

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 25th Annual General Meeting (AGM) of the members of Laurel Organics Limited will be held on Friday, 28th September, 2018 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, 2018 including the Audited Balance Sheet as at 31st March, 2018, 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 appoint a Director in place of Mr. Sachin Goel (DIN: 00161762), who retires by rotation, and being eligible offers himself for re-appointment.
3. Ratification of Appointment of M/s. Singhi & Co, Chartered Accountants, (Firm Registration Number: 302049E) as Statutory Auditors of the Company.

To consider and if thought fit, to pass, the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to approval of Members in the Annual General Meeting held on September 28, 2017, for appointment of M/s. Singhi & Co, Chartered Accountants, (Firm Registration Number: 302049E), the Statutory Auditors of the Company, for a term of five consecutive years, which was subject to ratification at every Annual General Meeting, consent of the Members of the Company be and is hereby accorded to continue the appointment of M/s. Singhi & Co, Chartered Accountants, (Firm Registration Number: 302049E) as statutory auditors of the Company for the remaining of term without any further ratification by the members in terms of the provisions of the Companies Act, 2013, on such remuneration as may be decided by the Board of Directors of the Company in consultation with Statutory Auditors."

SPECIAL BUSINESS:

4. To approve variation in the remuneration of Mr. Sameer Goel, Managing Director of the company as an Ordinary resolution, with or without modification(s):
"RESOLVED that pursuant to the provisions of Sections 196, 197 and any other applicable provisions, if any, of the Companies Act, 2013 (Act) read together with the provisions of the Rules framed thereunder and read with Schedule V to the Act and further read with any other provisions of law, as applicable for the time being, consent of the members be and is hereby accorded for varying the remuneration payable to Shri Sameer Goel, Managing Director with effect from 1st October, 2018 till his remaining term i.e. upto 28.03.2021, in view of providing revised pay scale, as applicable for the Executives and Assistants of the Company, in the manner as set out in the letter addressed to him by the Company, a copy whereof was placed before the meeting."
5. To approve the remuneration of Cost auditor M/s Mahesh Singh & Co, Cost Accountants for Financial Year 2018-19 as an Ordinary resolution with or without modification(s):
"RESOLVED that pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, the Company hereby ratifies the consolidated remuneration of Rs. 40,000/- (Rupees Forty Thousand only) plus out-of-pocket expenses payable to Messrs. Mahesh Singh & Co, Cost Accountants (Firm's Registration No. 100441) who have been appointed by the Board of Directors as the Cost Auditors of the Company, to conduct the audit of the cost records of the Company for the financial year ending on 31st March, 2019."

By order of the Board

Place: New Delhi
Date: 24-08-2018

Sd/-
SAMEER GOEL
Managing Director
DIN No. : 00161786
Corp Off: 974,9th Floor, Aggarwal Millenium
Tower-2, Netaji Subhash Place,
New Delhi-110034

ANNEXURE TO NOTICE OF AGM

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

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. Sachin Goel, (DIN: 00161762), aged 45 years, S/o Sh. Ved Prakash Goel, R/o C-52, Rohit Kunj, Pitampura, Delhi 110034, a Delhi University Commerce graduate, holds strong multi-dimensional capabilities in the areas of Business Development, Product Development, Strategic Marketing and Operations Management, with total experience of around 27 years. He heads Biotavia group from last 12 years, which deals in pharmaceutical products. He is responsible for providing overall leadership in achieving business & product development goals and formation of strategic partnerships in Business. He is a co-promoter of Kimia Biosciences Ltd, the holding company of Laurel Organics Ltd.

The Board of Directors in its meeting held on 29th March 2016 had appointed Mr. Sachin Goel as Whole-time Director effective from 29th March, 2016, subject to the approval of shareholder in ensuing General Meeting but due to pre occupation, he resigned from the position of whole time director and continues to act as a non-executive director w.e.f 17th May, 2016, duly received the consent of shareholders in AGM 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 25th AGM of the Company and being eligible, offers himself for re-appointment.

He does not hold shares in the Company. He has attended all the meetings of the Board during the financial year 2017-18.

Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Brother of Mr. Sameer Goel (Managing Director of the Company)
Other Directorships, Membership/Chairmanship of Committees of other Boards	Kimia Biosciences Limited (Holding Company of Laurel Organics Limited)
	Biotavia Pharm Limited
	Biotavia Buildcon Private Limited
	Biotavia Labs Private Limited
	Zeneses Biosciences Private Limited
	Synthergy Pharma Private Limited
*Chairmanships/ Memberships of Committees in other Public Limited Companies in India.	NIL

*Committees considered for the purpose are those prescribed in Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, viz. Audit Committee and Stakeholders' Relationship Committee.

ITEM NO. 4

The salary structure of Shri Sameer Goel, Managing Director was earlier fixed by the shareholders vide resolution dated 16th August, 2016 read with resolution dated 22nd July, 2015.

During the year under the leadership of and due to his constant hard work, performed well. The company has done remarkable well under his guidance and leadership and consequently generated a profit of Rs. 405.63 lakhs during the year. Considering these facts, the Nomination and Remuneration Committee of the Board (NR Committee) and the Board of Directors of the Company (the Board) in their respective meetings held on 24th August, 2018, the Board on the recommendation of the NR Committee, subject to the approval of the members of the Company, decided to revise the remuneration of Shri Sameer Goel, Managing Director with effect from 1st October, 2018.

The revised terms and conditions of appointment are set out below:

Remuneration :

- (a) Salary:
 - i) Basic Salary at Rs. 2,00,000/- per month with annual increment of 5% p.a.
 - ii) Dearness Allowance - As per Company Rules.
 - iii) Housing - Company Accommodation or HRA @ 50% of Basic Salary.
- (b) Commission: Nil
- (c) Stock Option: As per Employee Benefit Scheme, as framed and upto such limit as may be declared and implemented from time to time.
- (d) Perquisites & Allowances: As per company rules & subject to Income Tax rules.
 - i) Electricity, etc. : As per Company Rules
 - ii) Leave Travel Concession : As per Company Rules
 - iii) Club Fees : As per Company Rules
 - iv) Motor Car : As per Company Rules
 - v) Telephone : Free telephone facilities at residence. Personal long distance calls on telephone will be recoverable by the Company.
 - vi) Leave : As per Company Rules
 - vii) Voucher Payments : As may be applicable on actual basis.
 - viii) Medical Reimbursement : As per Company Rules
- (e) Superannuation Benefits:
 - i) Provident Fund - As per Company Rules.
 - ii) Gratuity - As per provision of The Payment of Gratuity Act, 1975, as amended.
 - iii) Pension Fund - As per Company Rules.
 - iv) Post Retirement medical reimbursement - As per Company Rules

In computing monetary ceilings on perquisites the Company's contribution to Provident Fund, Pension Fund and Gratuity shall not be taken into account.

Minimum Remuneration :

Where in any financial year during the currency of the tenure of appointment, the Company has no profit or its profits are inadequate, the Company will take, the aforesaid remuneration by way of salary, perquisites and other benefits payable to Shri Sameer Goel as Minimum Remuneration subject to the requisite approvals.

"Information as required under Secretarial Standards -2 and SEBI (LODR) Regulations 2015 in respect of the aforesaid director is provided below:

S. No.	Particular	Details
	Remuneration last drawn	48 Lakh from Kimia Biosciences Ltd.
	Shareholding in the company held either by them or on a beneficial basis for any other persons	NIL
	Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Brother of Mr. Sachin Goel
	The number of meetings of the Board attended during the year and	Nine Board Meeting has been attended by him during the financial year, 2017-18.
	Other Directorships, Membership/ Chairmanship of Committees of other Boards	He is Director on Board of Synthergy Pharma Private Limited, Kimia Biosciences Limited, SG Bullion Impex Private Limited, Nova Transbuild Solutions Private Limited, Biotavia Buildcon 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

Laurel Organics Ltd.

The Board considers that the proposed resolution is in the interest of the Company and recommends the same for your approval.

The letter depicting the aforesaid revision is available for inspection by the members of the Company between hours of 11 a.m. and 1 p.m. on any working day except and other public holiday till 28th September, 2018 and will also be available at the meeting.

No person, as specified under Section 102(1)(a) of the Act, other than Mr. Sameer Goel and Mr. Sachin Goel being Brother of Mr. Sameer Goel is in any way concerned or interested in this Resolution proposed to be passed.

