



LAXMI ORGANIC INDUSTRIES LTD

Chandermukhi, Third Floor, Nariman Point, Mumbai 400021, India
T +91 22 49104444 E info@laxmi.com W www.laxmi.com

July 9, 2025

BSE Limited
Corporate Relationship Department,
1st Floor, New Trading Ring,
Rotunda Building, P. J. Towers,
Dalal Street, Fort,
Mumbai – 400 001
Scrip Code: 543277

National Stock Exchange Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (E),
Mumbai – 400 051
Trading Symbol: LXCHEM

Dear Sir / Madam,

Sub: Notice of 36th Annual General Meeting

Please see enclosed the notice convening the 36th Annual General Meeting of the Company for the financial year ended March 31, 2025.

We request you to take the above on record.

Thanking you,

For **Laxmi Organic Industries Limited**

Aniket Hirpara

Company Secretary and Compliance Officer

Encl.: A/a



CIN: L24200MH1989PLC051736

Registered office: A-22/2/3, MIDC, Mahad, Dist Raigad – 402309 Maharashtra | Tel: +91-2145-232424
Corporate Office: Chandermukhi Building, 2nd and 3rd Floor, Nariman Point, Mumbai – 400 021 | Tel: +91-22-49104444

Website: www.laxmi.com | Email: investors@laxmi.com

NOTICE

Notice is hereby given that the 36th Annual General Meeting of the Company is scheduled to be held on **THURSDAY, JULY 31, 2025** at **11:00 AM** through Video Conference (VC) / Other Audio Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt (a) the Audited Standalone Financial Statement of the Company for the financial year ended March 31, 2025, the reports of the Board of Directors and Auditors thereon; and (b) the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2025, the reports of the Auditors thereon and in this connection, to consider and if thought fit, to pass the following resolution, with or without modification(s), as an **Ordinary Resolution:**

- a. **"RESOLVED THAT** the Audited Standalone Financial Statement of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."
- b. **"RESOLVED THAT** the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2025 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted."

2. To declare final dividend on equity shares and in this connection, to consider and if thought fit, to pass the following resolution, with or without modification(s), as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the recommendations made by the Board of Directors of the Company, a final dividend at the rate 25% (₹ 0.50 per equity share) be and is hereby declared on all the equity shares of ₹2 each fully paid-up in the paid-up capital of the Company and that the aforesaid dividend be distributed out of the profits of the Company for the financial year ended March 31, 2025, to whose name appears on the Register of Equity Shareholders of the Company as on July 18, 2025 ('Record Date') and in respect of shares held in electronic form, to those "beneficial members" whose names appear in the statement of Beneficial Ownership furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of business hours on July 18, 2025 or to their mandates."

3. To appoint Director in place of Mr. Rajeev Goenka (DIN: 00059346) who retires by rotation and being eligible, offers himself for re-appointment and in this connection, to consider and if thought fit, to pass the following resolution, with or without modification(s), as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Dr. Rajeev Goenka (DIN: 00059346), Director of the Company, who retires by rotation at this meeting, being eligible has offered himself for re-appointment, be and is hereby re-appointed as the Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation."

4. To appoint Director in place of Dr. Rajan Venkatesh (DIN: 10057058), Managing Director & CEO who retires by rotation and being eligible, offers himself for re-appointment and in this connection, to consider and if thought fit, to pass the following resolution, with or without modification(s), as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Dr. Rajan Venkatesh (DIN: 10057058), Director of the Company, who retires by rotation at this meeting, being eligible has offered himself for re-appointment, be and is hereby re-appointed as the Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation."

SPECIAL BUSINESS:

5. To ratify the remuneration of the Cost Auditors for the financial year ending March 31, 2026, and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of ₹ 0.23 Mn (excluding Taxes and out of pocket expenses at actual), as approved by the Board of Directors and set out in the Statement annexed to the notice convening

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this Meeting, to be paid to M/s B. J. D. Nanabhoy & Company, Cost Auditors, to conduct the audit of cost records of the Company for the financial year ending March 31, 2026, be and is hereby ratified.”

6. To consider and approve the appointment of the Secretarial Auditors, and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Regulation 24A of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015, as amended, and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, the consent of the shareholders be and is hereby accorded for appointment of M/s GMJ & Associates, Company Secretaries, as the Secretarial Auditors of the Company for the term of five years to hold office from April 01, 2025 till March 31, 2030 (i.e. FY26 till FY30), to conduct a Secretarial Audit of the Company and to furnish the Secretarial Audit Report.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to fix the annual remuneration plus applicable taxes and out-of-pocket expenses payable to them during their tenure as the Secretarial Auditors of the Company, as determined by the Audit Committee in consultation with the said Secretarial Auditors.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to take such steps and do all such acts, deeds, matters, and things as may be considered necessary, proper, and expedient to give effect to this Resolution.”

7. To consider and approve the re-appointment of Mr. Harshvardhan Goenka, Executive Director (DIN 08239696) and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

“RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-

enactment thereof for the time being in force), and subject to the approval of the Central Government, if required, and such other approvals, permissions and sanctions, if any, as may be required, and subject to the such conditions and modifications, as may be prescribed or imposed while granting such approvals, permissions and sanctions, the shareholders of the Company do hereby approve the re-appointment of Mr. Harshvardhan Goenka (DIN 08239696) as Whole-time Director of the Company designated as Executive Director, liable to be retire by rotation, for a period of 5 (five) years with effect from November 01, 2025 till October 31, 2030.

RESOLVED FURTHER THAT the approval of the members be and is hereby accorded for the remuneration payable to Mr. Harshvardhan Goenka (DIN 08239696), Executive Director, during the Financial Year 2025-26 w.e.f. April 01, 2025 from present ₹ 25.70 Mn (CTC) to ₹ 26.22 Mn (CTC) as per the remuneration structure as set out below:

CTC Component	Annual Amount (₹ in Mn)
Fixed Pay	20.98
Performance Linked Incentive (PLI) (The PLI will be determined as per Company Policy and payable at the end of the year based on the performance of the Company as well as Individual)	5.24
Total CTC (Total Fixed Pay + PLI)	26.22

- a. In addition to CTC as specified in point (a) above, Mr. Harshvardhan Goenka (DIN 08239696) shall be eligible for the following benefits as per Company's policy.
1. Insurance - Group Term Life Insurance (GTLI), Group Medical Coverage (GMC), Group Personal Accident Insurance (GPA) & Keyman Insurance
 2. Company SIM card, Corporate Credit card and Leave encashment
 3. Business Travel for self
 4. Reimbursement of membership fees for any three clubs/hotels, on an actual basis.
 5. One Company car with Fuel, Maintenance & Driver.

