



LAXMI DENTAL LIMITED

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@laxmidentallimited.com | **Website:** www.laxmidentallimited.com

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

Date: September 6, 2025

Listing Department

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400001

BSE Scrip Code: 544339

Listing & Compliance Department

National Stock Exchange of India Limited

Exchange Plaza, 5th Floor
Plot No. C/1, “G” Block
Bandra-Kurla Complex
Bandra (E), Mumbai – 400 051

Symbol: LAXMIDENTL

Re: LAXMI DENTAL LIMITED - ISIN: INE0WO601020

Dear Sir(s)/Madam(s),

Sub: Intimation of 21st Annual General Meeting (“AGM”) of the Company scheduled to be held on Monday, September 29, 2025.

With reference to the above captioned subject, please find enclosed herewith Notice of the 21st Annual General Meeting (AGM) of the Company, scheduled to be held on Monday, September 29, 2025 at 11:00 am (IST) through video conferencing / other audio-visual means (VC/OAVM), to transact the Ordinary and Special Business as set out in the enclosed Notice convening the AGM of the Company.

The said Notice forms a part of the Annual Report for FY 2024-25 and is uploaded on the Company’s website at: https://www.laxmidentallimited.com/annual_report.

This is for your kind information and records.

For Laxmi Dental Limited

(Formerly Known as Laxmi Dental Export Private Limited)

Nupur Joshi

Company Secretary and Compliance Officer

Membership Number: A43768

Encl.: As above.

Notice

Notice is hereby given that the 21st (Twenty First) Annual General Meeting ("AGM") of the members of Laxmi Dental Limited (Formerly Known as Laxmi Dental Export Private Limited) ("the Company") will be held on Monday, September 29, 2025 at 11:00 a.m. (IST) through Video Conferencing ("VC")/Other Audio Video Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended on March 31, 2025, including the Audited Balance Sheet as on that date, the Statement of Profit and Loss and Cash Flow Statement for the financial year ended on that date together with the Reports of the Board of Directors and Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended on March 31, 2025, including the Audited Balance Sheet as on that date, the Statement of Profit and Loss and Cash Flow Statement for the financial year ended on that date together with the Report of the Auditors thereon.
3. To re-appoint Mr. Sameer Kamlesh Merchant (DIN: 00679893), Managing Director, as a Director liable to retire by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. **To re-appoint M/s. M. Jawadwala & Co, Practicing Company Secretaries as Secretarial Auditors of the Company for a period of up-to five (5) consecutive years and to fix the remuneration thereof:**

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

"RESOLVED THAT pursuant to the provision of section 204 and other applicable provisions, if any, of Companies Act, 2013, ("the Act") and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Regulation 24A and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any modifications and re-enactments thereof for the time being in force) and based on the recommendations of the Audit Committee and the Board of Directors, consent of the members of the Company be and is hereby accorded for appointment of Mr. Muffaddal

Jawadwala, Proprietor of M/s M. Jawadwala & Co., Practicing Company Secretaries (COP - 16191, Mem. No. 30840) (Firm registration no: S2016MH383700), as Secretarial Auditors of the Company, to hold office for a term of 5 (five) consecutive years commencing from 2025-26 to 2029-30 to undertake Secretarial Audit of the Company for the said period and to avail any other services, certificates, or reports as may be permissible under applicable laws, at such remuneration as may be mutually agreed upon between the Board, based on the recommendation(s) of the Audit Committee, and the Secretarial Auditors of the Company, in addition to reimbursement of all out-of-pocket expenses, to be incurred by them in connection with the Secretarial Audit.

RESOLVED FURTHER any Director or the Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolution and for all matters connected therewith and/or incidental thereto, as may be necessary."

5. **To appoint Dr Anil Arora (DIN: 03469947) as Non-Executive, Non-Independent Director:**

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

RESOLVED THAT pursuant to the provisions of Sections 152, 161 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (the "Rules"), the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the provisions of the Articles of Association of the Company, Dr Anil Arora (DIN: 03469947) who was appointed by the Board of Directors as an Additional Director in the category of Non-Executive, Non-Independent Director of the Company with effect from August 29, 2025 and in respect of whom the Company has received notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, and in accordance with the recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as a Non-Executive, Non-Independent Director of the Company, liable to retire by rotation.



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RESOLVED FURTHER THAT the Board, and the Company Secretary and Compliance Officer, be and are hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be deemed necessary, proper, desirable or expedient in its absolute discretion for the purpose of giving effect to this resolution as per the applicable provisions of the Act, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit."

