



LAXMI GOLDORNA HOUSE LIMITED

CIN - L36911GJ2010PLC059127

Regd. Office: Laxmi House, Opp. Bandharano Khancho, M. G. Haveli Road,
Manekchowk, Ahmedabad – 380001, Gujarat, India

Contact: 84888 09999; **Email:** cs@laxmilifestyle.co.in; **Website:** www.laxmilifestyle.co.in

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 read with Section 108 of the Companies Act, 2013, Rules 20 & 22 of Companies (Management and Administration) Rules, 2014 and the Circulars issued by the Ministry of Corporate Affairs, Government of India]

Dear Member(s),

Notice is hereby given to the shareholders of LAXMI GOLDORNA HOUSE LIMITED (the “Company”) that the resolution(s) appended below are proposed to be passed by the Shareholders through Postal Ballot (“Postal Ballot”) by way of remote e-voting (“e-voting/remote e-voting”), in accordance with the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred as “the said Act”) read with the Companies (Management and Administration) Rules, 2014 (hereinafter referred as “the Rules”) and other applicable laws and regulations including any statutory modification(s) or re-enactment(s) thereof for the time being in force and in accordance with the relevant circulars issued by the Ministry of Corporate Affairs & Securities and Exchange Board of India in this regard.

Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the statement pertaining to the said Resolutions setting out the material facts and the reasons/ rationale thereof (‘Statement’) is annexed to this Postal Ballot Notice (‘Notice’) for your consideration and forms part of this Notice. In compliance with the MCA Circulars, Laxmi Goldorna House Limited (‘Company’) is sending this Notice ONLY in electronic form to those Members whose e-mail addresses are registered with the Company/Registrar and Transfer Agent (‘RTA’)/ Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-Voting system. The detailed procedure for remote e-Voting forms part of the ‘Notes’ section to this Notice. In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-Voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of National Securities Depository Limited (‘NSDL’) for the purpose of providing remote e-Voting facility to its Members.

The instructions for remote e-Voting are appended to this Notice. The Notice is also available on the website of the Company www.laxmilifestyle.co.in desiring to exercise their vote through the remote e-Voting process 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’ section of this Notice for casting of votes by remote e-Voting not later than 5:00 p.m. (IST) on Thursday, 24th April 2025.

The remote e-Voting facility will be disabled by NSDL immediately thereafter.

Special Business:

Item No. 1. Approval of Related Party Transaction with Mr. Jayeshkumar Chinulal Shah, Promoter and Managing Director of the company

To consider and, if thought fit, to pass with or without modifications the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to section 188 and other applicable provisions of the Companies Act, 2013 (“Act”) read with applicable rules issued under the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”), as amended from time to time, the Company’s Policy on “Materiality of Related Party Transactions and also on dealing with Related Party Transactions” and all other laws and regulations, as may be applicable, as amended, supplemented or re-enacted from time to time and pursuant to the consent of the Audit Committee and the consent of the Board of Directors, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (“Board”), for related party transaction for purchase of Land situated at Survey No: 542, TP No. 159, FP No. 17, B/h. Narayan Foundation Business College, fatehwadi, Ahmedabad from Mr. Jayeshkumar Chinulal Shah, Managing Director and Promoter of the company, at an aggregate amount not exceeding Rs. 15,99,72,073 (Rupees Fifteen Crore Ninety-Nine Lacs Seventy-two thousand and seventy-three) consisting of Rs. 15,04,20,500/- (Rupees Fifteen crores Four Lakhs Twenty Thousand and Five Hundred) towards land purchase amount, valuation derived by Independent Valuer as per the details set out in the explanatory statement annexed to this notice, and reimbursement of Rs. 95,51,573/- (Rupees Ninety Five Lacs Fifty one thousand five hundred and seventy three) paid by Mr. Jayeshkumar Chinulal Shah to Ahmedabad Municipal Corporation for passing of development plan in relation to said land, notwithstanding the fact that the aggregate value of all these transaction(s), may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said arrangement(s)/ transaction(s) shall be carried out at an arm’s length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.