RESOLVED FURTHER THAT the actual amount of Performance Linked Incentive (PLI) as specified in remuneration structure is dependent of Company Policy and the Nomination & Remuneration Committee be and is hereby authorised to determine the actual PLI amount payable to Mr. Harshvardhan Goenka



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(DIN 08239696) based on his individual performance and the Company's performance in Financial Year 2025-26, without obtaining a separate approval of members, even if it exceeds the PLI amount as mentioned in the remuneration structure.

RESOLVED FURTHER THAT the approval of the Shareholders be and is hereby accorded for the payment of aggregate annual remuneration beyond the limits specified regulation 17(6)(e) of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 and Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), to Mr. Harshvardhan Goenka (DIN 08239696), Executive Director, who is promoter during his renewed term upto October 31, 2030.

RESOLVED FURTHER THAT pursuant to proviso to Section 197(1) and proviso to Section II(A) Part II of Schedule V of the Companies Act, 2013 (including any statutory modification(s) or enactment(s) thereof for the time being in force), in case of inadequacy or absence of profit in Financial Year 2025-26, the remuneration set out here-above shall be paid to Mr. Harshvardhan Goenka (DIN 08239696) as minimum remuneration, beyond the limit specified in Section II Part II of Schedule V.

RESOLVED FURTHER THAT all the other terms of appointment of Mr. Harshvardhan Goenka (DIN 08239696) except the remuneration as revised above shall remain unchanged."

8. To consider and approve the revision in the remuneration of Dr. Rajan Venkatesh, Managing Director & CEO (DIN 10057058) for the Financial Year 2025-26 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 Regulation 17 and such other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force, the approval of the members be and is hereby accorded to revise the remuneration

payable to Dr. Rajan Venkatesh, Managing Director & CEO (DIN 10057058), during Financial Year 2025-26 w.e.f. April 01, 2025 from present ₹ 79.65 Mn (CTC) to ₹ 81.24 Mn (CTC) as per the remuneration structure as set out below:

CTC Component	Annual Amount (₹ in Mn)
Fixed Pay	43.76
Performance Linked Incentive (PLI)	37.48
(The PLI will be determined as per Company Policy and payable at the end of the year based on the performance of the Company as well as Individual)	
Total CTC (Total Fixed Pay + PLI)	81.24

RESOLVED FURTHER THAT the actual amount of Performance Linked Incentive (PLI) as specified in remuneration structure is dependent of Company Policy and the Nomination & Remuneration Committee be and is hereby authorised to determine the actual PLI amount payable to Dr. Rajan Venkatesh (DIN 10057058) based on his individual performance and the Company's performance in Financial Year 2025-26, without obtaining a separate approval of members, even if it exceeds the PLI amount as mentioned in the remuneration structure.

RESOLVED FURTHER THAT, alongside the aforementioned remuneration, Dr. Rajan Venkatesh (DIN 10057058) shall be entitled to all allowances, perquisites, benefits, restrictions, obligations, etc., as outlined in the Employment Agreement executed with the Company on February 21, 2023.

RESOLVED FURTHER THAT pursuant to proviso to Section 197(1) and proviso to Section II(A) Part II of Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), in case of inadequacy or absence of profit in Financial Year 2025-26, the remuneration set out here-above shall be paid to Dr. Rajan Venkatesh (DIN 10057058) as minimum remuneration, beyond the limit specified in Section II Part II of Schedule V.

RESOLVED FURTHER THAT all the other terms of appointment of Dr. Rajan Venkatesh (DIN 10057058) except the remuneration as revised above, shall remain unchanged."

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9. To consider and approve the revision in the remuneration of Mr. Ravi Goenka, Executive Chairman and Whole-time Director (DIN 00059267) for the Financial Year 2025-26 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 Regulation 17 and such other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force, the approval of the member be and is hereby accorded to revise the remuneration payable to Mr. Ravi Goenka, Executive Chairman and Whole-time Director (DIN 00059267), during Financial Year 2025-26 w.e.f. April 01, 2025, from present ₹ 61.38 Mn (CTC) to ₹ 75.28 Mn (CTC) as per the remuneration structure as set out below:

- b. The Annual fixed remuneration to be paid to Mr. Ravi Goenka, Executive Chairman and Whole-time Director (DIN: 00059276) during FY 2025-26 with effect from April 01, 2025, shall be ₹ 75.28 Mn (CTC).
- c. In addition to Annual Fixed Remuneration as specified in point (a) above, Mr. Ravi Goenka shall be eligible for the following benefits as per Company's policy:
 1. Insurance - Group Term Life Insurance (GTLI), Group Medical Coverage (GMC), Group Personal Accident Insurance (GPA) & Keyman Insurance
 2. Company SIM card, Corporate credit card and Leave Encashment
 3. Business Travel for self. In case of networking events, business travel will also include spouse.
 4. Leave Travel Allowance for expenses actually incurred for 2 trips in a block of 4 years for self and family members.
 5. Reimbursement of Hospitalization charges and Medical Expenses actually incurred in India on the director and his family members in any hospital.
 6. Expenses actually incurred on Gas, Electricity, Water, Furnishings and telephone, not exceeding ₹ 2 Mn per annum.

7. Reimbursement of membership fees for any four clubs. Also, membership on actuals for all industry bodies.

8. Four Company cars with fuel, maintenance & Driver.

- d. In addition to the Remuneration & Perquisites and Allowances as specified in point (a) and (b) above, as may be determined by the Board of the Company at the end of each financial year, Mr. Ravi Goenka (DIN: 00059276) shall be paid a remuneration by way of commission of such percentage of the Net Profit of the Company for FY 2025-26 calculated in accordance with section 198 of the Act, so that his overall remuneration (including Annual Fixed Remuneration and Commission) shall not exceed 5% of the Net Profit of the Company for FY 2025-26. The specific amount payable to Mr. Ravi Goenka (DIN: 00059276) will be based on performance as evaluated by the Nomination & Remuneration Committee thereof duly authorised in this behalf and will be payable annually after the Annual Accounts have been approved by the Board.