6. **To consider amendments to the existing Laxmi Dental Stock Option Scheme 2024 ("ESOP Scheme"), for amendment of Authority and Ceiling Clause of the Scheme.**

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

"RESOLVED THAT pursuant to Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') and read with Rule 12(5) of the Companies (Share Capital and Debentures) Rules, 2014 and the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SBEB & SE Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other rules, regulations, circulars and guidelines as may be applicable and subject to such approvals, consents, permissions and approvals as may be necessary and subject to such conditions and modifications as may be prescribed therein as may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall deemed to include the Nomination and Remuneration Committee and any Committee which the Board has

constituted or may constitute to exercise its powers, including the powers conferred by this resolution) and pursuant to the consent of the Board of Directors of the Company, approval of the members be and is hereby accorded to (i) the amendments to the **Laxmi Dental Stock Option Scheme 2024** ('ESOP Scheme') as described in the Explanatory Statement.

RESOLVED FURTHER THAT it is hereby noted that the amendments to the ESOP Scheme are not prejudicial to the interests of the current and future option grantees of the Company.

RESOLVED FURTHER THAT the Board is authorized to create, offer and grant Employee Stock Options to the eligible employees of the Company, as determined in terms of ESOP Scheme, in one or more tranches, exercisable into equity shares of face value of Rs. 10/- each fully paid up, and on such terms and conditions as may be fixed or determined and that such equity shares shall rank pari passu in all respects with the then existing equity shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to make and carry out any modifications, changes, variations, alterations or revisions in the ESOP Scheme or to suspend, withdraw or revive the ESOP Scheme, in accordance with applicable laws prevailing from time to time, as it may deem fit and to do all such acts, deeds and things as may be deemed appropriate in the best interest of the Company to give effect to this resolution.

RESOLVED FURTHER THAT any of the Directors and/or the Company Secretary, be and is hereby severally authorized do all such acts, deeds, matters and things as may be required to give effect to this resolution."

By order of the Board of Directors

For Laxmi Dental Limited

(Formerly Known as Laxmi Dental Export Private Limited)

Sd/-

Nupur Joshi

Company Secretary

Membership Number: A43768

Date: August 29, 2025

Place: Mumbai

Registered Office:

Office No. 103, Akruti Arcade, J. P. Road,
Opposite A.H. Wadia High School, Andheri West,
Mumbai - 400058, Maharashtra, India.
CIN: L51507MH2004PLC147394

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NOTES:

1. Pursuant to the Ministry of Corporate Affairs ("MCA") vide Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 02/2022 dated May 05, 2022 and Circular No. 10/2022 dated December 28, 2022, Circular No. 09/2023 dated September 25, 2023 and the latest being Circular No. 09/2024 dated September 19, 2024 (collectively referred to as "MCA Circulars") and the Securities and Exchange Board of India ("SEBI") vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/PoD2/P/CIR/2023/4 dated January 05, 2023, Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and the latest being Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 (collectively referred to as "SEBI Circulars"), have permitted the holding of the Annual General Meeting ("AGM") of a company through Video Conferencing ("VC") /Other Audio Visual means ("OAVM"), without the physical presence of the Members at a common venue.

Thus, in compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI Circulars read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the 21st Annual General Meeting ("AGM") of the Company is being conducted through VC / OAVM which does not require physical presence of the Members at a common venue. The Corporate Office of the Company shall be deemed to be the venue for the 21st AGM of the Company. The Company has engaged the services of MUFG Intime India Private Limited for providing the facility for remote e-voting, for participation in the AGM through VC / OAVM and for e-voting during the AGM. The procedure for participating in the AGM through VC / OAVM is explained below.

2. In terms of the MCA Circulars, since the requirement of physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the AGM. Hence, the Proxy form and the attendance slip are not annexed to this notice.
3. Explanatory Statement pursuant to Section 102 of the Act, which sets out details relating to Special Business at the meeting, is attached with this Notice of AGM.

4. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM. Institutional/Corporate Shareholders i.e., other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email at company_secretary@mjawadwala.com with a copy marked to the RTA at insta.vote@linkintime.co.in and the Company Secretary at co.sec@laxmidentallimited.com not less than 48 (forty eight) hours before the commencement of the AGM.
5. Since the AGM will be held through VC / OAVM, the Route Map is not annexed to this Notice.
6. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the Quorum under Section 103 of the Act.
7. A statement giving details pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is attached as **Annexure A** to the Notice.
8. The following documents / registers will be available for online inspection by the Members of the Company during the AGM:
 - a. The Register of Directors and Key Managerial Personnel and their Shareholding and Register of Contracts or arrangement in which Directors are interested.
 - b. All the documents referred to in this AGM Notice; and

Members who wish to inspect any of the abovementioned documents may view them upon login on the website of the Company at <https://www.laxmidentallimited.com>

9. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., directly to the Company's Registrar & Transfer Agent – MUFG Intime India Private Limited. Changes intimated to the Depository Participant (DP)



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will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Transfer Agent.