Registered Office:

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

**By Order of the Board
For Laxmi Goldorna House Limited**

Sd/-

**Mr. Jayeshkumar Chinulal Shah
Managing Director
DIN: 02479665**

Date: 22nd March, 2025

Place: Ahmedabad, Gujarat

Notes:

1. An Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 ('the Act') read with the Companies (Management and Administration) Rules, 2014, in respect of business to be transacted as mentioned in the Postal Ballot notice, is annexed hereto.
2. In terms of the Ministry of Corporate Affairs, Government of India (the "MCA") General Circular No.14/2020 dated April 8, 2020; General Circular No. 17/2020 dated April 13, 2020; General Circular No. 22/2020 dated June 15, 2020; General Circular No. 33/2020 dated September 28, 2020; General Circular No. 39/2020 dated December 31, 2020; General Circular No. 10/2021 dated June 23, 2021; General Circular No. 20/2021 dated December 8, 2021; General Circular No. 3/2022 dated May 5, 2022; General Circular No. 11/2022 dated December 28, 2022; General Circular No. 9/2023 dated September 25, 2023 and General Circular No. 9/2024 dated September 19, 2024 (the "MCA Circulars"), the Company will send Postal Ballot Notice by email to all its shareholders who have registered their email addresses with the Company/RTA or Depository/Depository Participants and the communication of assent/dissent of the members will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in accordance with the MCA Circulars.
3. Hence, in accordance with the MCA Circulars, physical copies of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope are not being sent to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the remote e-voting system only.
4. There will be one E-vote for every Folio/Client ID irrespective of the number of joint holders.
5. The relevant documents referred to in the accompanying Notice and the Statement pursuant to Section 102 of the Act, shall be available for inspection by the members at the corporate Office and the copies thereof at the Corporate Office of the Company during normal business hours (between 11.00 A.M. to 1.00 P.M.) on all working days upto and including the date of declaration of the results of Postal Ballot. The relevant documents will be available for inspection electronically as well, during the abovementioned period. Members seeking to inspect such documents shall send an email to cs.laxmigold@gmail.com mentioning their Name, Folio No./DP Id and Client ID and PAN.
6. The Notice is being sent only through electronic mode to all the Members/Beneficiaries, whose names appear on the Register of Members/ Record of Depositories as on Friday 21st March 2025 and who have registered their email addresses with the Company/RTA or Depository/Depository Participant, in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and the MCA Circulars. Voting Rights shall be reckoned on the paid-up value of shares registered in the name of the Member(s) as on that date and any person who is not a member as on that date should treat this Notice for information purposes only.

7. The Notice of Postal Ballot is also placed on the website of the Company i.e. www.laxmilifestyle.co.in and the website of National Securities Depository Limited (NSDL) i.e. www.evoting.nsdl.com and at the relevant sections of the websites of the stock exchange on which the shares of the Company are listed i.e. www.nseindia.com
8. In compliance with the provisions of Sections 108 and 110 of the Act, read with the Companies (Management and Administration) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Company is pleased to offer E-voting facility to its Members, to enable them to cast their votes electronically. The Company has appointed National Securities Depository Limited (NSDL) i.e. www.evoting.nsdl.com for facilitating e-voting to enable the members to cast their votes electronically (hereinafter referred to as the “Remote e-voting”).
9. The voting period begins on Wednesday 26th March, 2025 from 09.00 A.M. (IST) and ends on Thursday, 24th April 2025 on 5:00 P.M. (IST). The e-voting module shall be disabled by NSDL for voting thereafter. During this period, members of the Company holding equity shares either in physical form or in dematerialized form, as on the cut-off date i.e., Friday 21st March 2025 may cast their vote electronically.
10. Voting Rights in the Postal Ballot cannot be exercised by a proxy.
11. The Board of Directors has appointed M/s Nirav Shah & Associates, Practicing Company Secretaries, Ahmedabad (Membership No. A39412, CP No. 27102), as a Scrutinizer to scrutinize the Postal Ballot process in a fair and transparent manner. The Scrutiniser have communicated their willingness to be appointed for the said purpose.
12. The Scrutiniser will, after the conclusion of remote e-voting, scrutinise the votes cast through remote e-voting, submit his report to the Chairman or a person authorised by him, who shall countersign the same and declare results of the Postal Ballot/E-voting at the Corporate Office of the Company within two working days from the conclusion of remote e-voting and the same, along with the consolidated Scrutiniser’s Report, will be placed on the website of the Company i.e. www.laxmilifestyle.co.in and the website of NSDL (www.evoting.nsdl.com) immediately after the declaration of result by the Chairman and in his absence, any Director/officer of the Company authorised by the Chairman and the same will also be communicated to the National Stock Exchange of India Limited.
13. The Scrutinizer’s decision on the validity of a E-voting will be final.
14. The Resolution(s) as mentioned in the notice shall be deemed to have been passed on Thursday, 24th April 2025, being the last date for e-voting. The Company will also display the results of the Postal Ballot at its registered office and at the corporate office.
15. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates nominations, power of attorney, bank details to their Depository Participant’s in Case the shares are held by them in electronic form and to Kfin Technologies Limited (RTA) in case the shares are held by them in physical form.

