



LAXMI DENTAL LIMITED

formerly known as Laxmi Dental Export Private Limited

Registered Office: 103, Akruti 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

CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED AT THE FIFTH EXTRA-ORDINARY GENERAL MEETING FOR THE FINANCIAL YEAR 2024-2025 OF LAXMI DENTAL LIMITED (FORMERLY KNOWN AS LAXMI DENTAL EXPORT PRIVATE LIMITED) HELD ON FRIDAY, 16TH AUGUST, 2024 AT 3:00 P.M AT ITS OFFICE NO. 103, AKRUTI ARCADE, J.P. ROAD, OPPOSITE A.H. WADIA HIGH SCHOOL, ANDHERI WEST, MUMBAI CITY, MUMBAI, MAHARASHTRA, INDIA, 400058

APPROVAL OF THE 'LAXMI DENTAL EMPLOYEE STOCK OPTION SCHEME, 2024' ("ESOP 2024"/ "SCHEME")

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the provisions of Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, provisions of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 ("SBEBS Regulations") read with circulars, if any, issued thereunder to the extent applicable, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations"), the applicable provisions of the Foreign Exchange Management Act, 1999, the rules and regulation framed thereunder and any rules, circulars, notifications, guidelines and regulations issued by Reserve Bank of India, as amended and enacted from time to time, the relevant provisions of the Memorandum and Articles of Association of the Company, and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval of the members be and is hereby accorded to the 'Laxmi Dental Stock Option Scheme 2024' ("ESOP 2024" or "Scheme"), the salient features of which are furnished in the explanatory statement annexed to this notice, authorising the Board of Directors of the Company (hereinafter referred to as the "Board") to create, offer, grant and allot not exceeding 5,00,000 (Five Lakhs) employee stock options ("Options"), in one or more tranches, from time to time, to or for the benefit of such person(s) who are in permanent employment of the Company, in or outside India, including any director, whether whole time or not (other than promoters and persons belonging to the promoter group, independent directors and directors holding directly or indirectly more than 10% (ten percent) of the outstanding equity shares of the Company), subject to their eligibility as may be determined under the Scheme, exercisable into not more 5,00,000 (Five Lakhs) equity shares of face value of Rs. 2/- (Rupees Two Only) each fully paid-up, to be allotted to the option grantees by the Company, where one Option upon exercise shall convert into one equity share of the Company subject to payment/ recovery of requisite exercise price and applicable taxes, on such further terms, conditions and in such manner as the Board may decide in accordance with the provisions of the applicable laws and the provisions of the Scheme".

Certified to be True copy

For Laxmi Dental Limited

Sd/-

Name: Nupur Joshi

Company Secretary & Compliance Officer

Place: Mumbai