

PROCEEDINGS OF 46TH ANNUAL GENERAL MEETING OF THE MEMBERS OF LAKSHMI PRECISION SCREWS LTD. HELD ON TUESDAY, THE 29TH DAY OF SEPTEMBER, 2015 AT 11.30 A.M AT THE REGISTERED OFFICE OF THE COMPANY.

PRESENT

1. Mr. Lalit Kumar Jain	Chairman and Managing Director & Member
2. Mr. Dinesh Kumar Jain	Vice Chairman and Managing Director & Member
3. Mr. Vijay Kumar Jain	Joint Managing Director & Member

39 Members were present in person and 21 members were represented through proxy.

IN ATTENDANCE

1. Mr. Tarun Kumar	Company Secretary
2. Mr. Suresh Kumar, Partner M/s. RMG & Associates	Scrutinizer/ Secretarial Auditor
3. Mr. Kanai Lal Ghorui	AVP-Finance

Thereafter, Mr. Lalit Kumar Jain, Chairman and Managing Director took the chair and conducted the proceedings.

Since the necessary quorum was present, the Chairman called the meeting to order.

The Chairman informed the members that remaining directors could not present due to pre-occupation.

With the consent of the members, exemption was granted to Statutory Auditors from attending the Annual General Meeting due to pre-occupation.

The Chairman then addressed the shareholders. He apprised the shareholders on the economic scenario, performance of the Company during the year ended March 31, 2015 and future prospectus of the Company.

The Company Secretary apprised the members of the Company that Pursuant to Clause 35B of the Listing Agreement and Section 108 of the Companies Act, 2013,

read with the relevant Rules of the Act, the Company has provided remote e voting facility as well as voting by use of Polling Paper at the Annual General Meeting to its Members for exercise their right to vote the businesses mentioned in the Notice of the Annual General Meeting. The Company engaged the services of the National Securities Depository Limited (NSDL) as the agency for remote e-voting facility.

He further apprised that the e-voting period was commenced on Saturday, 26th September, 2015 at 9:00 am and ended on Monday, 28th September, 2015 at 5:00 pm. After that the e-voting module was disabled for voting after 5:00 pm on Monday, 28th September, 2015. He further apprised that the Company has appointed Mr. Suresh Kumar, Practicing Company Secretary, of M/s. RMG & Associates, Company Secretaries, New Delhi, to act as scrutinizer for conducting the remote e voting as well as voting at the Annual General Meeting process in a fair and transparent manner. He further apprised the members that voting at the meeting is allowed by use of Polling Paper for all those members/ proxies who are present at the Annual General Meeting but have not cast their votes by availing the remote e voting at the end of discussion on the all the resolutions. He further explained in details the polling process for their better understanding and casting of votes.

With the permission of the members, Notice convening the 46th Annual General Meeting along with Boards' Report and Auditors' Report was taken as read. On the instructions of the Chairman, the Company Secretary read the Notice of the Annual General Meeting, Auditors' Report and Report of Secretarial Auditor with management reply. Thereafter, the following Ordinary and Special Business items were taken up for consideration and adoption of members:

The Chairman took up the agenda item no. 1 of the Notice for consideration and adoption of the Audited Financial Statements (including consolidated financial statements) for the financial year ended March 31, 2015 and the Reports of the Board of Directors and Auditors thereon which was proposed and seconded by the members.

With the permission of the Chairman, the Company Secretary then took up the agenda item no. 2 of the Notice regarding appointment of a Director in place of Mr. Lalit Kumar Jain (DIN 00061293), who retires by rotation and being eligible offers himself for re-appointment which was proposed and seconded by the members.

The Chairman then took up the agenda item no. 3 for appointment of Director in place of Mr. Dinesh Kumar Jain (DIN 00066363), who retires by rotation and being eligible offers himself for re-appointment which was proposed and seconded by the members.

The Chairman then took up the agenda item no. 4 regarding ratification of the appointment of M/s. V.R. Bansal & Associates, Chartered Accountants, Noida as Statutory Auditors of the Company and fix their remuneration which was proposed and seconded by the members.

The Chairman then took up the agenda item no. 5 for appointment of Mr. Bhuwan Kumar Chaturvedi as an Independent Director of the Company which was proposed and seconded by the members.

The Chairman then took up the agenda item no. 6 for appointment of Mr. Rakesh Puri as an Independent Director of the Company which was proposed and seconded by the members.

The Chairman then took up the agenda item no. 7 for appointment of Ramesh Chandra Jain as an Independent Director of the Company which was proposed and seconded by the members.