16. Member who has not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Notices, Circulars, etc. from the Company.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Wednesday 26th March, 2025 at 09:00 A.M. and ends on Thursday, 24th April 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday 21st March 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday 21st March 2025.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, 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 in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.If you are not registered for IDeAS e-Services, option to

register is available at <https://eservices.nSDL.com>. Select “Register Online for IDeAS Portal” or click at <https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp>

3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nSDL.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

- 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
- 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.

	<p>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>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. 1800-21-09911</p>

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail niravshah6272@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ketan Patel at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs.laxmigold@gmail.com or cs@laxmilifestyle.co.in

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs.laxmigold@gmail.com or cs@laxmilifestyle.co.in If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
17. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date (i.e., the record date), being Friday 21st March 2025.
18. The Board of Directors has appointed M/s Hitarth S. Shah & Associates, Practicing Company Secretaries, Ahmedabad (Membership No. A50728, CP No. 23616), as a Scrutinizer to scrutinize the e-voting process (including voting through ballot form at the venue of EGM) in a fair and transparent manner.
19. The Scrutinizer shall within a period not exceeding two (2) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and will make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the meeting.
20. The Results on resolutions shall be declared at or after the Extra-Ordinary General Meeting of the Company and the resolutions will be deemed to be passed on the Extra-Ordinary General Meeting date subject to receipt of the requisite number of votes in favour of the Resolutions.
21. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company (www.laxmilifestyle.co.in) within two (2) days of passing of the resolutions and communication of the same shall be made to NSE Limited, where the shares of the Company are listed.
22. Redressal of complaints of Investor: The Company has designated an e-mail id: cs@laxmilifestyle.co.in to enable Investors to register their Complaints, if any.

23. Important Communication to Members

As per the provisions of the Companies Act, 2013 the service of notice/documents can be sent by e-mail to its members. Members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, Members who hold shares in physical form are requested to fill the E-Communication Mandate Form and hand over the same along with

Attendance Slip at the Registration Counter of venue of Extra-Ordinary General Meeting for registration of email address for receiving notice/documents.

Registered Office:

Laxmi House, Opp. Bandharano Khacho,
M.G. Haveli Road, Manek Chowk,
Ahmedabad-380001, Gujarat, India

**By Order of the Board
For Laxmi Goldorna House Limited**

Sd/-

**Mr. Jayeshkumar Chinulal Shah
Managing Director
DIN: 02479665**

Date: 22nd March, 2025

Place: Ahmedabad, Gujarat

Registered office

Laxmi Goldorna House Limited

Laxmi House, Opp. Bandharano Khacho,
M.G. Haveli Road, Manek Chowk,
Ahmedabad-380001, Gujarat, India

Contact No: 84888 09999

Email: cs@laxmilifestyle.co.in

Website: www.laxmilifestyle.co.in

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item No: 1

To consider and, if thought fit, approve the material related party transaction(s) proposed to be entered into by the Company and to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

The provisions of the SEBI Listing Regulations, as amended, read with section 188 of companies act, 2013, mandates prior approval of members by means of an ordinary resolution for all related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

The Company propose Purchase Land from Mr. Jayeshkumar Chinulal Shah, promoter of the company as mentioned in the Annexure to the Notice, at a valuation derived from government registered independent valuer. Accordingly, as per the SEBI Listing Regulations and companies act, 2013, prior approval of the Members is being sought for all such arrangements / transactions proposed to be undertaken by the Company. All the said transactions shall be in the ordinary course of business of the Company and on an arm's length basis.

