



LAKSHMI MACHINE WORKS LIMITED

BSE Limited Department of Corporate Services Phiroze Jeejeebhoy Towers Dalal Street Mumbai - 400 001 Script Code: 500252	National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex Bandra (East) Mumbai - 400 051 Symbol: LAXMIMACH
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Dear Sir/ Madam,

Sub: Buyback of equity shares of Lakshmi Machine Works Limited (“Company”)

At the meeting of the board of directors (“Board”) of the Company held on October 22, 2018, the Board has unanimously approved a proposal for the buy-back of 2,66,666 (Two Lakhs Sixty Six Thousand Six Hundred and Sixty Six Only) equity shares of Rs. 10 each representing 9.78% and 9.66% of the aggregate of the total paid-up equity capital and free reserves of the Company based on the audited standalone and consolidated financial statements respectively of the Company for last financial year ended on March 31, 2018 from the shareholders of the Company in terms of Sections 68, 69, 70 and other applicable provisions, if any, of the Companies Act, 2013 (as amended) and rules made thereunder and the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018 (“Buyback Regulations”) (“Buyback”). In compliance with Regulation 5(vii) of the Buyback Regulations, we are enclosing herewith a certified true copy of the board resolution passed at the meeting of the Board on October 22, 2018.

The Company will provide relevant updates in relation to the Buyback as per applicable law in due course.

Thanking you,

Yours faithfully,

For Lakshmi Machine Works Limited



C R Shivkumaran
Company Secretary

Date: 24th October, 2018.

Encl: as above



LAKSHMI MACHINE WORKS LIMITED

TRUE COPY OF RESOLUTION NO.28 PASSED BY THE BOARD OF DIRECTORS AT THEIR MEETING HELD ON 22ND OCTOBER, 2018

“RESOLVED THAT pursuant to the provisions of Article 40 of the Articles of Association of the Company and the provisions of Sections 68, 69 and 70 and all other applicable provisions, if any, of the Companies Act, 2013, as amended (the **“Companies Act”**), the Companies (Share Capital and Debentures) Rules, 2014 as amended and to the extent applicable, and in compliance with Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018 (the **“Buy-back Regulations”**), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 (**“Listing Regulations”**) as amended, and including any amendments, statutory modifications or re-enactments thereof for the time being in force, and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications, if any, as may be prescribed or imposed by the Securities and Exchange Board of India (**“SEBI”**), Reserve Bank of India (**“RBI”**), the relevant Stock Exchanges (as defined below) and/or other authorities, institutions or bodies (the **“Appropriate Authorities”**), as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be agreed to by the board of directors of the Company (hereinafter referred to as the **“Board of Directors”**, which expression shall include any committee constituted by the Board to exercise its powers, including the powers conferred by this resolution) hereby approves the buyback by the Company of up to 2,66,666 fully paid-up equity shares of face value of Rs. 10 (Rupees ten only) each of the Company (**“Equity Shares”**) from all the shareholders of the Company (except promoters, promoter group and persons in control the Company) at a price not exceeding Rs.6,000 (Rupees six thousand only) per Equity Share (**“Maximum Buyback Price”**) excluding any other expenses incurred or to be incurred for the Buyback like filing fees payable to SEBI, Stock Exchanges fees, advisors fees, public announcement, publication expenses, transaction cost viz., brokerage, applicable taxes such as securities transaction tax, stamp duty, etc., and any other incidental and related expenses (**“Transaction Costs”**, and such aggregate amount, Rs. 16,000 Lakhs (Rupees Sixteen Thousand Lakhs only) (**“Maximum Buyback Size”**)), representing 9.78% and 9.66% of the aggregate of the total paid-up equity capital and free reserves of the Company based on the audited standalone and consolidated financial statements, respectively, of the Company for last financial year ended on March 31, 2018 (**“Buyback”**). The Buy-back period shall extend from October 22, 2018, i.e., the date of this resolution until the date on which the payment of consideration for the Equity Shares bought back by the Company is made (**“Buy-back Period”**).

