



formerly known as Laxmi Dental Export Private Limited

Registered Office: 103, Akruiti Arcade, Opposite A H Wadia High School, Near Azad Nagar Metro Station, Andheri (West), Mumbai –400058.

Tel: 022 61437991 | **Email:** info@laxmidentalimited.com | **Website:** www.laxmidentalimited.com

CIN No: L51507MH2004PLC147394 | **GST No:** 27AABCL0001A1ZL

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

NOTICE is hereby given that pursuant to and in compliance with the provisions of Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the **Act**”), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the **Rules**”), Regulation 44 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”), read with the General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 22/2020 dated 15th June, 2020, General Circular No. 33/2020 dated 28th September, 2020, General Circular No. 39/2020 dated 31st December, 2020, General Circular No. 10/2021 dated 23rd June, 2021, General Circular No. 20/2021 dated 8th December, 2021, General Circular No. 3/2022 dated 5th May, 2022, General Circular No. 11/2022 dated 28th December, 2022, General Circular No. 09/2023 dated 25th September 2023 and General Circular No. 09/2024 dated 19th September, 2024 and other relevant Circulars, if any, issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as “**MCA Circulars**”), and the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (“**SS-2**”) and any other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolution appended below is proposed to be passed by the Members of Laxmi Dental Limited (“the **Company**”), through Postal Ballot, only by remote electronic voting (“**e-Voting**”).

An explanatory statement pursuant to Sections 102 and other applicable provisions, if any, of the Act, setting out the material facts concerning the said resolution and instructions for remote e-voting are annexed to this Notice.

The Company has engaged the services of M/s MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited), (“**MUFG**”), Registrar and Share Transfer Agent of the Company as the agency to provide e-voting facility.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice indicating, inter alia, the process and manner of remote e-voting, is being sent only through electronic mode to the members whose names appear on the Register of Members / List of Beneficial Owners as on **Friday, April 11, 2025 (“cut-off date”)** received from the Depositories and whose e-mail address are registered with the Company /RTA/ Depositories/Depositories Participants. Accordingly, physical copy of the Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members and no physical



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ballot forms will be accepted.

The Board of Directors of the Company have appointed Mr. Muffaddal Jawadwala proprietor of M/s. M Jawadwala & Co. Practicing Company Secretaries, Mumbai (Membership No. A30840/Certificate of Practice No.: 16191), to act as the Scrutinizer, for conducting the Postal Ballot through e-voting process in a fair and transparent manner.

Remote e-voting period shall commence on Friday, April, 18, 2025 from 9.00 a.m. (IST) and ends on Saturday, May 17, 2025 at 5.00 p.m. (IST) (both days inclusive). Members are requested to carefully read the instructions while expressing their assent or dissent and cast vote via remote e-voting by not later than the close of working hours at 5:00 p.m. (IST) on Saturday, May 17, 2025. The e-voting facility will be disabled by MUFG immediately after 5.00 p.m. IST on Saturday, May 17, 2025.

After completion of scrutiny of the votes, the Scrutinizer will submit his report to the Chairperson of the Company or any other person authorized by the Chairperson. The results of the Postal Ballot shall be announced on or before Tuesday, May 20, 2025. The said results along with the Scrutinizer's Report shall be placed on the Company's website: www.laxmidentallimited.com and on the website of RTA <https://instavote.linkintime.co.in> immediately. The Company shall simultaneously forward the results to Bombay Stock Exchange Limited and National Stock Exchange of India Limited, where the shares of the Company are listed. The resolution, if approved, shall be deemed to have been passed on the last date of remote e-voting i.e. Saturday, May 17, 2025.



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SPECIAL BUSINESS:

1. Ratification of Employee Stock Option Scheme 2024 of Laxmi Dental Limited.:

To consider and if thought fit, to pass with or without modification(s) the following resolutions as a **Special Resolution:**

