



**LAKSHMI MACHINE WORKS LIMITED**

BSE Limited  
Listing Department  
Phiroze Jeebhoy Towers  
Dalal Street, Mumbai - 400 001

Our Ref: Sec/582/772/2017  
Date: 23/12/2017

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

Dear Sirs,

**Ref: Lakshmi Machine Works Limited - Postal Ballot 2017 (Voting Period: November 22<sup>nd</sup>, 2017 to December 21<sup>st</sup>, 2017)**

**Sub: Submission of voting result and scrutinizers' Report as per Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015**

Pursuant to the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, we would like to inform that the resolutions contained in the Notice of Postal Ballot dated 30<sup>th</sup> October, 2017 as per Section 110 of the Companies Act, 2013 seeking the consent of the members have been passed with requisite majority.

We enclose herewith the results of Voting by means of remote E-voting and Physical Postal Ballot Papers for the resolutions as mentioned in the Notice of Postal Ballot dated 30<sup>th</sup> October, 2017 in the prescribed format along with the copy of Consolidated Scrutinizer's Report on Postal Ballot Voting including remote e-voting and voting through Postal ballot paper.

Kindly acknowledge the receipt of the same.

Thanking You,

Yours faithfully,  
For **LAKSHMI MACHINE WORKS LIMITED**

*C.R. Shivkumaran*

**C R SHIVKUMARAN  
COMPANY SECRETARY**

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





**LAKSHMI MACHINE WORKS LIMITED**

**DECLARATION OF RESULTS OF THE VOTING ON RESOLUTIONS SET OUT IN THE  
POSTAL BALLOT NOTICE DATED 30<sup>th</sup> OCTOBER 2017**

Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (as amended) and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the members the facility to vote by postal ballot and remote e-voting facilities vide Postal Ballot Notice dated 30<sup>th</sup> October 2017. Members have voted through remote e-voting and Postal Ballot from 22<sup>nd</sup> November 2017 to 21<sup>st</sup> December 2017.

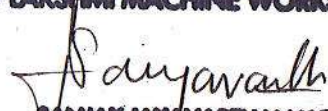
The Board of Directors had appointed Mr. M D Selvaraj, FCS of MDS & Associates, Company Secretaries, Coimbatore, as scrutinizer to scrutinize the votes cast through remote e-voting and Postal Ballot. The Scrutinizer prepared and submitted the Consolidated Scrutinizer's Report on the remote e-voting and Postal Ballot on 22<sup>nd</sup> December 2017 in terms of the Rule 20 of the Companies (Management and Administration) Rules, 2014.

Based on the Scrutinizer's Consolidated Report dated 22<sup>nd</sup> December 2017, I hereby declare that all 3 (Three) Resolutions contained in the Company's Postal Ballot Notice dated 30<sup>th</sup> October 2017 have been duly passed on 21<sup>st</sup> December 2017, being the last date of voting.

Sl No	Brief description of the Resolution	Number of Shares/Votes in favour (Assent) & %	Number of Shares/Votes against (Dissent) & %	Passed as
1.	Appointment of Sri. K. Soundhar Rajhan (DIN: 07594186) as Director of the Company.	70,00,481 (99.99%)	508 (0.01%)	Ordinary Resolution
2.	Appointment of Sri. K. Soundhar Rajhan (DIN: 07594186) as Whole-time Director (designated as Director - Operations) of the Company and approval of his remuneration	70,00,401 (99.99%)	518 (0.01%)	Special Resolution
3.	Approval to Sri. V. Senthil, a relative of Sri. K. Soundhar Rajhan, Whole-time Director (designated as Director-Operations) for holding or continuing to hold office or place of profit as Senior General Manager (Finance) or such other designation as may be decided based on Company's Human Resources Policies/Practices	70,00,341 (99.99%)	648 (0.01%)	Ordinary Resolution

Place : Coimbatore  
Date : 23.12.2017

For LAKSHMI MACHINE WORKS LIMITED

  
**SANJAY JAYAVARTHANAVEIL**  
CHAIRMAN AND MANAGING DIRECTOR





"SURYA", 35, Mayflower Avenue, Sowripalayam Road, Coimbatore 641028.

