



LAKSHMI MACHINE WORKS LIMITED

Our Ref : Sec/270/2019

Date : 20.06.2019

BSE Limited
Listing Department
Phiroze Jeejeebhoy Towers
Dalal Street, MUMBAI-400 001

National Stock Exchange of India Limited
Listing Department
Exchange Plaza, C-1, Block-G, Bandra Kurla Complex
Bandra(E), MUMBAI - 400 051.

Dear Sirs,

Sub : Compliance of SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015.

We enclose herewith a copy of the Notice of 56th Annual General Meeting to be held on 22nd July, 2019.

This is for your information and record. Kindly acknowledge the same.

Thanking you,

Yours faithfully,
For LAKSHMI MACHINE WORKS LIMITED

C R SHIV KUMARAN
Company Secretary

cc : BSE Limited
Corporate Relationship Department
1st Floor, New Trading Ring
Rotunda Building, P.J.Towers,
Dalal Street, MUMBAI - 400 001.

CORPORATE OFFICE : 34-A, Kamaraj Road, Coimbatore - 641 018

Phone : 2221680 to 682, 3028100 Fax : 0422-2220912 www.lakshmimach.com
REGISTERED OFFICE: Perianaickenpalayam, Coimbatore - 641 020, CIN-L29269TZ 1962PLC000463.

LAKSHMI MACHINE WORKS LIMITED

CIN L29269TZ1962PLC000463

Regd. Office: SRK Vidyalaya Post, Perianaickenpalayam, Coimbatore - 641 020

Phone: +91 422 7192255, Fax: +91 422 2692541

Email: secretarial@lmw.co.in Website: www.lmwglobal.com

Notice to Shareholders

NOTICE is hereby given that the 56th Annual General Meeting ('AGM') of the Shareholders of Lakshmi Machine Works Limited, SRK Vidyalaya Post, Perianaickenpalayam, Coimbatore – 641020 will be held at 3.30 PM on Monday the 22nd day of July, 2019 at "Nani Kalai Arangam", Mani Higher Secondary School, Pappanaickenpalayam, Coimbatore – 641037, to transact the following business(es):-

Ordinary Business:

1. To receive, consider and adopt standalone and consolidated Annual Financial Statements including Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of changes in Equity for the financial year ended 31st March, 2019, the Balance Sheet as at that date, the Report of the Board of Directors and the Auditors thereon.
2. To declare a dividend.
3. To appoint a Director in the place of Sri K Soundhar Rajhan (DIN: 07594186), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

4. Continuation of payment of remuneration to Sri. Sanjay Jayavarthanelu, (DIN: 00004505) Managing Director (Promoter), in excess of threshold limits prescribed by the amendment to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

and in this regard to consider, if thought fit, to pass the following resolution as a **Special Resolution**:

RESOLVED THAT pursuant to the Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (as amended) and other applicable provisions if any, of the Companies Act, 2013 ("the Act") and Listing Regulations, and on the recommendation / approval of necessary committees and the Board of Directors of the Company, consent of the Company be and is hereby accorded to continue with payment of remuneration as per existing terms and conditions as approved by the Shareholders at the 53rd Annual General Meeting held on 5th August, 2016 to Sri. Sanjay Jayavarthanelu (DIN: 00004505) Managing Director, who is an Executive Director and Promoter of the Company, notwithstanding the fact that the annual remuneration payable to Sri. Sanjay Jayavarthanelu exceeds ₹5 Crores or 2.5 per cent of the net profits of the Company calculated as per Section 198 of the Act, as the case may be, till the expiry of his current term i.e. until 31st March, 2022, subject to the maximum overall ceiling limit as prescribed under the Companies Act, 2013.

5. Re-appointment of Sri Aditya Himatsingka (DIN: 00138970) as an Independent Director and in this regard to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (as amended) and upon the recommendation of the Nomination and Remuneration Committee and Board of Directors, Sri. Aditya Himatsingka (DIN:00138970), Independent Non-Executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, Regulation 16(1)(b) of Listing Regulations and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for a second term of five (5) consecutive years with effect from close of business hours on 5th August, 2019, not liable to retire by rotation.

6. Re-appointment of Dr Mukund Govind Rajan (DIN: 00141258) as an Independent Director and in this regard to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160, Schedule IV and other applicable provisions, if any, of the

Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (as amended) and upon the recommendation of the Nomination and Remuneration Committee and Board of Directors, Dr. Mukund Govind Rajan (DIN:00141258), Independent Non-Executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, Regulation 16(1)(b) of Listing Regulations and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for a second term of five (5) consecutive years with effect from close of business hours on 5th August, 2019, not liable to retire by rotation.