“RESOLVED THAT pursuant to applicable provisions of Section 62(1)(b) of the Companies Act, 2013 (“Act”), Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, and other applicable provisions of the Act and SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI (SBEB & SE) Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the applicable provisions of the Foreign Exchange Management Act, 1999, if any, the Securities and Exchange Board of India (“SEBI”), the BSE Limited and National Stock Exchange of India Limited (“Stock Exchanges”) where the equity shares of the Company are listed and such other laws, rules and regulations (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) as may be applicable (“Applicable Laws”), the relevant provisions of the Memorandum of Association and Articles of Association of Laxmi Dental Limited (“Company”) and further subject to such other approvals, consents, permissions and sanctions as may be necessary from the appropriate authorities or bodies and subject to such conditions and modifications as may be prescribed or imposed by the relevant authorities, Employee Stock Option Scheme 2024 (“ESOP 2024”) of the Company as originally formulated and approved by the Board of Directors as well as Shareholders as on August 09, 2024 and August 16, 2024 respectively, prior to the listing of equity shares of the Company on BSE Limited and National Stock Exchange of India Limited consequent to the Initial Public Offer (“IPO”) by the Company, be and is hereby ratified and approved within the meaning of Regulation 12 of SEBI (SBEB & SE) Regulations, as detailed in the explanatory statement annexed hereto, along with the consent accorded to the Board of Directors of the Company (“Board” which expression shall also include the Nomination and Remuneration Committee of the Company, which also acts as the Compensation Committee, or any other Committee constituted/to be constituted by the Board in line with the Regulation 5 of SEBI (SBEB & SE) Regulations), being authorized to create, offer, issue, re-issue, grant and allot employee stock options (“ESOPs”) at any time to eligible employees under the ESOP 2024, and to issue fresh options or re-issue options that may have lapsed/cancelled/surrendered (including options which may lapse in future) already granted under the ESOP 2024 prior to the initial public offer of the Company to the eligible employees on such terms and conditions as provided in the ESOP 2024 and as may be fixed or determined by the Board in accordance with the Act and other Applicable Laws.

RESOLVED FURTHER THAT the authority of the Board of Directors of the Company (“Board” which expression shall also include the Nomination and Remuneration Committee of the Company, which also acts as the Compensation Committee, or any other Committee constituted/to be constituted by the Board in



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line with the SEBI (SBEB & SE) Regulations) to create, offer, grant, issue, re-issue and allot up to 5,00,000 (Five Lakhs) employee stock options (“ESOPs”), exercisable into 5,00,000 (Five Lakhs) equity shares of face value of Rs. 2/- (Rupees Two Only) each of the Company, at such price, in one or more tranches, from time to time, to the eligible employees of the Company, whether working in India or out of India, present or future, as may be decided by the Board and permitted under the SEBI (SBEB & SE) Regulations, with each option giving a right, but not an obligation, to the Eligible Employees and that the grant of options, vesting and exercise thereof shall be in and on such terms and conditions, as may be determined by the Board in accordance with the provisions of the Scheme, the accounting policies, SEBI (SBEB & SE) Regulations and in due compliance with the applicable laws and regulations in force, be and is hereby ratified and approved.

RESOLVED FURTHER THAT the authority granted to the Board of Directors of the Company (“Board” which expression shall also include the Nomination and Remuneration Committee of the Company, which also acts as the Compensation Committee, or any other Committee constituted/to be constituted by the Board in line with the SEBI (SBEB & SE) Regulations) to grant ESOPs be and is hereby ratified.

RESOLVED FURTHER THAT the Nomination & Remuneration Committee and / or the Board of the Company be and is hereby authorized to facilitate the allotment of equity shares upon exercise of options from time to time in accordance with the ESOP 2024 and the shares so issued shall rank pari passu in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT for the purpose of effectuating the above resolutions, the Board / Committee be and is hereby authorized on behalf of the Company, to implement, formulate, evolve, decide upon and bring in to effect the ESOP 2024 and modifications, changes, variations, alterations, or revisions in the said Scheme from time to time or to suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory authority and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit or necessary or desirable for such purpose including taking all the necessary steps for listing of the equity shares allotted on the Stock Exchanges as per the terms and conditions of the listing agreement with the concerned Stock Exchanges, as and when required and with power on behalf of the Company to settle any questions, difficulties, or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, split or consolidation of equity shares, merger/ amalgamation, or sale of division/ undertaking or other reorganization etc., requisite adjustments (which may include adjustments to the number of options in ESOP 2024) shall be appropriately made, in a fair and reasonable manner in accordance with ESOP 2024.



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RESOLVED FURTHER THAT authority granted to any Director, Chief Financial Officer and Company Secretary & Compliance Officer of the Company jointly or severally to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to these resolutions, be and is hereby ratified.