The Chairman then took up the agenda item no. 8 for ratification of the payment of remuneration to Cost Auditors of the Company which was proposed and seconded by the members.

The Chairman, at the end of discussions on the agenda items of the Notice of Annual General Meeting, allowed voting with the assistance of Scrutinizer, Mr. Suresh Kumar, by use of Polling Paper as per the applicable statutory requirements.

Thereafter, Mr. Suresh Kumar inspected, locked and sealed the ballot box in the presence of members of the Company and requested the members to cast their vote and put the poll papers in the ballot box. After ensuring that all members and proxies participating in the poll had cast their votes, the Scrutinizer closed the poll and took the custody of polling box.

The Company Secretary informed that results of the Poll aggregated with results of remote e voting will be placed on the website of the Company and also be available on the websites of National Stock Exchange of India Limited (NSE), Bombay Stock Exchange Limited (BSE) and National Securities Depositories Limited (NSDL), "the Agency", appointed by the Company for facilitating e-voting, within 48 hours of the conclusion of the 46th Annual General Meeting.

The Chairman thanked all the shareholders for their presence, suggestions and comments; and after the casting of the votes by all shareholders/ proxies present and sealing of the Ballot Box by the Scrutinizer, the 46th Annual General Meeting concluded at 1.30 P.M. with a vote of thanks to the Chair.

Mr. Suresh Kumar, Scrutinizer, had submitted a Consolidated Scrutinizer's Report of the total votes cast in favour of or against in the poll as well as remote e voting to the Chairman of the Meeting, Mr. Lalit Kumar Jain. Based on the results of Consolidated Scrutinizer's Report, dated 30/09/2015, the Chairman declared that all the Resolutions were duly passed with requisite majority.

Result of the electronic voting and poll on the Ordinary and Special business transacted at the Annual General Meeting of the Company held on Tuesday, September 29, 2015.

On the basis of the Consolidated Scrutinizer's Report, the Chairman. Mr. Lalit Kumar Jain, declared the following results of voting on October 1, 2015:

SLNO	DESCRIPTION					
A	DATE OF AGM					
B	BOOK CLOSURE DATE					
C	TOTAL NUMBER OF SHAREHOLDERS ON CUT- OFF DATE/ RECORD DATE					
D	NO. OF SHAREHOLDERS PRESENT IN THE MEETING EITHER IN PERSON OR THROUGH PROXY					
	SHAREHOLDERS	PRESENT IN PERSON	PRESENT THROUGH PROXY	TOTAL	SHARES	% TO CAPITAL
	PROMOTER AND PROMOTER GROUP ()	14	8	22	6857745	62.68
	PUBLIC	25	13	38	809652	7.40
	TOTAL	39	21	60	7667397	70.08
E	No. of shareholders attended the meeting through Video conferencing, No video conferencing facility was made available.					
F	4 members voted through remote e voting facility.					

Agenda Item-1

To receive, consider and adopt the Audited Financial Statements (including consolidated financial statements) for the financial year ended March 31, 2015 and the Reports of the Board of Directors and Auditors.

Resolution required : Ordinary

Mode of Voting: Poll/ Remote e voting

Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Mode of Voting: (E-Voting)							
Promoter and Promoter Group	0	0	0	0	0	0	0
Public--	0	0	0	0	0	0	0

Institutional Holders							
Public-Others	109	109	100	104	5	95.41	4.59
Total (A)	109	109	100	104	5	95.41	4.59
Mode of Voting: (Poll)							
Promoter and Promoter Group	6911020	6857745	99.23	6857745	0	100	0
Public – Institutional Holders	3875	0	0	0	0	0	0
Public-Others	4026663	809652	20.11	809652	0	100	0
Total (B)	10941558	7667397	70.08	7667397	0	100	0
Result (A+B)	10941667	7667506	70.08	7667501	5	99.99994	0.00006

Agenda Item-2

To appoint a Director in place of Mr. Lalit Kumar Jain (DIN 00061293), who retires by rotation and being eligible offers himself for re-appointment.

Resolution required : Ordinary

Mode of Voting: Poll/ Remote e voting

Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Mode of Voting: (E-Voting)							
Promoter and Promoter Group	0	0	0	0	0	0	0
Public – Institutional Holders	0	0	0	0	0	0	0
Public-Others	109	109	100	104	5	95.41	4.59
Total (A)	109	109	100	104	5	95.41	4.59
Mode of Voting: (Poll)							
Promoter and Promoter Group	6911020	6857745	99.23	6857745	0	100	0
Public – Institutional Holders	3875	0	0	0	0	0	0
Public-Others	4026663	809652	20.11	809652	0	100	0

Total (B)	10941558	7667397	70.08	7667397	0	100	0
Result (A+B)	10941667	7667506	70.08	7667501	5	99.99994	0.00006

Agenda Item-3

To appoint a Director in place of Mr. Dinesh Kumar Jain (DIN 00066363), who retires by rotation and being eligible offers himself for re-appointment.