RESOLVED FURTHER THAT pursuant to proviso to Section 197(1) and proviso to Section II(A) Part II of Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), in case of inadequacy or absence of profit in Financial Year 2025-26, the remuneration set out here-above shall be paid to Mr. Ravi Goenka (DIN: 00059276) as minimum remuneration, beyond the limit specified in Section II Part II of Schedule V.”

10. To consider and approve for extending benefits of Laxmi Employees Stock Option Scheme – 2024 (“Laxmi ESOP 2024”) to the employees of subsidiary/associate company(ies) and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification(s) or re-enactment(s) of the Act (the “Act”), for the time being in force and the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, including any modifications thereof or supplements thereto (“the Regulations”) and in accordance with the provisions of the Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while



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granting such approvals, consents, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "the Board" which term shall be deemed to include the Nomination and Remuneration Committee), consent of the members of the Company be and is hereby accorded to the Board to extend the benefits of Laxmi ESOP 2024 to the Employees, whether working in India or out of India and Directors whether Whole-time Directors or not, of the subsidiary /associate company(ies) of the Company unless they are prohibited from participating in the Laxmi ESOP 2024 under any law or regulations for the time being in force, on such terms and conditions as may be decided by the Board.

FURTHER RESOLVED THAT for the purpose of creating, offering, issuing, allotting and listing of the Securities, the Board be and is hereby authorised on behalf of the Company to make any modifications, changes, variations, alterations or revisions in the Laxmi ESOP 2024 from time to time or to suspend, withdraw or revive Laxmi ESOP 2024 from time to time, provided

such variations, modifications, alterations or revisions are not detrimental to the interests of the Employees.

FURTHER RESOLVED THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to determine terms and conditions of issue of the Securities and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary for such purpose and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring to secure any further consent or approval of the Shareholders of the Company."

**By Order of the Board of Directors
FOR LAXMI ORGANIC INDUSTRIES LIMITED**

Date : May 20, 2025
Place : Mumbai

Aniket Hirpara
Company Secretary and
Compliance Officer

NOTES

1. The Ministry of Corporate Affairs ("MCA") has vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by "COVID-19", General Circular Nos. 20/2020 dated May 05, 2020, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 in relation to "Clarification on holding of Annual General Meeting ("AGM") through Video Conferencing (VC) or Other Audio Visual Means (OAVM)", (collectively referred to as "MCA Circulars") permitted the holding of the AGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the AGM of the Company is being held through VC / OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
 2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item Nos. 5 to 10 of the Notice, is annexed hereto. Further, the relevant details with respect to Item Nos. 3, 4 & 7 pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM are also annexed.
 3. In accordance with the aforesaid MCA Circulars and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023, SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 07, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 issued by Securities Exchange Board of India (collectively referred to as "SEBI Circulars"), the Notice of the AGM along with the Integrated Annual Report for 2024-25 is being sent by electronic mode to those Members whose Email addresses are registered with the Company/National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), collectively "Depositories".
 4. Pursuant to the provisions of the Companies Act, 2013 ("Act") a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars and SEBI Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and route map of the AGM are not annexed to this Notice.
 5. Institutional / Corporate shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF / JPG Format) of their respective Board or governing body Resolution / Authorisation etc., authorizing their representative to vote through remote e-Voting. The said Resolution / Authorisation shall be sent to the Scrutiniser or to the Company by Email at investors@laxmi.com.
 6. The Company has fixed July 18, 2025 as the 'Record Date' for determining entitlement of members to final dividend for the financial year ended March 31, 2025, if approved at the AGM.
 7. If the final dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend subject to deduction of tax at source will be made on or after August 05, 2025 to all Beneficial Owners in respect of shares held in dematerialised form as per the data as may be made available by the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), collectively "Depositories", as of end of day on July 18, 2025;
 8. Members who have not yet registered their Email addresses are requested to register the same with their Depository Participants ("DP") in case the shares are held by them in electronic form.
 9. Members are requested to intimate changes, if any, pertaining to their name, postal address, Email address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, etc., to their DPs if the shares are held by them in electronic form.
 10. In compliance with aforesaid MCA circulars and SEBI circulars, Notice of the AGM along with the Annual Report 2024-25 is being sent by electronic mode to those Members whose Email addresses are registered with the Company / Depositories.
- In case any member is desirous of obtaining hard copy of the Annual Report for the financial year 2025 and Notice of the 36th AGM of the Company, may send request to the Company's Email address at investors@laxmi.com mentioning Folio No./DP ID and Client ID.



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Process for registration of Email id for obtaining Notice of the AGM along with Annual Report.

If your Email address is not registered with the Depositories (if shares held in electronic form) / Company (if shares held in physical form), you may register to receive the Notice of the AGM along with the Annual Report by completing the process as under:

i. For Temporary Registration for Demat shareholders:

The Members of the Company holding Equity Shares of the Company in Demat Form and who have not registered their Email addresses may temporarily get their Email addresses registered with Link Intime India Pvt Ltd by clicking the link: https://web.in.mpms.mufig.com/EmailReg/Email_Register.html in their web site <https://in.mpms.mufig.com> at the Investor Services tab by choosing the Email Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, DP ID, Client ID/ PAN, mobile number and Email id. In case of any query, a member may send an Email to RTA at rnt.helpdesk@in.mpms.mufig.com.

On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification.

ii. For Permanent Registration for Demat shareholders:

It is clarified that for permanent registration of Email address, the Members are requested to register their Email address, in respect of demat holdings with the respective Depository Participant (DP) by following the procedure prescribed by the Depository Participant.

11. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.
12. Members seeking any information with regard to the financial statements or any matter to be placed at the AGM, are requested to write to the Company on or before Friday, July 25, 2025 through Email on investors@laxmi.com. The same will be replied by the Company suitably.
13. Members are requested to note that, dividends if not encashed for a period of 7 years from the date of transfer to Unpaid Dividend Account of the Company,

are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). Further, all the shares in respect of which dividend has remained unclaimed for 7 consecutive years or more from the date of transfer to unpaid dividend account shall also be transferred to IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline.