RESOLVED FURTHER THAT any Director, Chief Financial Officer and Company Secretary & Compliance Officer of the Company be jointly or severally are hereby authorized to certify a copy of this resolution and issue the same to all concerned parties”.

**By Order of the Board of Directors
For Laxmi Dental Ltd**

**Sd/-
Nupur Joshi
Company Secretary & Compliance Officer
Membership No.: A43768**

**Place: Mumbai
Date: April 16, 2025**

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NOTES:

1. The Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 (“the Act”) read with the applicable Rules made thereunder setting out the material facts is annexed hereto and forms part of this Postal Ballot Notice.
2. In compliance with MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to all the Members, whose names appear in the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on **Friday, April 11, 2025 (“cut-off date”)** and is being sent to all those Members whose e-mail address is registered with the Company or the Depository Participant(s).
3. All the Members of the Company as on the cut-off date (including those Members who may not have received this Postal Ballot Notice due to non-registration of the email address with the Company / Depositories), shall be entitled to vote in relation to the resolutions specified in this Postal Ballot Notice.
4. Pursuant to Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolution electronically. The Company has engaged the services of MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited), Registrar and Share Transfer Agent (“MUFG” / “RTA”), the agency to provide e-voting facility. Members are requested to read carefully the instructions for e-voting that are provided as part of this Postal Ballot Notice before casting their vote.
5. A copy of this Postal Ballot Notice shall also be available on the Company’s website at www.laxmidentallimited.com, on the websites of the Stock Exchanges i.e. BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) at www.bseindia.com and www.nseindia.com respectively, and on the website of RTA at <https://instavote.linkintime.co.in>
6. The dispatch of the Postal Ballot Notice and the Explanatory Statement shall be announced through an advertisement in at least 1 (one) English newspaper and at least 1 (one) Marathi newspaper, each with wide circulation in the district, where the Registered Office of the Company is situated, and also be published on the Company’s website at www.laxmidentallimited.com.
7. The voting rights of Members shall be in proportion to their shares in the total paid-up

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equity share capital of the Company, as on the cut-off date. Any person who is not a member as on the cut-off date should treat this notice for information purpose only.

8. A member cannot exercise his/her vote through proxy on postal ballot. However, corporate, and institutional members shall be entitled to vote through their authorized representatives. Corporate and institutional members are requested to provide a proof of authorization (board resolution / authority letter / power attorney, etc.) in favour of their authorized representatives to the scrutinizer through e-mail to company_secretary@mjawadwala.com (mail id of Scrutinizer) with a copy marked to co.sec@laxmidentallimited.com.
9. Resolutions, if approved, by the Members through Postal Ballot shall be deemed to have been passed on the last date of remote e-voting i.e. Saturday, May 17, 2025.
10. All the documents referred to in this Postal Ballot Notice and Explanatory Statement shall be available for inspection through electronic mode until the last day of remote e-voting, basis the request being sent on co.sec@laxmidentallimited.com.
11. Resolutions passed by the members through postal ballot are deemed to have been passed as if they have been passed at a general meeting of the members.
12. In case of any queries, you may contact Ms. Nupur Joshi, Company Secretary & Compliance Officer at co.sec@laxmidentallimited.com.
13. **Voting through Electronic Means**
 - I. In compliance with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 in relation to e-voting facility provided by Listed Entities, the Company has provided the facility of remote e-voting to all Members, to enable them to cast their votes electronically. The Company has engaged the services of MUFG Intime India Private Limited (formerly known as Link Intime India Pvt Ltd), Registrar and Share Transfer Agent (“MUGF” / “RTA”) to provide remote e-voting facility to its Members.
 - II. The remote e-voting period commences on **Friday, April 18, 2025 from 9.00 a.m. (IST) and ends on Saturday, May 17, 2025 at 5.00 p.m. (IST)**. The remote e-voting module shall be disabled by RTA for voting thereafter. Once the vote on a resolution



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is cast by a Member, the same will not be allowed to change subsequently.

The instructions for Members for remote e-voting are as under:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

Item no. 1:

'Laxmi Dental Stock Option Scheme 2024' ("ESOP 2024"/ "Scheme") was approved and adopted by the Board on Friday, August 09 2024 and Members on Friday, August 16, 2024 by way of special resolution, to reward the employees for their association, retention, dedication and contribution to the goals of the Company. The Company intends to use this Scheme to attract, retain and motivate the key talents by way of rewarding their high performance and motivate them to contribute to the overall corporate growth and profitability. The Company views Options as a long- term incentive tool that would enable the Employees to not only become co-owners, but also to create wealth out of such ownership in future. The Scheme shall continue to be in force until (i) its termination by the shareholders as per provisions of Applicable Laws or in accordance with this Scheme, or (ii) the date on which all of the Options available for issuance under the Scheme have been issued and exercised, whichever is earlier.