10. In accordance with the MCA Circulars, the Company has made necessary arrangements for the **Members to register their e-mail address. Members who have not registered their e-mail address** are requested to register the same with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form.
11. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form No. ISR-3 or SH-14 as the case may be. Members may give request for registering PAN, KYC details or changes or updation thereof through Form No. ISR-1. The said forms can be downloaded from the Company's website <https://www.laxmidentalimited.com/grievances> members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form.
12. Members can raise questions during the meeting or in advance at enotices@in.mpms.mufig.com. The members are requested to write to the Company at least 3 days before the AGM, through e-mail to co.sec@laxmidentalimited.com for proper response in the AGM. However, it is requested to raise the queries precisely and in short at the time of meeting to enable to answer the same.
13. The Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under the Companies Act, 2013, will be available electronically for inspection by the members during the AGM. Members seeking to inspect such documents can send an email to co.sec@laxmidentalimited.com.
14. The profile of the Directors seeking re-appointment, as required in terms of applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered with the Stock Exchange and Secretarial Standards issued by the Institute of Company Secretaries of India is annexed hereto and forms part of this Notice.
15. In line with the aforesaid Circulars issued by the MCA and said SEBI Circular, the Annual Report including Notice of the 21st AGM of the Company inter alia indicating the process and manner of e-Voting is being sent only by Email, to all the Shareholders whose Email IDs are registered with the Company/ Depository Participant(s) for communication purposes to the Shareholders and to all other persons so entitled. Members (Physical/ Demat) who have not registered their email addresses with the Company can get the same registered with the Company by requesting in member updation form by sending an email to co.sec@laxmidentalimited.com and rnt.helpdesk@in.mpms.mufig.com. Please submit duly filled and signed member updation form to the abovementioned email. Upon verification of the Form the email will be registered with the Company.
16. Further, in terms of the applicable provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the said Circulars issued by MCA and said SEBI Circular, the Annual Report including Notice of the 21st AGM of the Company will also be available on the website of the Company at www.laxmidentalimited.com. The same can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at www.nseindia.com, BSE Limited at www.bseindia.com and on the website of NSDL i.e. www.evoting.nsdl.com.
17. In terms of the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 (as amended from time to time) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the said Circulars, the Company is pleased to provide the facility of "e-Voting" to its Shareholders, to enable them to cast their votes on the resolutions proposed to be passed at the AGM, by electronic means. The instructions for e-Voting are given herein below. The Company has engaged the services of MUFG Intime India Private Limited, who will provide the InstaVote e-Voting facility of casting votes to a Shareholder using remote InstaVote e-Voting system (e-Voting from a place other than venue of the AGM) ("remote e-Voting") as well as e-Voting during the proceeding of the AGM ("e-Voting at the AGM").
18. In accordance with Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company has fixed Monday, 22nd September, 2025 as the "cut-off date" to determine the eligibility to vote by remote e-Voting or

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e-Voting at the AGM. 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, i.e. Monday, 22nd September, 2025, shall be entitled to avail the facility of remote e-Voting or e-Voting at the AGM. The Members desiring to vote through remote e-Voting are requested to refer to the detailed procedure given below. Members whose email ids are not registered with the depositories for procuring user id and password and registration of email-ids for e-Voting for the resolutions are requested to refer the instructions provided hereinafter.

19. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. Monday, September 22, 2025 are requested to send the duly signed written / e-mail communication to the Company at co.sec@laxmidentallimited.com and to the RTA at rnt.helpdesk@in.mpms.mufig.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-Voting
20. Those Shareholders, who will be present at the AGM through VC/ OAVM facility and who would not have cast their vote by remote e-Voting prior to the AGM and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system at the AGM.
21. The Company has appointed Mr. Muffaddal Jawadwala, Proprietor of M/s M. Jawadwala & Co., Practicing Company Secretaries [COP - 16191, Mem. No. 30840] [Firm registration no: S2016MH383700] as the Scrutinizer to scrutinize the remote e-Voting and the e-Voting at the AGM in a fair and transparent manner.
22. Shareholders holding shares in identical order of names in more than one folio, are requested to write to the Company or to the office of the Registrar and Share Transfer Agent (RTA), MUFG Intime India Private Limited, full address of RTA: C 101, 247 Park, Lal Bahadur Shastri Marg, Surya Nagar, Gandhi Nagar, Vikhroli West, Mumbai, Maharashtra 400083, enclosing their share certificate to enable the Company to consolidate their holdings in one single folio.
23. Members holding shares in physical form are requested to notify immediately any change in their address/ mandate/bank details to the Company or to the office of the Registrar and Share Transfer Agent (RTA), MUFG Intime India Private Limited, quoting their folio number. The Members updation form, forms a part of the Annual Report and is available on the website of the Company.