14. Members attending the meeting through VC/OAVM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
15. Pursuant to Finance Act 2020, dividend income is taxable in the hands of shareholders w.e.f. April 01, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, please refer to the Finance Act, 2020 and the amendments thereof. The shareholders are requested to update their PAN with the DP (if shares held in electronic form). A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G / 15H, to avail the benefit of non-deduction of tax at source by sending an email at rnt.helpdesk@in.mpms.mufig.com or by uploading the document with Company's RTA at <https://web.in.mpms.mufig.com/formsreg/submission-of-form-15g-15h.html> by 11:59 p.m. IST on July 18, 2025. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.
16. Non-resident shareholders [including Foreign institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)] can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits. For this purpose the shareholder may submit the above documents (PDF / JPG Format) by Email to investors@laxmi.com. The aforesaid declarations and documents need to be submitted by the shareholders by 11:59 p.m. IST on July 18, 2025.
17. In terms of Regulation 40(1) of SEBI Listing Regulations, as amended from time to time, transfer, transmission and transposition of securities shall be effected only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or Link Intime for assistance in this regard.

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18. Members holding shares in physical form, in identical order of names, in more than one folio, are requested to send to the Company or Link Intime the details of such folios, together with the share certificates, along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for the consolidation of share certificates shall be processed in dematerialised form.

19. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 04, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE_IAD-1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for the resolution of disputes arising in the Indian Securities Market. Pursuant to the above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>).

20. VOTING THROUGH ELECTRONIC MEANS

The procedure and instructions for remote e-voting are as under:

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 e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility

Shareholders who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- b) Enter User ID and Password. Click on "Login"
- c) After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.

- d) 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.

OR

Shareholders who have not registered for NSDL IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" and click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post successful registration, user will be provided with Login ID and password.
- d) After successful login, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- e) 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 2 - Individual Shareholders directly visiting the e-voting website of NSDL

- a) Visit URL: <https://www.evoting.nsdl.com>
- b) Click on the "Login" tab available under 'Shareholder/Member' section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
 - a) 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.
 - b) 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.



NOTES (Contd.)

Individual Shareholders holding securities in demat mode with CDSL**METHOD 1 – Individual Shareholders registered with CDSL Easi/ Easiest facility****Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:**

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com.
- b) Click on New System Myeasi Tab
- c) Login with existing my easi username and password
- d) After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.
- e) Click on “Link InTime/ 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.

OR**Shareholders who have not registered for CDSL Easi/ Easiest facility:**

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitokenRegistration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided username and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “Link InTime / 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 2 - Individual Shareholders directly visiting the e-voting website of CDSL

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account

- e) After successful authentication, click on “Link InTime / 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.

- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) After successful authentication, click on “Link InTime / 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 for InstaVote as under:

- a) Visit URL: <https://instavote.linkintime.co.in>

Shareholders who have not registered for INSTAVOTE facility:

- b) Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details:

A. User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

NOTES (Contd.)

B. 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.

C. DOB/DOI:

Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number:

Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

**Shareholders holding shares in NSDL form, shall provide 'D' above*

***Shareholders holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

- ▶ 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).
- ▶ Enter Image Verification (CAPTCHA) Code
- ▶ Click "Submit" (You have now registered on InstaVote).

Shareholders who have registered for INSTAVOTE facility:

- c) Click on "**Login**" under 'SHARE HOLDER' tab.
 - A. User ID: Enter your User ID
 - B. Password: Enter your Password
 - C. Enter Image Verification (CAPTCHA) Code
 - D. Click "Submit"
- d) Cast your vote electronically.
 - A. After successful login, you will be able to see the "Notification for e-voting".
 - B. Select 'View' icon.
 - C. E-voting page will appear.
 - D. 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).

- E. After selecting the desired option i.e. Favour / Against, click on 'Submit'. 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.

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 organisation 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 Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation 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:
 - A. 'Investor ID' –
 - i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
 - ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.
 - B. 'Investor's Name - Enter Investor's Name as updated with DP.
 - C. 'Investor PAN' - Enter your 10-digit PAN.
 - D. 'Power of Attorney' - Attach Board resolution or Power of Attorney.

**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.*



NOTES (Contd.)

- E. 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 – Voting through remote e-voting

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- Click on "**Votes Entry**" tab under the Menu section.
- 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".

- Enter "**16-digit Demat Account No.**" for which you want to cast vote.
- 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'.

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.

OR

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 a 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 a 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?**"

METHOD 2 - VOTES UPLOAD

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- After successful login, you will be able to see the "Notification for e-voting".
- Select "**View**" icon for "**Company's Name / Event number**".
- E-voting page will appear.
- Download sample vote file from "**Download Sample Vote File**" tab.
- Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "**Upload Vote File**" option.
- 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).

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.

NOTES (Contd.)

- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- o Click on "SUBMIT".

In case shareholders have a valid Email address, Password will be sent to his / her registered Email 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, Bank Account Number (last four digits) 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.*

User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

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>

- o Click on 'Login' under "**Custodian / Corporate Body/ Mutual Fund**" tab
- o Click "**forgot password?**"
- o Enter User ID, Organisation ID and Enter Image Verification code (CAPTCHA).
- o Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his / her registered Email 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.

- ▶ 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".

21. Process and manner for attending the General Meeting through InstaMeet:

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 09/2024 dated 19.09.2024, 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:

- e) Visit URL: <https://instameet.in.mpms.mufg.com> & click on "**Login**".
- f) Select the "**Company**" and '**Event Date**' and register with your following details:

E. Demat Account No. or Folio No:

Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID.

Shareholders holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID.**

Shareholders holding shares in **physical form – shall provide** Folio Number.

F. 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.

G. Mobile No: Enter your Mobile No.

H. Email ID: Enter your Email Id as recorded with your DP/ Company.



NOTES (Contd.)

- g) 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
- 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.

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.

NOTES (Contd.)

