



LAXMI ORGANIC INDUSTRIES LTD

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

March 27, 2024

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: Completion of Dispatch of Postal Ballot Notice

Pursuant to our letter dated March 12, 2024, we wish to inform you that the Company is seeking approval of Members of the Company for the following matters by way of postal ballot through electronic voting only ('remote e-voting'):

1. Approval for the Appointment of Mr. Arun Tadarwal (DIN: 00020916) as an Independent Director.

Further, in compliance with the General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020, 10/2021 dated 23rd June 2021, 20/2021 dated 8th December 2021, 3/2022 dated 5th May 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs, the Company has completed dispatch of Postal Ballot Notice today, i.e., on Wednesday, March 27, 2024 only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, March 22, 2024 (Cut-off date).

Please find enclosed a copy of the Postal Ballot Notice together with the Explanatory Statement and Calendar of Events for your record. The notice is also available on the Company's website at www.laxmi.com and on the website of Link Intime India Private Limited at <https://instavote.linkintime.co.in>.

The Company has engaged the services of Link Intime India Private Limited to provide remote e-voting facility to its Members. Accordingly, the remote e-voting period commences from 9:00 a.m. (IST) on Friday, March 29, 2024 and ends at 5:00 p.m. (IST) on Saturday, April 27, 2024. The results of the Postal Ballot will be announced on or before 5.00 p.m. (IST) on Tuesday, April 30, 2024.

You are requested to kindly take the above information on record.

Thanking you,

Yours faithfully,

For **Laxmi Organic Industries Limited**

Aniket Hirpara

Company Secretary and Compliance Officer

Encl.: A/a



LAXMI ORGANIC INDUSTRIES LTD

CIN: L24200MH1989PLC051736

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

NOTICE OF POSTAL BALLOT

Pursuant to Sections 108 and 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014

Dear Member(s),

Notice is hereby given pursuant to the provisions of Sections 108 and 110, and other applicable provisions of the Companies Act, 2013, as amended (“the Act”), read together with the Companies (Management and Administration) Rules, 2014, as amended (“the Management Rules”), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs, Government of India (“the MCA Circulars”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”) and any other applicable law, rules, circulars, notifications and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolution appended below, be passed by the members of the Company (as on the Cut-off Date), through postal ballot (“the Postal Ballot”) only by way of remote e-voting (“e-voting”) for the following special resolutions:

Sr. No.	Particulars
1	Appointment of Mr. Arun Todarwal (DIN 00020916) as an Independent Director

The Explanatory Statement pursuant to Section 102 of the Act setting out all material facts and reasons for the proposed resolutions is annexed hereto and forms part of this Notice.

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“the LODR Regulations”) and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot form. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those members whose email address is registered with the Company / Depository Participant(“DP”).

Mr. Mahesh Soni, a Practicing Company Secretary & Partner of M/s GMJ & Associates, Company Secretaries (FCS No. 3706, C.O. P. No. 2324) has been appointed as the Scrutinizer for scrutinizing the Postal Ballot through e-voting in a fair and transparent manner.

In compliance with the provisions of Sections 108 and 110 of the Act read with Rule 20 and 22 of the Management Rules, Regulation 44 of the LODR Regulations, and SS-2, the Company has provided e-voting facility to its members to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice. The Company has engaged Link Intime India Private Limited (“Link Intime”) to provide e-voting facility to the Members of the Company.

Members desiring to exercise their votes are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice.

The e-voting facility will be available during the following period:

Commencement of e-voting period: : 9.00 a.m. IST on Friday, March 29, 2024
Conclusion of e-voting period : 5.00 p.m. IST on Saturday, April 27, 2024

Cut-off date for eligibility to vote Friday, March 22, 2024. The e-voting facility will be disabled by Link Intime immediately after 5.00 p.m. IST on Saturday, April 27, 2024, and will be disallowed thereafter.