24. Members who are present in meeting through video conferencing facility and have not casted their vote on resolutions through remote e-Voting, shall be allowed to vote through e-Voting system during the meeting.
25. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and all other documents referred to in the notice will be available for inspection in electronic mode. Members can inspect the same by sending an email to co.sec@laxmidentallimited.com.
26. Members who are present in meeting through video conferencing facility and have not casted their vote on resolutions through remote e-Voting, shall be allowed to vote through e-Voting system during the meeting and until 15 minutes after conclusion of the AGM.
27. Subject to casting of requisite number of votes in favour of the resolution(s), the resolution(s) shall be deemed to be passed on the date of AGM of the Company.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Currently, there are multiple e-Voting service providers (ESPs) providing e-Voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-Voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-Voting process.

The detailed process and manner for remote e-Voting and e-AGM are explained herein below:

REMOTE EVOTING INSTRUCTIONS:

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 remote e-Voting facility.

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Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

- Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "IDeAS Login Section".
- Click on "Beneficial Owner" icon under "IDeAS Login Section".
- Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.

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

Shareholders not registered for IDeAS facility:

- 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>
- Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".
- Enter the last 4 digits of your bank account / generate 'OTP'
- Post successful registration, user will be provided with Login ID and password. Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

**METHOD 2 - NSDL e-voting website**

- Visit URL: <https://www.evoting.nsdl.com>
- Click on the "Login" tab available under 'Shareholder/Member' section.
- Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- 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.
- 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 3 - NSDL OTP based login

- Visit URL: <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>
- Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- Enter the OTP received on your registered email ID/ mobile number and click on login.
- 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.
- 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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Individual Shareholders registered with CDSL Easi/ Easiest facility

METHOD 1 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

- Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com & click on New System Myeasi Tab.
- Enter existing username, Password & click on "Login".
- Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. 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.

Shareholders not registered for Easi/ Easiest facility:

- To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- Proceed with updating the required fields for registration.
- Post successful registration, user will be provided username and password. Follow steps given above in points (a-c).

METHOD 2 - CDSL e-voting page

- Visit URL: <https://www.cdslindia.com>
- Go to e-voting tab.
- Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".

STEP 1: LOGIN / SIGNUP to InstaVote

Shareholders registered for INSTAVOTE facility:

- Visit URL: <https://instavote.linkintime.co.in> & click on "Login" under 'SHARE HOLDER' tab.
- Enter details as under:
 - User ID: Enter User ID
 - Password: Enter existing Password
 - Enter Image Verification (CAPTCHA) Code
 - Click "Submit".

(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions

- System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. 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.

- Login to DP website
- After Successful login, user shall navigate through "e-voting" option.
- Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- Post 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 and vote on InstaVote as under:

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g. IN123456) and 8 digit Client ID (eg. 12345678).
	CDSL	User ID is 16 Digit Beneficiary ID
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company



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Shareholders not registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on "Sign Up" under 'SHARE HOLDER' tab & register with details as under:

1. User ID: Enter User ID
2. 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.
3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
 - o Shareholders holding shares in NSDL form, shall provide 'D' above
 - o Shareholders holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above
5. 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).
6. Enter Image Verification (CAPTCHA) Code.
7. Click "Submit" (You have now registered on InstaVote).

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g. IN123456) and 8 digit Client ID (eg. 12345678).
	CDSL	User ID is 16 Digit Beneficiary ID
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

Post successful registration, click on "Login" under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

STEP 2: Steps to cast vote for Resolutions through InstaVote

- A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".
- B. Select 'View' icon. E-voting page will appear.
- C. 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).
- D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- E. 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.

NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Notice (Contd.)

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:
 - 1) 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
 - 2) 'Investor's Name - Enter Investor's Name as updated with DP.
 - 3) 'Investor PAN' - Enter your 10-digit PAN.
 - 4) 'Power of Attorney' - Attach Board resolution or Power of Attorney.

NOTE: 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.

- D. 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 – Steps to cast vote for Resolutions through InstaVote

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.".
- 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). After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- f) 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.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will see "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.mufg.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 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 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 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.

General Instructions - Shareholders

- ❖ 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".

InstaVOTE

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Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-Voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to <https://www.laxmidentalimited.com>

Notice (Contd.)

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) lxmidentallimited.com If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **Step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-Voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM and E-VOTING DURING MEETING ARE AS UNDER:

INSTAMEET VC INSTRUCTIONS:

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 09/2024 dated September 19, 2024, the Companies can conduct their AGMs/ EGMs on or before September 30, 2025 by means of Video Conference (VC) or other audio-visual means (OAVM).