Resolution required : Ordinary

Mode of Voting: Poll/ Remote e voting

Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Mode of Voting: (E-Voting)							
Promoter and Promoter Group	0	0	0	0	0	0	0
Public – Institutional Holders	0	0	0	0	0	0	0
Public-Others	109	109	100	104	5	95.41	4.59
Total (A)	109	109	100	104	5	95.41	4.59
Mode of Voting: (Poll)							
Promoter and Promoter Group	6911020	6857745	99.23	6857745	0	100	0
Public – Institutional Holders	3875	0	0	0	0	0	0
Public-Others	4026663	809652	20.11	809652	0	100	0
Total (B)	10941558	7667397	70.08	7667397	0	100	0
Result (A+B)	10941667	7667506	70.08	7667501	5	99.99994	0.00006

Agenda Item-4

To ratify the appointment of M/s. V.R. Bansal & Associates, Chartered Accountants, Noida as Statutory Auditors of the Company and fix their remuneration.

Resolution required : Ordinary

Mode of Voting: Poll/ Remote e voting

Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Mode of Voting: (E-Voting)							
Promoter and Promoter Group	0	0	0	0	0	0	0
Public – Institutional Holders	0	0	0	0	0	0	0
Public-Others	109	109	100	104	5	95.41	4.59
Total (A)	109	109	100	104	5	95.41	4.59
Mode of Voting: (Poll)							
Promoter and Promoter Group	6911020	6857745	99.23	6857745	0	100	0
Public – Institutional Holders	3875	0	0	0	0	0	0
Public-Others	4026663	809652	20.11	809652	0	100	0
Total (B)	10941558	7667397	70.08	7667397	0	100	0
Result (A+B)	10941667	7667506	70.08	7667501	5	99.99994	0.00006

Agenda Item-5

To appoint Mr. Bhuwan Kumar Chaturvedi as an Independent Director of the Company.

Resolution required : Ordinary

Mode of Voting: Poll/ Remote e voting

Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Mode of Voting: (E-Voting)							
Promoter and Promoter Group	0	0	0	0	0	0	0
Public – Institutional Holders	0	0	0	0	0	0	0

Public-Others	109	109	100	104	5	95.41	4.59
Total (A)	109	109	100	104	5	95.41	4.59
Mode of Voting: (Poll)							
Promoter and Promoter Group	6911020	6857745	99.23	6857745	0	100	0
Public – Institutional Holders	3875	0	0	0	0	0	0
Public-Others	4026663	809652	20.11	809652	0	100	0
Total (B)	10941558	7667397	70.08	7667397	0	100	0
Result (A+B)	10941667	7667506	70.08	7667501	5	99.99994	0.00006

Agenda Item-6

To appoint Mr. Rakesh Puri as an Independent Director of the Company.

Resolution required : Ordinary

Mode of Voting: Poll/ Remote e voting

Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Mode of Voting: (E-Voting)							
Promoter and Promoter Group	0	0	0	0	0	0	0
Public – Institutional Holders	0	0	0	0	0	0	0
Public-Others	109	109	100	104	5	95.41	4.59
Total (A)	109	109	100	104	5	95.41	4.59
Mode of Voting: (Poll)							
Promoter and Promoter Group	6911020	6857745	99.23	6857745	0	100	0
Public – Institutional Holders	3875	0	0	0	0	0	0
Public-Others	4026663	809652	20.11	809652	0	100	0
Total (B)	10941558	7667397	70.08	7667397	0	100	0
Result (A+B)	10941667	7667506	70.08	7667501	5	99.99994	0.00006

Agenda Item-7

To appoint Mr. Ramesh Chandra Jain as an Independent Director of the Company.

Resolution required : Ordinary

Mode of Voting: Poll/ Remote e voting

Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Mode of Voting: (E-Voting)							
Promoter and Promoter Group	0	0	0	0	0	0	0
Public – Institutional Holders	0	0	0	0	0	0	0
Public-Others	109	109	100	104	5	95.41	4.59
Total (A)	109	109	100	104	5	95.41	4.59
Mode of Voting: (Poll)							
Promoter and Promoter Group	6911020	6857745	99.23	6857745	0	100	0
Public – Institutional Holders	3875	0	0	0	0	0	0
Public-Others	4026663	809652	20.11	809652	0	100	0
Total (B)	10941558	7667397	70.08	7667397	0	100	0
Result (A+B)	10941667	7667506	70.08	7667501	5	99.99994	0.00006

Agenda Item-8

To ratify the payment of remuneration to Cost Auditors of the Company.