RESOLVED FURTHER THAT the Company proposes to buyback Equity Shares for a minimum of Rs. 8,000 Lakhs (Rupees Eight Thousand Lakhs only), being 50% of the Maximum Buyback Size (**“Minimum Buyback Size”**) and the Buyback shall not exceed 10% of the aggregate of the total paid-up equity capital and free reserves of the Company based on the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2018 which is within the maximum amount allowed under the Act.



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RESOLVED FURTHER THAT the Buyback shall be from the open market through the BSE Limited and the National Stock Exchange of India Limited ("**Stock Exchanges**") in such manner as may be prescribed under the Act and the Buy-back Regulations and on such terms and conditions as the Board may deem fit.

RESOLVED FURTHER THAT the Buyback would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the Listing Regulations.

RESOLVED FURTHER THAT the amount required by the Company for the Buyback (including the cost of financing the Buyback and the Transaction Costs) will be invested out of the free reserves and/or share premium account and/or cash balances and/ or internal accruals of the Company and/or such other sources or by such mechanisms as may be permitted by law and on such terms and conditions as the Board may decide from time to time at its absolute discretion.

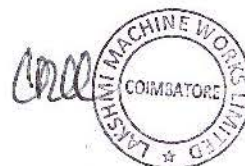
RESOLVED FURTHER THAT the Board is of the view that having regard to the current cash balance of the Company, the healthy cash flows that the Company has been able to consistently generate, the future projected cash flows of the Company and the anticipated funds required for capital expenditure and working capital to meet the expected future growth of the Company, the Buy-back will help the Company achieve the following objectives:

- (a) Reduce the outstanding number of Equity Shares and consequently increase earnings per share ("**EPS**") over a period of time;
- (b) Effectively utilize available cash; and
- (c) Improve key return ratios like return on net worth, return on assets etc. over a period of time

The Board believes that the Buy-back will create long term value for continuing shareholders. The Buy-back is not likely to cause any material impact on the profitability/ earnings of the Company except a reduction in the investment income, which the Company could have otherwise earned on the amount distributed towards the Buy-back. The Buy-back will not in any manner impair the ability of the Company to pursue growth opportunities or meet its cash requirements for business operations and for continued capital investment, as and when required.

RESOLVED FURTHER THAT in terms of Regulation 24(iii) of the Buy-back Regulations, Mr. C.R. Shivkumaran, Company Secretary, be and is hereby appointed as the compliance officer for the Buy-back ("**Compliance Officer**") and S.K.D.C. Consultants Limited, Registrar and Share Transfer Agent (*as defined below*), is appointed as the investor service centre for the Buy-back.

RESOLVED FURTHER THAT an escrow account be opened with Axis Bank Limited at its 1133, 1135/36, Avinashi Road, Pappanaickenpalayam, Coimbatore – 641037, Tamil Nadu branch ("**Escrow Agent**") under the name "*Lakshmi Machine Works Limited - Buyback - Escrow Account*" in accordance with Regulation 20 of the Buy-back Regulations for the purpose of the Buyback.



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RESOLVED FURTHER THAT in terms of the Buy-back Regulations, in the event of non-fulfilment of the obligations under the Buy-back Regulations by the Company, the monies deposited in the escrow account in full or in part shall be forfeited and distributed pro rata amongst the security-holders who accepted the offer and balance if any shall be utilized for investor protection in accordance with Buy-back Regulations.

RESOLVED FURTHER THAT the draft of the Declaration of Solvency (*as defined below*) prepared in form SH-9 and supporting affidavit and other documents, placed before the meeting be and is hereby approved and Mr. Sanjay Jayavarthanelu, Chairman and Managing Director, and any one of Mr. K. Soundhar Rajhan, Director Operations, Mr. C.B. Chandrasekar, Chief Financial Officer, and Mr. C.R. Shivkumaran, Company Secretary, be and are hereby severally authorized to sign the same, for and on behalf of the Board and file the same with the Registrar of Companies (*as defined below*) and the SEBI in accordance with applicable law.