22. Details of Directors seeking appointment/re-appointment at the 36th AGM to be held on July 31, 2025 (pursuant to Regulation 36(3) and 26(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings)

Name	Mr. Rajeev Goenka (DIN: 00059346)	Dr. Rajan Venkatesh (DIN: 10057058)	Mr. Harshvardhan Goenka (DIN 08239696)
Date of Birth	August 04, 1967	August 07, 1975	April 30, 1989
Date of First Appointment	August 12, 1994	April 03, 2023	November 24, 2020
Qualification	B.Com, MBA	M.Sc. (Chemistry), ICT, Mumbai; M.Phil. (Polymer Science & Technology), University of Manchester Ph.D. (Polymer Chemistry), Eindhoven University of Technology	Bachelor's degree in science from Babson College, Boston, USA
Experience	With an MBA from Lehigh University, Pennsylvania, Mr. Rajeev Goenka brings over 29 years of experience in the chemicals industry, complemented by significant leadership roles in the renewable energy and education industries, spanning 23 and 19 years, respectively. His multi-sector expertise supports his contributions at the Board level, particularly in guiding long-term strategy and identifying new opportunities for growth. In addition to his responsibilities at Laxmi, he serves on the Board of Directors of Maharashtra Aldehydes Chemicals Limited and is a founding member of International Knowledge Park Private Limited, underscoring his commitment to both industrial and educational advancement.	Dr. Rajan joined Laxmi in April 2023, bringing with him a career defined by technical depth and strategic global leadership. His academic foundation spans three leading institutions: a master's in chemistry from ICT-Mumbai, an M.Phil. in Polymer Science and Technology from the University of Manchester, and a Ph.D. in Polymer Chemistry from Eindhoven University of Technology in the Netherlands. The 19 years at BASF shaped his global perspective, having operated across Germany, Singapore, India, and Hong Kong. At BASF, Dr Rajan managed large-scale initiatives and guided cross-functional business units. In his earlier role as Senior Vice President, Care Chemicals, Asia-Pacific, he led comprehensive business management operations, covering P&L oversight, customer and market strategy, sites and joint ventures, HR, and commercial execution across markets of Greater China, ASEAN, South Asia, Japan, Korea, and ANZ.	Mr. Harshvardhan Goenka has been an integral part of Laxmi since 2011, bringing strategic insight and a deep understanding of the chemicals sector. Over the years, he has played a leading role in steering the Company's evolution from a traditional bulk chemicals business to a dynamic and innovation-driven specialty chemicals enterprise. Appointed to the Board in November 2020, Harsh has been at the forefront of defining the Company's long-term strategic priorities, with a focus on capital deployment, mergers and acquisitions (M&A), business diversification, and sustainable growth. He is a strong advocate of India's potential to build integrated chemical value chains and believes this is key to fostering a self-reliant manufacturing ecosystem. Outside of Laxmi, Harsh is deeply involved in the wider business and leadership ecosystem. He is affiliated with the Indian Chemical Council (ICC) and is an active member of the Young Presidents' Organization (YPO). He holds a Bachelor's degree in Economics and Business Management from Babson College, Boston, USA, and is currently pursuing Executive Education at Harvard Business School.



NOTES (Contd.)

Name	Mr. Rajeev Goenka (DIN: 00059346)	Dr. Rajan Venkatesh (DIN: 10057058)	Mr. Harshvardhan Goenka (DIN 08239696)
Terms & Conditions of Re-Appointment	In terms of Section 152(6) of the Act, Mr. Rajeev Goenka is liable to retire by rotation at the Meeting.	In terms of Section 152(6) of the Act, Dr. Rajan Venkatesh is liable to retire by rotation at the Meeting.	Re-appointment as a Whole-time Director designated as Executive Director of the Company, liable to retire by rotation, for 5 (five) years with effect from November 01, 2025 till October 31, 2030.
Remuneration last drawn (including Sitting Fees, if any)	₹ 0.25 Mn	₹ 68.64 Mn	₹ 27.46 Mn
Remuneration proposed to be paid	Mr. Rajeev Goenka will be eligible to receive sitting fees and commission (within the ceiling limit of 1% of the Net Profit as computed in the manner laid down in Section 198 of the Companies Act, 2013) as approved by the Nomination & Remuneration Committee and Board of Directors from time to time.	As specified in the Resolution and Explanatory Statement	As specified in the Resolution and Explanatory Statement
Shareholding in the Company	109,437 Equity Shares	NIL	125 Equity Shares
Relationship with other Directors / Key Managerial Personnel	Mr. Rajeev Goenka is a brother of Mr. Ravi Goenka, Executive Chairman & Whole time Director of the Company and uncle of Mr. Harshvardhan Goenka, Executive Director – Business Development & Strategy	Dr. Rajan Venkatesh is not related to any other Directors or the Key managerial Personnel of the Company.	Mr. Harshvardhan Goenka is a son of Mr. Ravi Goenka, Executive Chairman & Whole time Director of the Company and nephew of Mr. Rajeev Goenka, Non-executive Director
No of Meetings of the Board Attended during Financial Year 2024-25	6 (six)	6 (six)	5 (five)
Other Directorships held as on March 31, 2025*	<ol style="list-style-type: none"> 1. Maharashtra Aldehydes & Chemicals Limited 2. Alumi Profiles Private Limited 3. Laxmi Bioenergie Limited 4. Laxmi Capital Services Private Limited 5. Suvas Holding Limited 6. Amrutsagar Constructions Private Limited 7. Anugrah Investments Limited 8. Aqua Mischief Private Limited 9. Brady Investments Private Limited 10. Krishna Meadows Private Limited 11. Laxmi Tank Terminal Private Limited 12. Merton Finance & Trading Private Limited 13. Ojas Dye-Chem (India) Private Limited 	<ol style="list-style-type: none"> 1. Laxmi Organic Industries (Europe) BV, the Netherlands 2. Laxmi Speciality Chemicals (Shanghai) Co. Ltd, China 	<ol style="list-style-type: none"> 1. Laxmi Bioenergie Limited 2. Anugrah Investments Limited 3. Cleanwin Energy Two Private Limited 4. Yellowstone Greenenergy Private Limited

NOTES (Contd.)

