LAXMI ORGANIC INDUSTRIES LTD
CIN: L24200MH1989PLC051736
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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 37th Annual General Meeting of the Company is scheduled to be held on **WEDNESDAY**, **05 AUGUST, 2026** at **11.00 am** through video conferencing (VC) / Other Audio-Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt (a) the audited financial statement of the Company for the financial year ended March 31, 2026, 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, 2026, 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, 2026 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, 2026 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 of 15% (₹ 0.30 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 31March, 2026, to those Members whose names appear in the Register of Equity Shareholders of the Company as on Tuesday, July 21, 2026 ('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 Tuesday, July 21, 2026 or to their mandates."

3. To appoint a Director in place of Mr. Harshvardhan Goenka, Executive Director (DIN 08239696) 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, Mr. Harshvardhan Goenka, Executive Director (DIN 08239696) 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 a Director in place of Mr. Manish Chokhani, Non-executive Non-Independent Director (DIN 00204011), 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, Mr. Manish Chokhani, Non-executive Non-Independent Director (DIN 00204011), 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, 2027, and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

NOTICE (Contd.)

"**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 ₹0.27 Million (excluding applicable taxes and reimbursement of out-of-pocket expenses at actuals), as approved by the Board of Directors and set out in the Statement annexed to the notice convening this Meeting, to be paid to **M/s R. Nanabhoy & Co.**, Cost Auditors, to conduct the audit of cost records of the Company for the financial year ending March 31, 2027, be and is hereby ratified."

6. To consider and approve the payment of remuneration to Executive Directors in case of absence / inadequate profits 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 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made thereunder read with Schedule V of the Act, including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, consent of the members be and is hereby accorded that in the event of absence or inadequacy of profits in any of the 3 (three) financial years i.e. **2025–26, 2026–27, and 2027–28**, the remuneration (by way of salary, perquisites, allowances, commission, and other benefits), as mentioned in Item No. 6 of the Explanatory Statement (including any revision in remuneration structure or quantum as may be approved by the Nomination and Remuneration Committee, Board of Directors and Members from time to time in accordance with applicable law), be continued to be paid to the following Executive Directors as minimum remuneration, notwithstanding that such remuneration may exceed the limits prescribed under Section 197 and Schedule V of the Act.

a. Mr. Ravi Goenka (Executive Chairman)

b. Mr. Harshvardhan Goenka (Executive Director)

c. Dr. Rajan Venkatesh (Managing Director & CEO)

RESOLVED FURTHER THAT the Board of Directors or Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

Aniket Hirpara
Company Secretary and
Compliance Officer

Date : May 21, 2026
Place : Mumbai

NOTICE (Contd.)

NOTES:

1. The Ministry of Corporate Affairs ("MCA") has, vide its circular no. 03/2025 dated September 22, 2025 read with general circular no. 14/2020 dated April 08, 2020, no. 17/2020 dated April 13, 2020, no. 20/2020 dated May 05, 2020, no. 10/2022 dated December 28, 2022, no. 09/2023 dated September 25, 2023, no. 09/2024 dated September 19, 2024 (collectively referred to as 'MCA Circulars') permitted the holding of the Annual General Meeting ('AGM' or 'Meeting') through Video Conferencing facility / Other Audio Visual Means ('VC/OAVM'), till further orders, in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated May 05, 2020. In compliance with the provisions of the Companies Act, 2013 ('the Act'), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and MCA & SEBI Circulars, the 37th 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 Act setting out material facts concerning the business under Item Nos. 5 to 6 of the Notice, is annexed hereto. Further, the relevant details with respect to Item Nos. 3 and 4 pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 ("SS-2") on General Meetings issued by the Institute of Company Secretaries of India, in respect of the Director seeking re-appointment at this AGM are also annexed.

3. In accordance with the aforesaid MCA Circulars and various circulars issued by Securities and Exchange Board of India from time to time (collectively referred to as "SEBI Circulars"), the Notice of the AGM along with the Integrated Annual Report for 2025-26 is being sent by electronic mode to those Members whose e-mail 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 / Authorization etc., authorizing their representative to vote through remote e-Voting. The said Resolution / Authorization shall be sent to the Scrutinizer by e-mail to investors@laxmi.com.

6. The Company has fixed Tuesday, July 21, 2026 as the 'Record Date' for determining entitlement of members to final dividend for the financial year ended March 31, 2026, 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 10, 2026 to all Beneficial Owners in respect of shares held in dematerialized 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 Record Date.

8. Members who have not yet registered their e-mail 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, e-mail 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 2025-26 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories. In case any member is desirous of obtaining hard copy of the Annual Report for 2025-26 and Notice of the 37th AGM of the Company, may send request to the Company's e-mail address at investors@laxmi.com mentioning Folio No./DP ID and Client ID.