RESOLVED FURTHER THAT the Buyback period shall in any case close within 6 (six) months from the date of opening of the Buyback or such other period as may be permitted under the Act or Buyback Regulations. The Board in its absolute discretion may decide to close the Buyback of Equity Shares at such earlier date as may be determined by the Board, even if the maximum limit of Buyback has or has not been reached, provided the Minimum Buyback Size has been utilized in the Buyback, by giving an appropriate notice for such earlier date and as may be permitted under the applicable laws.

RESOLVED FURTHER THAT the Buy-back from non-resident members holding Equity Shares of the Company such as, overseas corporate bodies, foreign institutional investors, foreign portfolio investors and shareholders of foreign nationality shall be subject to such approvals if, and to the extent necessary or required from the concerned authorities including approvals from the RBI under the Foreign Exchange Management Act, 1999, as amended and the rules and regulations framed there under, if any.

RESOLVED FURTHER THAT the Board hereby confirms that it has made full inquiry into the affairs and prospects of the Company, and has formed the following opinion:

- a) that immediately following the date of this meeting, there are no grounds on which the Company could be found unable to pay its debts;
- b) as regards the Company's prospects for the year immediately following the date of this meeting, and having regard to the Board's intention with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will in the Board's view be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of this Board meeting; and
- c) in forming an opinion as aforesaid, the Board has taken into account the liabilities, as if the Company were being wound up under the provisions of the Act or the Insolvency and Bankruptcy Code 2016 (including prospective and contingent liabilities).



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RESOLVED FURTHER THAT the Board hereby confirms that:

- a) all Equity Shares of the Company are fully paid-up;
- b) a period of one year has elapsed from the date of expiry of the buyback period of the preceding offer of buy-back by the Company;
- c) the Company shall not issue any Equity Shares or specified securities including by way of bonus till the date of expiry of the Buy-back Period;
- d) the Company shall not raise further capital for a period of one year from the date of expiry of the Buy-back Period, except in discharge of subsisting obligations;
- e) the Company shall not buyback locked-in Equity Shares and non-transferable Equity Shares till the pendency of the lock-in or till the Equity Shares become transferable;
- f) the Company will not withdraw the Buyback offer after the public announcement of the Buyback is made and published in the newspapers;
- g) the Company shall not buyback its Equity Shares from any person through negotiated deal whether on or off the Stock Exchanges or through spot transactions or through any private arrangement in the implementation of the Buy-back;
- h) that there are no defaults subsisting in the repayment of deposits, interest payment thereon, redemption of debentures or interest payment thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company and;
- i) the aggregate amount of the Buyback, i.e. Rs. 16,000 Lakhs (Rupees Sixteen Thousand Lakhs only) shall not exceed 10% of the total paid-up capital and free reserves as per audited standalone and consolidated financial statements of the Company for the financial year ended on March 31, 2018;
- j) the number of Equity Shares proposed to be purchased under the Buyback i.e. 2,66,666 Equity Shares, does not exceed 25% of the total paid-up equity share capital;
- k) the Company shall not make any offer of buy back within a period of one year reckoned from the date of expiry of the Buy-back Period;
- l) there is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Companies Act or any proceeding under the Insolvency and Bankruptcy Code, 2016, as on date;
- m) the ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the paid-up Equity Share capital and free reserves after the Buy-back;
- n) as per the provisions of Section 68(8) of the Companies Act, the Company will not issue Equity Shares or other securities within a period of six months after the completion of the Buy-back, except by way of a bonus issue of Equity Shares or Equity Shares issued in the discharge of subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares;



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- o) that the Company shall not directly or indirectly purchase its own Equity Shares:
- (i) through any subsidiary company including its own subsidiary companies, or,
 - (ii) through any investment company or group of investment companies.
- p) the Company shall not utilize any money borrowed from banks or financial institutions for the purpose of the Buy-back.
- q) consideration for the Equity Shares bought back by the Company shall be paid only by way of cash;
- r) the Buyback shall not result in delisting of the Equity Shares from the Stock Exchanges;
- s) the Company shall submit the information regarding the Equity Shares bought back, to the Stock Exchanges on a daily basis in accordance with the Buyback Regulations. The Company shall also upload the information regarding the Equity Shares bought back on its website on a daily basis; and
- t) the Buyback will be implemented by the Company by way of open market purchases through the Stock Exchanges, through the order matching mechanism except "all or none" order matching system, in accordance with the Buyback Regulations.