ITEM NO. 5

The Company is required under Section 148 of the Companies Act, 2013 (Act) read with Companies (Cost Records and Audit) Amendment Rules, 2016 to have the audit of its cost records conducted by a Cost Accountant in practice. The Board of Directors of the Company, on the recommendation of the Audit Committee, has approved the appointment of Messrs. Mahesh Singh & Co, Cost Accountants (Firm's Registration No. 100441) to conduct audit of cost records of the Company for products covered under the Companies (Cost Records and Audit) Amendment Rules, 2016 for the financial year ending on 31st March, 2019, at a remuneration of Rs. 40000/- (Rupees Forty Thousand only) plus reimbursement of out-of-pocket expenses.

In accordance with the provisions of Section 148 of the Act read with the said Rules, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors has to be ratified by the Members of the Company.

Accordingly, the consent of the Members is sought by way of passing an Ordinary Resolution as set out at Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending on 31st March, 2019.

The Board of Directors of your company considers that the proposed Ordinary Resolution is in the interest of the Company and recommends the same for your approval.

No person, as specified under Section 102(1)(a) of the Companies Act, 2013, is in any way concerned or interested in this Resolution proposed to be passed.

NOTES:

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act"), setting out the material facts concerning the Special Business to be transacted at the Annual General Meeting ("AGM") is annexed hereto.
2. **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**
3. 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).
4. 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').
5. 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.
6. 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.
7. 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, 2018, 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

8. Electronic Copy of Notice of AGM along-with the Annual Report for the financial year 2017-18 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 2017-18 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 and physical copies thereof will also be available at the Company's Registered Office for inspection during normal business hours on working days.
9. 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 .
10. 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.
11. Members desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Act are requested to write to the Company's RTA.
12. Subject to receipt of requisite number of votes, the resolution(s) at item no. 1 to 5 in Notice of AGM shall be deemed to be passed at the 25th Annual General Meeting of the Company scheduled to be held on Friday, 28th September, 2018.
13. The Company has decided to close the Register of Members and the Share Transfer Register on September 22, 2018 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, 2018.
14. 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.
15. 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.
16. 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.
17. 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, 2018 (9:00 am) and ends on 27th September, 2018 (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, 2018, 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:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical

Your User ID is:

a) For Members who hold shares in demat account with NSDL.

8 Character DP ID followed by 8 Digit Client ID
For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.

b) For Members who hold shares in demat account with CDSL.

16 Digit Beneficiary ID
For example if your Beneficiary ID is 12***** then your user ID is 12*****

c) For Members holding shares in Physical Form.

EVEN Number followed by Folio Number registered with the company
For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

3. Select "EVEN" of company for which you wish to cast your vote.

4. Now you are ready for e-Voting as the Voting page opens.

5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

6. Upon confirmation, the message "Vote cast successfully" will be displayed.

7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to navneet@lexempres.com with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nSDL.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in
- VI. 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).
- VII. 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, 2018.
- VIII. 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, 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or beetalra@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.
- IX. 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.
- X. 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.
- XI. 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.
- XII. 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.
- XIII. 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.

By order of the Board

Place: New Delhi
Date: 24-08-2018

Sd/-
SAMEER GOEL
Managing Director
DIN No. : 00161786

Corp Off: 974,9th Floor, Aggarwal Millenium
Tower-2, Netaji Subhash Place,
New Delhi-110034

Laurel Organics Ltd.

ROUTE MAP FOR THE VENUE OF THE ANNUAL GENERAL MEETING :
(In terms of requirement of the Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India).



Laurel Organics Ltd.

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 25th Annual General Meeting of the Company to be held on **Friday, the 28th day of September, 2018 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, 2018 along with the Directors' and Auditors' Report thereon.		
2.	Appointment of Director in place of Mr. Sachin Goel (DIN: 00161762), who retires by rotation and, being eligible, offers himself for re-appointment.		
3.	Ratification of appointment of M/s Singhi & Co., Chartered Accountants as Statutory Auditor of the Company.		
4.	To approve variation in the remuneration of Mr. Sameer Goel, Managing Director of the company		
5.	To approve the remuneration of Cost auditor M/s Mahesh Singh & Co, Cost Accountants for Financial Year 2018-19		

Affix One
Rupee
Revenue
Stamp

Signed on this.....day of2018.

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 Ltd.

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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

25th ANNUAL GENERAL MEETING
Friday, 28th September, 2018 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 25th Annual General Meeting of the Company at Village Bhondsi, Tehsil Sohna, Distt. Gurgaon, Haryana-122102 on Friday, 28th September, 2018.

.....

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.