The Nomination and Remuneration Committee shall administer the ESOP 2024 in accordance with the applicable laws.

In terms of Regulation 12(1) of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI (SBEB & SE) Regulations"), no Company is permitted to make any fresh grants which involves allotment or transfer of shares to its employees under an employee stock option scheme formulated prior to listing of its shares unless such scheme is in conformity with the SEBI (SBEB & SE) Regulations and is ratified by its members after the listing of the shares of the Company.

Considering that, the Company came out with Initial Public Offering of its Equity shares by way of Fresh issue and Offer for Sale and the equity shares are listed at BSE Limited and the National Stock Exchange of India Limited with effect from Monday, January 20, 2025, the Company's ESOP 2024 is required to be ratified and the approval of the Members is being sought for ratification of the ESOP 2024 and the issue of employee stock Options ("ESOPs") to the eligible employees as may be determined by the Nomination and Remuneration Committee in accordance with the ESOP 2024.

The Board of Directors ("Board") of the Company through circular resolution passed on Friday, April 11, 2025 approved and recommended to the shareholders of the Company, ratification of the ESOP 2024 and the grant of options to the eligible employees of the Company.

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The proposed Scheme is in compliance with Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, and the SEBI (SBEB & SE) Regulations read with circulars, if any, issued thereunder to the extent applicable and the particulars are provided as under:

Particulars as required under Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of Companies (Share Capital and Debentures) Rules, 2014:

Brief description of the 'Laxmi Dental Stock Option Scheme 2024' ("ESOP 2024"/ "Scheme"):

The Scheme provides for grant of employee stock options ("Options") to the eligible employees including directors (collectively referred to as "employees") of the Company, as may be permissible under the Companies Act and the SBEB Regulations.

Upon vesting of Options, the eligible employees earn a right (but not obligation) to exercise the vested Options within the exercise period and obtain equity shares of the Company which shall be allotted by the company subject to receipt of exercise price and satisfaction of any tax obligation arising thereon.

The Nomination and Remuneration Committee ("Committee") of the Company shall administer and supervise the Scheme. All questions of interpretation of the Scheme shall be determined by the Committee as per terms of the Scheme and applicable laws.

a) **Total number of Options to be granted:**

A total of **5,00,000 (Five Lakhs) Options** would be available for being granted to the eligible employees of the Company under the Scheme. Each Option when exercised would be converted into one equity share of face value of **₹ 2/- (Rupees Two Only)** each fully paid-up.

Options expire, lapses or becomes un-exercisable due to any reason, shall be bought back to the Options pool and shall become available for future Grants, subject to compliance with the provisions of the Applicable Laws.

The procedure for making a fair and reasonable adjustment to the number of Option and/or to the Exercise Price in case of corporate actions such as rights issues, bonus issues, merger, sale of division and others. In this regard following shall be taken into consideration by the Board:

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- (i) the number and the Exercise Price of Option shall be adjusted in a manner such that total value of the Option remains the same before and after such corporate action; and
- (ii) the Vesting Period and the life of the Option shall be left unaltered as far as possible to protect the rights of the Option Grantees.

b) Identification of classes of employees entitled to participate in the Scheme:

Post listing of equity shares of the Company in recognized stock exchange (BSE Limited and National Stock Exchange of India Limited):

“Employee” shall mean –

- (i) an employee as designated by the Company, who is exclusively working in India or outside India; or
- (ii) a director of the Company, whether a whole-time director or not, including a non-executive director who is not a Promoter or member of the Promoter Group, but excluding an independent director; or
- (iii) an employee as defined in sub clause (i) or (ii), of a Subsidiary in India or outside India,

but does not include-

- (i) an employee who is a Promoter or a person belonging to the Promoter Group; or
- (ii) a director who, either himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company.

c) Appraisal process for determining the eligibility of the employees to employee stock options:

Appraisal process for determining the eligibility of the Employees may include designation, period of service, performance linked parameters such as work performance and such other criteria as may be determined by the Board at its sole discretion, from time to time. In addition, the Nomination and Remuneration Committee may also specify performance criteria subject to which options would vest.

d) Requirements of vesting and period of vesting:

The Options granted shall vest so long as the employee continues to be in the

employment or service on the date of vesting and must neither be serving his notice of resignation nor termination of employment/ service on such date of vesting. The Committee may, at its discretion, lay down certain performance metrics on the achievement of which the granted Options would vest, the detailed terms and conditions relating to such performance-based vesting, and the proportion in which Options granted would vest (subject to the minimum and maximum vesting period as specified below).