A Copy of Valuation report has also been provided to all shareholders via email and the same is available at the website of the company.

Considering requirement of land in future for development of project, the board hereby recommends purchase of said land from Mr. Jayeshkumar Chinulal Shah. The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business and are in accordance with the Related Party Policy of the Company.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve the said resolutions.

Mr. Jayeshkumar Chinulal Shah and Mrs. Rupalben Jayeshkumar Shah and their relatives are deemed to be concerned or interested in these resolutions. None of the other Directors, Key Managerial Personnel of the Company and their relatives, is in any way, concerned or interested, financially or otherwise, in the proposed resolution, as set out in Item no. 1 of this Notice.

The details as required under Regulation 23(4) of the SEBI Listing Regulations read with SEBI Circular bearing reference no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 and to NSE Circular No: NSE/CML/2025/12 dated March 15, 2025 and SEBI Circular No: SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/18 dated February 14, 2025 are given annexure to this Notice.

The Board recommends the Ordinary Resolution set out at Item No. 1 of the Notice for approval of the shareholders.

Annexure to Notice

Name of the Related Party	Name of the director or key managerial personnel who is related, if any;	Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)	Type of transaction	Material terms and particulars of the proposed transaction
Mr. Jayeshkumar Chinulal Shah	Mrs. Rupalben Jayeshkumar Shah is spouse of Mr. Jayeshkumar Chinulal Shah	Mr. Jayeshkumar Chinulal Shah is Managing Director and Promoter of our company.	Purchase of Land	Material terms and conditions are based on the contracts which inter alia include the rates which are based on prevailing market price and commercial terms as on the date of entering into the contract(s).
Name of the Related Party	Tenure of the Proposed transaction		Value of the proposed transaction (not to exceed)	Value of RPT as % of Company's audited consolidated annual turnover of 2020-21.65 Lacs for the financial year 2023-24.
Mr. Jayeshkumar Chinulal Shah	During the financial year 2025-26.		Rs. 15,99,72,073/- (15,04,20,500/- towards land cost and 95,51,573/- towards reimbursement expenses)	7.52%
Name of the Related Party	If the transaction relates to any loans, inter – corporate deposits, advances or investments made or given by the listed entity or its subsidiary:			
	Details of financial indebtedness Incurred	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security		the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction
Mr. Jayeshkumar Chinulal Shah	NA	NA		NA
Name of the Related Party	Justification as to why the RPT is in the interest of the Company.	Copy of the valuation or other external party report, if any such report has been relied upon.		Any other information relevant or important for the members to take a decision on the proposed transaction.
Mr. Jayeshkumar Chinulal Shah	Considering the funding requirements for its operations, capital expenditure	Valuation derived from government registered independent valuer and IBBI Certified Valuer Mr. Viraj Rajendrabhai Shah having Registration No:		None

	and expansions in the future.	IBBI/RV/02/2020/13093 from IBBI and Registration No: M-146693-8 from the Institute of Engineers (India)	
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Details pursuant to NSE Circular No: NSE/CML/2025/12 dated March 15, 2025 and SEBI Circular No: SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/18 dated February 14, 2025 are provided as under:

S. No.	Particulars of the information	Information provided by the management	Comments of the Audit Committee
A. Details of the related party and transactions with the related party			
A(1). Basic details of the related party			
1.	Name of the related party	Mr. Jayeshkumar Chinulal Shah	-
2.	Country of incorporation of the related party	--	-
3.	Nature of business of the related party	Farmer – real estate developer	-
A(2). Relationship and ownership of the related party			
4.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party.	Promoter	-
5.	Shareholding or contribution % or profit & loss sharing % of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity or subsidiary has control.	NA	-
6.	Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary). Explanation: Indirect shareholding shall mean shareholding held through any person, over which the related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.	Mr. Jayeshkumar Chinulal Shah holds 24.51% shares of Laxmi Goldorna House Limited (74.97% with whole promoter group)	-
A(3). Financial performance of the related party			
7.	Standalone turnover of the related party for each of the last three financial years:	Not Applicable as related party is individual	-
8.	Standalone net worth of the related party for each of the last three financial years:	Not Applicable as related party is individual	--
9.	Standalone net profits of the related party for each of the last	Not Applicable as related party is individual	--