NOTICE (Contd.)

11. **Process for registration of e-mail id for obtaining Notice of AGM and Annual Report.**

    If your e-mail 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 and 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 e-mail addresses may temporarily get their e-mail addresses registered with MUFG Intime India Pvt Ltd by clicking the link: https://web.in.mpms.mufg.com/EmailReg/Email_Register.html in their website https://in.mpms.mufg.com at the Investor Services tab by choosing the E-mail Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, DPID, Client ID/PAN, mobile number and e-mail id. In case of any query, a member may send an e- mail to RTA at Investor.helpdesk@in.mpms.mufg.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 e-mail address, the Members are requested to register their e-mail address, in respect of demat holdings with the respective Depository Participant (DP) by following the procedure prescribed by the Depository Participant.

12. 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.

13. 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 Tuesday, July 28, 2026 through e-mail on investors@laxmi.com. The same will be replied by the Company suitably.

14. 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.

15. Members attending the meeting through VC/OAVM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.

16. 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 e-mail to Investor.helpdesk@in.mpms.mufg.com or by uploading the document at https://web.in.mpms.mufg.com/formsreg/submission-of-Form-121-41.html. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

17. 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 e-mail to investors@laxmi.com.

18. 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 dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or MUFG Intime for assistance in this regard.

NOTICE (Contd.)

19. Members holding shares in physical form, in identical order of names, in more than one folio, are requested to send to the Company or MUFG 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 dematerialized form.

20. 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).

21. VOTING THROUGH ELECTRONIC MEANS

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, 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 remote e-Voting facility.

LOGIN METHOD FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL OTP based login

a) Visit URL: https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp

b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.

c) Enter the OTP received on your registered email ID/ mobile number and click on login.

d) 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.

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 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

a) Visit URL: https://eservices.nsdl.com and click on "Beneficial Owner" icon under "IDeAS Login Section".

b) Enter IDeAS User ID, Password, Verification code & click on "Log-in".

c) Post successful authentication, you will be able to see e-Voting services under Value added services section. 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.

Shareholders not registered for IDeAS facility:

a) To register, visit URL: https://eservices.nsdl.com and select "Register Online for IDeAS Portal" or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

Shareholders/ Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience

Google Play App Store

b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".

c) Enter the last 4 digits of your bank account / generate 'OTP'

d) Post successful registration, user will be provided with Login ID and password.

e) Follow steps given above in points (a-d).

METHOD 3 - NSDL e-voting website

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 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on "Login".

d) 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.

NOTICE (Contd.)

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.

Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 - CDSL e-voting page

a) Visit URL: https://www.cdslindia.com.

b) Go to e-voting tab.

c) Enter 16-digit 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) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. 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 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

a) Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or Visit URL: www.cdslindia.com, click on "Login" and select "My Easi New (Token)".

b) Enter existing username, Password & click on "Login".

c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. 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.

Shareholders not registered for Easi/ Easiest facility:

a) To register, visit URL: https://web.cdslindia.com/myeasitoken/Home/EasiRegistration/ https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration.

b) Proceed with updating the required fields for registration.

c) Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

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) Post successful authentication, 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.

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 and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP on InstaVote

Shareholders registered for INSTAVOTE facility:

InstaVote USER ID		
	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg. 12345678).
	CDSL	User ID is 16 Digit Beneficiary ID
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

a) Visit URL: https://instavote.linkintime.co.in & click on **"Login"** under 'SHARE HOLDER' tab.

b) Enter details as under:

A. User ID: Enter User ID

B. Password: Enter existing Password

C. Enter Image Verification (CAPTCHA) Code

D. Click "Submit".
(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

Shareholders not registered for INSTAVOTE facility:

InstaVote USER ID	
NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg. 12345678).
CDSL	User ID is 16 Digit Beneficiary ID
Shares held in physical form	User ID is Event No + Folio no. registered with the Company

a) Visit URL: https://instavote.linkintime.co.in & click on **"Sign Up"** under 'SHARE HOLDER' tab & register with details as under:

A. User ID: Enter User ID

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.

- o Shareholders, holding shares in **NSDL form**, shall provide 'point 4' above.
- o Shareholders, holding shares in **CDSL form**, shall provide 'point 3' or 'point 4' above.
- o Shareholders, holding shares in **physical form** but have not recorded 'point 3' and 'point 4', shall provide their Folio number in 'point 4' above

E. 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).

F. Enter Image Verification (CAPTCHA) Code.

G. Click "Submit" (You have now registered on InstaVote).

Post successful registration, click on **"Login"** under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

STEP 2: Steps to cast vote for Resolutions through InstaVote

A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".