The vesting period of Options granted shall vest in not earlier than 1 (one) year and not more than 4 (four) years from the date of grant of such Options. The exact proportion in which and the exact period over which the Options would vest would be determined by the Committee at the time of grant, subject to the minimum vesting period of one year from the date of grant of Options.

e) **The maximum period within which the Options shall be vested:**

The Options granted shall vest in not more than 4 (Four) years from the date of grant of such Options.

f) **The exercise price or pricing formula:**

The exercise price per Option shall be determined by the Board which in any case shall not be less than the face value of the share of the Company as on date of grant. The exercise price which shall be subject to conforming to the accounting policies specified in Regulation 15 of the SBEB Regulations.

g) **The exercise period and the process of exercise:**

a) **Exercise while in employment/ service:**

The Exercise Period in respect of a Vested Option shall be subject to a maximum period of 4 (Four) years commencing from the date of completion of Vesting Period. The specific Exercise Period shall be intimated to the Option Grantee in the Grant Letter at the time of Grant.

The Option Grantees can exercise all or part of the Vested Options within the Exercise Period.

b) **Exercise Period in case of separation from employment / service:**

The Options shall have treatment as under:



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S. No.	Events of Separation	Vested Options	Unvested Options
1	Resignation termination (other than due to Misconduct)	All the Vested Options as on date of submission of resignation / termination shall be exercisable by the Option Grantee on the last working day with the Company.	All the Unvested Options as on date of submission of resignation/ termination shall lapse and stand cancelled with effect from date such resignation/ termination.
2	Termination due to Misconduct	All the Vested Options at the time of such termination shall stand cancelled with effect from the date of such termination.	All the Unvested Options at the time of such termination shall lapse and stand cancelled with effect from the date of such termination.
3	Retirement	All the Vested Options as on date of Retirement shall be exercisable by the Option Grantee within 6 (Six) months from the date of Retirement.	All Unvested Options as on the date of Retirement would continue to vest in accordance with the original vesting schedules even after the Retirement unless otherwise determined by the Board in accordance with the Company's Policies, if any, and provisions of the then prevailing Applicable Law. Such aforesaid Vested Options can be exercised within a period of 6 (Six) months from the date of Retirement or Vesting, whichever is later.



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4	Death	All the Vested Options as on date of death of the Employee can be exercised by the Option Grantee's nominee or legal heirs within an Exercise Period of 12 (Twelve) months from the date of death.	All the Unvested Options as on date of death of the Employee shall vest immediately and such Vested Options may be exercised in the manner specified for Vested Options.
5	Permanent Incapacity	All the Vested Options as on date of incurring of such incapacity can be exercised within an Exercise Period of 12 (Twelve) months from the date of incurring such incapacity.	All the Unvested Options as on date incurring such incapacity shall vest immediately and such Vested Options may be exercised in the manner specified for Vested Options.
6	Other reasons apart from those mentioned above	The Board shall decide whether the Vested Options which are not exercised as on that date can be exercised by the Option Grantee or not, and such decision shall be final.	All the Unvested Options as on the date of separation shall lapse and stand cancelled with effect from such date unless otherwise required under Applicable Laws.

c) The Options shall be deemed to be exercised when an Option Grantee makes an application in writing to the Company or by any other means as decided by the Board, for the issue of Shares against the Options Vested in him, subject to payment of Exercise Price, applicable taxes and compliance of other requisite conditions of Exercise.

d) The Options not exercised within the prescribed Exercise Period shall lapse and the Option Grantee shall have no right over such lapsed or cancelled Options unless otherwise decided by the Board and/or Nomination and Remuneration Committee.

h) **Lock-in period:**

The Shares issued upon Exercise shall not be subject to any lock-in period restriction after such issue except as required under the Applicable Laws including that and after

Listing under the ICDR Regulations, or code of conduct framed, if any, by the Company, and under the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015.

i) **Maximum number of Options to be issued per employee and in aggregate:**

The maximum number of Options that may be granted to any Employee in any year and in aggregate shall not exceed **50,000 (Fifty Thousand)** of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of Grant.

