



## NOTICE

Notice is hereby given that the 30th Annual General Meeting of Lahoti Overseas Limited will be held on Monday, September 29, 2025 at 3.00 p.m. through Video Conferencing to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt:
  - a) The Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025 with the reports of the Board of Directors' and Auditors' thereon.
  - b) The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025 and Auditors' Report thereon.
2. To declare a final dividend at Rs. 0.20/- (10%) per equity share of the face value of Rs.2/- for the financial year 2024-25.
3. To appoint a Director in place of Mr. Aadhitiya Lahoti (DIN: 01501504) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 at this Annual General Meeting and being eligible offers himself for re-appointment.

### SPECIAL BUSINESS

4. To appoint Secretarial Auditors and fix their remuneration.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 204(1) and all other applicable provisions of the Companies Act, 2013, read with Rule 8 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Members of the Company be and is hereby accorded to appoint Mrs. Sonam Jain, Practicing Company Secretary (having COP Number 12402 and Peer review certificate Number - 2588/2022), as the Secretarial Auditor of the Company, as recommended by Board of Directors in their meeting held on August 13, 2025,

to hold the office for the first term of Five years from the Financial Year 2025-26 to 2029-30, to issue (i) the Secretarial Audit Report under Section 204 of the Companies Act, 2013 for the term and (ii) the Secretarial Audit Reports under Regulation 24A(1) (a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the term.

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

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

5. To Re-Appoint Mr. Umesh Lahoti (DIN: 00361216) as Managing Director of the Company and fix his remuneration.

To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules and regulations, including any statutory modification or re-enactments made thereof from time to time and Articles of Association of the Company and on the recommendation of the Nomination and Remuneration committee and approval of Board, subject to the approval of competent authority, if required, approval of the members of the Company be and is hereby accorded to re-appoint Mr. Umesh Lahoti (DIN 00361216), as Managing Director of the Company (liable to retire by rotation) for a further period of Five (5) years with effect from August 13, 2025 on remuneration of upto Rs. 48,00,000 along with perquisite as applicable to directors in addition to salary for a period of five years & upon such terms and conditions as set out in explanatory statement annexed to the Notice, with authority to the Board of Directors and the



Nomination and Remuneration Committee to alter and vary the remuneration as it may deem fit, within the limits specified in Section 197 read with Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the remuneration paid / payable to Mr. Umesh Lahoti (DIN: 00361216), as Managing Director with effect from August 13, 2025, as approved by the Nomination and Remuneration Committee for the period of five years shall be as under:

- A. Terms of Appointment: 5 years i.e. with effect from August 13, 2025 upto August 12, 2030.
- B. Salary: Maximum upto Rs. 48,00,000/- (with an annual increment as may be decided by the Board on recommendation of Nomination and Remuneration Committee, effective April 01 of each year for 5 years with effect from August 13, 2025 upto August 12, 2030.
- C. Perquisites: Perquisites applicable to the Director in addition to salary, as mentioned in the explanatory statement.

RESOLVED FURTHER THAT where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, the remuneration payable to Mr. Umesh Lahoti, Managing Director by way of salary, perquisites and allowances shall not exceed the maximum remuneration payable in accordance with section 197 read with Part-II of schedule V of the Companies Act, 2013 with liberty to the Board / Committee to decide the breakup of the remuneration from time to time in consultation with the Managing Director.

RESOLVED FURTHER THAT the Board (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

6. To approve the appointment of Mrs. Archana Maheshwari (DIN: 10717335) as an Independent Woman Director.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 161(1) of the Companies Act, 2013 (the Act), Regulation 17 (1C) of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 read with the Articles of Association of the Company and other applicable provisions (including any statutory modification or re-enactment thereof for the time being in force); Mrs. Archana Maheshwari (DIN: 10717335), who was appointed by the Board of Directors as an Additional Independent Woman Director of the Company with effect from August 13, 2025 and who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director, be and is hereby appointed as an Independent Woman Director of the Company not liable to retire by rotation, for a term of Five (05) years, with effect from August 13, 2025 to August 12, 2030.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things to give effect to the above resolution.”