The Scrutinizer will submit his report to the Chairman of the Company (“the Chairman”) or any other person authorized by the Chairman, and the result will be announced within two working days from the conclusion of the e-voting period i.e. on or before Tuesday, April 30, 2024. The result declared along with the Scrutinizer’s report shall be communicated in the manner provided in this Postal Ballot Notice. The last date of e-voting, i.e. April 27, 2024, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

Copy of this Notice is also placed on the website of the Company at www.laxmi.com and on the website of Link Intime India Private Limited at <https://instavote.linkintime.co.in> and filed with National Stock Exchange of India Ltd and BSE Ltd, where the shares of the Company are listed.

Based on the Scrutinizer’s Report, the Results of the Postal Ballot shall be declared by the Chairman, or any other person authorized by him at the Corporate Office of the Company on **Tuesday, April 30, 2024**. The Result declared along with the Scrutinizer’s Report shall also be placed on the website of the Company at www.laxmi.com and on the website of Link Intime India Private Limited at <https://instavote.linkintime.co.in> immediately after the declaration of Results. The Company shall simultaneously forward the Results to the National Stock Exchange of India Ltd and BSE Ltd. The Results shall be also displayed on the Notice Board of the Company at its Registered & Corporate Office.

RESOLUTION:

1. APPOINTMENT OF MR. ARUN TODARWAL (DIN 00020916) AS AN INDEPENDENT DIRECTOR

To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) (including any statutory modification or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Arun Tadarwal (DIN: 00020916), who was appointed as an Additional Director in the capacity of an Independent Director with effect from April 1, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 3 (three) years till March 31, 2027, and that he shall not be liable to retire by rotation and shall be entitled to receive sitting and other fees for attending meetings of the Board or any committees, as may be determined by the Board from time to time.”

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

Sd/-

Aniket Hirpara

Company Secretary and Compliance Officer

Date : March 12, 2024

Place : Mumbai

Notes:

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Act read with Rule 22 of the Rules stating material facts and reasons for the proposed resolution is annexed hereto.
2. In compliance with the MCA Circulars, the Postal Ballot Notice is being sent by electronic mode to all those members, whose names appear in the Register of Members/List of Beneficial Owners maintained by the Company/ Depositories as on March 22, 2024 ("Cut-off date") and whose e-mail IDs are registered with the Company/ Depositories. For Members who have not registered their e-mail IDs, please follow the instructions given below under these Notes.
3. In accordance with the provisions of the MCA Circulars, Members can vote only through the e-voting process. Members are requested to provide their assent or dissent through e-voting only. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot.
4. In compliance with provisions of Section 108 and Section 110 and other applicable provisions, of the Act read with the Management Rules, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, the Company has engaged the services of Link Intime India Private Limited for facilitating e-voting to enable the Members to cast their votes electronically.
5. Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.laxmi.com, and on the website of Link Intime India Private Limited at <https://instavote.linkintime.co.in> and filed with National Stock Exchange of India Ltd and BSE Ltd, where the shares of the Company are listed.
6. All the material documents referred to Explanatory Statement, shall be available for inspection through electronic mode from March 27, 2024 to April 27, 2024, basis the request being sent on investors@laxmi.com, mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card or Aadhar Card attached to the email.
7. The voting rights of Members shall be in proportion to their shares of the paid-up Equity Share capital of the Company as on Friday, March 22, 2024 being the cut-off date fixed for the purpose.
8. The voting through electronic means will commence on Friday, March 29, 2024 at 9:00 a.m. and will end on Saturday, April 27, 2024 at 5:00 p.m. The e-voting module shall be disabled by Link Intime India Private Limited for voting thereafter. Once the vote on a resolution(s) is cast by the member, the member shall not be allowed to change subsequently.
9. A shareholder cannot exercise his/her vote by proxy on Postal Ballot.
10. The Scrutinizer will submit their report to the Chairman or any other Director or Authorised Person after completion of the scrutiny and the result of the Postal Ballot voting process will be declared within two working days from the end of voting, i.e. on or before Tuesday, April 30, 2024.
11. Resolution passed by Members with requisite majority, through Postal Ballot shall be deemed to have been passed at a General Meeting of Members convened on that behalf.
12. The result of the Postal Ballot shall be communicated to all the Stock Exchanges where the Equity Shares of the Company are listed. The Special Resolution, if passed by the requisite majority, shall be deemed to have been passed on Tuesday, April 30, 2024, being the last date specified by the Company for e-voting.
13. Any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to or query / grievance with respect to E-Voting <https://instavote.linkintime.co.in>, under **Help** section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 -4918 6000.
14. Members who have not registered their e-mail addresses so far are requested to register the same so that they can receive all future communications from the Company electronically.