7. Re-appointment of Justice Smt Chitra Venkataraman (Retd.,) (DIN:07044099) as an Independent Woman Director and in this regard to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the

Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (as amended) and upon the recommendation of the Nomination and Remuneration Committee and Board of Directors, Justice Smt Chitra Venkataraman (Retd.,) (DIN:07044099), Independent Non-Executive Director of the Company who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act, Regulation 16(1)(b) of Listing Regulations and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Woman Non-Executive Director of the Company to hold office for a second term of five (5) consecutive years with effect from close of business hours on 1st February, 2020, not liable to retire by rotation.

8. Ratification of remuneration payable to Cost Auditor and in this regard to consider, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), Sri A.N. Raman, (Membership No.: 5359) Cost Accountant, Chennai who was appointed as Cost Auditor by the Board of Directors of the Company on the recommendation of the Audit Committee, to conduct the audit of the cost accounting records of the Company for the financial year 2019-20 on a remuneration of ₹6,00,000/- (Rupees Six Lakhs only) per annum exclusive of applicable taxes and reimbursement of out of pocket expenses incurred in connection with the aforesaid audit fixed by the Board of Directors be and is hereby ratified and confirmed.

By order of the Board

Coimbatore
20th May, 2019

C R Shivkumaran
Company Secretary

NOTE(S):

1. The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business as set out in the Notice is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ('AGM') IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
3. THE INSTRUMENT APPOINTING THE PROXY, DULY COMPLETED, MUST BE DEPOSITED AT THE COMPANY'S REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM FOR THE AGM IS ENCLOSED ALONG WITH THIS NOTICE.
4. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER MEMBER.
5. Members may note that M/s. S. Krishnamoorthy & Co., Chartered Accountants, Coimbatore, (FRN: 001496S), the Statutory Auditors of the Company were appointed by the Shareholders at the 53rd Annual General Meeting (AGM) held on 5th August, 2016, to hold office for a period of 5 years till the conclusion of AGM to be held during the year 2021, subject to ratification by the shareholders at every AGM. However, the Ministry of Corporate Affairs vide notification dated 7th May 2018 amended Section 139 of the Companies Act, 2013 by

omitting the requirement of seeking ratification of the members for appointment of statutory auditors at every AGM. Accordingly, the original resolution appointing the Statutory Auditors passed by the Shareholders at the 53rd AGM held on 5th August, 2016 was amended vide resolution approved by the Shareholders at their 55th AGM held on 23rd July, 2018 to remove the requirement for ratification of the appointment of auditors by the shareholders at every AGM. Hence, no resolution is being proposed for ratification of appointment of Statutory Auditors at this Annual General Meeting. The Board of Directors at their Meeting held on 20th May, 2019, based on the recommendation of the Audit Committee have fixed an amount of ₹15,00,000/- (exclusive of applicable taxes and reimbursement of out of pocket expenses incurred in connection with the Statutory Audit) as remuneration payable to Statutory Auditors for the Financial Year 2019-20. The remuneration proposed to be paid to the Statutory Auditors during the Financial Year 2019-20 is same as the remuneration paid during the previous Financial Year 2018-19.

6. Members/proxies should bring the duly filled attendance slip enclosed herewith to attend the AGM.
7. Body Corporate members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of Companies Act, 2013 ("the Act") are requested to bring a certified copy of the respective Resolution authorizing their representatives to attend and vote on their behalf at the Meeting. In case of Body Corporate member intending to appoint proxy, a certified copy of respective Resolution(s) authorizing representative(s) to attend and vote at the Meeting shall be annexed to the Proxy Form.
8. The Register of Directors and Key Managerial Personal and their shareholding, maintained under Section 170 of the Companies Act, 2013

and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.