B. Select 'View' icon. E-voting page will appear.

C. Refer the Resolution description and cast your vote by selecting your desired option 'Favor / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).

D. After selecting the desired option i.e. Favor / Against, click on 'Submit'.

E. 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.

NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorizing its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the Company at registered email address.

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 organization 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; Organization ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

NOTICE (Contd.)

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:

1) 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.

2) 'Investor's Name - Enter Investor's Name as updated with DP.

3) 'Investor PAN' - Enter your 10-digit PAN.

4) 'Power of Attorney' - Attach Board resolution or Power of Attorney.

NOTE: 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.

D. 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 – Steps to cast vote for Resolutions through InstaVote

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

METHOD 1 - VOTES ENTRY

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) Click on "Votes Entry" tab under the Menu section.

c) 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".

d) Enter "16-digit Demat Account No.".

e) Refer the Resolution description and cast your vote by selecting your desired option 'Favor / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e. Favor / Against, click on 'Submit'.

f) 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.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) After successful login, you will see "Notification for e-voting".

c) Select "View" icon for "Company's Name / Event number".

d) E-voting page will appear.

e) Download sample vote file from "Download Sample Vote File" tab.

f) Cast your vote by selecting your desired option 'Favor / Against' in the sample vote file and upload the same under "Upload Vote File" option.

g) 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).

NOTE: **Non-Individual Body corporate shareholders** shall send a scanned copy of the board resolution authorizing its representative to vote, to the Scrutinizer with a copy marked to RTA at enotices@in.mpms.mufg.com and the Company at investors@laxmi.com.

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.

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.

NOTICE (Contd.)

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 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 request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Individual 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

InstaVote USER ID		
	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg. 12345678).
	CDSL	User ID is 16 Digit Beneficiary ID
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

- Click on **"Login"** under 'SHARE HOLDER' tab.
- Further Click on **"forgot password?"**
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

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

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

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

General Instructions - Shareholders

- 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".

22. **PROCESS AND MANNER FOR ATTENDING THE GENERAL MEETING THROUGH INSTAMEET:**

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 03/2025 dated 22.09.2025, the companies can continue to conduct AGMs by VC or OAVM, as per the existing procedural requirements. Till further orders, the relaxations will remain in force.

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:

a) Visit URL: https://instameet.in.mpms.mufg.com & click on "Login".

b) Select the "Company Name" and register with your following details:

c) Select Check Box - Demat Account No. / Folio No. / PAN

- Shareholders holding shares in NSDL/ CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.
- Shareholders holding shares in physical form shall select check box – Folio No. and enter the Folio Number registered with the company.

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- Shareholders shall select check box – PAN and enter 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 by MUFG Intime, if applicable.

- Mobile No: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
- Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Email Id with the DP shall enter the Email Id.

d) 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 at company 's registered email address.

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 link "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.

Help Desk

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

NOTICE (Contd.)

23. Details of Directors seeking appointment/re-appointment at the 37th AGM (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. Harshvardhan Goenka**	**Mr. Manish Chokhani**
Date of Birth	April 30, 1989	14 Octobr,1966
Date of First Appointment	November 24, 2020	30 March ,2012
Qualification	Bachelor's degree in Economics and Business Management from Babson College, Boston, USA	CA, MBA
Experience	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, Mr. Harshvardhan Goenka has been at the forefront of defining the Company's long-term strategic priorities, with a focus on capital deployment, mergers & 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. Manish Chokhani is one of India's most respected financial market leaders, best known for his tenure as CEO of Enam Securities, the iconic investment bank that advised many of India's foremost business groups. He led Enam's landmark merger with Axis Bank to create Axis Capital, where he served as MD & CEO. Earlier, he had co-founded Enam AMC, which manages portfolios for leading Indian families and global institutional investors. With extensive experience across investment banking, asset management, and private equity, including senior roles with TPG, he serves or has served on the boards of several prominent listed companies, such as Welspun Corp, Chalet Hotels, Landmark Cars, Auxilo Finserv and is a member of the Governing Board of FLAME University. He has also contributed to policy and market development as a member of SEBI's AIPAC committee and as Co-Chairman of the Capital Markets Committee at the Indian Merchants' Chamber. A Chartered Accountant and one of the youngest MBAs from London Business School, Mr. Chokhani is deeply committed to developing leaders, having taught at IIM-K, and enjoys music, sports, travel and practises Vipassana meditation.
Terms & Conditions of Re-Appointment	In terms of Section 152(6) of the Act, Mr. Harshvardhan Goenka is liable to retire by rotation at the Meeting.	In terms of Section 152(6) of the Act, Mr. Manish Chokhani is liable to retire by rotation at the Meeting.
Remuneration last drawn (including Sitting Fees, if any)	₹ 20.97 Million	₹ 2.16 Million