By order of the Board of Directors  
For **Lahoti Overseas Limited**

Sd/-  
**Mugdha Deo**  
Company Secretary & Compliance Officer  
ACS No.73538

Date: August 13, 2025  
Place: Mumbai

**Registered Office:**  
307, Arun Chambers  
Tardeo Road, Mumbai Central- 400034



## NOTES:

1. In The Ministry of Corporate Affairs ("MCA") has, vide its general circular numbers, 14/2020, 17/2020, 20/2020, 02/2021, 02/2022, 10/2022, latest being 09/2024 dated September 19, 2024 and the Securities and Exchange Board of India ('SEBI') vide its circular no. SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2024/133 dated October 03, 2024, (collectively referred to as 'the Circulars') inter-alia, permitted conduct of Annual General Meeting ('AGM') through Video Conferencing or any Other Audio-Visual Means ('VC/OAVM') facility. In compliance with the Circulars, the Company will be convening its 30th AGM through VC/OAVM facility provided by National Services Depositories Limited ('NSDL') without the physical presence of the Shareholders at a common venue. The registered office of the Company as stated in this Notice shall be the deemed venue of the AGM.
2. Since the AGM will be held through VC, the route map, proxy form and attendance slip are not attached to this Notice. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting. Pursuant to the provisions of the Act, a member entitled to attend and vote at the meeting, is entitled to appoint a proxy / proxies to attend and vote instead of himself/ herself, such proxy/ proxies need not be member(s) of the company.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first serve basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') (as amended), and the Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. Members who would like to express their views or ask questions during the AGM may register themselves by sending their questions by September 23, 2025 from their registered Email ID mentioning their name, DP ID and Client ID / Folio No, PAN, mobile number at [investor@lahotioverseas.com](mailto:investor@lahotioverseas.com)
7. The voting rights of Members shall be in proportion to the equity shares held by them in the paid-up equity share capital of the Company as on Monday, September 22, 2025. Any person, who is a Member of the Company as on the cut-off date is eligible to cast vote electronically on all the resolutions set forth in the Notice of AGM.
8. AGM being convened through VC/OAVM is in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular and SEBI Listing Regulations as other applicable circulars.  
  
The explanatory statement pursuant to Section 102(1) of the Act, relating to the special businesses to be transacted at the meeting is annexed hereto.
9. Pursuant to Section 91 of the Act, the Register of Members and Share Transfer Books will remain closed from Tuesday, September 23, 2025, to Monday, September 29, 2025 (both days inclusive) for the purpose of determining entitlement of members to final dividend for the financial year ended on March 31, 2025.
10. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment/ reappointment at this AGM is annexed as Annexure A.



11. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by email through its registered email address at [info@khacs.com](mailto:info@khacs.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
12. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company's Registrar and Transfer Agent ('RTA'), MUFG Intime India Private Limited for assistance in this regard by sending a mail to [rnt.helpdesk@in.mpms.mufg.com](mailto:rnt.helpdesk@in.mpms.mufg.com).
13. 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 at the AGM.
14. Annual listing fee for the year 2024-25 has been paid to Stock Exchange wherein shares of the Company are listed. Also, the Annual Custodian Fee for the year 2024-25 was paid to both Depositories i.e. Central Depository Services (India) Limited and National Securities Depository Limited.
15. Members desiring any information as regards the businesses proposed to be transacted at this meeting are requested to write to the Company at [investors@lahotioverseas.com](mailto:investors@lahotioverseas.com) at least 7 days before the date of the meeting to enable the management.
16. The Notice of the AGM along with the Annual Report for FY 2024-25 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Depositories/RTA.
17. Pursuant to the provisions of Section 72 of the Act, members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company are requested to submit Form SH -13 to the RTA of the Company. Members holding shares in demat form may contact their respective Depository Participant ('DP') for recording of nomination.
18. For receiving dividend in the bank accounts and for receipt of all communications, including Annual Report, Notices, etc. from the Company, members are advised to register / update their address, E-mail ID and bank mandates (i.e. bank account number, name of the bank and the branch, 9 digit MICR Bank / Branch code and account type) at <https://swayam.in.mpms.mufg.com/>, in case shares are held in physical form. In case shares are held in electronic form, the same shall be updated with their DPs. In case of any queries, the shareholder can write to the Company or its RTA on the email Id's i.e. [investor@lahotioverseas.com](mailto:investor@lahotioverseas.com) and [rnt.helpdesk@in.mpms.mufg.com](mailto:rnt.helpdesk@in.mpms.mufg.com).
19. Members, whether holding shares in electronic/ physical mode, are requested to quote their DP ID & Client ID or Folio No. for all correspondence with the Company/ RTA.
20. The final dividend for FY 2024-25 on equity shares as recommended by the Board of Directors, if approved by the members at the AGM, will be paid to those Equity Shareholders whose names appear in the Register of Members / Register of Beneficial Owners as at the close of business hours on Monday, September 22, 2025 ('Record Date'), subject to deduction of tax at source wherever applicable.
21. Members holding shares in electronic form may note that as per the circular issued by NSDL and CDSL, it is mandatory for the Company to print on the dividend warrants, bank details of beneficiary owners/ Members as furnished by these Depositories while making payment of dividend. The Company or its RTA cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Members are requested to advise such changes only to their respective DPs.
22. Final Dividend of FY 2024-25, if approved by the Members at the ensuing AGM, will be paid by October 28, 2025, to those:
  - a) Members whose name appears in the Register of Members of the Company as on the closing hour of September 22, 2025.
  - b) Beneficial Owners whose name appears in the list of Beneficial Owners list as on the closing hours of September 22, 2025 furnished by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL).