9. The Register of Members and share transfer books of the Company will remain closed from Tuesday, the 16th July, 2019 to Monday, the 22nd July, 2019 (both days inclusive) as per Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 91 of the Companies Act, 2013.
10. Dividend as recommended by the Board of Directors, if declared at the Annual General Meeting will be paid within 30 days from the date of declaration, to those members whose names appear on the Register of Members in respect of shares held in physical form as well as in respect of shares held in electronic form as per the details received from the depositories for this purpose as at the close of the business hours on Monday, 15th July, 2019.
11. Members who are holding shares in identical order of names in more than one folio are requested to send to the Registrar and Share Transfer Agent ('RTA'), the details of such folios together with the share certificates for consolidating their holdings into one folio. The share certificates will be returned to the Members after making requisite changes thereon.
12. a) Members are requested to notify immediately any change of address:
 - i. to their Depository Participants ("DPs") in respect of the shares held in electronic form, and
 - ii. to the Company or its RTA, in respect to the shares held in physical form together with a proof of address viz, Aadhar/Electricity Bill/ Telephone Bill/Ration Card/Voter ID Card/ Passport etc.
- b) In case the mailing address mentioned on this Annual Report is without the Postal Identification Number Code ("PIN CODE"), Members are requested to kindly inform their PIN CODE immediately to the Company / RTA / DPs.
13. Non-Resident Indian ("NRI") Members are requested to inform the Company or its RTA or to the concerned Depository Participants, as the case may be, immediately:
 - a. the change in the residential status on return to India for permanent settlement or
 - b. the particulars of the NRE/NRO Account with a Bank in India, if not furnished earlier.
14. Members are advised to utilize the National Electronic Clearing System (ECS) for receiving dividends. Members holding shares in electronic form are requested to contact their respective Depository Participants for availing ECS facility. Members holding shares in physical form are requested to download the ECS form from the website of the Company viz., www.lmwglobal.com and the same, duly filled up and signed along with a photocopy of a canceled cheque leaf may be sent to the Company or to the Registrar and Share Transfer Agent.
15. Members whose shareholding is in the electronic mode are requested to update bank account details (Bank Account No., name of the Bank, Branch, IFSC code, MICR code and place with PIN Code) to their respective Depository Participants and not to the Company. Members whose shareholding is in the physical mode are requested to direct the above details to the Company or to the RTA. Regular updation of bank particulars is intended to prevent fraudulent encashment of dividend warrants.
16. The Company has entered into agreements with National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL"). The Depository

System envisages the elimination of several problems involved in the scrip-based system such as bad deliveries, fraudulent transfers, fake certificates, thefts in postal transit, delay in transfers, mutilation of share certificates, etc. Simultaneously, Depository System offers several advantages like exemption from stamp duty, elimination of concept of market lot, elimination of bad deliveries, reduction in transaction costs, improved liquidity, etc. Members, therefore, now have the option of holdings and dealing in the shares of the company in electronic form through NSDL or CDSL. Members are encouraged to convert their holding to electronic mode.

17. Securities and Exchange Board of India has mandated that the transfer of securities held in physical form, except in case of transmission or transposition, shall not be processed by the listed entities / Registrars and Share Transfer Agents with effect from 1st April 2019. Therefore, members holding share(s) in physical form are requested to immediately dematerialize their shareholding in the Company. Necessary prior intimation in this regard was provided to the shareholders.
18. Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Company Secretary of the Company or its RTA, namely, M/s S.K.D.C. Consultants Limited, Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore-641 006 by quoting the Folio number or the Client ID number with DP ID number.
19. As per the provisions of Section 72 of the Act, facility for making nominations is now available to INDIVIDUALS holding shares in the Company, Members holding shares in physical form may obtain the Nomination Form from the RTA of the Company or can download the form from the Company's website namely www.lmwglobal.com. Members holding shares in electronic form have to approach their Depository Participant(s) for completing the nomination formalities.
20. Members who wish to claim dividends, which remain unclaimed, are requested to correspond with the Company Secretary / RTA of the Company. Members are requested to note that pursuant to Section 124 of the Companies Act, 2013 dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government under Section 125 of the Companies Act, 2013. The details of unpaid dividend can be viewed on the Company's website www.lmwglobal.com. As per the provisions of Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules 2016, the Company will be transferring the share(s) on which the beneficial owner has not encashed any dividend warrant during the last seven years to the IEPF suspense account as identified by the IEPF Authority. Details of shares transferred to IEPF are available at the company website: www.lmwglobal.com. The shareholders whose unclaimed or unpaid amount has been transferred to the 'Investor Education and Protection Fund', may claim the same from IEPF authority by filing Form IEPF-5 along with requisite documents.
21. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participant(s) with whom they are maintaining their demat account(s). Members holding shares in physical form can submit their PAN details to the Company or RTA.
22. Members holding shares in electronic form may please note that as per the regulations of

National Security Depository Services (NSDL) and Central Depository Services (India) Limited (CDSL), the Company is obliged to print the details on the dividend warrants as furnished by these Depositories to the Company and the Company cannot entertain any request for deletion/change of Bank details already printed on dividend warrants as per the information received from the concerned depositories. In this regard, Members should contact their Depository Participants (DP) and furnish particulars of any changes desired by them.

23. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
24. Brief resume, details of shareholding and Directors' inter-se relationship of Directors seeking election/re-election as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards 2, are provided as Annexure to this Notice.
25. As per the green initiative taken by the Ministry of Corporate Affairs, the shareholders are advised to register/update their e-mail address with the Company/RTA in respect of shares held in physical form and with the concerned Depository Participant in respect of shares held in electronic form in order to enable the Company to serve documents in electronic mode.
26. Annual financial statements and related details of the wholly owned subsidiary company viz, LMW Textile Machinery (Suzhou) Co Ltd. China, is posted on the Company's website and is also kept for inspection at the Registered Office of the Company and at the subsidiary Company. A hard / soft copy of the same will be provided to the members on request.
27. A member who needs any clarification on accounts or operations of the Company shall write to the Company Secretary, so as to reach

him at last 7 days before the meeting, so that the information required can be provided at the meeting.

28. Electronic copy of the Annual Report and AGM Notice are being sent to all the members whose E-mail ID is registered with the Company / Depository Participants unless any such member has requested for a physical copy of the same. For members who have not registered their E-mail ID, physical copies of the Annual Report and the AGM Notice for the year 2018-19 are sent by Registered Parcel.
29. The Notice of the Annual General Meeting is available on the website of the Company www.lmwglobal.com and of the RTA at www.skdc-consultants.com.
30. Members are requested to bring their copy of the Annual Report with them to the Annual General Meeting. The Route map of the venue of the Annual General Meeting is given elsewhere in the Annual Report.

VOTING THROUGH ELECTRONIC MEANS

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to provide members facility to exercise their votes for all the Resolutions detailed in the Notice of the 56th Annual General Meeting scheduled to be held at 03.30 PM on Monday, 22nd July, 2019, by electronic means and the business may be transacted through remote e-voting. The Company has engaged the services of Central Depository Services (India) Ltd ('CDSL') as the authorized agency to provide the remote e-voting facilities. The instructions for remote e-voting is provided below.

- I. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of AGM Notice and

holding shares as of the cut-off date i.e., Monday, 15th July 2019, may refer to this Notice of the AGM of the Company, posted on Company's website www.lmwglobal.com for detailed procedure with regard to remote e-voting. Any person who ceases to be the member of the Company as on the cut-off date and is in receipt of this Notice shall treat this notice for information purpose only.

- II. Members, who have not voted through remote e-voting and present at the AGM in person or proxy, can vote through the ballot to be conducted at the AGM. Kindly note that members can opt for only one mode of voting i.e., either by remote e-voting or by ballot at the AGM. A member present at the AGM and has voted by remote e-voting will not be permitted to vote at the AGM by Ballot.
- III. Votes cast by members who hold shares on the cut-off date viz. Monday 15th July, 2019 alone will be counted.

Instructions for shareholders voting electronically are as under:

- (i) The voting period begins at 09.00 A.M (Indian Standard Time) on Friday, 19th July, 2019 and ends on 05.00 P.M (Indian Standard Time) on Sunday, 21st July, 2019. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized

form, as on the cut-off date (record date) of Monday, 15th July, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders / Members
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:
- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) - Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. - In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for Lakshmi Machine Works Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under

help section or write an email to helpdesk.
evoting@cdslindia.com.

- IV. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of Monday, 15th July, 2019.
- V. Sri B. Krishnamoorthy, Chartered Accountant, Coimbatore has been appointed as the Scrutinizer to scrutinize the e-voting in a fair and transparent manner.
- VI. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" or "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- VII. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- VIII. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company – www.lmwglobal.com and on the website of CSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges, where the shares of the Company are listed.

EXPLANATORY STATEMENT IN TERMS OF SECTION 102 OF THE COMPANIES ACT, 2013

ITEM No. 4

Sri. Sanjay Jayavarthanelu (DIN:00004505) was re-appointed as the Managing Director of the Company for a period of 5 years with effect from 1st June, 2017 on the terms and conditions as approved by the shareholders at the 53rd Annual General Meeting held on 5th August 2016.

Securities and Exchange Board of India vide its notification dated 9th May 2018 amended Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") by inserting a new clause with effect from 1st April, 2019 stating that the fees or compensation payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by way of a Special Resolution in general meeting, if the annual remuneration payable to such executive director exceeds ₹5 Crores or 2.5% of the net profits of the Company, whichever is higher.

As on the date of this notice, Sri. Sanjay Jayavarthanelu (DIN:00004505), is the only Executive Director who is a Promoter and occupies the position of Chairman and Managing Director. The remuneration payable to him is in excess of ₹5 Crores and 2.5% of the net profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013 ("the Act") based on the Audited Financial Statements as on 31st March, 2019. Also, a situation may arise during the course of the present term of appointment that expires on 31st March, 2022 wherein remuneration payable (as per the terms and conditions already approved by the Shareholders) to Sri. Sanjay Jayavarthanelu in a Financial Year may be in excess of the limits specified by Listing Regulations.