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Name	**Mr. Harshvardhan Goenka**	**Mr. Manish Chokhani**
Remuneration proposed to be paid	Upon the re-appointment as Director, Mr. Harshvardhan Goenka, in his capacity of Executive Director, will receive remuneration as specified in Resolution No.6.	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.
Shareholding in the Company	125 Equity Shares	NIL
Relationship with other Directors / Key Managerial Personnel	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	NA
No. of Meetings of the Board Attended during 2025-26	5 (Five)	5 (Five)
Other Directorships held as on March 31, 2026*	1. Laxmi Bioenergie Limited 2. Anugrah Investments Limited 3. Cleanwin Energy Two Private Limited 4. Yellowstone Greenenergy Private Limited 5. Unicrate Datatech Private Limited 6. Wind Edge Power Solutions Private Limited	1. Quadrillion Capital Private Limited 2. Sears Securities and Investments Private Limited 3. Shoppers Stop Limited 4. Auxilo Finserve Private Limited 5. Landmark Cars Limited 6. Welspun Corp Limited 7. Chalet Hotels Limited
Membership/ Chairmanship of Committees of Other Company Boards as on March 31, 2026	NA	**A. Auxilo Finserve Private Limited** Nomination & Remuneration Committee – Member Risk Committee – Member CSR Committee – Chairman **B. Landmark Cars Limited** Risk Committee – Chairman **C. Welspun Corp Limited** Stakeholders Relationship Committee – Chairman **D. Chalet Hotels Limited** Stakeholders Relationship Committee – Member Compensation, Nomination and Remuneration Committee – Member Risk Management Committee - Member
Skills/Expertise/ Competency	Strategic Planning, Business Development, New Product/Chemistries Initiatives, Sales and Marketing, R&D & Innovation, Finance	Strategic Planning, Finance & Accounting, Investment Banking & Capital Market, Regulatory/Legal & Risk Management, Stakeholders Relations, Corporate Governance

*Only the Companies in which the Director is holding directorship as on date of this notice are considered for the disclosure purpose

NOTICE (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 R. Nanabhoy & Co, 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, 2027 at a remuneration ₹ 0.27 Million (excluding applicable taxes and reimbursement of out-of-pocket expenses at actuals).

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, 2027.

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:

In accordance with the provisions of the Companies Act, 2013, the Members of the Company have, from time to time, approved the appointment/re-appointment and remuneration payable to the Executive Directors of the Company, namely:

- Mr. Ravi Goenka – Executive Chairman
- Mr. Harshvardhan Goenka – Executive Director
- Dr. Rajan Venkatesh – Managing Director & CEO

The remuneration structure of the aforesaid Executive Directors comprises salary, perquisites, allowances, and commission linked to the net profits of the Company, within the limits prescribed under Section 197 of the Act and as approved by the Members. The details of the last remuneration as approved by the members are as under:

a) **Mr. Ravi Goenka** - The Members of the Company at the 36th Annual General Meeting held on July 31, 2025 approved a revision in the remuneration payable to Mr. Ravi Goenka with effect from April 01, 2025. Accordingly, it was approved that the aggregate remuneration payable to him for 2025–26 shall not exceed ₹75.28 Million (CTC), excluding perquisites and commission at such percentage of the net profits of the Company, calculated in accordance with Section 198 of the Companies Act, 2013, such that the overall remuneration (including fixed remuneration and commission) does not exceed 5% of the net profits of the Company.

b) **Mr. Harshvardhan Goenka** - The Members of the Company at the 36th Annual General Meeting held on July 31, 2025 approved the re-appointment of Mr. Harshvardhan Goenka as a Whole-time Director, designated as Executive Director, for a term of five (5) years with effect from November 01, 2025 to October 31, 2030, along with the aggregate remuneration payable to him for 2025–26 of ₹26.22 Million (CTC), excluding perquisites.

c) **Dr. Rajan Venkatesh** - The Members of the Company at the 36th Annual General Meeting held on July 31, 2025 approved a revision in the remuneration payable to Dr. Rajan Venkatesh with effect from April 01, 2025. Accordingly, it was approved that the aggregate remuneration payable to him for 2025–26 shall not exceed ₹81.24 Million (CTC), excluding perquisites.

