



# Laurel Organics Ltd.

Regd. Office/Works : Village Bhondsi, Tehsil Sohna, Distt. Gurgaon-122102(Hr)  
Telephone : 91 (0124) 2979015  
E-mail : laurelorganicslimited@gmail.com, Web : www.laurel.co.in  
CIN NO. : L24239HR1993PLC032120

Ref: Laurel/Sec/2017-18/094

December 04, 2017

**The Secretary**  
**BSE Limited,**  
Mumbai  
New Trading Ring, 14th Floor,  
Rotunda Building, P.J.Towers,  
Dalal Street, Fort,  
**MUMBAI - 400 001**  
**Scrip Code: 530313**

**SUBJECT: SCRUTINIZER REPORT ON VOTING RESULT ON THE RESOLUTION PASSED BY EQUITY SHAREHOLDERS AT THE NCLT CONVENED MEETING HELD ON 26<sup>th</sup> NOVEMBER, 2017, THROUGH POSTAL BALLOT AND E-VOTING CONVENED AS PER THE ORDER OF HON'BLE NATIONAL COMPANY LAW TRIBUNAL, CHANDIGARH BENCH ON PROPOSED SCHEME OF ARRANGEMENT FOR AMALGAMATION OF KIMIA BIOSCIENCES LIMITED ('TRANSFEROR COMPANY') WITH LAUREL ORGANICS LIMITED ('TRANSFEREE COMPANY') UNDER SECTION 230 TO232 OF THE COMPANIES ACT, 2013.**

Dear Sir,

In compliance with the provisions of Section 230 to 232 read with Rule 7 of the Companies (Compromise, Arrangements and Amalgamations) Rules, 2016 and SEBI Circular No. CIR/CFD/CMD/16/2015 dated 30th November 2015 and as per the Order / direction of Hon'ble NCLT on the proposed Scheme of Arrangement for Amalgamation of Kimia Biosciences Limited (referred to as Transferor Company) with Laurel Organics Limited (referred to as Transferee Company), please find attached Scrutinizer's Report dated 29<sup>th</sup> November, 2017 on voting results through Postal Ballot, E-voting and Poll at the NCLT Convened Meeting of Equity Shareholders held on 26<sup>th</sup> November, 2017 at the Registered office of the company at Village Bhondsi, Tehsil Sohna, District Gurgaon, Haryana-122102, and request you to put the same on your website.

Further, the scrutinizer report along with Chairman Report has been filled by the chairperson of the said meeting before National Company Law Tribunal on 4<sup>th</sup> December, 2017 and subsequently we have also received the copy of scrutinizer report for our record and filling with Stock Exchange.

Kindly take the same in your records.

Thanking you,

Yours faithfully,

For **Laurel Organics Limited**

**SAMEER GOEL**  
**MANAGING DIRECTOR**



**TODAY'S AGENDA-QUALITY**

Annexure C

VIKAS GARG  
B.COM., F.C.S., LLB

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SCO 32-35, First Floor, Sector 8-C,  
Chandigarh - 160018

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(M) 94173-50437, (O) 4635839, e-mail :vgargcs@gmail.com  
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Ref. No. \_\_\_\_\_

Dated: 29/11/2017

**FORM No. MGT-13**  
**REPORT OF SCRUTINIZER**

*[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]*

To,

The Chairman  
Hon'ble NCLT Convened Meeting of the  
Equity shareholders of  
**LAUREL ORGANICS LIMITED**  
GURGAON, HARYANA

**SUB.: SCRUTINIZER'S REPORT ON HON'BLE TRIBUNAL CONVENED MEETING OF EQUITY SHAREHOLDERS OF LAUREL ORGANICS LIMITED FOR APPROVAL OF THE SCHEME OF ARRANGEMENT FOR AMALGAMATION OF KIMIA BIOSCIENCES LIMITED (TRANSFEROR COMPANY) WITH LAUREL ORGANICS LIMITED (TRANSFEREE COMPANY)**