Process for registration of e-mail id for obtaining Notice of Postal Ballot.

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 on or before 5:00 p.m. (IST) on March 22, 2024 to receive the Notice of the Postal Ballot 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 Link Intime India Pvt Ltd by clicking the link: https://linkintime.co.in/emailreg/email_register.html in their web site www.linkintime.co.in 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 rnt.helpdesk@linkintime.co.in

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.

1. 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 for Postal Ballot.

2. VOTING THROUGH ELECTRONIC MEANS

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

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

LOGIN METHOD FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE IS GIVEN BELOW:

A. INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH NSDL:

METHOD 1 – If registered with NSDL IDeAS facility

Users who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsd.com> and click on “Beneficial Owner” icon under “Login”.
- b) Enter user id and password. Post successful authentication, click on “Access to e-voting”.
- c) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

User not registered for IDeAS facility:

- a) To register, visit URL: <https://eservices.nsd.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp> “
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on “Access to e-voting”.

- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By 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.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

B. INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH CDSL:

METHOD 1 – From Easi/Easiest

Users who have registered/ opted for Easi/Easiest

- a) Visit URL: <https://web.cdslindia.com/myeasinew/home/login> or www.cdslindia.com.
- b) Click on New System Myeasi
- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

Users not registered for Easi/Easiest

- a) To register, visit URL: <https://web.cdslindia.com/myeasinew/Registration/EasiRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By 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 “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

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, members shall navigate through “e-voting” tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

D. LOGIN METHOD FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN PHYSICAL FORM/ NON-INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE IS GIVEN BELOW:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Visit URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -

A. User ID:

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. 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.

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 **physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

Shareholders holding shares in **NSDL form, shall provide ‘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).

▶ Click “confirm” (Your password is now generated).

3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
2. E-voting page will appear.
3. 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).
4. 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.

E. GUIDELINES FOR INSTITUTIONAL SHAREHOLDERS (“CORPORATE BODY/ CUSTODIAN/MUTUAL FUND”):

STEP 1 – Registration

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

- b) Click on Sign up under “Corporate Body/ Custodian/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 at Sr.No. 2 above). 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) will be sent to Primary contact person’s email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on “Investor Mapping” tab under the Menu Section
- c) Map the Investor with the following details:
 - a. ‘Investor ID’ -
 - i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
 - ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*
 - b. ‘Investor’s Name - Enter full name of the entity.
 - c. ‘Investor PAN’ - Enter your 10-digit PAN issued by Income Tax Department.
 - 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. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the “Report Section”.

STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on ‘Votes Entry’ tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- d) Enter ‘16-digit Demat Account No.’ for which you want to cast vote.
- e) 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).
- f) After selecting the desired option i.e., Favour / Against, click on ‘Submit’.
- g) 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).

OR

VOTES UPLOAD:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select ‘**View**’ icon for ‘**Company’s Name / Event number**’. E-voting page will appear.
- d) Download sample vote file from ‘Download Sample Vote File’ option.

- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- f) 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:

Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for 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 and 022 - 2499 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:

Individual shareholders holding securities in physical form has forgotten the password:

If an Individual shareholders holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

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

In case shareholders is having 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 the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. 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 for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund") has forgotten the password:

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

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

In case shareholders is having 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 the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. 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:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned 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”.