The Company operates in the specialty chemicals sector, which continues to be impacted by evolving global market dynamics. During the recent period, the industry has witnessed **demand slowdown across key end-user segments,** coupled with **price volatility of raw materials and finished products,** primarily due to global macroeconomic uncertainties, geopolitical developments, and supply chain realignments. Additionally, increased competitive intensity, particularly from global suppliers, and fluctuations in input costs have exerted pressure on margins. The Company has also undertaken strategic initiatives, including investments in capacity expansion, product diversification, and strengthening of its value chain, the benefits of which are expected to accrue over the medium to long term. These factors, taken together, have impacted the profitability of the Company in the 2025-26 and may continue to do so in the near term, potentially resulting in **inadequacy of profits** as envisaged under the provisions of the Companies Act, 2013.

NOTICE (Contd.)

In 2025–26, the remuneration payable to the Directors exceeded the limits prescribed under Section 197 of the Companies Act, 2013, including the limit of 10% of the net profits of the Company, being the maximum managerial remuneration payable to all Executive Directors collectively, and the overall limit of 11% of the net profits of the Company payable to all Directors in a financial year. Further, considering the prevailing business environment, current market conditions, and projected profitability, it is likely that the remuneration payable to the Directors may continue to exceed the aforesaid limits during 2026–27 and 2027–28.

As per Schedule V of the Act, where in any financial year during the tenure of a managerial person, or other director, a company has no profits or its profits are inadequate, it may, pay remuneration to the managerial person or other director in excess of the limits prescribed under Section 197 and Schedule V if the resolution passed by the shareholders is a special resolution.

The remuneration for 2025–26 has been paid in accordance with the remuneration structure previously approved by the Members. However, due to inadequacy of profits during 2025–26, the remuneration payable to the Executive Directors exceeded the limits prescribed under Section 197 of the Companies Act, 2013. Accordingly, approval of the Members is being sought in accordance with Section 197 read with Schedule V of the Companies Act, 2013 for payment of such remuneration as minimum remuneration for 2025–26.

Further, considering the continuing global macroeconomic uncertainties, geopolitical developments, supply chain realignments, and prevailing market conditions impacting the chemical industry, there may be continued pressure on the profitability of the Company in the ensuing financial years. Accordingly, as a matter of abundant caution, approval of the Members is also being sought for payment of remuneration to the Executive Directors in the event of absence or inadequacy of profits for a period of three (3) financial years commencing from 2025–26, i.e., 2025–26, 2026–27, and 2027–28 as specified in detail in **"Annexure A"**.

Further, pursuant to Regulation 17(6)(e) of SEBI Listing Regulations, the fees or compensation payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by Special resolution in general meeting, if (i) the annual remuneration payable to such executive director exceeds ₹5 (five) Crores or 2.5% (two and one-half per cent) per cent of the net profits of the listed entity, whichever is higher; or (ii) where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 (five) per cent of the net profits of the listed entity. The shareholder approvals previously obtained for the appointment/ re-appointment and remuneration of Mr. Ravi Goenka and Mr. Harshvardhan Goenka included the approval required under Regulation 17(6)(e) for the duration of their respective terms. Accordingly, the Special Resolution, being proposed, would also be in compliance with the aforesaid requirements of SEBI Listing Regulations, in case it becomes applicable for any subsequent financial years till their term, pursuant to increase, if any, in their respective remuneration.

Further, Section II Part II of Schedule V of the Act requires disclosure of certain information to be made in the explanatory statement of the Notice calling the general meeting seeking approval of the Members for payment of remuneration by companies having no or inadequate profits. The said disclosures form part of this Notice as "**Annexure A**".

The proposed resolution is envisaged to pay remuneration in the event of inadequate / no profits. However, there will be no change in remuneration of Directors in absolute amount other than annual salary increments if any that may be approved by the members going forward.

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, at their meeting held on May 21, 2026 approved and recommended payment of remuneration to Executive Directors in situation of absence or inadequacy of profits, on the same terms and conditions of appointment and remuneration as approved by the Members / Board of Directors of the Company by considering such remuneration to be the minimum remuneration payable to the Directors during the 3 (three) years commencing from 2025-26.

It is hereby confirmed that the Company has not committed any default in respect of any of its debts or interest payable thereon to any bank or public financial institution or non-convertible debenture holders or any other secured creditor.

Accordingly, the Board of Directors of your Company recommends the passing of the resolution as set out at Item No.6 as the Special Resolution.

Mr. Ravi Goenka, Mr. Harshvardhan Goenka and Dr. Rajan Venkatesh and their immediate relatives are interested in the said resolution, which pertains to the remuneration payable to them.

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.

NOTICE (Contd.)