RESOLVED FURTHER THAT no information / material likely to have a bearing on the decision of investors has been suppressed / withheld and / or incorporated in the manner that would amount to mis-statement / misrepresentation and in the event of it transpiring at any point of time that any information / material has been suppressed / withheld and / or amounts to a mis-statement / misrepresentation.

RESOLVED FURTHER THAT the Board hereby takes on record the report dated October 22, 2018 of the statutory auditor of the Company issued by M/s. S. Krishnamoorthy & Co., as required under the Buy-Back Regulations.

RESOLVED FURTHER THAT Mr. Sanjay Jayavarthanelu, Chairman and Managing Director, Mr. S. Pathy, Director, Mr. K. Soundhar Rajhan, Director Operations, Mr. C.B. Chandrasekar, Chief Financial Officer and Mr. C.R. Shivkumaran, Company Secretary, be and are hereby severally authorised to file necessary e-forms with the registrar of companies, Coimbatore, Tamil Nadu ("**Registrar of Companies**") and to do all such acts, deeds and things as may be necessary to give effect to the above resolutions.

RESOLVED FURTHER THAT Axis Capital Limited (the "**Manager to the Buy-back**") be and is hereby appointed as the Manager to the Buy-back for the purposes of the Buy-back in accordance with the terms of the Buy-back Regulations, on such terms and conditions as may be mutually agreed between the Manager to the Buy-back and the Company.



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RESOLVED FURTHER THAT Axis Capital Limited (the "**Broker**") be and is hereby appointed as the registered broker to the Company to undertake the Buyback on such terms and conditions as may be mutually agreed between the Broker and the Company, and the Company do hereby open a broking account with the Broker for the purposes of the Buyback.

RESOLVED FURTHER THAT S.K.D.C. Consultants Limited ("**Registrar**") be and is hereby appointed as the registrar and share transfer agent ("**Registrar and Share Transfer Agent**") for the purposes of the Buy-back, on such terms and conditions as may be mutually agreed between the Registrar and the Company.

RESOLVED FURTHER THAT Stock Holding Corporation of India Limited (the "**DP**") be and is hereby appointed as the depository participant of the Company to undertake the Buyback on such terms and conditions as may be mutually agreed between the DP and the Company, and the Company do hereby open a depository account with the DP for the purposes of the Buyback.

RESOLVED FURTHER THAT Verist Law be and is hereby appointed as legal counsel to the Buy-back ("**Legal Counsel**"), on such terms and conditions as may be agreed.

RESOLVED FURTHER THAT the draft of the public announcement as placed before the Board duly initialled by Company Secretary be and is hereby approved and Mr. Sanjay Jayavarthanavelu, Chairman and Managing Director, Mr. K. Soundhar Rajhan, Director Operations and Mr. C.R. Shivkumaran, Company Secretary be and are hereby authorized to finalize, sign and issue the final public announcement on behalf of the Board.

RESOLVED FURTHER THAT Mr. Sanjay Jayavarthanavelu, Chairman and Managing Director, Mr. K. Soundhar Rajhan, Director Operations and Mr. C.R. Shivkumaran, Company Secretary be and are hereby authorized to finalize, sign and issue the post Buyback public announcement on behalf of the Board.

