

Secretarial Audit Report for the financial year ended March 31, 2025

[Pursuant to sub-section (1) of Section 204 of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Bizdent Devices Private Limited
601, Akruti Arcade, J P Road,
Opp. A. H. Wadia High School,
Andheri West – Mumbai – 400058

We have conducted Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Bizdent Devices Private Limited** having CIN: U33203MH2021PTC357799 (“hereinafter called as “the Company/listed entity”) for the Financial Year ended on 31st March, 2025 (the “Audit period/period under review”). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliance and expressing our opinion thereon.

We are issuing this report based on:

- (i) Our verification of the Company’s books, papers, minutes books, forms and returns filed, records provided through virtual data room/physically and other records maintained by the Company;
- (ii) Compliance certificates confirming compliance with corporate laws applicable to the Company given by the Key Managerial Personnel/Senior Managerial Personnel of the Company and taken on record by the Company’s Audit Committee/Board of Directors; and
- (iii) Representations made, documents produced and information provided by the Company, its officers, agents and authorised representatives during our conduct of Secretarial Audit.

We hereby report that during the Audit Period covering the financial year ended on 31st March 2025 the Company has:

- (i) Complied with the statutory provisions listed hereunder; and
- (ii) Board processes and compliance mechanisms are in place to the extent, in the manner and subject to the reporting made hereinafter.

We further report that,



We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended March 31, 2025 and made available to us, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and rules made thereunder;
- (ii) The Securities Contract (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder; **Not Applicable during the period under review.**
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment. The Company does not have any Overseas Direct Investment and External Commercial Borrowings during the financial year; **Not Applicable during the period under review.**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **Not Applicable during the period under review.**
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; **Not Applicable during the period under review.**
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **Not Applicable during the period under review.**
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not Applicable during the period under review.**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable during the period under review.**
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;- **Not Applicable during the period under review.**
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;- **Not Applicable during the period under review.**
 - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.- **to the extent applicable in its capacity as a Material Subsidiary of the Listed Entity.**

The list of Acts, Laws and Regulations specifically applicable to the Company as identified by the Management of the Company are given below:

- (i) The Information Technology Act, 2000 and the rules made thereunder
- (ii) The Drugs and Cosmetics Act, 1940
- (iii) National Medical Devices Policy
- (iv) The Medical Devices Rules, 2017 and the Medical Devices (Amendment) Rules 2020



- (v) The Drugs, Medical Devices and Cosmetics Bill, 2023
- (vi) The Central Drugs Standard Control Organisation Guidelines, 2023
- (vii) The Dentists Act, 1948 and the Dentists (Amendment) Act, 2019
- (viii) The Environment (Protection) Act, 1986 (the “EP Act”), Environment (Protection) Rules, 1986 (the “EP Rules”) and Environmental Impact Assessment Notification, 2006 (“EIA Notification”)
- (ix) The Water (Prevention and Control of Pollution) Act, 1974 (the “Water Act”)
- (x) The Air (Prevention and Control of Pollution) Act, 1981 (the “Air Act”)
- (xi) Plastic Waste Management Rules, 2016 (the “PWM Rules”)
- (xii) The Hazardous and Other Waste Management (Management and Trans boundary Movement) Rules, 2016 (“HWM Rules”)
- (xiii) HR and employment related laws to the extent applicable

We have also examined compliance with the applicable requirements of the following:

- (i) Secretarial Standards on Meetings of the Board of Directors (SS-1) issued by The Institute of Company Secretaries of India; and
- (ii) Secretarial Standards on General Meetings (SS-2) issued by The Institute of Company Secretaries of India.

During the period under review the Company has taken reasonable steps to comply with the provisions of the Secretarial Standards to the extent possible.

We have not examined compliance by the Company with applicable financial laws, like direct and indirect tax laws, since the same have been subject to review by statutory audit and other designated professionals.

We further report that:

The Board of Directors of the Company is duly constituted and is in compliance with the Companies Act, 2013 and The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board of Directors of the Company as on 31st March, 2025 comprised of:

- i) Two Executive Directors;
- ii) One Non-Executive Independent Director.