Provided that if the number of Options that may be offered to eligible Employees in aggregate, during any one year, is equal to or more than 1% (one percent) of the issued capital (excluding outstanding warrants & conversions) of the Company at the time of Grant of Options, then the Company shall take prior approval from shareholders of the Company by way of a special resolution and as a consequence the provisions of this clause shall stand amended.

j) **Maximum quantum of benefits to be provided per Employee:**

Unless otherwise determined by the Nomination and Remuneration Committee, the maximum benefits underlying the equity shares acquired by employees pursuant to the exercise of the ESOPs will be the difference in the exercise price and the market price of the equity shares.

Apart from grant of Options as stated above, no monetary benefits are contemplated under the Scheme.

k) **Whether the Scheme is to be implemented and administered directly by the Company or through a trust:**

The Scheme shall be implemented and administered directly by the Company through the Board of directors (including Nomination and Remuneration Committee) of the Company. However, the Company may seek shareholders' approval in case of change of route of implementation is thought expedient in future.

l) **Whether the Scheme involves new issue of shares by the company or secondary acquisition by the trust or both:**

The Scheme contemplates new issue of shares by the Company (without trust route) and therefore there will not be any secondary acquisition.



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Tel: 022 61437991 | Email: info@laxmidentallimited.com | Website: www.laxmidentallimited.com

CIN No: L51507MH2004PLC147394 | GST No: 27AABCL0001A1ZL

- m) **The amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc.:**

Not Applicable

- n) **Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme(s):**

This is not relevant under the Scheme as the Scheme contemplates to use fresh shares to be issued by the Company (without trust route).

- o) **Method of option valuation:**

To calculate the employee compensation cost, the Company shall use the Fair Value Method for valuation of the Options granted as per prescribed under Ind-AS 102 or under any relevant accounting standard as notified by appropriate authorities from time to time.

- p) **Statement with regard to disclosure in Director's Report:**

As the Company is adopting Fair Value Method for valuation of the employee stock options, there is currently no requirement for disclosures in director's report. In case the Company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employees compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the director's report and the impact of this difference on profits and on earnings per share of the Company shall also be disclosed in the director's report.

- q) **The conditions under which Options vested in employees may lapse:**

The vested Options shall lapse in case of termination of employment due to misconduct or due to breach of Company policies or the terms of employment. Further, irrespective of employment status, in case vested Options are not exercised within the prescribed exercise period, then such vested Options shall lapse, unless otherwise decided by the Board and/or Nomination and Remuneration Committee, which shall immediately get added back to the Options pool.

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- r) **The specified time period within which the employee shall exercise the vested Options in the event of a proposed termination of employment or resignation or retirement of employee:**

In case of resignation / termination without misconduct, all the vested Options can be exercised by the employee on the last working day with the Company and all the unvested Options shall lapse and stand cancelled with effect from date such resignation/ termination. In case of retirement of an employee, all vested Options as on the date of retirement can be exercised by the Option grantee within 6 (Six) months from the date of Retirement, and all the unvested Options can be exercised within a period of 6 (Six) months from the date of retirement or vesting, whichever is later.

- s) **Terms & conditions for buyback, if any, of specified securities/ Options covered granted under the Scheme:**

Subject to the provisions of the then prevailing applicable laws, the Committee shall determine the procedure for buy-back of Options granted under the Scheme if to be undertaken at any time by the Company, and the applicable terms and conditions thereof, which shall also include:

- i. permissible sources of financing for buy-back;
- ii. any minimum financial thresholds to be maintained by the company as per its last financial statements; and
- iii. limits upon the quantum of specified securities that the Company may buy-back in a financial year.

- t) **Statement to the effect that the Company shall confirm to the accounting policies prescribed in Regulation 15:**

The Company shall comply with the accounting policies and disclosure requirements as prescribed under Regulation 15 of the SEBI (SBEB & SE) Regulations).

- u) **Certificate of Auditors**

The Board of Directors shall, at each Annual General Meeting, place before the Shareholders of the Company, a certificate from the Secretarial Auditors of the Company, certifying that this ESOP 2024 has been implemented in accordance with the SEBI (SBEB & SE) Regulations.