RESOLVED FURTHER THAT Mr. Sanjay Jayavarthanavelu, Chairman and Managing Director, Mr. S. Pathy, Director, Mr. K. Soundhar Rajhan, Director Operations, Mr. C.B. Chandrasekar, Chief Financial Officer and Mr. C.R. Shivkumaran, Company Secretary, be and are hereby severally authorized to finalize the terms and conditions of appointment (including settling their remuneration/payment of commission, brokerage fees, charges) of the Manager to the Buy-back, Broker, Legal Counsel, Escrow Agent, Registrar, depository participants, and any such intermediaries/agencies for the implementation of the Buy-back, and execute, negotiate, finalize, amongst other things account opening forms, agreements (including escrow agreements) and perform/execute such acts, deeds, documents, letters and things in the name of and on behalf of the Company, in connection with the foregoing (including making deposits with the Escrow Agent and permitting the Manager to the Buy-back to operate the escrow accounts opened for the purposes of the Buy-back), and appoint and finalize the terms of appointment of advertising agencies, printers, any consultants or representatives as may be required and deciding and settling their remuneration including by the payment of commission brokerage, fee, charges, etc. and entering into agreements / letters in respect thereof and open and close all necessary accounts such as broking account(s), depository account(s), escrow account(s) and bank account(s), and authorize persons to operate such accounts, as per applicable laws and Buy-back Regulations. --- 7



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RESOLVED FURTHER THAT the Company shall in accordance with the provisions of the Buy-back Regulations, as and by way of security, for the performance of its obligations under the Buy-back Regulations, enter into appropriate escrow arrangements and agreements with the Manager to the Buy-back and the Escrow Agent, and deposit into the escrow account opened with the Escrow Agent, a cash deposit (of at 25% (twenty-five percent) of the Maximum Buyback Size) prior to opening of the Buy-back Offer in accordance with the Buy-back Regulations.

RESOLVED FURTHER THAT Mr. Sanjay Jayavarthanavelu, Chairman and Managing Director, Mr. S. Pathy, Director, Mr. K. Soundhar Rajhan, Director Operations, Mr. C.B. Chandrasekar, Chief Financial Officer and Mr. C.R. Shivkumaran, Company Secretary be and are hereby severally authorized to approve, execute, file, and issue all necessary applications, resolutions, confirmations, intimations, disclosures, announcements, documents, declarations, undertakings, forms and reports with the appropriate authorities or any third parties as may be relevant in the context of the Buy-back and provide all necessary information and documents to, and representing the Company before, SEBI, Stock Exchanges, Registrar of Companies, Appropriate Authorities, and any other relevant regulatory authorities and/or third parties, including, statutory auditors, in relation to the Buy-back and take all actions for obtaining all necessary certificates and reports from statutory auditors and other third parties as required under applicable law.

RESOLVED FURTHER THAT a committee (the "**Buy-back Committee**") be constituted which shall at all times must contain at least 1 (one) director of the Company and two other officers of the Company. The Buy-back Committee shall comprise of Mr. Sanjay Jayavarthanavelu, Chairman and Managing Director, Mr. C.B. Chandrasekar, Chief Financial Officer and Mr. C.R. Shivkumaran, Company Secretary and is constituted for the purposes of the Buy-back to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary, expedient, usual or proper, in the best interest of the Company and its shareholders in connection with the Buy-back, including but not limited to:

- a) finalizing the terms of Buyback, like the aggregate amount to be utilized for the Buyback, including the price and the number of Equity Shares to be bought back within the statutory limits, the dates of opening and closing of the Buyback offer, the mechanism for the Buyback, the timeframe for completion of the Buyback;
- b) earmarking and making arrangements for adequate sources of funds for the Buy-back as may be necessary for the Buy-back in accordance with applicable law;
- c) making any further or subsequent alterations, additions, omissions, variations, amendments or corrections to the notice prior to its circulation, as it, in its absolute discretion deems fit and the making of such alterations, additions, omissions, variations, amendments or corrections will be deemed to have been approved by the Board;