Based on the recommendations / approval of necessary Committees and by considering the market conditions, valuable contribution made

by Sri. Sanjay Jayavarthanavelu towards growth of the Company, the Board of Directors had at their meeting held on 20th May, 2019 approved the continuation of payment of remuneration to Sri. Sanjay Jayavarthanavelu on the terms and conditions approved by the shareholders at the 53rd Annual General Meeting held on 5th August, 2016 till the expiry of his current tenure i.e., until 31st March, 2022.

Accordingly, it has been sought to seek the approval of the Shareholders by way of Special Resolution for continuation of payment of remuneration to Sri. Sanjay Jayavarthanavelu as mentioned above.

The Board recommends the Special Resolution as set out in Item no. 4 of this notice for the approval of the Shareholders.

The disclosures as required under Regulation 36 of Listing Regulations and Secretarial Standards 2 are furnished and forms a part of this Notice.

Interest of Directors:

Except Sri. Sanjay Jayavarthanavelu, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolution set out as Item No. 4 of the accompanying Notice of the AGM.

ITEM No. 5 & 6

Sri Aditya Himatsingka (DIN: 00138970) and Dr Mukund Govind Rajan (DIN: 00141258) were appointed as Independent Non-Executive Directors of the Company by the Shareholders at the 51st Annual General Meeting held on 6th August 2014 to hold office for a term of five (5) consecutive years upto close of business hours on 5th August 2019.

As per Section 149(10) of the Companies Act, 2013 ('the Act'), an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company but shall be eligible for re-appointment on passing a Special Resolution by the Company for another term of upto five consecutive years.

The Nomination and Remuneration Committee of the Board of Directors, on the basis of report of performance evaluation of Sri Aditya Himatsingka and Dr Mukund Govind Rajan has recommended their re-appointment as Independent Directors for a second term of five (5) consecutive years with effect from close of business hours on 5th August, 2019. Further, the Board of Directors are of the opinion that the continued association of Sri Aditya Himatsingka and Dr Mukund Govind Rajan would be immensely beneficial to the Company.

Sri Aditya Himatsingka and Dr Mukund Govind Rajan are not disqualified from being appointed as Directors in terms of Section 164 of the Act and not debarred from holding the office of Director by virtue of any Securities Exchange Board of India ('SEBI') order or any other such authority. They have given their consent to act as Directors along with the declaration stating that they meet the criteria of independence as prescribed under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations').

In the opinion of the Board, Sri Aditya Himatsingka and Dr Mukund Govind Rajan fulfill the conditions specified under the Act read with the rules made thereunder and the Listing Regulations for their re-appointment as Independent Non-Executive Directors of the Company and are independent of the management.

The Company has also received notices in writing from members under Section 160 of the Act proposing the candidature of Sri Aditya Himatsingka and Dr Mukund Govind Rajan for the office of Independent Directors of the Company.

Copy of the draft letter for appointment of Sri Aditya Himatsingka and Dr Mukund Govind Rajan as Independent Non-Executive Directors setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (8:00 am to 4:00 pm) on any business day.

Accordingly, the Board recommends Special Resolutions in relation to eligibility and re-appointment of Sri Aditya Himatsingka and Dr Mukund Govind Rajan as Independent Directors for another term of five (5) consecutive years, for approval by the Shareholders of the Company.

The disclosures as required under Regulation 36 of Listing Regulations and Secretarial Standards 2 are furnished and forms a part of this Notice

Interest of Directors:

Except Sri Aditya Himatsingka and Dr Mukund Govind Rajan, being the proposed appointee(s), respectively, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out as Item No. 5 & 6 of the accompanying Notice of the AGM.

ITEM No. 7

Justice Smt. Chitra Venkataraman (Retd.,) (DIN: 07044099) was appointed as an Independent Non-Executive Director of the Company by the Members at the 52nd Annual General Meeting held on 10th August 2015 to hold office for a term of five (5) consecutive years upto close of business hours on 1st February 2020.

As per Section 149(10) of the Companies Act, 2013 ('the Act'), an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company but shall be eligible for re-appointment on passing a Special Resolution by the Company for another term of upto five consecutive years. Further, pursuant to Regulation 17 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations'), top 500 listed Companies identified based on the market capitalization are required to have an Independent Woman Director on the Board. The Company upon appointment of Justice Smt. Chitra Venkataraman (Retd.,) as an Independent Director prior to the amendment of relevant Listing Regulations has already complied with the said requirement.