15. Details of Directors seeking appointment (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) is as under:

Name	Mr. Arun Todarwal
Date of Birth	June 16, 1957
Date of First Appointment	April 1, 2024
Qualification	B.Com, Fellow Member of the Institute of Chartered Accountants of India
Experience	<p>Mr. Arun Todarwal is a fellow member of the Institute of Chartered Accountants of India and has been practising as a Chartered Accountant for more than 40 years. During his years of practice, he has handled various professional assignments including Management Consultancy, Statutory Audits, Internal Audits, Management and Systems Audits, Due diligences, Succession planning for businesses and families, Family offices, Taxation, International Taxation, etc. in India, Dubai and several other countries. He is well-versed in Tax matters and has travelled abroad on several occasions to deliver talks on Indian Taxation as well as Investments in India. He has carried out professional assignments in more than 25 countries.</p> <p>Mr. Todarwal has also been the Global Chairman of IAPA International, a leading global association of independent accounting, audit, tax, legal, advisory, financial, immigration and technology services firms. The association has more than 200 Chartered Accountants in more than 70 countries around the world.</p> <p>He has been an independent director in several companies and over his tenure has helped companies in strengthening their corporate governance structure, compliances, risk assessment and plans to mitigate them as well as implementation of recommendations given by the auditors on strengthening the controls and processes of companies. He has been the Chairman of various committees including Audit, Nomination & Remuneration, Risk Management, ESG, CSR, etc.</p>
Remuneration last drawn (including Sitting Fees, if any)	NIL
Remuneration proposed to be paid	Sitting fees and Commission in accordance with provisions of applicable laws
Shareholding in Company	NIL

Relationship with other Directors / Key Managerial Personnel	Mr. Arun Todarwal is not related to any Board members																																			
No of Meetings of the Board Attended during Financial Year 2023-24	Mr. Arun Todarwal has attended one (1) Board Meeting dated March 12, 2024, wherein his appointment proposal was considered by the Board.																																			
Other Directorships held as on date of this Notice	<ul style="list-style-type: none"> • Anuh Pharma Limited • Welspun Corp Limited • Unichem Laboratories Limited • NESCO Limited • Sintex-BAPL Limited • Unichem Pharmaceuticals (USA) INC • Lakecity Ventures Private Limited • PTC Cables Pvt Ltd 																																			
Membership/Chairmanship of Committees of Other Company Boards as on date of this Notice	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: center;">Company</th> <th style="text-align: center;">Committee</th> <th style="text-align: center;">Chairman /Member</th> </tr> </thead> <tbody> <tr> <td rowspan="3" style="text-align: center;">Anuh Pharma Limited</td> <td>Audit Committee</td> <td>Member</td> </tr> <tr> <td>CSR Committee</td> <td>Member</td> </tr> <tr> <td>NRC</td> <td>Chairman</td> </tr> <tr> <td rowspan="5" style="text-align: center;">Welspun Corp Limited</td> <td>Audit</td> <td>Chairman</td> </tr> <tr> <td>ESG & CSR</td> <td>Member</td> </tr> <tr> <td>NRC</td> <td>Chairman</td> </tr> <tr> <td>Share Transfer</td> <td>Chairman</td> </tr> <tr> <td>Finance & Administration</td> <td>Chairman</td> </tr> <tr> <td rowspan="2" style="text-align: center;">Sintex-BAPL Limited</td> <td>Risk Management</td> <td>Member</td> </tr> <tr> <td>Audit</td> <td>Chairman</td> </tr> <tr> <td rowspan="3" style="text-align: center;">Unichem Laboratories Limited</td> <td>Audit</td> <td>Chairman</td> </tr> <tr> <td>Risk Management</td> <td>Chairman</td> </tr> <tr> <td>NRC</td> <td>Member</td> </tr> </tbody> </table>			Company	Committee	Chairman /Member	Anuh Pharma Limited	Audit Committee	Member	CSR Committee	Member	NRC	Chairman	Welspun Corp Limited	Audit	Chairman	ESG & CSR	Member	NRC	Chairman	Share Transfer	Chairman	Finance & Administration	Chairman	Sintex-BAPL Limited	Risk Management	Member	Audit	Chairman	Unichem Laboratories Limited	Audit	Chairman	Risk Management	Chairman	NRC	Member
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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. 1

Pursuant to Section 161 of the Companies Act, 2013, and other applicable provisions the Board, at its meeting held on March 12, 2024, appointed Mr. Arun Todarwal (DIN: 00020916) as an Additional Director in the capacity of Independent Director of the Company for a term of three (3) years with effect from April 1, 2024, to March 31, 2027 (both days inclusive) subject to the approval of the shareholders through a special resolution.