ANNEXURE "A" TO THE EXPLANATORY STATEMENT

Information Pursuant to Section II of Part II of Schedule V of the Companies Act, 2013:

A. Disclosure in terms of Section 197 read with Schedule V to the Companies Act, 2013, and other applicable provisions and Rules thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as the case may be:

I. General Information:

1. **Nature of industry:** Chemical Industry.
2. **Date or expected date of commencement of commercial production:** Existing Company. Date of Incorporation: May 15, 1989.
3. **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable.
4. Financial and Operating performance based on given indicators: The Financial and Operating performance of the Company during the 3 (three) preceding financial years is as under:

(₹ in Million)

Particulars	2025-26	2024-25	2023-24
Total Revenue	28,237.26	29,698.99	28,529.63
Total Expense	27,311.44	28,044.08	26,769.72
Profit/Loss After Tax	792.58	1,180.21	1,273.70
Final Dividend per share (in ₹)	0.30	0.50	0.60
Total Dividend for FY	83.16	138.53	165.94
Operating Performance (Operating Margin)	4.04%	6.30%	6.48%

5. **Foreign investments or collaborations, if any:** The Company is listed on the BSE Limited and National Stock Exchange of India Limited. As on March 31, 2026, the Foreign shareholding in the Company was at 1.69%. The Company does not have any Foreign Collaborations.

II. Information about the Director :

Name	Background details, Recognition or awards, Job profile and his suitability	Past remuneration	Remuneration proposed	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Pecuniary relationship directly or indirectly with the Company, or relation with the managerial personnel, if any
Mr. Ravi Goenka	Please refer the below link of the website of the Company: https://www.laxmi.com/about-us/board-of-directors.aspx	Please refer below table	Please refer below table	Considering the significant expertise of the Directors in their respective areas and acknowledging the responsibilities shouldered by them, the remuneration proposed is commensurate with industry standards and Board level positions held in similar sized and similarly positioned businesses.	Mr. Ravi Goenka has pecuniary relationship with the Company as far as it relates to his own remuneration. He is related to Mr. Harshvardhan Goenka (Executive Director) as his Father and to Mr. Rajeev Goenka (Director) as his Brother. Further, he is the Promoter of the Company and holds 18,09,179 Equity shares constituting 0.65% of

NOTICE (Contd.)

Name	Background details, Recognition or awards, Job profile and his suitability	Past remuneration	Remuneration proposed	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Pecuniary relationship directly or indirectly with the Company, or relation with the managerial personnel, if any
					the paid-up share capital of the Company as on the date of this Notice. Further, Ravi Goenka is the beneficiary to the shares held by Yellow Stone Trust (Promoter).
Mr. Harshvardhan Goenka	Please refer the below link of the website of the Company: https://www.laxmi.com/about-us/board-of-directors.aspx	Please refer below table	Please refer below table	Considering the significant expertise of the Directors in their respective areas and acknowledging the responsibilities shouldered by them, the remuneration proposed is commensurate with industry standards and Board level positions held in similar sized and similarly positioned businesses.	Harshvardhan Goenka has pecuniary relationship with the Company as far as it relates to his own remuneration. He is related to Mr. Ravi Goenka (Executive Chairman) as his Son and to Mr. Rajeev Goenka (Director) as his nephew. Further, he is a member of the Promoter Group and holds 125 Equity shares constituting 0.00% of the paid-up share capital of the Company as on the date of this Notice.
Dr. Rajan Venkatesh	Please refer the below link of the website of the Company: https://www.laxmi.com/about-us/board-of-directors.aspx	Please refer below table	Please refer below table	Considering the significant expertise of the Directors in their respective areas and acknowledging the responsibilities shouldered by them, the remuneration proposed is commensurate with industry standards and Board level positions held in similar sized and similarly positioned businesses.	Dr. Rajan Venkatesh has pecuniary relationship with the Company as far as it relates to his own remuneration. He is not related to any other director of the Company and does not hold any shares.

NOTICE (Contd.)

Details of Past and Proposed Remuneration

a. Details of the Past Remuneration:

(₹ in Million)

Name of Director	2024-25				2025-26			
	Fixed Pay	Perquisites	Commission/ PLI	Total	Fixed Pay	Perquisites	Commission /PLI	Total
Mr. Ravi Goenka	61.79	3.78	21.35	**86.92**	74.24	-	-	**74.24**
Mr. Harshvardhan Goenka	19.78	-	3.14	**22.91**	20.97	-	-	**20.97**
Dr. Rajan Venkatesh	43.84	-	22.41	**66.25**	43.77	-	-	**43.77**

b. Details of the Proposed Remuneration:

Mr. Ravi Goenka - The Members of the Company at the 36th Annual General Meeting held on July 31, 2025 approved a revision in the remuneration payable to Mr. Ravi Goenka with effect from April 01, 2025. Accordingly, it was approved that the aggregate remuneration payable to him for 2025–26 shall not exceed ₹75.28 Million (CTC), excluding perquisites and commission at such percentage of the net profits of the Company, calculated in accordance with Section 198 of the Companies Act, 2013, such that the overall remuneration (including fixed remuneration and commission) does not exceed 5% of the net profits of the Company. The actual remuneration paid to Mr. Ravi Goenka during FY2025-26 is ₹74.24 Million as against the approved remuneration of ₹75.28 Million (CTC).