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

Login method for shareholders to attend the General Meeting through InstaMeet:

- b) Visit URL: <https://instameet.in.mpms.mufg.com> & click on "Login".
- c) Select the "Company Name" and register with your following details:
- d) Select Check Box - **Demat Account No. / Folio No. / PAN**
 - Shareholders holding shares in NSDL/ CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.

- Shareholders holding shares in physical form shall select check box – Folio No. and enter the Folio Number registered with the Company.
 - Shareholders shall select check box – PAN and enter 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 by MUFG Intime, if applicable.
 - Mobile No: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
- e) Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no. Click "Go to Meeting" You are now registered for InstaMeet, and your attendance is marked for the meeting.

Instructions for shareholders to Speak during the General Meeting through InstaMeet:

- a) Shareholders who would like to speak during the meeting must register their request with the Company.
- b) Shareholders will get confirmation on first cum first basis depending upon the provision made by the Company.
- c) Shareholders will receive "speaking serial number" once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
- d) Other shareholder who has not registered as "Speaker Shareholder" may still ask questions to the panellist via active chat-board during the meeting.

*Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders to Vote during the General Meeting through InstaMeet:

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

- a) On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
- b) Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET



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- c) Click on 'Submit'.
- d) After successful login, you will see "Resolution Description" and against the same the option "Favour/Against" for voting.
- e) Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
- f) After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.

Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 3 days prior to meeting mentioning their name, demat account number/folio number, email ID, mobile number at (Company email ID). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 3 days prior to meeting mentioning their name, demat account number/folio number, email ID, mobile number at co.sec@laxmidentallimited.com. These queries will be replied to by the Company suitably by email.

Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

If any votes are cast by the shareholders through the e-Voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-Voting during the meeting is available only to the shareholders attending the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

Helpdesk:

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on: - Tel: 022 - 4918 6000 / 4918 6175



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PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/ MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY /DEPOSITORIES

1. For Individual demat shareholders – Please update your email ID and mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting and joining virtual meetings through Depository.
2. The Company/RTA shall co-ordinate with NSDL and would provide the login credentials to the above-mentioned shareholders.

Other Information:

1. Those persons, who have acquired shares and have become members of the Company after the dispatch of Notice of the AGM by the Company and whose names appear in the Register of Members or Register of beneficial holders as on the cut-off date i.e. Monday, September 22, 2025 shall view the Notice of the 21st AGM on the Company's website or on the website of NSDL. Such persons may obtain the login ID and password by sending a request at enotices@in.mpms.mufg.com. However, if he/she is already registered with NSDL for remote e-Voting then he/she can cast his/her vote by using existing User ID and password and by following the procedure as mentioned above or by voting at the AGM.

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- Voting rights of the members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. Monday, September 22, 2025. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
- Every Client ID No./ Folio No. will have one vote, irrespective of number of joint holders.

Scrutinizer's Report and declaration of results

- The Scrutinizer shall, after the conclusion of e-Voting at the AGM, first count the votes cast vide e-Voting at the AGM and thereafter shall, unblock the votes cast through remote e-Voting, in the presence of at least two witnesses not in the employment of the Company. He shall submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, not later than 2 (two) working days of the conclusion of the AGM, to the Chairman or a person authorized by him in writing who shall countersign the same and declare the result of the voting forthwith.
- The results declared along with the Scrutinizer's Report shall be placed on the Company's website <https://www.laxmidentallimited.com> and on the website of NSDL i.e. <https://www.evoting.nsdl.com>. The Company shall simultaneously forward the results to National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) where the shares of the Company are listed.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE ACT READ TOGETHER WITH REGULATION 17(11) OF THE SEBI LISTING REGULATIONS (AS AMENDED)

The following Statement sets out all material facts, rationale and recommendation of the Board relating to the Business set out in item no. 4 of the accompanying Notice.

Item No 4:

To re-appoint M/s. M. Jawadwala & Co, Practicing Company Secretaries as Secretarial Auditors of the Company for a period of up-to five (5) consecutive years and to fix the remuneration thereof:

In terms of the provisions of Section 204 of the Companies Act, 2013, ("the Act") read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company is required to obtain a Secretarial Audit Report from a Practicing Company Secretary.

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024, which came into effect on December 13, 2024, significant amendments were introduced to the SEBI Listing Regulations, including Regulation 24A(1C), which mandates that listed entities appoint or re-appoint a Peer Reviewed Secretarial Auditor for a continuous term, subject to approval by the shareholders at the Annual General Meeting (AGM), thereby aligning the governance oversight framework with that of statutory auditors.