Name	Mr. Rajeev Goenka (DIN: 00059346)	Dr. Rajan Venkatesh (DIN: 10057058)	Mr. Harshvardhan Goenka (DIN 08239696)
	14. Unity Portfolio Private Limited 15. International Knowledge Park Private Limited 16. Sherry Securities Private Limited 17. Starsilver Mercantile Company Private Limited 18. Alphakids Learning Centres Private Limited 19. Pedestal Trading and Finance Private Limited		
Membership/ Chairmanship of Committees of Other Company Boards as on March 31, 2025	NA	NA	NA
Skills/Expertise/ Competency	Strategic Planning, General Management	Leadership/Operational Experience, Strategic Planning, General Management, Sales and Marketing, Procurement, Chemical Industry Expert, Manufacturing, Industrial Relations	Strategic Planning, Business Development, New Product/Chemistries Initiatives, Sales and Marketing, R&D & Innovation, Finance

*Only Companies are considered for the disclosure purpose



NOTES (Contd.)

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

ITEM NO.5:

Upon the recommendation of the Audit Committee, the Board has approved the appointment and remuneration of M/s B. J. D. Nanabhoy & Company, Cost Auditors to conduct the audit of the cost accounting records maintained by the Company for the products namely, Organic and Specialty Chemicals manufactured by the Company at its plant situated at Mahad and Distillery at Satara for the financial year ending March 31, 2026 on the remuneration ₹ 0.23 Mn (excluding Taxes and out of pocket expenses at actual).

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board, has to be ratified by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No.5 of the notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2026.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution.

The Board of Directors of your Company recommends the passing of the resolution as set out at Item No.5 as the Ordinary Resolution.

ITEM NO. 6:

This explanatory statement is provided in accordance with Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("the Act"), every listed Company and certain other prescribed categories of companies are required to annex a Secretarial Audit Report, issued by a Practicing Company Secretary, to their Board's report, prepared under Section 134(3) of the Act.

Furthermore, pursuant to recent amendments to Regulation 24A of the SEBI Listing Regulations, every listed entity is required to conduct a Secretarial Audit and annex the Secretarial Audit Report to its annual report. Additionally, a listed entity must appoint a Secretarial Audit firm for a maximum of two terms of five consecutive years, with shareholder approval to be obtained at the Annual General Meeting.

Accordingly, based on the recommendation of the Audit Committee, the Board of Directors has approved the appointment of M/s. GMJ & Associates (GMJ), Company Secretaries, as the Secretarial Auditors of the Company for a period of five years, commencing from April 01, 2025 till March 31, 2030 (i.e. FY26 till FY30). The appointment is subject to shareholders' approval at the Annual General Meeting.

While recommending GMJ for appointment, the Board and the Audit Committee evaluated various factors, including the firm's capability to handle a diverse and complex business environment, its existing experience in the Company's business segments, its industry standing, the clientele it serves, and its technical expertise. GMJ was found to be well-equipped to manage the scale, diversity, and complexity associated with the Secretarial Audit of the Company.

GMJ is a peer reviewed and a well-established firm of Practicing Company Secretaries, registered with the Institute of Company Secretaries of India, New Delhi. The firm is led by experienced partners, all of whom are distinguished professionals in the field of corporate governance and compliance. Their collective expertise spans corporate advisory, transactional services, advocacy, and company law due diligence. The firm also has associate partners with strong professional credentials who align with its core values of character, competence, and commitment.

The terms and conditions of GMJ's appointment include a tenure of five years, from April 01, 2025 till March 31, 2030 (i.e. FY26 till FY30). The fixed remuneration for the Secretarial Audit for the year 2025 is set at ₹ 0.20 Mn plus applicable taxes and other out-of-pocket costs incurred in connection with the audit. The proposed fees are determined based on the scope of work, team size, industry experience, and the time and expertise required by GMJ to conduct the audit effectively.

Additional fees for statutory certifications and other professional services will be determined separately by the management, in consultation with GMJ, and will be subject to approval by the Board of Directors and/or the Audit Committee. The remuneration for the subsequent years from 2027 to 2030 will also be approved by the Board and/or the Audit Committee.

GMJ has provided its consent to act as the Secretarial Auditors of the Company and has confirmed that the proposed appointment, if made, will be in compliance with the provisions of the Act and the SEBI Listing Regulations. Accordingly, the consent of the shareholders is sought for the appointment of GMJ as the Secretarial Auditors of the Company.

NOTES (Contd.)

The Board of Directors recommends the resolution for approval by the Members, as set out at Item No. 6 of the Notice.

None of the Directors, Key Managerial Personnel (KMP), or their relatives have any financial or other interest in the proposed resolution.

ITEM NO.7:

At the 31st Annual General Meeting of the Company held on November 24, 2020, Mr. Harshvardhan Goenka (DIN 08239696) was appointed as Whole-time Director for 5 years, starting from November 01, 2020, till October 31, 2025. The current tenure of Mr. Harshvardhan Goenka will conclude on October 31, 2025.

The Board has, upon the recommendation of the Nomination & Remuneration Committee, at their meeting held on May 20, 2025, approved (a) the re-appointment of Mr. Harshvardhan Goenka (DIN 08239696) as Whole-time Director of the Company designated as Executive Director, liable to be retire by rotation, for a further period of 5 (five) years with effect from November 01, 2025 till October 31, 2030 on the terms and conditions including remuneration as specified in the resolution and (ii) increase in the annual remuneration to be paid to Mr. Harshvardhan Goenka (DIN 08239696), during Financial Year 2025-26 w.e.f. April 1, 2025, from present ₹ 25.70 Mn (CTC) to ₹ 26.22 Mn (CTC) and the perquisites and allowances as specified in the resolution. The overall increase in the Annual CTC of Mr. Harshvardhan Goenka for FY 2025-26 is 2% per annum.

Mr. Harshvardhan Goenka is not disqualified from being re-appointed as Director in the terms of Section 164 of the Companies Act, 2013 and has given consent in writing to act as Whole-time Director designated as Executive Director. Mr. Harshvardhan Goenka satisfies all the conditions set out in Part-I of Schedule V to the Act as well as conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment.

In line with Regulation 17(6)(e) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, approval from members by special resolution is required for the compensation payable to executive directors who are promoters or members of the promoter group if it exceeds certain thresholds. Therefore, we seek your approval for the compensation payable to Mr. Harshvardhan Goenka during his renewed term, up to October 31, 2030. It's worth noting that the proposed remuneration reflects Mr. Harshvardhan Goenka's substantial contributions to the growth and sustainability of the Company.