The Nomination and Remuneration Committee of the Board of Directors, on the basis of report of performance evaluation of Justice Smt. Chitra Venkataraman (Retd.,) has recommended her re-appointment as an Independent Woman Non-Executive Director for a second term of five (5) consecutive years to hold office with effect from close of business hours on 1st February, 2020. Further, the Board of Directors are of the opinion that the continued association of Justice Smt. Chitra Venkataraman (Retd.,) would be immensely beneficial to the Company.

Justice Smt. Chitra Venkataraman (Retd.,) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and not debarred from holding the office of Director by virtue of any Securities Exchange Board of India ("SEBI") order or any other such authority. She has given her consent to act as Director along with the declaration stating that she meets the criteria of independence as prescribed under the Act and the Listing Regulations.

In the opinion of the Board, Justice Smt. Chitra Venkataraman (Retd.,) fulfills the conditions specified under the Act read with the rules made thereunder and the Listing Regulations for her re-appointment as Independent Woman Non-Executive Director of the Company and is independent of the management.

The Company has also received a notice in writing from a member under Section 160 of the Act proposing the candidature of Justice Smt. Chitra Venkataraman (Retd.,) for the office of Independent Woman Director of the Company.

Copy of the draft letter for appointment of Justice Smt. Chitra Venkataraman (Retd.,) as an Independent Non-Executive Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (8:00 am to 4:00 pm) on any business day.

Accordingly, the Board recommends Special Resolution in relation to eligibility and re-appointment of Justice Smt. Chitra Venkataraman (Retd.,) as

an Independent Woman Non Executive Director for another term of five (5) consecutive years, for approval by the shareholders of the Company.

The disclosures as required under Regulation 36 of Listing Regulations and Secretarial Standards 2 are furnished and forms a part of this Notice

Interest of Directors:

Except Justice Smt. Chitra Venkataraman (Retd.), being the proposed appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out as Item No. 7 of the accompanying Notice of the AGM.

ITEM No. 8

The Board of Directors, on the recommendation of the Audit Committee, has approved the appointment of and remuneration payable to Sri A.N. Raman, Cost Accountant for auditing the cost accounting records of the Company pursuant to the Companies (Cost Records and Audit) Rules 2014, for the Financial Year 2019-20 at a remuneration of ₹6,00,000/- (Rupees Six Lakhs only) excluding the applicable taxes and reimbursement of out of pocket expenses incurred by him in connection with the audit.

As per Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 the remuneration payable to the Cost Auditor as determined by the Board is required to be ratified by the members of the Company. Accordingly, the consent of the Members is sought for passing an Ordinary Resolution as set out in Item No.8 of the notice for ratification of the remuneration payable to the Cost Auditor for the Financial Year 2019-20.

Accordingly, the Board recommends this Resolution for the approval of the Shareholders.

Interest of Directors:

None of the Directors, Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in the resolution set out as Item No. 8 of the accompanying Notice of the AGM.

By order of the Board

Coimbatore
20th May 2019

C R Shivkumaran
Company Secretary

Annexure to Notice of AGM

PROFILE OF DIRECTOR SEEKING RATIFICATION OF REMUNERATION / REAPPOINTMENT

(Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards 2 – Clause 1.2.5 issued by ICSI)

Sri Sanjay Jayavarthanavelu

Name	Sri Sanjay Jayavarthanavelu
Director Identification Number (DIN)	00004505
Date of Birth/Nationality	15th June, 1968 / Indian
Date of appointment on the Board	24th February, 1993
Inter-se relationship with other Directors	Sri Sanjay Jayavarthanavelu is not related to any of the Directors or Key Managerial Personnel of the Company.
Qualification	Post Graduate in Business Administration from Philadelphia University, USA with specialization in Management and Finance.
Expertise in area	He has 26 years of experience in the fields of textile, textile engineering, machine tools, foundry, aerospace, logistics, finance and administration. Also refer to the section on skill sets as contained in the Corporate Governance Report.
Number of Shares held in the Company	1,42,291 Equity Shares
Board Position Held	Chairman and Managing Director
Terms and conditions of appointment / reappointment	Continuation of payment of remuneration / fees as per the approval of the Shareholders at their 53rd AGM held on 5th August, 2016.
Remuneration paid for the financial year	Information disclosed in the Corporate Governance Report annexed to the Annual Report.
Remuneration proposed to be paid	As per the terms approved by the Shareholders at their 53rd AGM held on 5th August, 2016. ¹
Number of Board Meetings attended during the year	Information disclosed in the Corporate Governance Report annexed to the Annual Report.
Directorship held in other companies	Listed: The Lakshmi Mills Company Limited Carborundum Universal Limited Lakshmi Electrical Control Systems Limited Super Sales India Limited Unlisted: Chakradhara Aerospace and Cargo Private Limited Lakshmi Life Sciences Limited Lakshmi Ring Travellers (Coimbatore) Limited Lakshmi Technology and Engineering Industries Limited Alampara Hotels And Resorts Private Limited Lakshmi Cargo Company Limited
Chairman / Membership in other committees of the Board	Audit Committee: Carborundum Universal Limited - Member Lakshmi Cargo Company Limited - Member Nomination and Remuneration Committee: Carborundum Universal Limited - Member The Lakshmi Mills Company Limited - Member Lakshmi Cargo Company Limited - Chairman Corporate Social Responsibility Committee: Chakradhara Aerospace and Cargo Private Limited – Member Lakshmi Cargo Company Limited - Chairman Lakshmi Machine Works Limited - Chairman Member in Shares and Debentures Committee and Risk Management Committee at Lakshmi Machine Works Limited