In compliance with these provisions and to ensure continuity and consistency in the Secretarial Audit process, the Audit Committee and the Board of Directors at their respective meetings held on May 26, 2025 have approved and recommended the appointment of M/s. M. Jawadwala & Co., Peer Reviewed Firm of Practicing Company Secretaries, (Firm Registration No.: S2016MH383700 and Peer Review No.: 5317/2023) as Secretarial Auditors of the Company for a term of up-to 5 (Five) consecutive years commencing from 2025-26 till 2029-30 to conduct Secretarial Audit and issue the Secretarial Audit Report(s) of the Company for the said period.

The details required to be disclosed as per the provisions of Regulation 36(5) of the SEBI Listing Regulations, 2015 are as under:

Sr. No.	Particulars	Details
1.	Brief Profile & Credentials	M/s. M. Jawadwala & Co., Company Secretaries, a peer reviewed Company Secretary Firm founded by its proprietor Mr. Muffaddal Jawadwala in 2016 and is engaged in providing professional services relating to General Corporate and Commercial Matters, IPO Listing, Fund Raising, Corporate Restructuring, Audits and Due Diligence, AIF advisory, Mutual Fund Structuring & Compliances, Labour Law and Trust matters. Mr. Muffaddal Jawadwala was previously associated with Samsara Shipping and Aanya Investments and has an experience of more than 14 years.



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Sr. No.	Particulars	Details
2.	Terms of Appointment	Appointment is proposed for the period of up-to 5 (Five) consecutive financial year i.e. from 2025-26 to 2029-30 to conduct Secretarial Audit and issue the Secretarial Audit Report(s) of the Company for the said period, subject to the approval of the Members in the ensuing 21 st Annual General Meeting.
	Proposed Fees payable	Remuneration of INR 75,000/- (Rupees Indian Rupees Seventy Five Thousand) plus applicable taxes, reimbursement of travelling and other out of pocket expenses incurred in connection with the Secretarial Audit for each financial year subject to revision as mutually agreed between the Board and the Secretarial Auditors in due course during the tenure of appointment. The proposed fees are determined based on knowledge, expertise, industry experience, time and efforts required to be put in by them, which is in line with the industry benchmarks.
3.	Basis of Recommendation for appointment	<p>The appointment of M/s. M. Jawadwala & Co., Company Secretaries, as the Secretarial Auditor of the Company is being recommended based on their compliance with the eligibility criteria and qualifications as prescribed under the Act read with Rules made thereunder, the SEBI Listing Regulations and relevant notifications and circulars by ICSI and SEBI from time to time in this regard. The Audit Committee and Board has recommended their appointment taking into account the credentials of the firm, including the qualifications and experience of its full-time partners, its capability and resources, past experience in conducting Secretarial Audits, and an independent assessment of the quality of audit work previously undertaken by them.</p> <p>Accordingly, the recommendation for their appointment as Secretarial Auditor is based on their proven track record and ability to deliver quality Secretarial Audit services to companies of comparable size and complexity.</p>

M/s. M. Jawadwala & Co., Company Secretaries, have given their consent to act as the Secretarial Auditors of the Company and have confirmed that their appointment, if made, shall be within the prescribed limits under the Act read with the Rules made thereunder and the SEBI Listing Regulations. They have also confirmed that they are not disqualified from being appointed as Secretarial Auditors in accordance with the applicable provisions of the Act, SEBI Listing Regulations, and the relevant notifications and circulars issued by SEBI and ICSI from time to time.

None of the Director/ Key Managerial Personnel/ their relatives are concerned or interested, financially or otherwise in the resolution set out at Item No. 4 of the Notice.

The Board recommends the resolution set forth in Item No. 4 of the Notice for approval of the Members as an Ordinary Resolution.

Item No 5:**To appoint Dr Anil Arora (DIN: 03469947) as Non-Executive, Non-Independent Director:**

Pursuant to the provisions of Section 152 and 161 of the Companies Act, 2013 ("the Act") and as per the recommendation of Nomination and Remuneration Committee, the Board of Directors in its meeting held on August 29, 2025, has appointed Dr. Anil Arora as an Additional Director in the category of Non-Executive, Non-Independent Director of the Company. w. e. f. August 29, 2025, liable to retire by rotation.

In line with the applicable provisions of the Act and the Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), the appointment of Dr. Anil Arora (DIN: 03469947) as Non-Executive Non-Independent Director is subject to approval of the members of the Company.

As required under Section 160 of the Act, the Company has received notice in writing from a Member proposing the candidature of Dr. Anil Arora (DIN: 03469947), for the office of Director of the Company. He has also given his consent to act as Director and is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The Nomination and Remuneration Committee while recommending his appointment, has considered amongst others, Mr. Anil Arora is a qualified dentist having vast knowledge and experience of 40 years as a qualified dental practitioner and a dental entrepreneur, as the skills required for this role and also confirmed that he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

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Details of Dr. Anil Arora (DIN: 03469947), as per the requirement of Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meeting ("SS-2") is provided in Annexure.

