



**LAXMI GOLDORNA HOUSE LIMITED**  
CIN : L36911GJ2010PLC059127

To,  
The Manager  
Listing Department,  
**National Stock Exchange of India Limited**  
Exchange Plaza, Plot No. C/1, G Block,  
Bandra-Kurla Complex, Bandra (East)  
Mumbai - 400051

**SYMBOL: LGHL**  
**ISIN: INE258Y01016**

**Subject: Intimation cum outcome of Board Meeting held today i.e., Saturday, 07<sup>th</sup> June, 2025 pursuant to Regulation 30 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015**

Dear Sir/Madam,

In terms of requirement of Regulation 30 read with Schedule III of the Listing Regulations, we wish to inform that based on recommendations of the Audit Committee, the Board of Directors of the Company ("the Board") at its meeting held on 07<sup>th</sup> June, 2025, has considered and approved the following:

1. A Modified Scheme of Amalgamation (the "Scheme") of Laxmi Infraspace Private Limited being the wholly owned subsidiary ("Transferor Company") with Laxmi Goldorna House Limited ("Transferee Company") and their respective shareholders and creditors under Section 233(1)(a) read with other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules framed thereunder. The Scheme inter alia provides for the amalgamation of the Transferor Company with the Transferee Company, and dissolution of the Transferor Company without winding up.

The Scheme is inter alia subject to the approval of Regional Director (NWR), Ahmedabad and receipt of necessary approvals of shareholders, creditors and such other regulatory/ statutory authorities, as may be required.

In terms of the Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, we are furnishing herewith the details of the Scheme as Annexure - A.

**Regd. Office:**

Laxmi House, Opp Bandharano Khancho, M.G. Haveli Road, Manekchowk, Ahmedabad - 380001, Gujarat.

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2. Considered and approved Notice of Extra-ordinary General Meeting and Meeting of Creditors for approval to the Scheme of Amalgamation of Laxmi Infraspace Private Limited with Laxmi Goldorna House Limited and their respective creditors and shareholders.
3. Appointment of M/s Nirav Shah & Associates, Practicing Company Secretaries, Ahmedabad (Membership No. A39412, CP No. 27102), as Scrutinizer for conducting the E-voting and postal ballot process in a fair and transparent manner.

The Scheme as approved by the Board would be available on the website of the Company at after submission of the same with the Stock Exchanges.

The Board meeting commenced at 01:30 pm and concluded at 02:15 pm

You are requested to take the same on record and inform all concerned.

**For, Laxmi Goldorna House Limited**

**MR. JAYESHKUMAR CHINULAL SHAH**  
**MANAGING DIRECTOR**  
**DIN: 02479665**

**Encl:** As above

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## Annexure-A

### Disclosures regarding the proposed Scheme of Amalgamation

Sr No.	Particulars	Details
a)	Name of the entity(ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc.;	Attached herewith as “ <b>Annexure B</b> ”
b)	whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”;	<p>Yes, The Transferor Company is wholly owned subsidiary of the Transferee Company and as such the said companies are related parties to each other.</p> <p>However, in terms of Companies (Amendment) Act, 2015 which was effective from 29th May, 2015 approval from the shareholders at the general meeting for the transactions entered between holding company and its wholly owned subsidiary company is not applicable.</p> <p>Further, in terms of Regulation 23(5)(b) of the Listing Regulations, any transaction entered into between a holding company and its wholly owned subsidiary whose accounts are consolidated with such holding company and placed before the shareholders at the general meeting for approval, is exempted from the provisions of Regulation 23(2), (3) &amp; (4) of Listing Regulations.</p> <p>Further, upon amalgamation of the Transferor Company with the Transferee Company, the shares held by the Transferee Company in the</p>

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		Transferor Company will stand cancelled and no consideration shall be issued by the Transferee Company.
c)	area of business of the entity(ies);	<p>Laxmi Goldorna House Limited ('Transferee Company') is engaged in manufacturing and trading business of branded gold Jewellery and ornaments. The company manufacture, produce, process, prepare, commercialize, cut, polish, set, design various gold, silver, platinum, jewellery, ornaments, gems, apparels, fashion-items, wearing items such as watches and other articles, goods, cutleries, utensils, antiques, articles and things.</p> <p>The company also carry on business of development of real estate, land, buildings, roads, infrastructure projects, dams, canals, bridges, highways, irrigation projects, air ports, and to construct, develop railways, tram ways, water tanks, reservoirs, marine structure, residential, commercial and industrial buildings. Etc</p> <p>Laxmi Infraspac Private Limited ('Transferor Company') is engaged in the business of real estate which includes construction of commercial and residential Projects. They carry on either alone or jointly with others a business of construction, improvement, designing, pull down, furnishing, maintenance etc. and all types of construction and development work in all branches such as roads,</p>

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		dams, bridges, flyover, airports, office complex and many more.
d)	rationale for amalgamation/ merger;	<p>The Amalgamation of the Transferor Companies with the Transferee Company is sought to be undertaken to achieve the following benefits:</p> <p>(a) The Transferor company is a Wholly owned subsidiary of the Transferee Company. It will lead to simplification of Group structure by eliminating multiple companies;</p> <p>(b) merger will lead to greater efficiency in the overall business and achieve integration of the business operations as well as synergy benefits through combined operations of both the entities.</p> <p>(c) The contemplated merger will lead to economies of scale which in turn will promote cost efficiency by means of reduction in administrative overheads, reduction in multiplicity of legal and regulatory compliances, and help run the business more effectively and economically resulting in better utilization of resources.</p> <p>(d) The proposed amalgamation shall improve the efficiency in cash management, organizational capability from pooling of human capital having skill, talents and vast experience and thereby increase competitiveness in the industry.</p> <p>(e) The proposed amalgamation will create enhanced value for shareholders and allow a focused</p>

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		strategy in operations, which would be in the best interest of all its shareholders, creditors and all other stakeholders.
e)	in case of cash consideration – amount or otherwise share exchange ratio;	The Transferor Company is wholly owned Subsidiary of the Transferee Company. Upon the scheme becoming effective, the shares held by the Transferee Company in the Transferor Companies will stand cancelled and there shall be no consideration for the amalgamation of the Transferor Companies with the Transferee Company.
f)	Brief details of change in shareholding pattern (if any) of listed entity	There will be no change in the shareholding pattern of the Company pursuant to the Scheme, as no shares are being issued by the Company in connection with the scheme.

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## Annexure-B

Standalone as on 31<sup>st</sup> March, 2025

Particulars	Laxmi Goldorna House Limited	Laxmi Infraspac Private Limited
<b>Total Assets</b>	<b>1595520167</b>	<b>212246812</b>
<b>Net Worth</b>	<b>509549632</b>	<b>-98521</b>
<b>Turnover</b>	<b>878156323</b>	<b>0</b>

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