23. In case of remittance of dividend in electronic form, an intimation of the dividend payment would be sent to the members. In case of members who are not covered by NECS/electronic facility, the dividend amount will be remitted by means of dividend warrants/demand drafts which will be posted to their respective registered address.
24. Pursuant to Finance Act, 2020, dividend income is taxable in the hands of Shareholders effective April 1, 2020 and the Company is required to deduct tax at source from dividend paid to the Members at the prescribed rates. For the prescribed rate for the various categories, the Members are requested to refer the Finance Act, 2020 including amendments thereof and Annexure – II of this Notice. In general, to enable compliance with TDS requirements, Members are requested to complete and/ or update their Residential Status, PAN Category with their DPs in case shares are held in Demat mode or in case shares are held in physical form with the Company/ RTA by sending documents/ following procedure given in Annexure-II on or before September 23, 2025.
25. In terms of Section 124 of the Act, (including any statutory modification(s) or re-enactment(s) for the time being in force), the amount of dividend remaining unclaimed or unpaid for a period of seven years from the date of transfer to the Unpaid Dividend Account is required to be transferred to the Investor Education and Protection Fund (IEPF). Accordingly, Final Dividend for FY 2017-18, Final Dividend for FY 2018-19, Interim Dividend for 2019-20, Final Dividend for FY 2020-21, Final Dividend for FY 2021-2022, Final Dividend for FY 2022-2023 and Final Dividend for FY 2023-24 are due for transfer to IEPF in the year 2025, 2026, 2026, 2027, 2028, 2029 and 2030 respectively. Members are requested to ensure that they claim the respective dividend(s) before transfer of the said amount to IEPF. Members who have not encashed their dividend warrants for said dividend(s) are requested to contact the Company / RTA. Further, please note that pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 notified by the Ministry of Corporate Affairs effective September 7, 2016, all shares in respect of which dividend has not been paid or claimed by the shareholders for seven consecutive years or more would be transferred to the Investor Education and Protection Fund (IEPF) Suspense Account. The list of shareholder of unclaimed dividend is available on Company's website i.e. [www.lahotioverseas.in](http://www.lahotioverseas.in).
26. NRI Members are requested to:
- Change their residential status on return to India permanently. Furnish particulars of bank account(s) maintained in India with complete name, branch, account type, account number and address of the bank with PIN Code No., if not furnished earlier.
27. Members holding shares under different Folio Nos. in the same names are requested to apply for consolidation of folios and send relevant original share certificates to the Company's RTA for doing the needful.
28. In compliance with the Circulars, Notice of the 30th AGM along with the Annual Report for the financial year 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ DPs. Members may note that the Notice of 30th Annual General Meeting and Annual Report 2024-25 will also be available on the Company's website [www.lahotioverseas.in](http://www.lahotioverseas.in) and website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com), and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
29. Members who wish to inspect statutory registers required to be made available/kept open for inspection at AGM and Relevant documents referred to in this Notice of AGM can send an email to [investor@lahotioverseas.com](mailto:investor@lahotioverseas.com). Copies of any documents referred to in the Notice and Explanatory Statement are also available for inspection at the Registered Office of the Company on all days except Saturdays, Sundays or Public holidays between 2.00 p.m. to 4.00 p.m. upto the date of the AGM.
30. Updation of PAN, KYC, and nomination details
- SEBI, vide its circular no. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed company to issue the securities in dematerialized form only while processing investor service requests viz. issue of duplicate securities certificate; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/ Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.



As per the SEBI Circular, the Company/ RTA can entertain service request of members holding the shares in physical mode only upon the provision of KYC details viz., PAN, contact details, bank account details and specimen signature. Any folios for which any of the above KYC details are missing will be ineligible for lodging a grievance/service request.

Members are requested to submit their KYC details and service requests in duly executed prescribed forms with requisite proofs as listed in the forms, to the RTA, at the below mentioned address:

**MUFG Intime India Private Limited  
(Formerly known as Link Intime India Private Limited)**

C-101, 247 Park, L.B.S. Marg,  
Vikhroli (West), Mumbai – 400 083  
Tel No: +91 22 49186270  
Fax: +91 22 49186060  
E-mail id: [rnt.helpdesk@in.mpms.mufg.com](mailto:rnt.helpdesk@in.mpms.mufg.com)  
Website: [www.in.mpms.mufg.com](http://www.in.mpms.mufg.com)

Members holding shares in demat form should contact their depository participant for updation of their records.

**INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM ARE AS FOLLOWS:**

**The Board of Directors of the Company has appointed Mrs. Sonam Jain, Practicing Company Secretary, as Scrutinizers to scrutinize the remote e-voting in a fair and transparent manner and she has communicated her willingness to be appointed and will be available for the said purpose.**

The Scrutinizer shall immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting and e-voting on the date of the AGM, in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours of the conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, forthwith to the Chairman of the Company or any person authorized by him in writing

and the Results shall be declared by the Chairman or any person authorized by him thereafter.

Results declared along with the Scrutinizer's Report shall be placed on the website of the Company [www.lahotioverseas.com](http://www.lahotioverseas.com) and on the website of NSDL <https://www.evoting.nsdl.com> immediately after the declaration of Result by the Chairman or any person authorized by him in writing. The results shall also be forwarded to the stock exchange where the shares of Company are listed i.e. [www.bseindia.com](http://www.bseindia.com)

The remote e-voting period begins on Thursday, September 25, 2025 at 09:00 A.M. and ends on Sunday, September 28, 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. Monday, September 22, 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 Monday, September 22, 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 and joining virtual meeting 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"> <li>1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 or joining virtual meeting &amp; voting during the meeting</li> <li>2. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 or joining virtual meeting &amp; voting during the meeting.</li> <li>3. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 or joining virtual meeting &amp; voting during the meeting.</li> <li>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience</li> </ol> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; gap: 50px; margin-top: 10px;">   </div>



<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>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 or joining virtual meeting &amp; voting during the meeting. 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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
<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 or joining virtual meeting &amp; voting during the meeting.</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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911</p>



**B) Login Method for e-Voting and joining virtual meeting 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.nsd.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.nsd.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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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 and join General Meeting on NSDL e-Voting system.**

### **How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
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 to [cssonamjain3@gmail.com](mailto:cssonamjain3@gmail.com) with a copy marked to [evoting@nsdl.com](mailto: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](http://www.evoting.nsdl.com) to reset the password.
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.

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](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre at [evoting@nsdl.com](mailto: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 [investor@lahotioverseas.com](mailto:investor@lahotioverseas.com).
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 [investor@lahotioverseas.com](mailto:investor@lahotioverseas.com). 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 and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.

#### THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

#### INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where



the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [investor@lahotioverseas.com](mailto:investor@lahotioverseas.com). The same will be replied by the company suitably.

By order of the Board of Directors  
For **Lahoti Overseas Limited**

Sd/-  
**Mugdha Deo**  
Company Secretary & Compliance Officer  
ACS No.73538

Date: August 13, 2025  
Place: Mumbai

**Registered Office:**  
307, Arun Chambers  
Tardeo Road, Mumbai Central- 400034

## Annexure I

### INTIMATION ON DEDUCTION OF TAX ON FINAL DIVIDEND 2024-25:

In accordance with the provisions of the Income Tax Act, 1961 read with the provisions of the Finance Act, 2020, with effect from April 1, 2020, dividend declared and paid by the Company is taxable in the hands of shareholders. The Company shall therefore be required to comply with the provisions of deduction of tax at source (TDS) at the applicable rates at the time of payment of final dividend for the financial year ended on March 31, 2025 to the shareholders in accordance with the provisions of the Income Tax Act ("IT" Act). The TDS rate may vary depending on the residential status of the shareholder and the documents submitted to the Company in accordance with the provisions of the Act. Please note that all the details and declarations furnished should pertain to FY 2024-25.

The TDS for various categories of shareholders along with required documents are provided below:

#### I. For Resident Shareholders-

Tax is required to be deducted at source under Section 194 of the Act, at the rate of 10% on the amount of dividend where shareholders have registered their valid Permanent Account Number (PAN). In case, shareholders do not have PAN / have not registered their valid PAN details, TDS at the rate of 20% shall be deducted under Section 206 AA of the Act.

##### a. Resident Individuals:

No tax shall be deducted on the dividend payable to resident individual's if-

- i. Total dividend amount paid to them during the Financial Year 2024-25 does not exceed `5,000/; or
- ii. The shareholder provides Form 15G (applicable to an individual) /Form 15H (applicable to an Individual above the age of 60 years), provided that all the required eligibility conditions are met. Please note that all the fields are mandatory to be filled up in the said Forms and the Company may at its sole discretion reject the form if it does not fulfill the requirement of law.