¹Details of Remuneration paid and payable to Sri. Sanjay Jayavarthanavelu as per the Resolution approved by the Members at the 53rd Annual General Meeting.

Salary:	₹9,00,000/- per month, for the period from 1st June, 2017 to 31st March, 2022.
Commission on Net Profit	At the rate of 2% for the period from 1st June, 2017 to 31st March, 2020 and at the rate of 3% for the period from 1st April, 2020 to 31st March, 2022, payable annually.
Perquisites	In addition to the salary and commission, the Managing Director shall also be entitled to the following interchangeable perquisites for the period from 1st June, 2017 to 31st March, 2022: - Furnished accommodation, where accommodation is not provided, 50% of the salary as HRA, gas, electricity, water, furnishings, medical reimbursement, LTA for self and family, club fees, medical insurance etc., in accordance with the rules of the Company. The above perquisites are restricted to an amount equal to the salary drawn per annum. For the purpose of calculating the above ceiling, perquisites shall be valued as per Income Tax rules wherever applicable. - Company's contribution to Provident Fund as per rules of the Company, to the extent it is not taxable under the Income Tax Act, 1961, shall not be included in the computation of the ceiling on remuneration or perquisites. - Gratuity payable shall not exceed half a month's salary for each completed year of service. The Managing Director is also entitled to encashment of leave at the end of tenure, which shall not be included in the computation of the ceiling on remuneration or perquisites. - Provision of Company car with driver for use on Company's business and telephone facility at his residence will not be considered as perquisites. Personal long distance calls on telephone and use of the car for private purposes shall be billed by the Company to the Managing Director.

Sri. Aditya Himatsingka

Name	Sri Aditya Himatsingka
Director Identification Number (DIN)	00138970
Date of Birth/Nationality	24th March, 1964 / Indian
Date of appointment on the Board	25th October, 2010
Inter-se relationship with other Directors	None of the Directors, Key Managerial Personnel of the Company and their relatives are related to Sri. Aditya Himatsingka.
Qualification	B. Com (Hons) MS (Textiles)
Expertise in area	Textiles, Management & Administration. Also refer to the section on skill sets as contained in the Corporate Governance Report.
Number of Shares held in the Company	-
Board Position Held	Independent Director
Terms and conditions of appointment / reappointment	Proposed to be re-appointed for a second term of 5 consecutive years.
Remuneration paid for the financial year	Information disclosed in the Corporate Governance Report annexed to the Annual Report.

Remuneration proposed to be paid	As determined by the Board of Directors within the limits specified under Section 198 of the Companies Act, 2013 subject to ₹1,00,00,000/- (Rupees One Crore only) per annum (the amount being the overall limit upto which remuneration can be paid to all Non Executive Directors of the Company) (exclusive of sitting fees payable to the Non-Executive Directors for attending the meetings of the Board of Directors, Committees thereof and meeting of Independent Directors). The proposed remuneration that will be determined by the Board of Directors to be paid to Sri Aditya Himatsingka will not exceed 50% of the total remuneration otherwise payable to all Non-Executive Directors of the Company.	
Number of Board Meetings attended during the year	Information disclosed in the Corporate Governance Report annexed to the Annual Report.	
Directorship held in other companies	Listed	Others
	-	-
Chairman / Membership in other committees of the Board	Member in Audit Committee, CSR Committee and Risk Management Committee at Lakshmi Machine Works Limited	