Dear Sirs,

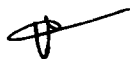
This refers the Order passed by the Hon'ble National Company Law Tribunal, Chandigarh Bench in the Company Application C.A.(CAA) No. 15/Chd/Hry/2017 dated 26<sup>th</sup> September, 2017 issued on 11<sup>th</sup> October, 2017("Order") whereby the Hon'ble NCLT Chandigarh Bench appointed the undersigned (Vikas Garg), Advocate (M.No.P/3849/2016) as the Scrutinizer in respect of the meeting of Equity Shareholders of **LAUREL ORGANICS LIMITED** for seeking their approval regarding the Scheme of Amalgamation of Kimia Biosciences Limited with Laurel Organics Limited under the provisions of Section 230 to 232 of the Companies Act, 2013 read with Companies (Compromises, Arrangements, and Amalgamations), Rules, 2016 and other applicable provisions of the Companies Act 2013.



I, Vikas Garg, Advocate having my office at SCO 32-35, First Floor, Sector 8-C, Chandigarh, appointed as Scrutinizer as aforesaid, for the purpose of the Voting by electronic means, postal ballot and by poll taken on the below mentioned resolution, at the Tribunal convened Meeting of the Equity Shareholders of **LAUREL ORGANICS LIMITED** scheduled to be held on Sunday, the 26<sup>th</sup> day of November, 2017 at 2.30 P.M. but which was adjourned for 30 minutes for want of quorum as per order of Hon'ble NCLT and the Adjourned meeting held at 3.00 P.M. on the same day, date and same place i.e. Village-Bhondsi, Tehsil - Sohna, Gurgaon, Haryana - 122102, hereby submit my report as under:

1. The Applicant No. 2 Company (**LAUREL ORGANICS LIMITED**) in compliance of the aforesaid Order and as well of the provisions of the Companies Act, 2013, issued notices via Courier, Registered Post, Speed post and electronically by email to all its Equity Shareholders for convening their meeting on Sunday, the 26<sup>th</sup> day of November, 2017 at 2.30 P.M. for seeking their consent regarding passing the following Resolution as contained in the Notice convening the meeting:

"RESOLVED THAT pursuant to the provisions of Sections 230 - 232 and other applicable provisions of the Companies Act, 2013, the rules, circulars and notifications made thereunder (including any statutory modification or re-enactment thereof) as may be applicable, the Securities and Exchange Board of India Circular No. CIR/CFD/CMD/16/2015 dated 30th November 2015, the "No Adverse Observation" letter issued by the BSE Limited dated 23rd January, 2017 and subject to the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of Hon'ble National Company Law Tribunal, Bench at Chandigarh ("NCLT") or its appellate authority(ies)/ Court(s) and subject to such other approval(s), permission(s) and sanction(s) of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the arrangement embodied in the Scheme of Arrangement for amalgamation of Kimia Biosciences Limited (hereinafter referred as Transferor Company) with Laurel Organics Limited (hereinafter referred as Transferee Company) and their respective shareholders and creditors ("Scheme") placed before this meeting and initialed by the Chairman of the meeting for the purpose of identification, be and is hereby approved.



RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in 5 the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the NCLT while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and/ or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper."

**2. CONFIRMATION REGARDING DISPATCH OF NOTICES:**

The undersigned confirmed from the records of the Applicant Company No. 2 that:

- a. The Applicant Company had sent the Notices of the said meeting to all its Equity Shareholders, whose names appeared in the Register of Members on record date fixed by the Hon'ble NCLT i.e. 20<sup>th</sup> October, 2017, as maintained by the Company and kept at the venue of the meeting as indicated in Para 1.
- b. The Joint Advertisement with respect to Notice of the said Meeting was published in (i) Indian Express (Delhi NCR Edition) in the English language; and (ii) translation thereof in Hindi in Jansatta(Delhi NCR Edition) in compliance of the directions of this Hon'ble Tribunal.
- c. The advertisement/notice of the meeting was also posted on the website of the Transferee Company in compliance of the provisions of Companies Act, 2013 and rules made thereunder.
- d. The advertisement/notice of the meeting was also sent to SEBI for posting at their web-site and was also posted on the websites of the Bombay Stock Exchange where the Equity Shares of the Transferee Company are listed.
- e. The Company has appointed National Security Depository Limited (NSDL) as the Service Provider for providing the facility of remote e-voting to Shareholders of the Company from 27<sup>th</sup> October, 2017 (09:00 a.m.) to 25<sup>th</sup> November, 2017 (5:00 p.m.).