Resolution required : Ordinary

Mode of Voting: Poll/ Remote e voting

Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Mode of Voting: (E-Voting)							
Promoter and Promoter Group	0	0	0	0	0	0	0
Public – Institutional Holders	0	0	0	0	0	0	0
Public-Others	109	109	100	104	5	95.41	4.59
Total (A)	109	109	100	104	5	95.41	4.59
Mode of Voting: (Poll)							
Promoter and Promoter Group	6911020	6857745	99.23	6857745	0	100	0
Public – Institutional Holders	3875	0	0	0	0	0	0
Public-Others	4026663	809652	20.11	809652	0	100	0
Total (B)	10941558	7667397	70.08	7667397	0	100	0
Result (A+B)	10941667	7667506	70.08	7667501	5	99.99994	0.00006

Ordinary Business

- 01. To receive, consider and adopt the Audited Financial Statements (including consolidated financial statements) for the financial year ended March 31, 2015 and the Reports of the Board of Directors and Auditors thereon.**

“RESOLVED THAT Audited Financial Statements (including consolidated financial statements) for the financial year ended March 31, 2015 and the Reports of the Board of Directors and Auditors thereon have already been circulated to the members and produced at the meeting be and are hereby received, approved and adopted.”

- 02. To appoint a Director in place of Mr. Lalit Kumar Jain (DIN 00061293), who retires by rotation and being eligible offers himself for re-appointment.**

“RESOLVED THAT Mr. Lalit Kumar Jain (DIN 00061293), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby appointed as Director of the Company.”

- 03. To appoint a Director in place of Mr. Dinesh Kumar Jain (DIN 00066363), who retires by rotation and being eligible offers himself for re-appointment.**

"RESOLVED THAT Mr. Dinesh Kumar Jain (DIN 00066363), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby appointed as Director of the Company."

- 04. To ratify the appointment of M/s. V.R. Bansal & Associates, Chartered Accountants, Noida as Statutory Auditors of the Company and fix their remuneration.**

"RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the appointment of M/s. V.R. Bansal & Associates, Chartered Accountants, Noida (ICAI Registration No. 016534N), as the Statutory Auditors of the Company be and are hereby ratified and confirmed for the financial year 2015-16, who was appointed by the Members at their 45th Annual General Meeting held on 30.09.2014 to hold the office of the auditors from the conclusion of 45th Annual General Meeting until the conclusion of 48th Annual General Meeting of the Company subject to ratification at every Annual General Meeting by the Members of the Company at such remuneration plus out of pocket expenses as shall be fixed by the Audit Committee/ Board later on in consultation with the Statutory Auditors."

Special Business

- 05. To appoint Mr. Bhuwan Kumar Chaturvedi as an Independent Director of the Company.**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 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) and Clause 49 of the Listing Agreement, Mr. Bhuwan Kumar Chaturvedi (DIN 00144487), who was appointed by the Board of Directors as an Additional (Independent) Director of the Company with effect from 13.06.2015, whose term of office expires at the ensuing 46th Annual General Meeting in terms of Section 161 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years upto June 12, 2020, not liable to retire by rotation."

06. To appoint Mr. Rakesh Puri as an Independent Director of the Company.

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Rakesh Puri (DIN 07068559), who was appointed by the Board of Directors as an Additional (Independent) Director of the Company with effect from 09.07.2015, whose term of office expires at the ensuing 46th Annual General Meeting in terms of Section 161 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years upto July 08, 2020, not liable to retire by rotation."

07. To appoint Mr. Ramesh Chandra Jain as an Independent Director of the Company.

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Ramesh Chandra Jain (DIN 00038529), who was appointed by the Board of Directors as an Additional (Independent) Director of the Company with effect from 14.08.2015, whose term of office expires at the ensuing 46th Annual General Meeting in terms of Section 161 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years upto August 13, 2020, not liable to retire by rotation."

08. To ratify the payment of remuneration to Cost Auditors of the Company.

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013, if any and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. HVMN & Associates, Cost Accountants, New Delhi appointed as Cost Auditors by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2016, be paid a remuneration not exceeding Rs.2,00,000/- (Rs. Two Lacs Only) plus out of pocket expenses and taxes be and is hereby ratified.

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

All the above resolutions, which were put to vote, were passed with requisite majority.



CHAIRMAN