Note:

1. Availability of valid Permanent Account Number (PAN) for the registered Folio/DP ID-Client ID is mandatory. In the absence of valid PAN, tax will be deducted at a higher rate of 20%, as per Section 206AA of the Act.
2. Shareholders are requested to ensure Aadhar number is linked with his/ her PAN as provided under Section 139(AA)(2) of the Act, as per the timelines prescribed. In case of failure of linking Aadhar with PAN within the prescribed timelines, PAN shall be considered inoperative and, in such scenario, tax shall be deducted at higher rate of 20% as provided under Section 206AA of the Act.

**b. Resident Non-Individuals:**

No tax shall be deducted on the dividend payable to the following resident non-individuals if they provide details and documents as given below:

- i. **Insurance Companies:** Self declaration that it qualifies as 'Insurer' as per section 2(7A) of the Insurance Act, 1938 and has full beneficial interest with respect to the ordinary shares owned by it along with self-attested copy of PAN card and certificate of registration with Insurance Regulatory and Development Authority (IRDA)/ LIC/ GIC.
- ii. **Mutual Funds:** Self-declaration that it is registered with SEBI and is notified under Section 10 (23D) of the Act along with self-attested copy of PAN card and certificate of registration with SEBI.
- iii. **Alternative Investment Fund (AIF):** Self-declaration that it is income is exempt under Section 10 (23FBA) of the Act and they are registered with SEBI as Category I or Category II AIF along with self-attested copy of the PAN card and certificate of AIF registration with SEBI.
- iv. **National Pension System (NPS) Trust:** Self-declaration that it qualifies as NPS trust and income is eligible for exemption under section 10 (44) of the Act and being regulated by the provisions of the Indian Trusts Act, 1882 along with self-attested copy of the PAN card.

- v. **Other Non- Individual shareholders:** Self-attested copy of documentary evidence supporting the exemption along with self-attested copy of PAN card.
- c. In case, shareholders (both individuals and non-individuals) provide certificate under Section 197 of Act, for lower / NIL withholding of taxes, rate specified in the said certificate shall be considered, on submission of self- attested copy of the same.
- d. Benefit under Rule 37BA-In case where shares are held by Clearing Member/ intermediaries/ stock brokers and TDS is to be applied by the Company in the PAN of the beneficial shareholders, then intermediaries/ stock brokers and beneficial shareholders will have to provide a declaration.

**II. For Non-resident Shareholders-**

- a. Taxes are required to be withheld in accordance with the provisions of Section 195 and 196D of the Act, as per the rates as applicable. As per the relevant provisions of the Act, the withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) on the amount of dividend payable to them. In case, non-resident shareholders provide a certificate issued under Section 197/195 of the Act, for lower/ Nil withholding of taxes, rate specified in the said certificate shall be considered, on submission of self-attested copy of the same.

Further, as per Section 90 of the Act, the non-resident shareholder has an option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the shareholder, if they are more beneficial to them. For this purpose, i.e. to avail the DTAA benefits, the non-resident shareholders are required to provide the following:

- i. Self-attested copy of the PAN card allotted by the Indian Income Tax authorities. In case, PAN is not available, the non-resident shareholder shall furnish (a) name, (b) email id, (c) contact number, (d) address in residency country, (f) Tax Identification Number of the residency country.
- ii. Self-attested copy of Tax Residency Certificate (TRC) (for the period April 01, 2022 to March 31, 2023) obtained from the tax authorities of the country of which the shareholder is a resident.



- iii. Self-declaration in Form 10F
- iv. Self-declaration by shareholder certifying the following:
- Meeting the eligibility requirements under DTAA
  - Entitlement to receive the Dividend being a beneficial owner of the Shares for The period April 01, 2024 to March 31, 2025.
  - Is and will continue to remain the tax resident of the country of its residence during the period April 01, 2024 to March 31, 2025.
  - Does not have Permanent Establishment (PE) / Place of Effective Management in India
- v. In case of Foreign Institutional Investors (FIIs) and Foreign Portfolio Investors (FPIs), copy of SEBI registration certificate.
- vi. In case of shareholder being tax resident of Singapore, please furnish the letter issued by the competent authority or any other evidences demonstrating the non-applicability of Article 24 - Limitation of Relief under India-Singapore Double Taxation Avoidance Agreement (DTAA).

It is recommended that shareholders should independently satisfy its eligibility to claim DTAA benefit including meeting of all conditions laid down by DTAA.

Kindly note that the Company is not obligated to apply beneficial DTAA rates at the time of tax deduction/ withholding on dividend amounts. Application of beneficial rate as per DTAA for the purpose of withholding taxes shall depend upon completeness and satisfactory review by the Company of the documents submitted by the non-resident shareholder.

