



LAXMI DENTAL LIMITED

formerly known as Laxmi Dental Export Private Limited

Registered Office: 103, AkruTi Arcade, Opposite A H Wadia High School, Near Azad Nagar Metro Station, Andheri (West), Mumbai –400058.
Tel: 022 61437991 | Email: info@laxmidentalimited.com | Website: www.laxmidentalimited.com
CIN No: U51507MH2004PLC147394 | GST No: 27AABCL0001A1ZL

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTOR OF LAXMI DENTAL LIMITED (FORMERLY KNOWN AS LAXMI DENTAL EXPORT PRIVATE LIMITED) ("THE COMPANY") HELD ON SUNDAY, 29TH DECEMBER, 2024 AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT OFFICE NO. 103, AKRUTI ARCADE, J.P. ROAD, OPPOSITE A.H. WADIA HIGH SCHOOL, ANDHERI WEST, MUMBAI CITY, MUMBAI, MAHARASHTRA, INDIA, 400058.

TO TAKE NOTE OF THE CHANGE IN PRIMARY OFFERING OF THE COMPANY:

“RESOLVED THAT, in continuation to the previous resolution passed by the Board on August 13, 2024, wherein the Board had approved the initial public offering (IPO) of comprising of fresh issue of Equity Shares aggregating up to ₹ 1500 million and an offer for sale by certain existing shareholders of the Company, and pursuant to the shareholder approval obtained on August 16, 2024, in view of the change in objects of the Offer, the consent, authority and approval of the Board be and is hereby accorded and granted to undertake an initial public offering of Equity Shares and to create, issue, offer, and allot for cash Equity Shares, with revised issue size of up to an aggregate of ₹ 1380 million pursuant to a fresh issue (the “Fresh Issue”) and an offer for sale by certain existing shareholders of the Company up to such Equity Shares which are eligible for offer for sale in accordance with the SEBI ICDR Regulations (the “Offer for Sale” and such shareholders, the “Selling Shareholders”; the Offer for Sale together with the Fresh Issue, the “Offer” or the “IPO”), at such price as may be determined in accordance with the book building process under the SEBI ICDR Regulations (at par, premium or discount) and as agreed to by the Company in consultation with the book running lead managers to the IPO (“BRLMs”) and on the terms and conditions as the Board may (in consultation with the BRLMs) decide, to (i) qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations, (ii) trusts/societies registered under the Societies Registration Act, 1860, (iii) employees and/or workers of the Company, (iv) bodies corporate, any other private or public companies, or other body corporate(s) or entities, whether incorporated or not, and such other persons, including high net worth individuals, retail individual bidders, individuals, Indian financial institutions, resident Indians, non-resident Indians, registered foreign portfolio investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended, registered alternative investment funds, venture capital funds, foreign venture capital investors, public financial institutions as specified in Section 2(72) of the Companies Act, scheduled commercial banks, state industrial development corporations, insurance companies registered with the Insurance Regulatory and Development Authority of India, insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India, provident funds, pension funds, national investment fund set up by the GoI, Indian mutual funds registered with SEBI, development financial institutions, multilateral and bilateral financial institutions, or other entities, in one or more combinations thereof and/or any other categories of investors, including anchor investors as defined under Regulation 2(1)(c) of the SEBI ICDR Regulations, as may be permitted under Applicable Laws, whether they be holders of Equity Shares or not, with an option to the Company to retain an over-subscription to the extent of 1% of the net offer, for the purpose of rounding off to the nearest integer to make allotment while finalizing the basis of allotment in consultation with the designated stock exchange, including reservation of a certain number of Equity



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Shares, for any category or categories of persons as permitted under the Applicable Laws including eligible employees, discount to the issue price to retail individual bidders or eligible employees, and the issue and allotment/ transfer of Equity Shares to a stabilising agent pursuant to a green shoe option, if any, in terms of the SEBI ICDR Regulations, through an offer document, prospectus and/or an information memorandum, if any, and the decision to determine the category or categories of investors to whom the allotment/transfer shall be made to the exclusion of all other categories of investors and in such manner as the Board may at its discretion decide in consultation with the BRLMs and as may be permissible under Applicable Laws.”

“**RESOLVED FURTHER THAT** the Equity Shares allotted / transferred pursuant to the IPO shall be listed on the Stock Exchanges.”

“**RESOLVED FURTHER THAT** the Equity Shares so allotted / transferred in the IPO shall be subject to the Memorandum of Association and the Articles of Association of the Company and shall rank pari passu in all respects with the existing Equity Shares, including any rights in respect of dividend payable for the entire year after the date of allotment.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions and any issue, transfer and allotment of Equity Shares pursuant to the Offer, the Board shall, in consultation with the BRLMs, settle all questions, remove any difficulties or doubts that may arise from time to time in regard to the issue, offer or allotment of the Equity Shares in the Offer and the utilisation of the Fresh Issue proceeds in accordance with the purposes specified in the Offer documents, and to give such directions and/or instructions as it may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions, to vary the size of the Offer, determine the class of investors to whom the securities are to be allotted, the number of securities to be allotted in each tranche, Offer price, premium amount on Offer, listing on one or more stock exchanges in India, appoint the BRLMs, appoint in consultation with the BRLMs, other intermediaries such as legal counsels, banks or agencies concerned, enter into any agreements or other instruments for such purpose, remunerate all such intermediaries/agencies including the payments of commissions, brokerages, fees and the like, and to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable, as it may deem fit or as the Board may decide in its absolute discretion in the best interests of the Company without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution and to do all such acts, deeds, matters, to do things whatsoever, including settle any question, doubt or difficulty that may arise with regard to or in relation to raising of funds as authorised herein, and that all or any of the powers conferred on the Board or a committee thereof vide this resolution may be exercised by the Board or such committee.”



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“**RESOLVED FURTHER THAT**, except as specifically modified or superseded by this resolution, all other terms and conditions of the original resolution passed by the Board on August 13, 2024, shall remain in full force and effect, and this resolution shall be read and construed in conjunction with the original resolution.”

“**RESOLVED FURTHER THAT** Mr. Rajesh Khakhar, Chairperson and Whole Time Director and/or Mr. Sameer Merchant, Managing Director and Chief Executive Officer and/or Mr. Dharmesh Dattani, Chief Financial Officer, and/or Ms. Nupur Joshi, Company Secretary and Compliance Officer, be severally authorized to file necessary forms with the ROC and any other authorities and execute and sign all relevant documents including but not limited to consent letters, powers of attorney, agreements, certificates etc., as may be required in order to give effect to these resolutions.”

“**RESOLVED FURTHER THAT** certified copies of this resolution be provided to those concerned under the hands of a Director or the Company Secretary and Compliance Officer, wherever required.”

//Certified True Copy//

For Laxmi Dental Limited

(Formerly known as Laxmi Dental Export Private Limited)

Nupur Joshi
Company Secretary & Compliance Officer
Membership No. A43768

Date: 07th January, 2025

Place: Mumbai



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