No changes were carried out in the composition of the Board of Directors during the year under review except for the following:



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

Sr. No.	Name of Director	DIN	Appointment / Resignation	Date of Appointment / Resignation
1	Mr. Anil Tilakraj Arora	03469947	Cessation of Director	4 th June, 2024
2	Mr. Devesh Chawla	07027650	Appointment as an Independent Director	28 th August, 2024

Adequate notice was given to all Directors at least seven days in advance to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance for meetings other than those held at a shorter notice, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes of the meetings duly recorded and signed by the Chairperson, the decisions of the Board were unanimous and no dissenting views have been recorded.

We further report that based on the review of the compliance reports/certificates of the Company Secretary which were taken on record by the Board of Directors, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the Company has undertaken the following events/actions which had bearing on the Company's affairs in pursuance of the above referred laws rules, regulations, guidelines standards etc.

1. The Company had issued 20,00,000 equity shares of INR 10 each, which were partly paid up amounting to INR 2.50 upto 31 March 2024. During the period, the Company has raised final call and received INR 7.5 per share dated 10 May 2024 (2,000,000 Shares @7.5 each) amounting INR 1,50,00,000;
2. The Company executed a leave and license agreement for premises situated at Malad dated 1st April, 2024;
3. The Company approved an unsecured loan amounting upto INR 12 Crore from Adity Birla Finance Limited which are to be utilized towards loans and advances to group entity and long working capital requirement;
4. The Company considered and approved availing of financial assistances comprising of sale invoice discounting facility from Stride One Capital Private Limited upto INR 10 Crore;
5. The Company granted loan upto INR 12 Crore to its holding Company Laxmi Dental Limited (Formerly known as Laxmi Dental Export Private Limited);
6. The Company demanded third and final call money in respect to the unpaid shares of the Company;



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7. The Company transferred One Equity Share of Laxmi Dental Limited (Formerly known as Laxmi Dental Export Private Limited) to Mr. Rajesh Khakhar (a nominee shareholder of Laxmi Dental);
8. The Company approved for Share swap between Laxmi Dental Limited (Formerly known as Laxmi Dental Export Private Limited), Mr. Anil Arora and Mrs. Jyoti Anil Arora of 2,23,334 Equity shares as part consideration and for fractional shares by payment of cash of Rupees 146.12;
9. The Company approved for Share transfer done by Mr. Anil Arora and Mrs. Jyoti Anil Arora of 2,23,334 Equity shares to Laxmi Dental Limited (Formerly known as Laxmi Dental Export Private Limited);
10. The Company Approved an Overseas Direct Investment (ODI) as per the Investment Agreement amounting to USD 1 Million in Laxmi Dental Lab USA INC;
11. The Company appointed Mr. Devesh Chawla, an Independent Director of the Company with effect from 28th August, 2024;
12. The Company approved for investment of security deposit held in DSRA Account of Aditya Birla Finance Limited in Mutual Funds.

For M. Jawadwala & Co,
Company Secretaries



Muffaddal Jawadwala
Practicing Company Secretary
Membership No.: - A30840
C.P. No.: - 16191
UDIN: A030840G001114736
FRN: S2016MH383700
Peer Review Certificate No.: - 5317/2023

Date: 29th August, 2025
Place: Mumbai

This report is to be read with our letter of even date which is annexed as “Annexure A” and forms an integral part of this report.

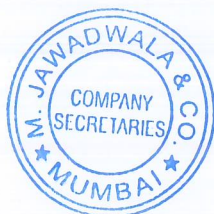
Annexure A:

To,
The Members,
Bizdent Devices Private Limited
U33203MH2021PTC357799

Our Secretarial Audit Report for the financial year ended on March 31, 2025 of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on their secretarial records based on our Audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on the random test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of the financial records and Books of accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliances of laws, rules, regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to verification of procedure on random test basis.
6. The Secretarial Audit Report is neither an assurance as to future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For M. Jawadwala & Co,
Company Secretaries



Muffaddal Jawadwala
Practicing Company Secretary
Membership No.: - A30840
C.P. No.: - 16191
UDIN: A030840G001114736
FRN: S2016MH383700
Peer Review Certificate No.: - 5317/2023