The terms and conditions of his appointment are specified in the resolution. The brief profile of Mr. Harshvardhan Goenka is as under:

Mr. Harshvardhan Goenka has been an integral part of Laxmi since 2011, bringing strategic insight and a deep understanding of the chemicals sector. Over the years, he has played a leading role in steering the company's evolution from a traditional bulk chemicals business to a dynamic and innovation-driven specialty chemicals enterprise. Appointed to the Board in November 2020, Harsh has been at the forefront of defining the Company's long-term strategic priorities, with a focus on capital deployment, mergers and acquisitions (M&A), business diversification, and sustainable growth. He is a strong advocate of India's potential to build integrated chemical value chains and believes this is key to fostering a self-reliant manufacturing ecosystem. Outside of Laxmi, Harsh is deeply involved in the wider business and leadership ecosystem. He is affiliated with the Indian Chemical Council (ICC) and is an active member of the Young Presidents' Organization (YPO). He holds a Bachelor's degree in Economics and Business Management from Babson College, Boston, USA, and is currently pursuing Executive Education at Harvard Business School.

Mr. Harshvardhan Goenka shall perform such duties as shall from time to time be entrusted to him by the Board of Directors, subject to superintendence, guidance and control of the Board of Directors

In terms of the provisions of Section 197 of the Companies Act, 2013, the proposed special resolutions seek approval of the Members of the Company.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Harshvardhan Goenka under Section 190 of the Act.

Mr. Harshvardhan Goenka is interested in the said resolution, which pertains to his re-appointment and the remuneration payable to him. Mr. Ravi Goenka, Mr. Rajeev Goenka and the other relatives of Mr. Harshvardhan Goenka may be deemed to be interested in the said resolution, to the extent of their shareholding interest, if any, in the Company.

The Board recommends the resolution set forth in Item No. 7 for the approval of members.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

ITEM NO. 8:

Upon the recommendation of the Nomination & Remuneration Committee, the Board of Directors have at their meeting held on May 20, 2025 approved an increase in the annual remuneration to be paid to Dr. Rajan Venkatesh, Managing Director & Chief Executive officer (CEO) (DIN 10057058),



NOTES (Contd.)

during Financial Year 2025-26 w.e.f. April 01, 2025, from present ₹ 79.65 Mn (CTC) to ₹ 81.24 Mn (CTC). The overall increase in the Annual CTC of Dr. Rajan Venkatesh for FY 2025-26 is 2% per annum. The other terms of appointment of Dr. Rajan Venkatesh shall remain unchanged.

The revision in the remuneration has been finalised at the organisation level after taking into consideration various factors like Company's performance (top-line and bottom-line approach), industry benchmarking etc. Further, in the opinion of the Board, the aforesaid revision is in line with the industry norms and is justified considering the qualification, work profile, experience and the overall contribution made by Dr. Rajan Venkatesh to the Company. Accordingly, the Board of Directors of your Company recommends the passing of the resolution as set out at Item No.8 as the Special Resolution.

In accordance with the provisions of the Companies Act, 2013, the revision in the remuneration of the Executive Director requires approval of the Members.

Dr. Rajan Venkatesh is interested in the said resolution, which pertains to the remuneration payable to him.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

ITEM NO. 9:

The Board has, upon the recommendation of the Nomination & Remuneration Committee, at their meeting held on May 20, 2025, approved the revision in the payment of remuneration of Mr. Ravi Goenka, Executive Chairman (DIN 00059267) during Financial Year 2025-26 w.e.f. April 01, 2025, from present ₹ 61.38 Mn (CTC) to ₹ 75.28 Mn (CTC) and the perquisites and allowances as specified in the resolution. While the overall percentage increase in Annual CTC (excluding commission, perquisites, and allowances) is only 2% rising from ₹ 61.38 Mn to ₹ 62.76 Mn, in line with the increase granted to other executive board members, the total reported CTC appears higher at ₹ 75.28 Mn due to a structural change in the remuneration package. Specifically, a new House Rent Allowance (HRA) component of ₹ 12.52 Mn has been introduced in place of the previously provided "Fully Furnished Rent-Free Accommodation" perquisite. This replacement was implemented to achieve cost efficiency. The switch to a fixed HRA not only simplifies the compensation structure but also results in a tangible cost-saving impact for the Company over the long term, compared to the variable and higher cost associated with maintaining Company-leased accommodation. Therefore, the revised CTC reflects a rationalised structure and not a material increase in actual compensation.

The revision in the remuneration has been finalised at the organisation level after taking into consideration various factors like Company's performance (top-line and bottom-line approach), industry benchmarking etc. Further, in the opinion of the Board, the aforesaid revision is in line with the industry norms and is justified considering the qualification, work profile, experience and the overall contribution made by Mr. Ravi Goenka to the Company. Accordingly, the Board of Directors of your Company recommends the passing of the resolution as set out at Item No.9 as the Special Resolution.

The other terms of appointment of Mr. Ravi Goenka shall remain unchanged.

In accordance with the provisions of the Companies Act, 2013, the revision in the remuneration of the Executive Director requires approval of the Members.

Mr. Ravi Goenka is interested in the said resolution, which pertains to the remuneration payable to him. Mr. Harshvardhan Goenka, Mr. Rajeev Goenka and the other relatives of Mr. Ravi Goenka may be deemed to be interested in the said resolution, to the extent of their shareholding interest, if any, in the Company.

The Board recommends the resolution set forth in Item No. 9 for the approval of members.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

ITEM NO. 10:

As the 35th Annual General Meeting held on July 30, 2024, the members have approved "Laxmi Employee Stock Option Scheme 2024" ("**Laxmi ESOP 2024** ") for eligible employees and Directors of the Company as determined by the Nomination & Remuneration Committee (NRC) from time to time. The Company now proposes extending the benefits of the ESOP Scheme to employees of its subsidiary, associate, and holding companies. Accordingly, NRC ("Committee") and the Board of Directors of the Company at their respective meetings held on May 20, 2025 had approved the proposal, subject to the approval of the shareholders. As per prevailing rules, approval of the members is required for extending the benefits and coverage of Laxmi ESOP 2024 to the employees of the subsidiary, associate, and holding companies.

Particulars as required under Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of Companies (Share Capital and Debentures) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB Regulation") the

NOTES (Contd.)

