the company to the shareholders u/s 393 or accompanying a proposed resolution to be passed u/s 100 of the Companies Act, it shall disclose:
  - i) the pre and post-arrangement ~~or amalgamation~~ (expected) capital structure and shareholding pattern and
  - ii) the “fairness opinion” obtained from an Independent merchant banker on valuation of assets / shares done by the valuer for the company and unlisted company.
  - iii) The Complaint report in the prescribed format.
  - iv) The observation letter issued by the stock exchange.
- c) The draft composite scheme of ~~amalgamation/~~ arrangement together with all documents mentioned in Para I(A)(7)(a) of SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015, has been disseminated on company’s website as per Website link given hereunder:  
<http://www.laurel.co.in/>
- d) The company shall disclose the observation letter of the stock exchange on its website within 24 hours of receiving the same.

**TODAY'S AGENDA-QUALITY**

- e) The company shall obtain shareholders' approval by way of special resolution passed through postal ballot/ e-voting. Further, the company shall proceed with the draft scheme only if the vote cast by the public shareholders in favor of the proposal is more than the number of votes cast by public shareholders against it.
- f) The documents filed by the Company with the Exchange are same/ similar/ identical in all respect, which have been filed by the Company with Registrar of Companies/SEBI/Reserve Bank of India, wherever applicable.
- g) There will be no alteration in the Share Capital of the unlisted transferor companies from the one given in the draft composite scheme of ~~amalgamation~~/ arrangement.

**For Laurel Organics Limited**

  
**Sameer Goel**  
**(Managing Director)**

**Date: 19/09/2016**

**Place: New Delhi**