

**PUBLIC ANNOUNCEMENT UNDER REGULATION 15 (1) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 (“SEBI (SAST) REGULATIONS, 2011”)**

OPEN OFFER FOR ACQUISITION OF 1,920,100 EQUITY SHARES FROM SHAREHOLDERS OF **M/S. LAUREL ORGANICS LIMITED** (HEREINAFTER REFERRED AS “**TARGET COMPANY**”) HAVING ITS REGISTERED OFFICE AT VILLAGE BHONDSI, TEHSIL SOHNA , GURGAON, HARYANA – 122102; TEL: 0124-2267351, 0124-2267352; AND FAX: 0124-2267353, BY **M/S. KIMIA BIOSCIENCES PRIVATE LIMITED**, A COMPANY REGISTERED UNDER THE COMPANIES ACT, 1956 HAVING ITS REGISTERED OFFICE AT C-52, ROHIT KUNJ, PITAMPURA, DELHI – 110034 (HEREINAFTER REFERRED AS “**ACQUIRER**”) PURSUANT TO AND IN ACCORDANCE WITH REGULATION 3(1) AND REGULATION 4 OF SEBI (SAST) REGULATIONS, 2011.

**This Public Announcement (“PA” / “Public Announcement”) is being issued by Corporate Professionals Capital Private Limited (“Manager to the Offer”) for and on behalf of the Acquirer to the Equity Shareholders of the Target Company (“Shareholders”) pursuant to, and in compliance with, amongst others, Regulation 3(1) and Regulation 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto (“SEBI (SAST) Regulations”).**

**1. OFFER DETAILS**

- **Size:** 1,920,100 (Nineteen Lacs Twenty Thousand One Hundred) Equity Shares constituting 26.00% of the present issued subscribed and paid-up equity share capital of the Target Company.
- **Price/ consideration:** Rs. 3.00/- (Rupees Three Only) for each Equity Share of the Target Company.
- **Mode of payment (cash/ security):** Cash
- **Type of offer (Triggered offer, voluntary offer/ competing offer etc):** Triggered Offer

## 2. TRANSACTION WHICH HAS TRIGGERED THE OPEN OFFER OBLIGATIONS (UNDERLYING TRANSACTION)

DETAILS OF UNDERLYING TRANSACTION						
Type of Transaction (Direct/ Indirect)	Mode of Transaction (Agreement/ Allotment/ market purchase)	Shares / Voting rights acquired/ proposed to be acquired		Total Consideration for shares/ Voting Rights (VR) acquired (Rs. In Lacs)	Mode of payment (Cash/ securities)	Regulation which has triggered
		Number	% vis a vis total Equity/ voting capital			
Direct	Share Purchase Agreement dated October 30, 2015	3,629,500	49.15	Rs. 108.88	Cash	Regulation 3(1) and 4 of SEBI (SAST) Regulations, 2011

## 3. ACQUIRER

Details	Acquirer	Total
Name of Acquirer	M/s. Kimia Biosciences Private Limited	NA
Address	C-52, Rohit Kunj, Pitampura, Delhi- 110034	NA
Name(s) of persons in control /promoters of Acquirer	Mr. Sameer Goel	NA
Name of the Group, if any, to which the Acquirer company belongs to	N.A.	NA
Pre Transaction shareholding • Number	Nil	Nil

• % of total share capital		
Proposed shareholding (*) after the acquisition of shares which triggered the Open Offer	3,629,500 Equity Shares 49.15% of the paid-up share capital of the Target Company.	3,629,500 Equity Shares 49.15% of the paid-up share capital of the Target Company.
Any other interest in the TC	Acquirer is into the same line of business as of the Target Company. Acquirer has extended certain amount of secured loan and unsecured loan to the Target Company and for last one year the Acquirer is in business relationship with the Target Company. Besides these transactions there is no other interest of the Acquirer in the Target Company.	

#### 4. DETAILS OF SELLING SHAREHOLDERS:

Name	Part of Promoter/promoter group (Yes/ No)	Details of shares/ voting rights held by the selling shareholders			
		Pre Transaction		Post Transaction	
		Number	%	Number	%
Mr. Kumar Sahay Varma	Yes	3,010,600	40.77	Nil	NA
Mrs. Vandana Varma	Yes	10,500	0.14	Nil	NA
M/s. Bijwasan Agro Limited	Yes	508,400	6.88	Nil	NA
M/s. Agora Agro Private Limited	Yes	100,000	1.35	Nil	NA
<b>Total</b>		<b>3,629,500</b>	<b>49.15</b>	<b>Nil</b>	<b>NA</b>

#### 5. TARGET COMPANY

<b>Name</b>	:	LAUREL ORGANICS LIMITED
<b>CIN</b>	:	L24239HR1993PLC032120
<b>Exchange where listed</b>	:	BSE Limited

*Note: At present, trading in shares of Target Company is suspended.*

## 6. OTHER DETAILS

- The Detailed Public Statement pursuant to this Public Announcement and which carries all such other information of the offer including the detailed information on the offer price, detailed information on the Acquirer, detailed information on the Target Company, detailed reasons for the offer, statutory approvals for the offer, delisting option, details of financial arrangement, other terms of the offer, conditions to the offer etc. shall be published in all editions of any one English national daily newspaper with wide circulation, any one Hindi national daily newspaper with wide circulation and any one Marathi national daily newspaper with wide circulation. The Detailed Public Statement shall be published on or before Friday, November 06, 2015.
- The Acquirer undertakes that it is aware of and shall comply with all obligations under the SEBI (SAST) Regulations, 2011.
- The Acquirer has adequate resources and has made firm financial arrangements for financing the acquisition of the Equity Shares under the Offer, in terms of Regulation 25(1) of the SEBI (SAST) Regulations, 2011.

### ISSUED ON BEHALF OF ACQUIRER BY MANAGER TO THE OFFER



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**SEBI Regn. No:** INM000011435

**On Behalf Of Acquirer:**

**Kimia Biosciences Private Limited**

**Place:** New Delhi

**Date:** October 30, 2015