### III. TDS to be deducted at higher rate in case of non- filers of Return of Income

**The Finance Act, 2021, has inter alia inserted the provisions of section 206AB of the Act effect from July 1, 2021. The provisions of section 206AB of the Act require to deduct or to deduct tax at higher of the following rates from amount paid/ credited to 'specified person':**

- i. At twice the rate specified in the relevant provision of the Act; or**
- ii. At twice the rates or rates in force; or**
- iii. At the rate of 5%**

**The 'specified person' is defined** under section 206AB (3) of the Act as person who has:

- a. Not filed return of income for both of the two assessment years relevant to the two previous years** immediately prior to the previous year in which tax is required to be deducted, for which the time limit of filing return of income under sub-section (1) of section 139 has expired; and
- b. Subjected to tax deduction (TDS) and tax collection (TCS) at source in aggregate amounting to ` 50,000 or more in each of such two immediate previous years.**

The non- resident shareholders who do not have the permanent establishment (PE) in India are excluded from the scope of a specified person.

In case of a shareholder Section 206 AA and Section 206 AB both are applicable, then tax will be deducted at higher of the rates provided in the se sections.

The Central Board of Direct Taxes (CBDT) has vide Circular No. 11 dated June 21, 2021, has clarified that new functionality will be activated for compliance check under section 206 AB of the Act. Accordingly, for determination of rate of TDS on Dividend payment, the Company will be using the said Functionality for the purpose of determination of rate of TDS under section 194.

### PAYMENT OF DIVIDEND

The final dividend on Equity Shares for FY 2024-25, once approved by the shareholders of the Company at the AGM, will be paid after deducting the tax at source as under:

#### A. FOR RESIDENT SHAREHOLDERS:

- Nil deduction in case the total dividend paid is upto ` 5,000/-.
- Nil deduction for resident shareholders in case Form 15G / Form 15H (as applicable) is submitted along with self-attested copy of the PAN linked to Aadhar.



Please note that the duly filled up forms submitted through your registered email ID will be accepted in the present circumstances, Ongoing Pandemic.

- NIL/ lower withholding tax rate on submission of self-attested copy of the certificate issued under Section 197 of the Act.
- 10% for resident shareholders in case PAN is provided/ available.
- 20% for resident shareholders in case PAN is not provided/ not available/ PAN-Aadhar linking not done/ non-filers of Return of Income.
- Higher rate as discussed in point III above in case of non-filers of Return of Income, as applicable

## B. FOR NON-RESIDENT SHAREHOLDERS:

- **Tax treaty rate (based on tax treaty with India) for beneficial non-resident shareholders, as applicable will be applied on the basis of documents submitted by the non-resident shareholders.**
- NIL/ lower withholding tax rate on submission of self-attested copy of the certificate issued under Section 195/197 of the Act.
- 20% plus applicable surcharge and cess for non-resident shareholders in case the above mentioned documents are not submitted.

## C. FOR SHAREHOLDERS HAVING MULTIPLE ACCOUNTS UNDER DIFFERENT STATUS/ CATEGORY:

**Shareholders holding Ordinary shares under multiple accounts under different status/ category and single PAN, may note that, higher of the tax as applicable to the status in which shares held under a PAN will be considered on their entire holding in different accounts.**

The Shareholders holding shares under multiple accounts under different status / category and single PAN, may note that, higher of the tax as applicable to the status in which shares held under a PAN will be considered on their entire holding in different accounts.

## SUBMISSION OF TAX RELATED DOCUMENTS:

Kindly note that the documents as mentioned above are required to be submitted to the Registrar at email ID: [investor@lahotioverseas.com](mailto:investor@lahotioverseas.com) or update the same by visiting the link <https://web.in.mpms.mufg.com/formsreg/submission-of-form-15g-15h.html> on or before September 27, 2025 in order to enable the Company to determine and deduct appropriate TDS / withholding tax rate. Incomplete and/or unsigned forms and declarations will not be considered by the Company. No communication/documents on the tax determination / deduction shall be considered post September 27, 2025.

If the requisite documents and details are not provided by the shareholders within the specified time, TDS would be regulated as per the provisions of the Act. In such a case, if TDS is deducted at a rate which is considered higher than the applicable rate of tax in a particular case, refund of such excess TDS may be claimed by the shareholder as provided under law. No claim shall, however, lie against the Company for such deduction of TDS. Shareholders will also be able to see the credit of TDS in Form 26AS, which can be downloaded from their e-filing account at <https://incometaxindiaefiling.gov.in>.