Dr Mukund Govind Rajan

Name	Dr Mukund Govind Rajan	
Director Identification Number (DIN)	00141258	
Date of Birth/Nationality	5th April, 1968 / Indian	
Date of appointment on the Board	25th October, 2010	
Inter-se relationship with other Directors	None of the Directors, Key Managerial Personnel of the Company and their relatives are related to Dr Mukund Govind Rajan	
Qualification	B.Tech (IIT Delhi), MPhil (Oxford University), Phd (Oxford University)	
Expertise in area	Corporate Governance, Management & Administration. Also refer to the section on skill sets as contained in the Corporate Governance Report.	
Number of Shares held in the Company	-	
Board Position Held	Independent Director	
Terms and conditions of appointment / reappointment	Proposed to be re-appointed for a second term of 5 consecutive years.	
Remuneration paid for the financial year	Information disclosed in the Corporate Governance Report annexed to the Annual Report.	
Remuneration proposed to be paid	As determined by the Board of Directors within the limits specified under Section 198 of the Companies Act, 2013 subject to ₹1,00,00,000/- (Rupees One Crore only) per annum (the amount being the overall limit upto which remuneration can be paid to all Non Executive Directors of the Company) (exclusive of sitting fees payable to the Non-Executive Directors for attending the meetings of the Board of Directors, Committees thereof and meeting of Independent Directors).	

Remuneration proposed to be paid	The proposed remuneration that will be determined by the Board of Directors to be paid to Dr Mukund Govind Rajan will not exceed 50% of the total remuneration otherwise payable to all Non-Executive Directors of the Company.	
Number of Board Meetings attended during the year	Information disclosed in the Corporate Governance Report annexed to the Annual Report.	
Directorship held in other companies	Listed	Others
	-	i. The Rajan Family Charitable Foundation (A Not for Profit Company)
Chairman / Membership in other committees of the Board	Chairman of Audit Committee at Lakshmi Machine Works Limited	

Justice. Smt. Chitra Venkataraman (Retd.,)

Name	Justice. Smt. Chitra Venkataraman (Retd.,)
Director Identification Number (DIN)	07044099
Date of Birth/Nationality	22nd April, 1952 / Indian
Date of appointment on the Board	2nd February, 2015
Inter-se relationship with other Directors	None of the Directors, Key Managerial Personnel of the Company and their relatives are related to Justice Smt. Chitra Venkataraman (Retd.,).
Qualification	BA., BL.,
Expertise in area	Legal & Administration. Also refer to the section on skill sets as contained in the Corporate Governance Report.
Number of Shares held in the Company	-
Board Position Held	Independent Director
Terms and conditions of appointment / reappointment	Proposed to be re-appointed as Independent Woman Non Executive Director for a second term of 5 consecutive years.
Remuneration paid for the financial year	Information disclosed in the Corporate Governance Report annexed to the Annual Report.
Remuneration proposed to be paid	As determined by the Board of Directors within the limits specified under Section 198 of the Companies Act, 2013 subject to ₹1,00,00,000/- (Rupees One Crore only) per annum (the amount being the overall limit upto which remuneration can be paid to all Non Executive Directors of the Company) (exclusive of sitting fees payable to the Non-Executive Directors for attending the meetings of the Board of Directors, Committees thereof and meeting of Independent Directors).

Remuneration proposed to be paid	The proposed remuneration that will be determined by the Board of Directors to be paid to Justice Smt Chitra Venkataraman (Retd.) will not exceed 50% of the total remuneration otherwise payable to all Non-Executive Directors of the Company.	
Number of Board Meetings attended during the year	Information disclosed in the Corporate Governance Report annexed to the Annual Report.	
Directorship held in other companies	Listed	Others
	i. The Ramco Cements Limited	-
	ii. The Ramco Industries Limited	
Chairman / Membership in other committees of the Board	Chairperson of Stakeholders Relationship Committee and Nomination and Remuneration Committee at Lakshmi Machine Works Limited	

Sri K Soundhar Rajhan

Name	Sri K. Soundhar Rajhan	
Director Identification Number (DIN)	07594186	
Date of Birth/Nationality	2nd May, 1948 / Indian	
Date of appointment on the Board	1st November, 2017	
Inter-se relationship with other Directors	Sri K. Soundhar Rajhan is not related to any of the Directors or Key Managerial Personnel of the Company	
Qualification	B.Sc.	
Expertise in area	Management and Administration. Also refer to the section on skill sets as contained in the Corporate Governance Report.	
Number of Shares held in the Company	110 Equity Shares	
Board Position Held	Whole- time Director, Designated as Director - Operations	
Terms and conditions of appointment / reappointment	Re-appointment of Director retiring by rotation.	
Remuneration paid for the financial year	Information disclosed in the Corporate Governance Report annexed to the Annual Report.	
Remuneration proposed to be paid	No change to remuneration already being paid.	
Number of Board Meetings attended during the year	Information disclosed in the Corporate Governance Report annexed to the Annual Report.	
Directorship held in other companies	Listed	Others
	-	i. Indian Machine Tool Manufacturers Association (a Guarantee and Association company)
Chairman / Membership in other committees of the Board	Nil	