In terms of the applicable provisions of the Companies Act, 2013 read with Schedule V thereto, in the event of absence or inadequacy of profits in any of the financial years 2025–26, 2026–27 and 2027–28, the below remuneration comprising salary, perquisites, allowances and other benefits, as approved by the Members (including any revision in remuneration structure or quantum as may be approved by the Nomination and Remuneration Committee, Board of Directors and Members from time to time in accordance with applicable law), shall be payable to Mr. Ravi Goenka as minimum remuneration.

Particulars	2025-26	2026-27	2027-28
Fixed CTC (₹ in Million)	74.24	75.86	75.86
Commission	NIL	Such percentage of the net profits of the Company, calculated in accordance with Section 198 of the Companies Act, 2013, such that the overall remuneration (including fixed remuneration and commission) does not exceed 5% of the net profits of the Company	
Perquisites	As approved by the members in 36th Annual General Meeting		

Mr. Harshvardhan Goenka - The Members of the Company at the 36th Annual General Meeting held on July 31, 2025 approved the re-appointment of Mr. Harshvardhan Goenka as a Whole-time Director, designated as Executive Director, for a term of five (5) years with effect from November 01, 2025 to October 31, 2030, along with the aggregate remuneration payable to him for 2025–26 of ₹26.22 Million (CTC), excluding perquisites. The actual remuneration paid to Mr. Harshvardhan Goenka during FY2025-26 is ₹20.97 Million as against the approved remuneration of ₹26.22 Million (CTC).

In terms of the applicable provisions of the Companies Act, 2013 read with Schedule V thereto, in the event of absence or inadequacy of profits in any of the 2025–26, 2026–27 and 2027–28, the below remuneration comprising salary, perquisites, allowances and other benefits, as approved by the Members (including any revision in remuneration structure or quantum as may be approved by the Nomination and Remuneration Committee, Board of Directors and Members from time to time in accordance with applicable law), shall be payable to Mr. Harshvardhan Goenka as minimum remuneration.

NOTICE (Contd.)

Particulars	2025-26	2026-27	2027-28
Fixed CTC (₹ in Million)	20.97	26.28	26.28
Performance Linked Incentives	NIL	To be determined by the NRC and Board and payable at the end of the year based on the performance of the Company as well as Individual in particular financial year, without obtaining a separate approval of members, even if it exceeds the PLI amount as mentioned in the remuneration structure.	
Perquisites	As approved by the members in 36th Annual General Meeting		

Dr. Rajan Venkatesh - The Members of the Company at the 36th Annual General Meeting held on July 31, 2025 approved a revision in the remuneration payable to Dr. Rajan Venkatesh with effect from April 01, 2025. Accordingly, it was approved that the aggregate remuneration payable to him for 2025–26 shall not exceed ₹81.24 Million (CTC), excluding perquisites. The actual remuneration paid to Dr. Rajan Venkatesh during FY2025-26 is ₹43.77 Million as against the approved remuneration of ₹81.24 Million (CTC).

In terms of the applicable provisions of the Companies Act, 2013 read with Schedule V thereto, in the event of absence or inadequacy of profits in any of the 2025–26, 2026–27 and 2027–28, the below remuneration comprising salary, perquisites, allowances and other benefits, as approved by the Members (including any revision in remuneration structure or quantum as may be approved by the Nomination and Remuneration Committee, Board of Directors and Members from time to time in accordance with applicable law), shall be payable to Dr. Rajan Venkatesh as minimum remuneration.

Particulars	2025-26	2026-27	2027-28
Fixed CTC (₹ in Million)	43.77	81.34	81.34
Performance Linked Incentives	NIL	To be determined by the NRC and Board and payable at the end of the year based on the performance of the Company as well as Individual in particular financial year, without obtaining a separate approval of members, even if it exceeds the PLI amount as mentioned in the remuneration structure.	
Perquisites	As approved by the members in 36th Annual General Meeting		

III. Other information:

1. Reasons of loss or inadequate profits: The Company operates in the specialty chemicals sector, which continues to be impacted by evolving global market dynamics. During the recent period, industry has witnessed demand slowdown across key end-user segments**,** coupled with price volatility of raw materials and finished products**,** primarily due to global macroeconomic uncertainties, geopolitical developments, and supply chain realignments

   Additionally, increased competitive intensity, particularly from global suppliers, and fluctuations in input costs have exerted pressure on margins. The Company has also undertaken strategic initiatives, including investments in capacity expansion, product diversification, and strengthening of its value chain, the benefits of which are expected to accrue over the medium to long term.