Further, shareholders who have not registered their email address are requested to register the same with our RTA at [https://web.in.mpms.mufg.com/EmailReg/Email\\_Register.html](https://web.in.mpms.mufg.com/EmailReg/Email_Register.html). Shareholders are further requested to complete necessary formalities with regard to their Bank accounts updation for enabling the Company to make timely credit of dividend in respective bank accounts. For any queries related to the payment of dividend, shareholders can write on email Id's i.e. [investor@lahotioverseas.com](mailto:investor@lahotioverseas.com).

By order of the Board of Directors  
For **Lahoti Overseas Limited**

Sd/-  
**Mugdha Deo**  
Company Secretary & Compliance Officer  
ACS No.73538

Date: August 13, 2025  
Place: Mumbai

**Registered Office:**  
307, Arun Chambers  
Tardeo Road, Mumbai Central- 400034



## Annexure to Notice

### EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

The following Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 (“Act”), sets out all material facts relating to the business mentioned at Item Nos. 4, 5 & 6 of the accompanying Notice dated August 13, 2025:

#### Item No. 4

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), every listed entity and its material unlisted subsidiaries incorporated in India shall undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary and shall annex a Secretarial Audit Report in such form as specified, with the annual report of the listed entity.

SEBI vide its notification dated December 12, 2024 has now amended the aforesaid Regulation relating to appointment of Secretarial Auditors, the key highlights of which inter-alia are as follows:

- The term of Secretarial Auditors shall be for a period of five years only;
- An individual can be appointed as Secretarial Auditor for not more than one term of five consecutive years;
- A Secretarial Audit firm can be appointed as Secretarial Auditor for not more than two terms of five consecutive years;
- The appointment of Secretarial Auditors must be approved by the shareholders in general meeting on the basis of recommendation of the Board.

Accordingly, the Board of Directors at its meeting held on August 13, 2025, recommended the appointment of Mrs. Sonam Jain, (COP No. 12402 and Peer Review No. 2588/2022), Practicing Company Secretary, as Secretarial Auditor of the Company for a term of five consecutive years to conduct Secretarial Audit of the Company and to furnish the Secretarial Audit Report for the period commencing from FY 2025-26 till FY 2029-30, for approval of shareholders at its ensuing Annual General Meeting.

Mrs. Sonam Jain have consented to the said appointment and confirmed that her appointment, if made, would be within the limit specified by the Institute of Companies Secretaries of India. Mrs. Sonam Jain have further confirmed that they she has not incurred any disqualification and are eligible to be appointed as Secretarial Auditor of the Company in terms of Regulation 24A (1A) of SEBI Listing Regulations, 2015, provisions of Section 204 of the Companies Act, 2013 read with rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated 31 December 2024.

None of the directors/key managerial personnel of the Company and their relatives are concerned or interested in this resolution.

The Board recommends passing of the Ordinary Resolution as set out in item no. 4 of this Notice for the approval of Members.

#### Item No. 5

Mr. Umesh Lahoti was re- appointed as Managing Director of the Company with effect from August 13, 2020 on such terms and condition recommended by the Nomination and Remuneration Committee for a period of 5 years at Annual General Meeting of the shareholders and his term of appointment expired on August 12, 2025 Further, The Board of Directors of the Company at its meeting held on August 13, 2025 has, subject to approval of members, reappointed Mr. Umesh Lahoti (DIN: 00361216) as Managing Director, for a further period of 5 years with effect from August 13, 2025, on the remuneration of Rs. 48,00,000 for the period of 5 years and on same terms and conditions as recommended by the Nomination and Remuneration Committee of the Board and approved by the Board.

It is proposed to seek members’ approval for the re-appointment of Mr. Umesh Lahoti (DIN: 00361216) as Managing Director of the Company, in terms of the applicable provisions of the Act and the remuneration if payable, shall be in accordance with the applicable provisions of the Companies Act, 2013 and rules made thereunder and shall not exceed the limits prescribed from time-to-time under Section 197 and



other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act as may for the time being, be in force. None of the Directors, key managerial personnel and/or their relatives are concerned or interested in the resolution except Mr. Umesh Lahoti (DIN: 00361216) and his relative/s. The Board recommends passing of the special resolution for his reappointment Managing Director of the Company.

The remuneration payable to Mr. Umesh Lahoti, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 read with schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

Any increment in salary & perquisite payable to Mr. Umesh Lahoti as may be recommended by

Nomination & remuneration Committee approved by the Board of Directors of the Company. Except Mr. Umesh Lahoti and Mr. Ujwal Lahoti, no other Director, Key Managerial Personnel (KMP) or their respective relatives are concerned or interested in the resolutions mentioned at Items No. 5 of the Notice.

The Board of Directors of your Company recommends the passing of Special Resolution as set out under Items No.5 of the Notice for approval by the members.