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and the circulars / guidelines issued by the Securities and Exchange Board of India ("SEBI"), are given below:

a) Brief description of the Laxmi ESOP 2024:

Laxmi ESOP 2024 contemplates grant of employee stock options to the eligible employees and Directors of the Company, as may be determined in due compliance of extant law and provisions of Laxmi ESOP 2024. After vesting of Options, the option grantee earns a right (but not obligation) to exercise the vested options within the exercise period and obtain equity shares of the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon.

The Committee shall administer the Laxmi ESOP 2024. All questions of interpretation of the Laxmi ESOP 2024 shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in the Laxmi ESOP 2024.

b) Total number of options to be granted:

A total of 42,50,000 (Forty-Two Lakh Fifty Thousand) options would be available for being granted to eligible employees of the Company under Laxmi ESOP 2024. Each option when exercised would be converted into one equity share of ₹ 2/- each fully paid-up.

Options lapsed or cancelled due to any reason including the reason of lapse of exercise period or due to resignation of the employees/ Directors or otherwise, would be available for being re-granted at a future date.

The Committee is authorised to re-grant such lapsed / cancelled options as per Laxmi ESOP 2024.

In case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, a fair and reasonable adjustment will be made to the options granted. Accordingly, if any additional equity shares are required to be issued by the Company to the option grantees for making such fair and reasonable adjustment, the ceiling of options/ equity shares stated above shall be deemed to increase to the extent of such additional equity shares issued.

c) Identification of classes of employees entitled to participate in the Laxmi ESOP 2024:

"Employee" means:

- (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-clauses (i) or (ii), of a subsidiary or its associate company, in India or outside India, or of a holding company of the Company, but does not include—

a. an employee who is a promoter or a person belonging to the promoter group; or

b. a director who, either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the Company;

d) Appraisal Process for determining the eligibility of the employees to employee stock options:

The options shall be granted to the employees as per performance appraisal system of the Company. The process for determining the eligibility of the employees will be specified by the Committee and will be based on designation, period of service, performance linked parameters such as work performance and such other criteria as may be determined by the Committee at its sole discretion, from time to time.

e) Requirements of vesting and period of vesting:

The options granted shall vest so long as the employee continues to be in the employment of the Company, as the case may be. The 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 5 (five) 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, subject to the minimum vesting period of one year from the date of grant of options.

f) The maximum period within which the options shall be vested:

The options granted shall vest not later than 5 (Five) years from the date of grant of such options.



NOTES (Contd.)

g) Exercise price or pricing formula:

The Exercise Price will be determined by the Nomination & Remuneration Committee, adhering to the accounting policies outlined in SEBI SBEB Regulations. However, it will not be below 70% of the average share price of the Company over the preceding three months from the Grant date. The same shall be subject to any fair and reasonable adjustments that may be made on account of corporate actions of the Company in order to comply with the SEBI ESOP Regulations.

h) Exercise Period and the process of exercise:

In case of continuation of employment, the exercise period in respect of a vested option shall be subject to a maximum period of 8 (Eight) years commencing after the date of vesting of such option.

In case of cessation of employment due any reason, shorter exercise periods have been respectively prescribed in the Laxmi ESOP 2024.

The vested options will be exercisable by the employees by a written application to the Company as may be prescribed to exercise the options in such manner, and on execution of such documents, as may be prescribed by the Committee from time to time. The options will lapse if not exercised within the specified exercise period.

i) Lock-in period:

The shares issued pursuant to exercise of options shall not be subject to any lock-in period restriction except such restrictions particularly after listing of shares of the Company as may be prescribed under applicable laws including that under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, and code of conduct framed, if any, by the Company after listing under the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, as amended.

j) Maximum number of options to be issued per employee and in aggregate:

The maximum number of Options that may be granted to each Employee shall vary depending upon the designation and the appraisal/assessment process. However, the Committee reserves the right to decide the number of Options to be granted and the maximum number of Options that can be granted to each Employee within this ceiling.

k) Method of option valuation:

The Company shall adopt fair value method for valuation of options as prescribed under IND AS 102 or under any relevant accounting standard notified by appropriate authorities from time to time. In case the Company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee's compensation cost so computed and the employee compensation cost that shall have been recognised if it had used the fair value, shall be disclosed in the Directors' Report and the impact of this difference on profits and on earnings per share of the Company shall also be disclosed in the Directors' Report.

l) Accounting and Disclosure Policies:

The Company shall follow the relevant Indian Accounting Standards (Ind-AS) / Guidance Note on Accounting for Employee Share-based Payments and/ or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India or any other appropriate authority, from time to time, including the disclosure requirements prescribed therein

m) The conditions under which option 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.

n) The specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee:

In case of termination of employment as specified above, all the vested options shall lapse and cannot be exercised. In case of resignation/ termination (other than due to misconduct), the vested options can be exercised by the employee by the last working day of the concerned employee.

o) Route of administration of Laxmi ESOP 2024:

The Laxmi ESOP 2024 shall be implemented and administered directly by the Company.

NOTES (Contd.)

p) Source of acquisition of shares under the Laxmi ESOP 2024:

The Laxmi ESOP 2024 contemplates the issue of fresh/ primary shares by the Company.

q) Amount of loan to be provided for implementation of the scheme(s) by the Company to the trust, its tenure, utilisation, repayment terms, etc:

This is currently not contemplated under the present Laxmi ESOP 2024.

r) Maximum percentage of secondary acquisition:

This is not relevant under the present Laxmi ESOP 2024.

s) Disclosure and Accounting Policies:

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 SEBI SBEB Regulation.

For more information regarding lock in period, method which the Company shall use to value its options, conditions under which option vested in employees may lapse e.g. in case of termination of employment for misconduct, specified time period within which the employees shall exercise the vested options in the event of a proposed termination of employment or resignation of employee, statement to the effect that the Company shall comply with the applicable accounting standards, please refer to the Laxmi ESOP 2024. A draft copy of the Laxmi ESOP 2024 is available for inspection at the Company's Registered Office during official hours on all working days till the date of the 35th Annual General Meeting.

None of the Directors, or Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested in these resolutions, except to the extent of the securities that may be offered to them under the Laxmi ESOP 2024