**3. REPORT IN RESPECT OF THE MATTERS BEFORE THE COMMENCEMENT OF THE MEETING:**

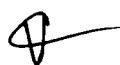
The undersigned Scrutinizer checked and verified the following documents:

- i) The Proxy Register and its closure on 48 hrs before the meeting.
- ii) The Register of Members maintained by the company under Section 88 of the Companies Act, 2013.
- iii) The Despatch Register and proof of sending notices through e-mail.
- iv) The Attendance Register.
- v) Proof of identity of the members and proxies such as PAN card, Pass-port/ Aadhaar Cards/Driving licence etc. which were verified and initialled by the undersigned for the purpose of identification. All such documents were retained by the undersigned.

After completion of the above process, the undersigned by putting his signatures on the Polling/Ballot papers in Form MGT-12 as per Companies (Management & Administration) Rules, 2014, for the purpose of identification and also after numbering them handed over to all the Shareholders and Proxy Holders, who had marked their attendance in the Attendance Register and then allowed them to enter the meeting hall.

**4. REPORT IN RESPECT OF THE MATTERS AFTER COMMENCEMENT OF THE MEETING AND VOTING ON POLL:**

- i. The undersigned confirmed to the Chairperson that requisite quorum was not present at the scheduled time of meeting i.e. 2.30 p.m as mentioned in the Order dated 11.10.2017 under Para No. 36 (B) (a) i.e. 300 Equity Shareholders personally present or minimum 25% of the share value in terms of total issued equity share capital, whichever is higher. Thereupon, The Chairperson adjourned the meeting for 30 minutes.
- ii. At the Adjourned meeting at 3.00 P.M, the undersigned confirmed to the Chairperson that as per the order of the Hon'ble National Company Law Tribunal, Chandigarh the persons present and voting shall be deemed to constitute the quorum accordingly quorum was present and meeting was called in order.
- iii. At the said Tribunal convened Adjourned Meeting held at 3.00 PM on the same date and venue, the Chairperson announced a Poll taking into the account the provisions of Law as well as clarification issued by the Ministry of Corporate Affairs vide Circular No.20/2014 dated 17.06.2014. After the Chairperson ordered the voting on poll, the undersigned demonstrated the Ballot Box in the presence of voters, who unanimously confirmed that the Ballot Box is empty. The undersigned then locked the Ballot Box in the presence of the Members, who were present in the meeting hall.



- iv. Thereafter, the undersigned asked all members to cast their votes. The Members then cast their votes one by one. Once the voting by all the Members was completed, the undersigned after obtaining permission of the Chairperson un-locked the ballot box in the presence of following two witnesses: (i) Sh. Suman Kumar Jha son of Sh. Vimal Kant Jha resident of III-F, 738, 2<sup>nd</sup> Floor, Ghaziabad, Vaishali, Sector - 3, Pin code - 201010 (ii) Sh. Afnaan Siddiqui son of Sh. N.I.H Siddiqui resident of 222/3, Govindpuri, Kalkaji. The undersigned then checked and verified that Ballot Papers put in Ballot Box by the voters were only those which were signed and numbered by the undersigned.
- v. On 26<sup>th</sup> November, 2017 after counting of the votes cast by equity shareholders at the venue of Meeting, the votes cast through remote e-voting facility was duly unblocked by me at about 3:05 P.M as a Scrutinizer in the presence of two witnesses, namely, (i) Sh. Suman Kumar Jha son of Sh. Vimal Kant Jha resident of III-F, 738, 2<sup>nd</sup> Floor, Ghaziabad, Vaishali, Sector - 3, Pin code - 201010 (ii) Sh. Afnaan Siddiqui son of Sh. N.I.H Siddiqui resident of 222/3, Govindpuri, Kalkaji who acted as the witnesses.
- vi. A register has been maintained electronically to record the assent or dissent received in respect of Postal Ballot received by me upto 25<sup>th</sup> November, 2017 upto 5.00 P.M., E-Voting and Poll mentioning the particulars of name, folio number / Client ID of the shareholders, number of shares held by them, nominal value of such shares. As there were no shares with differential voting rights, the question of maintaining the list of shares with differential voting rights did not arise.