## **Item No. 6**

Mrs. Archana Maheshwari was appointed as an Additional Independent Director of the Company by the Board of Directors vide Board Resolution dated August 13, 2025. Pursuant to the provisions of Section 161(1), Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149 of the Companies Act, 2013 and the Articles of Association and is eligible for appointment.

As per the provisions of Section 149 of the Companies Act, 2013 ("Act"), an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company and is not liable to retire by rotation. Mrs. Archana Maheshwari has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act. The matter regarding appointment of Mrs. Archana Maheshwari as Independent Director was placed before the Nomination and Remuneration Committee, which recommended his appointment as an Independent Director up to August 12, 2030.

In the opinion of the Board, Mrs. Archana Maheshwari fulfils the conditions specified in the Act and the Rules made there under for appointment as Independent Director and she is independent of management. The Board has formed an opinion that Mrs. Archana Maheshwari possesses requisite skills and knowledge and it would be in the interests of the Company to appoint Mrs. Archana Maheshwari as an Independent Director of the Company. In compliance with the provisions of Section 149 read with Schedule IV of the Act, appointment of Mrs. Archana Maheshwari as an Independent Director is now being placed before the Members in this General Meeting for their approval. The terms and conditions of appointment of Independent Director shall be open for inspection by the members at the Registered Office during normal business hours on any working day of the Company.

Mrs. Archana Maheshwari is interested and concerned in the Resolution mentioned at Item No. 6 of the Notice. Other than Mrs. Archana Maheshwari, no other Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolutions mentioned at Item No. 6 of the Notice.

The Board recommends the Special Resolution set forth in Item No. 6 for the approval of the Members.

The brief profile of Mrs. Archana Maheshwari is given in Annexure A.

# LAHOTI OVERSEAS LIMITED

CIN : L74999MH1995PLC087643



## Annexure A

Details of Directors seeking appointment/ re-appointment as required under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meetings:

Particulars	Mrs. Archna Maheshwari (DIN: 10717335)	Mr. Umesh Lahoti (DIN: 00361216)	Mr. Aadhitiya Lahoti (DIN: 01501504)
Date of Appointment	August 13, 2025	August 13, 2025	August 13, 2025
Age in years	40	60	41
Qualification	She is a qualified Company Secretary and she has also completed her three years Law Graduation (L.L.B.)	He has done his graduation in Commerce from Shivaji University, Solapur.	He completed his B. Com & FMBA.
Brief profile and Expertise in specific functional area	Mrs. Archna Maheshwari is a Company Secretary. She has 18 years of rich experience in Company Law, Securities Laws, and Legal Due Diligence for Companies coming with IPO both on main board and SME platform, documents relating to Joint Ventures, Foreign Collaborations, Mergers and Acquisitions, Listings and Capital Market Transactions.	Mr. Umesh Lahoti has more than 37 years of experience in the business of yarn and clothing trading. He has been associated with various family business and have experience in the field of construction, textile, spinning and exports of cotton yarns. Presently, he is looking after day-to-day operations and management of the company.	Mr. Aadhitiya Lahoti has experience of more than 19 years in Marketing in textile Industries and also business development. His knowledge about modern business environment and management system helps in the growth and performance the Company. He also serves in the Board of various public and private limited Companies.
Terms and Conditions of Appointment	The Board has appointed Mrs. Archna Maheshwari as an Additional Director-Non Executive Independent Director to hold office for a term of 5(five) years w.e.f. August 13, 2025, subject to the approval and regularisation by the shareholders of the Company.	The Board has appointed Mr. Umesh Lahoti as Managing Director to hold office for a term of 5(five) years w.e.f. August 13, 2025, subject to the approval by the shareholders of the Company.	The Board has appointed Mr. Aadhitiya Lahoti who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 at this Annual General Meeting and being eligible offers himself for re-appointment.
Shareholding in the Company	-	-	-

# LAHOTI OVERSEAS LIMITED

CIN : L74999MH1995PLC087643



<b>Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company</b>	Not related to any of the Directors of the Company	Brother of Mr. Ujwal Lahoti, Whole Time Director of the Company.	Son of Mr. Ujwal Lahoti, Whole Time Director of the Company.
<b>Directorships held in other listed companies in India</b>	None	1. Bhalchandram Clothing Limited 2. Hind Commerce Limited	1. Bhalchandram Clothing Limited
<b>Chairmanships / Membership of Committees in other listed companies in India</b>	None	1. Bhalchandram Clothing Limited- member in Audit Committee, Nomination and Remuneration Committee & Stakeholder Relationship Committee 2. Hind Commerce Limited- member in Stakeholder Relationship Committee	None