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The ESOP 2024 shall be available for inspection by the members electronically. Members seeking to inspect the same can send an email to co.sec@laxmidentallimited.com from their registered email addresses mentioning their names, folio numbers, DP ID and Client ID.

None of the Promoters, Directors or Key Managerial Personnel (as defined under the Act) and their immediate relatives are concerned or interested, financially or otherwise, except to the extent that the stock options may be granted to any of them pursuant to the ESOP 2024. The Board therefore recommends passing of the resolution as set out under Item No. 1 of this Notice for approval of the Members as Special Resolution.

Yours faithfully,
For Laxmi Dental Limited

Sd/-
Nupur Joshi
Company Secretary & Compliance Officer
Membership No.: A43768

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REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility

Shareholders who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “Login”.
- b) Enter User ID and Password. Click on “Login”
- c) After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- d) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for NSDL IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post successful registration, user will be provided with Login ID and password.
- d) After successful login, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

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METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL

- a) Visit URL: <https://www.evoting.nsdl.com>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
 - a) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
 - b) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 - Individual Shareholders registered with CDSL Easi/ Easiest facility

Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com.
- b) Click on New System Myeasi Tab
- c) Login with existing my easi username and password
- d) After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for CDSL Easi/ Easiest facility:

- a) To register, visit URL:
<https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/> /
<https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration/>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided username and password.
- d) After successful login, user able to see e-voting menu.

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- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of CDSL

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) After successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

- a) Visit URL: <https://instavote.linkintime.co.in>

Shareholders who have not registered for INSTAVOTE facility:

- b) Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details:

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CIN No: L51507MH2004PLC147394 | **GST No:** 27AABCL0001A1ZL

A. User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

B. PAN:

Enter your 10-digit Permanent Account Number (PAN)

(Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI:

Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number:

Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

**Shareholders holding shares in NSDL form, shall provide 'D' above*

***Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

- ❖ Set the password of your choice
(The password should contain minimum 8 characters, at least one special Character (!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
- ❖ Enter Image Verification (CAPTCHA) Code
- ❖ Click “Submit” (You have now registered on InstaVote).

Shareholders who have registered for INSTAVOTE facility:

c) Click on “**Login**” under ‘SHARE HOLDER’ tab.

- A. User ID: Enter your User ID
- B. Password: Enter your Password
- C. Enter Image Verification (CAPTCHA) Code
- D. Click “Submit”

d) Cast your vote electronically:

- A. After successful login, you will be able to see the “Notification for e-voting”.
- B. Select ‘View’ icon.

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- C. E-voting page will appear.
- D. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- E. After selecting the desired option i.e. Favour / Against, click on 'Submit'.
A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 - Custodian / Corporate Body/ Mutual Fund Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorized Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organization ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 - Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on "Investor Mapping" tab under the Menu Section
- c) Map the Investor with the following details:
 - A. 'Investor ID' -
 - i. NSDL demat account - User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
 - ii. CDSL demat account - User ID is 16 Digit Beneficiary ID.
 - B. 'Investor's Name - Enter Investor's Name as updated with DP.
 - C. 'Investor PAN' - Enter your 10-digit PAN.
 - D. 'Power of Attorney' - Attach Board resolution or Power of Attorney.

**File Name for the Board resolution/ Power of Attorney shall be - DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.*

- E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report Section”.

STEP 3 - Voting through remote e-voting

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “**Votes Entry**” tab under the Menu section.
- c) Enter the “**Event No.**” for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- d) Enter “**16-digit Demat Account No.**” for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
- f) After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

OR

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will be able to see the “Notification for e-voting”.
- c) Select “**View**” icon for “**Company’s Name / Event number**”.
- d) E-voting page will appear.
- e) Download sample vote file from “**Download Sample Vote File**” tab.
- f) Cast your vote by selecting your desired option ‘Favour / Against’ in the sample vote file and upload the same under “**Upload Vote File**” option.
- g) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

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Helpdesk:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufig.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on “Login” under ‘SHARE HOLDER’ tab.
- Click “forgot password?”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a valid email address, Password will be sent to his/her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&), at least one*

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numeral, at least one alphabet and at least one capital letter.

User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Click “forgot password?”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a valid email address, Password will be sent to his /her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ❖ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- ❖ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.