Thereafter, all the ballot papers were placed before the Chairperson and Alternate Chairperson who also initialled the same for the purpose of their identification. The undersigned then conducted the scrutiny. Based on such scrutiny the undersigned reported as follows:

**DETAILS OF VOTES POLLED:**

**(a) The result of the Postal Ballot, E-voting and by Poll at the meeting are given as an Annexure - I**

5. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.



(b) The Summary of the results in terms of number of votes (shares) cast 'For' and 'Against' by Postal Ballot, E-Voting and by Poll at meeting out of Total number of votes (shares) through valid votes are given as under:

(a) The Result of the Postal Ballot / Poll and E-voting are as under:

Resolution No.	No. of Members who cast their Votes either by Postal Ballot/ e-voting and Poll in the meeting			No. of Valid Poll Papers			No. of Invalid Poll Papers				
	Postal Ballot	Poll	Total	Postal Ballot	Poll	E-Voting	Postal Ballot	Poll	E-Voting	Total	
1	1	11	7	19	0	10	7	17	1	1	0

(b) The Summary of the results in terms of number of votes (shares) cast 'For' and 'Against' out of Total number of votes (Shares) through valid votes is given below :

Resolution No.	No. of Votes (Shares) cast 'For' through valid votes			No. of Votes (Shares) cast 'Against' through valid votes			Total No. of Votes (Shares) cast through valid votes	Assent % (FOR)	Dissent % (AGAINST)	Resolution Passed / Not Passed		
	Postal Ballot	Poll	Total	Postal Ballot	Poll	E-Voting						
1	0	49200	3742700	3791900	0	0	200	200	3791900	99.99%	0.01%	PASSED

**IN CASE OF PUBLIC SHAREHOLDING**

(a) The Result of the Postal Ballot / Poll and E-voting are as Under :

Resolution No.	No. of Members who cast their Votes either by Postal Ballot/ e-voting and Poll in the meeting			No. of Valid Poll Papers			No. of Invalid Poll Papers				
	Postal Ballot	Poll	Total	Postal Ballot	Poll	E-Voting	Postal Ballot	Poll	E-Voting	Total	
1	1	11	6	18	0	10	6	16	1	1	0

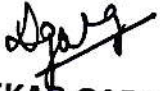
(B) The Summary of the results in terms of number of votes (shares) cast 'FOR' and 'AGAINST' out of Total number of votes (Shares) through valid votes of Public is given below :

Resolution No.	No. of Votes (Shares) cast 'For' through valid votes			No. of Votes (Shares) cast 'Against' through valid votes			Total No. of Votes (Shares) cast through valid votes	Assent % (FOR)	Dissent % (AGAINST)	Resolution Passed / Not Passed		
	Postal Ballot	Poll	Total	Postal Ballot	Poll	E-Voting						
1	0	49200	14600	63800	0	0	200	200	63600	99.69%	0.31%	PASSED

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6. The Register of Proxies, Proxy Forms, Attendance Registers, Attendance Slips, poll papers, and all other documents, registers and relevant records will be submitted in NCLT Chandigarh of the Company in a sealed cover against proper receipt, for safe custody and preservation, after the approval and signing of the minutes of the NCLT convened meeting by the Chairperson.

Thanking you,  
Yours Truly,



**(VIKAS GARG)**  
ADVOCATE

Scrutinizer Appointed by the Hon'ble Tribunal  
M.No.P/3849/2016