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- d) making alterations, additions, deletions, variations, amendments or corrections and finalizing the terms of the public announcement, application forms and all other documents, resolutions, advertisements, confirmations, intimations and declarations, and certificate for extinguishment and physical destruction of shares certificates and other documents required in connection with the Buy-back and such alterations, additions, omissions, variations, amendments or corrections shall be deemed to have been approved by the Board;
- e) preparing, finalizing, altering, modifying, issuing, reissuing and filing with the Appropriate Authorities all other documents, resolutions, advertisements, confirmations, intimations and declarations, and the certificate for extinguishment and physical destruction of shares certificates and causing the declaration of solvency ("**Declaration of Solvency**") and supporting affidavit to be executed in accordance with applicable law;
- f) taking all actions for extinguishment of dematerialised shares and physical destruction of the share certificates in respect of the Equity Shares bought back by the Company, as required under applicable law;
- g) providing such confirmations and opinions as may be required for the Buy-back, as well as uploading all required information such as details of the Equity Shares bought back on the website of the Company and filing the same with the Stock Exchanges as required under applicable law;
- h) signing, executing and delivering such documents as may be necessary or desirable in connection with or incidental to the Buy-back, execution of documents under common seal of the Company as may be required;
- i) settling and resolving any queries raised by SEBI, Stock Exchanges, Registrar of Companies and any other authorities whatsoever in connection to any matter incidental to and ancillary of the Buy-back;
- j) creating and maintaining requisite statutory registers and records as required under the Companies Act and to furnish appropriate returns to the Appropriate Authorities;
- k) opening, operating and closing of all necessary accounts for this purpose, including bank accounts, depository accounts, escrow account, and authorizing persons to operate the such accounts,
- l) extinguishment of dematerialized shares and physical destruction of share certificates and filing of certificate of extinguishment required to be filed in connection with the Buy-back on behalf of the Company and/ or Board, as required under applicable law;
- m) providing such confirmation and opinions as may be required in relation to the Buyback;
- n) closing the Buy-back and completing all the required formalities as specified under the Companies Act, Buy-back Regulations and the Listing Regulations and other applicable laws;

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- o) doing such other acts, deeds, matters, or things, and executing such documents, forms, letters, confirmations, agreements, and taking all steps as may be necessary and signing, submitting and filing all necessary forms, letters, applications, e-forms and other documents as they may in their absolute discretion, deem necessary, expedient, usual or proper or are necessary, expedient, usual or proper with regard to the implementation in connection with or in furtherance of the Buy-back;
- p) delegating all or any of the authorities conferred above to any other Director(s) or Executive(s)/Officer(s) of the Company as may be necessary to give effect to the aforesaid resolutions; and
- q) approving expenses incidental to the Buy-back.

RESOLVED FURTHER THAT any two members mentioned above shall form the quorum of any meeting of the Buy-back Committee, and that the Buy-back Committee may approve the above by passing appropriate resolutions (including by way of circular resolution) in connection with the above, and that the Buy-back Committee may regulate its own proceedings in its meetings and meet as often as required to discharge its functions in relation to the Buy-back.

RESOLVED FURTHER THAT nothing contained herein shall confer any right on any shareholder to offer and/or any obligation on the Company or the Board to buyback any Equity Shares, and/or impair any power of the Company or the Board to terminate any process in relation to such buy back, if so permissible by law.

RESOLVED FURTHER THAT subject to the authorities conferred/delegated above, Mr. Sanjay Jayavarthanavelu, Chairman and Managing Director, Mr. S. Pathy, Director, Mr. K. Soundhar Rajhan, Director Operations, Mr. C.B. Chandrasekar, Chief Financial Officer and Mr. C.R. Shivkumar, Company Secretary, be and are hereby severally authorized to do all such acts and deeds, matters and things that may be required in connection with the Buy-back or for matters incidental thereto, filling all such documents, declarations, undertakings with Appropriate Authorities and completing such other formalities as may be required for the Buy-back.

RESOLVED FURTHER THAT the Company shall maintain a register of securities bought back wherein details of Equity Shares bought back, consideration paid for the Equity Shares bought back, date of cancellation of Equity Shares and date of extinguishing and physically destroying the Equity Shares and such other particulars as may be prescribed in relation to the Buy-back shall be entered, and that the company secretary of the Company be and is hereby authorised to authenticate the entries made in the said register.

RESOLVED FURTHER THAT the Chief Financial Officer / Company Secretary be and are hereby authorized severally to certify and forward copy of the above resolution to the concerned Authorities for their records and further action.

/ CERTIFIED TRUE COPY /
For LAKSHMI MACHINE WORKS LIMITED

C R Shivkumar

C R SHIVKUMARAN
Company Secretary