Consent of the Members for appointment of Dr. Anil Arora (DIN: 03469947), as Non-Executive Non-Independent Director, liable to retire by rotation, is sought by way of ordinary resolution, as set out in the resolution in Item No. 5 of the accompanying Notice.

Dr. Anil Arora (DIN: 03469947), being an appointee, is interested in the resolution set out in Item No. 5 of the notice with regard to his appointment. The relatives of Dr. Anil Arora (DIN: 03469947), may be deemed to be interested in the resolution, to the extent of their equity shareholding interest, if any, in the Company. Except Dr. Anil Arora (DIN: 03469947, none of the Director/ Key Managerial Personnel/their relatives of the Company are concerned or interested, financially or otherwise in the resolution this resolution.

Board recommends the resolution set out in Item No. 5 of the accompanying Notice for approval of the Members as an Ordinary Resolution.

Item No. 6

To consider amendments to the existing Laxmi Dental Stock Option Scheme 2024 ("ESOP Scheme"), for amendment of Authority and Ceiling Clause of the Scheme.

The Company had implemented Laxmi Dental Stock Option Scheme 2024 ("ESOP Scheme"), with a view to attract and retain key talents by way of rewarding their performance and motivate them to contribute to the overall corporate growth and profitability. The plan was originally approved vide members' resolution dated August 16, 2024 in due compliance of the provisions of the Companies Act and the Rules thereunder and was later ratified via postal ballot on May 17, 2025. The existing plan provided for granting of not more than 50,000 (Fifty Thousand) options to a single employee in any year or in aggregate. To hire and retain key talent the upper cap limit of 50,000 stock options was restrictive and NRC of the Company is of the view that considering the future growth plans and incentive mechanism to be adopted for existing and new employees this restriction is proposed to be removed so that the Company can grant ESOP options without such limits.

The proposed amendments to the ESOP Scheme are not prejudicial to the interest of the option holders, rather it will be beneficial for the option holders which will entail them to higher options, based on the eligibility. The amended ESOP Scheme shall be applicable from the date of passing of special resolution by the shareholders in the ensuing Annual General Meeting. Further, pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on August 29, 2025, approval of the Members is sought by way of a Special Resolution for Item Nos. 6 of the accompanying Notice, for authorizing the Board to amend the existing ESOP Scheme and do all such acts, matters, deeds and things and to take all steps and do all things and give such directions as may be required, necessary, expedient, incidental or desirable for giving effect to the amendment of the ESOP Scheme. A summary of the key variations in the ESOP Scheme which are proposed to be amended is given below for the perusal and consideration of the Members:

Key Variations in the ESOP Plan:

- a) The details of the key variations proposed to the ESOP Plan are provided below (capitalized terms used but not defined herein have the meaning ascribed to such terms in the ESOP Plan):

Sr. No.	Clause No.	Position under the ESOP Scheme	Variations Proposed
1	Sub Clause 3.2 of Clause 3	Authority and Ceiling - 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.	It is proposed to remove the words "and in aggregate" which will allow the Company to grant options in excess of 50,000 to a single option grantee in aggregate. The revised sub-clause 3.2 shall be as follows: The maximum number of Options that may be granted to any Employee in any year shall not exceed 50,000 (Fifty Thousand).



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b) Rationale for the variation of the ESOP Scheme:

- (i) The ESOP Scheme is proposed to be amended and restated in line with the Company's compensation philosophy. The revised ESOP Plan would help the Company in incentivizing, hiring and retaining the critical human resources to meet the emerging business requirements of the Company and its subsidiaries in India and abroad. The amended and restated ESOP Plan is also in alignment with the provisions of the SEBI ESOP Regulations.
- (ii) The proposed amendments are not detrimental to the interests of the current option grantees of the Company.

c) Details of the employees who are beneficiaries of such variation:

The beneficiaries of the proposed variation are all existing options grantees and such other option grantees to whom options may be granted in the future under the amended ESOP Plan.

The Plan is to continue to cover the eligible employees of the Company and its subsidiary companies in India and abroad.

The disclosure in terms of Section 62 of the Companies Act read with the Companies (Share Capital and Debenture Rules) 2014 and Regulation 6(2) read with part C of the schedule I of the SEBI ESOP Regulations are as under:

a) Total number of Options to be granted:

A total of 5,00,000 (Five Lacs) 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 INR 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:

- (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.

Details of grants, exercises and lapsing Options prior to its IPO are as follows:

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.

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

Notice (Contd.)

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.

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

The Options shall have treatment as under:

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.

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.

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.



Notice (Contd.)

