

COMPLIANCE CERTIFICATE

[Pursuant to Regulation 13 of the Securities Exchange Board of India
(Share Based Employee Benefits and Sweat Equity) Regulations, 2021]

To,
The Members,
Laxmi Dental Limited

We, **M. Jawadwala & Co., Company Secretaries in Practice**, were appointed as the Secretarial Auditors of **Laxmi Dental Limited** (“the Company”), having CIN: **L51507MH2004PLC147394** and its registered office at Office No. 103, Akruti Arcade, J.P. Road, Opposite A.H. Wadia High School, Andheri West, Mumbai – 400058 vide resolution passed at the meeting of the Board of Directors of the Company held on March 21, 2025, to conduct Secretarial Audit for the financial year 31st March, 2025. As Secretarial Auditors, pursuant to the requirements of the Regulation 13 of (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereinafter referred to as “the Regulations”), the Management of the Company has requested us to issue the required certificate with respect to the **Laxmi Dental Stock Option Scheme, 2024** (hereinafter referred to as the “**ESOP 2024**”/ “**ESOP Scheme**”)

This certificate is issued pursuant to Regulation 13 of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereinafter referred to as “the SBEBSE Regulations”), for the year ended 31st March, 2025.

Management Responsibility:

It is the responsibility of the Management of the Company to implement the Scheme(s) including designing, maintaining records and devising proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Verification:

The Company has implemented the “ESOP Scheme” in accordance with the provisions of the Companies Act, 2013, pursuant to the special resolution passed by the members at the Extra-Ordinary General Meeting held on August 16, 2024. Further, upon listing of the Company with effect from January 20, 2025, the Scheme was ratified by the shareholders, in compliance with Regulation 12 of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, through a resolution passed by way of postal ballot on May 17, 2025.

For the purpose of verifying the compliance of the Regulations, we have examined the following:

1. Scheme(s) received from/furnished by the Company;
2. Articles of Association of the Company;



3. Resolutions passed at the meeting of the Board of Directors;
4. Shareholders resolutions passed at the General Meeting(s) & through Postal Ballot;
5. Shareholders resolutions passed at the General Meeting(s)w. r. t. approval for implementing the scheme through a trust; - **Not Applicable**
6. Shareholders resolution passed at General Meetings w.r.t variation in the scheme; - **Not Applicable**
7. Minutes of the meetings of the Nomination and Remuneration Committee;
8. Details of trades in securities of the Company executed by the trust through which the schemes are implemented; - **Not Applicable**
9. Detailed terms and conditions of the scheme as approved by Nomination and Remuneration Committee;
10. Bank Statements towards application money received under the scheme(s); - **Not Applicable**
11. Valuation Report; - **Not Applicable**
12. Exercise Price / Pricing formula;
13. Statement filed with recognised Stock Exchange(s) in accordance with Regulation 10 of these Regulations; - **Not Applicable**
14. Disclosure by the Board of Directors;
15. Relevant provisions of the Regulations, Companies Act, 2013 and Rules made thereunder;
16. Other relevant documents/ filings/ records/ information as sought and made available to us for issuing this Certificate.

Certification:

In our opinion and to the best of our knowledge and according to the verifications as considered necessary and explanations furnished to us by the Company and its Officers, we certify that the Company has implemented the ESOP Scheme in accordance with the applicable provisions of the Regulations and Resolution(s) passed by the members of the Company through postal ballot.



PS M. JAWADWALA & CO.

Company Secretaries

C/o Peninsula Business Park, Tower B, 19th Floor, Lower Parel, Mumbai – 400013,
Handheld – 9769442614, Email Id: company_secretary@mjawadwala.com

Assumption & Limitation of Scope and Review:

1. Ensuring the authenticity of documents and information furnished is the responsibility of the Board of Directors of the Company.
2. Our responsibility is to give certificate based upon our examination of relevant documents and information. It is neither an audit nor an investigation.
3. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.
4. This certificate is solely for your information and it is not to be used, circulated, quoted, or otherwise referred to for any purpose other than for the Regulations.

Thanking You,

Yours Faithfully,

For M. Jawadwala & Co,
Company Secretaries



Muffaddal Jawadwala
Practicing Company Secretary
Membership No.: - A30840
C.P. No.: - 16191
UDIN: A030840G001114615
FRN: S2016MH383700
Peer Review Certificate No.: - 5317/2023

Date: August 29, 2025

Place: Mumbai