   These factors, taken together, have impacted the profitability of the Company in the 2025-26 and may continue to do so in the near term, potentially resulting in **inadequacy of profits** as envisaged under the provisions of the Companies Act, 2013.

2. **Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms:** The management has undertaken and continues to implement various strategic and operational initiatives to improve its performance, enhance productivity, and

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strengthen profitability. Key measures include optimization of product mix with increased focus on higher-margin specialty and fluorine-based intermediates, strengthening of customer relationships in regulated and high-growth markets. The Company is also focusing on cost optimization initiatives, including improved procurement strategies, energy efficiency measures, and operational excellence programs across manufacturing sites. Further, investments in capacity expansion, process improvements, and digital transformation initiatives are expected to enhance operational efficiency, streamline business processes, and improve working capital management. Strengthening of pricing discipline, credit controls, and supply chain efficiencies is also being actively pursued. These initiatives are expected to result in improvement in capacity utilisation, reduction in operating costs, and enhancement in contribution margins, thereby driving growth in revenue and profitability over the medium term. The Company anticipates a progressive improvement in EBITDA margins and return on capital employed (ROCE), supported by stabilization of market conditions and benefits accruing from the above measures.

IV. **Disclosures:** The information and disclosures of the remuneration package of all Directors have been mentioned in the Annual Report in the Corporate Governance Report Section under the Heading "**Remuneration to Directors**".

B. **Other parameters under Section 200 of the Companies Act, 2013 read with Rule 6 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:**

1. **Financial and operating performance of the Company during the three preceding financial years:** Details provided in para A(I)(4) above.

2. **Remuneration or commission drawn by individual concerned in any other capacity from the Company:** None of the Directors draw any remuneration or commission from the Company in any other capacity apart from as mentioned above.

3. **Remuneration or Commission drawn by Directors from any other company:** None of the Directors draw any remuneration or commission from the other Companies.

4. **Professional qualification and experience:** Please refer Para II of this Annexure.

5. **Relationship between remuneration and performance:** Mr. Ravi Goenka, Mr. Harshvardhan Goenka and Dr. Rajan Venkatesh draw remuneration from the Company in their capacity as Whole-time/Managing Director. Considering the significant expertise of the Directors in their respective areas and acknowledging the responsibilities shouldered by them, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar level counterpart(s) in other companies to encourage good professionals with a sound career record.

6. **The principle of proportionality of remuneration within the Company, ideally by a rating methodology which compares the remuneration of directors to that of other directors on the board who receives remuneration and employees or executives of the Company:** The Company maintains a robust performance-driven culture, and the remuneration framework for Directors, Key Managerial Personnel (KMPs), and Senior Management Personnel (SMPs) is governed by the Board-approved Nomination and Remuneration Policy. The remuneration of Executive Directors is structured to appropriately reflect their roles, responsibilities, experience, and the overall performance of the Company. Non-Executive Directors are remunerated by way of sitting fees for attending meetings of the Board and its Committees, along with commission, if any, within the limits prescribed under the Companies Act, 2013 and as approved by the Members/Board from time to time.

The Company follows a structured performance appraisal mechanism for all employees, aligned with defined timelines. Remuneration across the organization comprises a mix of fixed and variable components, with the variable pay linked to individual performance as well as overall Company performance.

Further, the Company benchmarks its compensation practices against industry standards to ensure competitiveness and fairness. This approach ensures appropriate internal parity and proportionality in remuneration across various

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levels of the organization, including comparison between Directors, senior management, and employees.

7. **Whether remuneration policy for directors differs from remuneration policy for other employees and if so, an explanation for the difference:** The Company has one policy for all its Directors and other employees as covered in the said policy.

8. **Securities held by the director, including options and details of the shares pledged as at the end of the preceding financial year.** The following are the details of securities held by Directors of the Company as on March 31, 2026 and none of these securities are pledged as at end of the preceding financial year:

Name of Director	No. of Shares	% Holding
Mr. Ravi Goenka*	18,09,179	0.65%
Mr. Harshvardhan Goenka	125	0.00%
Dr. Rajan Venkatesh**	NIL	NIL

* Mr. Ravi Goenka is also the beneficiary of the shares held by Yellow Stone Trust (Promoter).

** Dr. Rajan Venkatesh has been granted 14,06,250 ESOP under the Laxmi ESOP 2020 Scheme, which are yet to be exercised.