	three financial years:																													
A(4). Details of previous transactions with the related party																														
10.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during each of the last three financial years. Note: Details need to be disclosed separately for listed entity and its subsidiary.	--	--																											
	<p>FY 2023-2024</p> <table border="1"> <thead> <tr> <th>S. No</th> <th>Nature of Transactions</th> <th>Amount (INR) (In Lacs)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Unsecured Loan</td> <td>428.72</td> </tr> <tr> <td>2.</td> <td>Purchase of Goods (Land)</td> <td>290</td> </tr> <tr> <td>3.</td> <td>Interest paid</td> <td>62</td> </tr> </tbody> </table> <p>FY 2022-23</p> <table border="1"> <thead> <tr> <th>S. No</th> <th>Nature of Transactions</th> <th>Amount (INR) (In Lacs)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Unsecured Loan</td> <td>46</td> </tr> <tr> <td>2.</td> <td>Interest paid</td> <td>22.35</td> </tr> </tbody> </table> <p>FY 2021-22</p> <table border="1"> <thead> <tr> <th>S. No</th> <th>Nature of Transactions</th> <th>Amount (INR) (In Lacs)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Unsecured Loan</td> <td>228.09</td> </tr> </tbody> </table>	S. No	Nature of Transactions	Amount (INR) (In Lacs)	1.	Unsecured Loan	428.72	2.	Purchase of Goods (Land)	290	3.	Interest paid	62	S. No	Nature of Transactions	Amount (INR) (In Lacs)	1.	Unsecured Loan	46	2.	Interest paid	22.35	S. No	Nature of Transactions	Amount (INR) (In Lacs)	1.	Unsecured Loan	228.09	--	
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11.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the current financial year (till the date of approval of the Audit Committee / shareholders).	The Proposed transaction is to be executed on upcoming financial year hence amount is NIL	--																											
12.	Whether prior approval of Audit Committee has been taken for the above mentioned transactions?	Yes	NA																											
13.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial years.	No	NA																											
A(5). Amount of the proposed transactions (All types of transactions taken together)																														
14.	Total amount of all the proposed transactions being placed for approval in the current meeting.	Rs. 15,99,72,073/- (15,04,20,500/- towards land cost and 95,51,573/- towards reimbursement expenses)	The Valur has been confirmed with the valuation report.																											
15.	Whether the proposed transactions	No	-																											

	taken together with the transactions undertaken with the related party during the current financial year is material RPT in terms of Para 1(1) of these Standards?		
16.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	7.92%	-
17.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	NA	-
18.	Value of the proposed transactions as a percentage of the related party's annual standalone turnover for the immediately preceding financial year.	Not Applicable as related party is individual	-

B. Details for specific transactions

B(1). Basic details of the proposed transaction

(In case of multiple types of proposed transactions, details to be provided separately for each type of the proposed transaction – for example, (i) sale of goods and purchase of goods to be treated as separate transactions; (ii) sale of goods and sale of services to be treated as separate transactions; (iii) giving of loans and giving of guarantee to be treated as separate transactions)

1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Purchase of Land (Goods)	-
2.	Details of the proposed transaction	Purchase of Land situated at Survey No: 542, TP No. 159, FP No. 17, B/h. Narayan Foundation Business College, fatehwadi, Ahmedabad	-
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	To be completed before 31 st March 2026.	-
4.	Indicative date /timeline for undertaking the transaction	To be completed before 31 st March 2026.	-
5.	Whether omnibus approval is being sought?	NA	-
6.	Value of the proposed transaction during a financial year. In case approval of the Audit Committee is sought for multi-year contracts, also provide the aggregate value of transactions during the tenure of	Rs. 15,99,72,073/- (15,04,20,500/- towards land cost and 95,51,573/- towards reimbursement expenses)	Valuation report has been considered by Audit Committee