S. No.	Events of Separation	Vested Options	Unvested Options
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 of 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.

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 shall not exceed **50,000 (Fifty Thousand)**.

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.

Notice (Contd.)

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).

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, which shall immediately get added back to the Options pool.

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.

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

The Company shall comply with the disclosure and the accounting policies prescribed as per prevailing accounting guidelines and upon listing of securities of the Company, 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



Notice (Contd.)

from the Secretarial Auditors of the Company, certifying that this ESOP 2024 has been implemented in accordance with the SEBI (SBEB & SE) Regulations.

A copy of the existing scheme, would be available for inspection, by the Members without any fee, at the registered office of the Company during normal business hours on any working day (except Saturday and Sunday) till the date of the Annual General Meeting.

None of the Directors, Key Managerial Personnel and/or their relatives, is/are interested or concerned, financially or otherwise in the said resolution except to the extent of their shareholding in the Company.

The Board recommends the resolutions set out at Item No. 6 of the accompanying Notice for approval of the shareholders as special resolution

By order of the Board of Directors

For Laxmi Dental Limited

(Formerly Known as Laxmi Dental Export Private Limited)

Sd/-

Nupur Joshi

Company Secretary

Membership Number: A43768

Date: August 29, 2025

Place: Mumbai

Registered Office:

Office no. 103, Akruti Arcade, J. P. Road,
Opposite A.H. Wadia High School, Andheri West,
Mumbai-400058, Maharashtra, India.
CIN: L51507MH2004PLC147394

Annexure – A

In pursuance of the provisions of Regulation 36(3) of the SEBI Listing Regulations and SS-2 on general meeting issued by the ICSI, details of Director seeking re-appointment vide Item No. 3 & 5, at the ensuing Annual General Meeting (AGM) is as below:

Annexure to Item Nos. 3 & 5 of the Notice

Name of Director	Mr. Sameer Kamlesh Merchant	Dr Anil Tilakraj Arora
Director Identification No.	00679893	03469947
Category	Promoter, Managing Director and Chief Executive Officer	Non-Executive, Non-Independent Director
Date of Birth (Age)	October 1, 1982 (42 years)	September 29, 1958 (66 Years)
Nationality	Indian	Indian
Qualification	Dental Mechanic course from SDM College of Dental Sciences & Hospital, Dharwad	MDS Course from Government Dental College, Mumbai
Profession	Business	Business – Dental Clinic
Experience (including expertise in specific functional area) / Brief Resume	More than 20 years of experience.	More than 40 years of experience.
Terms and Conditions for re-appointment	Mr. Sameer Kamlesh Merchant, appointed for a term of 5 (Five) years as Managing Director, liable to retire by rotation. The terms of his appointment are as approved by the members of the Company in the Extra-Ordinary General Meeting ("EGM") held on August 16, 2024.	The terms of appointment are as per the resolution set out in this Notice read with the Statement hereto.
Remuneration last drawn (including sitting fees, if any)	INR 84,00,000/-	Not Applicable
Remuneration proposed to be paid	INR 97,00,000/-	He will be paid sitting fees of INR 40,000/- per meeting for attending the meetings of the Board and Committees thereof along with the reimbursement of expenses, if any.
Date of first appointment on the Board	July 08, 2004	August 29, 2025
Number of meetings of the Board attended during the financial year 2024-25	20 (Twenty) out of 22 (Twenty-Two) meeting of Board of Directors held during the financial year 2024-25	Not Appointed during 2024-2025
Shareholding in the Company	86,65,932 Equity Shares	573 Equity Shares
Chairmanships/ Memberships of the Committees of the Board of the Company as on March 31, 2025	Member of the Audit Committee & Stakeholders Relationship Committee	No Chairmanship or Membership in any Committees of the Board.
Name of entities in which the Directorships is held	1. Bizdent Devices Private Limited; 2. Laxmi Dental International Private Limited; 3. ECG Plus Technologies Private Limited; 4. Signature Smiles Dental Clinic Private Limited; 5. Glaze Dental Depo Private Limited	1. Denteasy Healthcare Private Ltd. 2. Futuredent Association Of Dentists

Annexure – A (Contd.)

Name of Director	Mr. Sameer Kamlesh Merchant	Dr Anil Tilakraj Arora
Chairmanships/ Memberships of the Committees of the Board of Directors of other Company	Not Applicable	Not Applicable
Listed entities from which the director has resigned in past 3 years	Nil	NIL
Skills and capabilities required for the role and the manner in which the proposed Independent Director meets such requirements	Not Applicable	Not Applicable
Relationship between Directors, Managers and Key Managerial Personnel of the Company	Not related to any other Director /Key Managerial Personnel ("KMP") of the Company.	Not related to any of the Directors or KMP of the Company