The Company has received all statutory disclosures / declarations, including:

- (i) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (“the Appointment Rules”);
- (ii) Intimation in Form DIR 8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act
- (iii) Declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under LODR Regulations
- (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority
- (v) Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company
- (vi) A notice in writing by a member proposing his candidature under Section 160(1) of the Act
- (vii) Confirmation that he is in compliance with Rules 6(1) and 6(2) of the Appointment Rules, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs, and
- (viii) Confirmation that he had not been a partner of a firm that had transactions during the last three financial years with Laxmi Organic Industries Limited or its subsidiaries amounting to 10 (ten) percent or more of its gross turnover.

In the opinion of the Board, Mr. Arun Todarwal fulfils the conditions for independence specified in the Act, the Rules made thereunder and the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company and he is independent of the Management.

The Board noted that Mr. Arun Todarwal’s background and experience are aligned to the role and capabilities identified by the NRC and that he is eligible for appointment as an Independent Director. The Board was satisfied that the appointment is justified due to the following reasons:

- a. He has vast experience in the area of finance, statutory & internal audits, management and systems audits, due diligences, succession planning for businesses and families, taxation, governance, risk management etc.
- b. He has been the Global Chairman of IAPA International, a leading global association of independent accounting, audit, tax, legal, advisory, financial, immigration and technology services firms. The association has more than 200 Chartered Accountants in more than 70 countries around the world.
- c. He has experience of serving on the boards of various public listed companies across jurisdictions.

The resolution seeks the approval of members for the appointment of Mr. Arun Todarwal as an Independent Director of the Company from April 1, 2024 to March 31, 2027 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

Brief Profile and other details of Mr. Arun Tadarwal are provided in the Notes to the Notice pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on the General Meeting issued by the Institute of Company Secretaries of India.

Mr. Arun Tadarwal shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act.

Copy of the letter of appointment of Mr. Arun Tadarwal setting out the terms and conditions of appointment is available for inspection by the Members on the website of the Company.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the LODR Regulations, the approval of the members is sought for the appointment of Mr. Arun Tadarwal as an Independent Director of the Company, as a Special Resolution as set out above.

The Board further considers that Mr. Arun Tadarwal's association would be of immense benefit to the Company and accordingly the Board of Directors of your Company recommends the passing of the resolution as set out at Item No.1 as a Special Resolution.

Except Mr. Arun Tadarwal, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No.1.



LAXMI ORGANIC INDUSTRIES LTD

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

POSTAL BALLOT TIMELINE

Sr. No.	Events	Date
1	Date on which consent is given by the Scrutinizer to act as a scrutinizer	Mar 12, 2024
2	Date of Board resolution authorizing the Company Secretary or any director to be responsible for the entire postal ballot process	Mar 12, 2024
3	Date of appointment of scrutinizer	Mar 12, 2024
4	Date of filing intimation to the Stock Exchange about the Postal Ballot	Mar 12, 2024
5	Specified Date for determining members to whom Postal Ballot Notice	Mar 22, 2024
6	Date of completion of dispatch of notice	Mar 27, 2024
7	Release of an advertisement in the newspaper giving the date of completion of dispatch	Mar 28, 2024
8	E-voting start date	Mar 29, 2024
9	Last date for E-Voting	Apr 27, 2024
10	Date on which Resolution will be deemed to be passed	Apr 27, 2024
11	Last date for submission of the report by the scrutinizer	Apr 30, 2024
12	Date of declaration of result of the postal ballot	Apr 30, 2024
13	Results to be displayed on the Notice Board / Stock Exchange(s)	Apr 30, 2024
14	Last date of signing of the Minutes book by the chairman	May 29, 2024