	<p>the contract.</p> <p>If omnibus approval is being sought, the maximum value of a single transaction during a financial year.</p>		
7.	<p>Whether the RPTs proposed to be entered into are:</p> <p>(i) not prejudicial to the interest of public shareholders, and going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party</p>	<p>Certificate from the CFO of the Laxmi Goldorna House Limited and also from Promoter Directors of the company have been provided with respect to proposed transaction</p>	<p>Certificates have been placed before Audit report and the same has been noted by Audit Committee.</p>
8.	<p>Provide a clear justification for entering into the RPT, demonstrating how the proposed RPT serves the best interests of the listed entity and its public shareholders.</p>	<p>Our company is associated in the business of construction and development of real-estate project(s). As the board sees potential demand of real-estate project in fatehwadi, Ahmedabad, the board was in search of suitable land for development of project, meanwhile Mr. Jayeshkumar Chinulal Shah, Managing Director has offered his land at market valuation to the company and same recommendation was put before Audit Committee and board members, upon their respective recommendations the said transaction is put before shareholders of the company for their approval. As the proposed transaction is at market Value of Land, the company will get benefit in future by developing and selling real-estate project.</p>	<p>Audit Committee has reviewed the justification and interest of Company and public shareholders with respect to proposed transaction and Committee is in view that proposed transaction is in interest of Laxmi Goldorna House Limited and its shareholders.</p>
9.	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. The details shall be provided, where the shareholding or contribution or % sharing ratio of the promoter(s) or director(s) or KMP in the related party is more than 2%.</p> <p>Explanation: Indirect interest shall mean interest held through any person over which an individual has control including interest held</p>	<p>Mr. Jayeshkumar Chinulal Shah and his relatives are deemed to be interested in proposed transaction.</p> <p>Mr. Jayeshkumar Chinulal Shah holds 24.51% shares of company and promoter group collectively holds 74.97% shares of the company.</p>	--

	through relatives.		
	a. Name of the director / KMP	Mr. Jayeshkumar Chinulal Shah	--
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Jayeshkumar Chinulal Shah holds 24.51% shares of company and promoter group collectively holds 74.97% shares of the company.	--
10.	Details of shareholding (more than 2%) of the director(s) / key managerial personnel/ partner(s) of the related party, directly or indirectly, in the listed entity. Explanation: Indirect shareholding shall mean shareholding held through any person over which an individual has control including shareholding held through relatives.	Mr. Jayeshkumar Chinulal Shah holds 24.51% shares of company and promoter group collectively holds 74.97% shares of the company.	--
	a. Name of the director / KMP/ partner	Mr. Jayeshkumar Chinulal Shah	--
	b. Shareholding of the director / KMP/ partner, whether direct or indirect, in the listed entity	Mr. Jayeshkumar Chinulal Shah holds 24.51% shares of company and promoter group collectively holds 74.97% shares of the company.	--
11.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Valuation derived from government registered independent valuer and IBBI Certified Valuer Mr. Viraj Rajendrabhai Shah having Registration No: IBBI/RV/02/2020/13093 from IBBI and Registration No: M-146693-8 from the Institute of Engineers (India)	The Valuer has considered Cost Approach, Market Approach, Income Approach, etc as basis of valuation [detailed in report], Audit Committee has considered found the same as satisfactory.
12.	Other information relevant for decision making.	NA	NA
B(2). Additional details for proposed transactions relating to sale, purchase or supply of goods or services or any other similar business transaction			
13.	Number of bidders / suppliers / vendors / traders / distributors / service providers from whom bids/ quotations were received with respect to the proposed transaction along with details of process followed to obtain bids.	Not Applicable as the Land is purchased at valuation provided by independent valuer.	The Audit Committee has taken on record, valuation provided by government approved valuer before considering proposed transaction.
14.	Best bid / quotation received.	Not applicable	Not applicable

	If comparable bids are available, disclose the price and terms offered.		
15.	Additional cost / potential loss to the listed entity or the subsidiary in transacting with the related party compared to the best bid / quotation received.	NA	Not applicable as the purchase will be done at market value.
16.	Where bids were not invited, the fact shall be disclosed along with the justification for the same.	Bids were not applicable as the land will be purchased based on valuation report.	The Audit Committee has taken on record, valuation provided by government approved valuer before considering proposed transaction.
17.	Wherever comparable bids are not available, state what is basis to recommend to the Audit Committee that the terms of proposed RPT are beneficial to the shareholders.	The transaction was considered and recommended by Audit Committee based on Valuation report.	

Registered Office:

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

**By Order of the Board
For Laxmi Goldorna House Limited**

sd/-

**Mr. Jayeshkumar Chinulal Shah
Managing Director
DIN: 02479665**

Date: 22nd March, 2025

Place: Ahmedabad, Gujarat