Phone : 0422-2318780, 2316755, Fax : 0422-2314792, E-mail : mds@mdsservices.in, Web : www.mdsservices.in

**SCRUTINIZER'S REPORT FOR POSTAL BALLOT AND REMOTE E-VOTING**  
**(Pursuant to Section(s) 108 and 110 of the Companies Act, 2013 read with Rule 20**  
**and 22 of the Companies (Management and Administration) Rules, 2014 - as**  
**amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure**  
**Requirements) Regulations, 2015)**

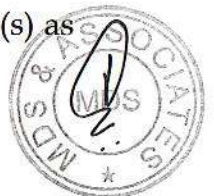
Date: 22<sup>nd</sup> December 2017

To  
The Chairman and Managing Director  
**M/s. LAKSHMI MACHINE WORKS LIMITED**  
CIN : L29269TZ1962PLC000463  
Perianaickenpalayam  
SRK Vidyalaya Post  
Coimbatore -641 020  
Tamil Nadu

Dear Sir,

**Sub: Scrutinizer's Report on Postal Ballot and Remote E-voting conducted**  
**pursuant to the provisions of Section 108 & 110 of the Companies Act, 2013**  
**("the Act") read with Rule 20 & 22 of the Companies (Management and**  
**Administration) Rules, 2014 - as amended and Regulation 44 of the SEBI**  
**(Listing Obligations and Disclosure Requirements) Regulations, 2015**

I, M D Selvaraj, FCS Proprietor of M/s. MDS & Associates, Company Secretaries, Coimbatore, have been appointed by the Board of Directors of **M/s. LAKSHMI MACHINE WORKS LIMITED** ("the Company") as the Scrutinizer for the purpose of scrutinizing the remote e-voting process and to scrutinize the Postal Ballot forms received from the shareholders in a fair and transparent manner and for ascertaining the requisite majority on the Remote E-voting and Postal Ballot carried out in accordance with the provisions of Section 108 & 110 of the Companies Act, 2013 ("the Act") read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Ordinary/Special Resolution(s) as set out in the Postal ballot Notice dated 30<sup>th</sup> October 2017.





**Responsibility of the Management**

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the Rules made thereunder in relation to exercising of voting rights through Postal Ballot and electronic means on the Resolution(s) as set out in the Postal ballot Notice dated 30<sup>th</sup> October 2017.

**Responsibility as a Scrutinizer**

My responsibility, as a Scrutinizer for the Postal Ballot and Remote E-voting process is restricted to the preparation of the Scrutinizer's Report of the votes cast "in favour" or "against" the Resolution(s) as set out in the Postal ballot Notice dated 30<sup>th</sup> October 2017, based on the reports generated from the e-voting system provided by the Central Depository Services (India) Limited (CDSL), the Authorised Agency engaged by the Company for providing remote e-voting facilities and of the Postal Ballot forms received up to 5:00 P:M on Thursday, 21<sup>st</sup> December 2017.

Further in addition to the above, I submit my report as under:

- The Company has on Tuesday, 21<sup>st</sup> November, 2017 (i) completed dispatch by Registered Post of the Postal Ballot Notice and Ballot Form along with postage prepaid business reply envelope to its members, whose names appeared in the Register of Members as on Thursday, 16<sup>th</sup> November 2017, and who had not registered their email ID with the Company/Depositories; (ii) sent electronic mail, of Postal Ballot Notice and ballot form to its Members, whose names appeared in the Register of Members as on Thursday, 16<sup>th</sup> November 2017, and who had registered their email ID with the Company/Depositories.
- The shareholders of the Company holding shares as on the "cut-off" date of Thursday 16<sup>th</sup> November 2017 were entitled to vote on the proposed resolutions as set out in Item Nos. 1 to 3 of the Postal ballot Notice.
- The Remote e-voting period remained open from Wednesday, 22<sup>nd</sup> November 2017, 9:00 A:M to Thursday, 21<sup>st</sup> December 2017, 5:00 P:M. During the period, the Members of the Company, holding shares in physical and / or in dematerialized form, as on the cut-off date i.e. 16<sup>th</sup> November 2017 were entitled to vote on the resolutions set out in the Notice of Postal Ballot.



- The Postal Ballot Forms received upto 5:00 P:M on Thursday, 21<sup>st</sup> December 2017 were considered valid for scrutiny. The Postal Ballot Forms which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- The e-voting module of CDSL was disabled on Thursday, 21<sup>st</sup> December 2017 at 5:00 P:M and I, as the Scrutinizer, unblocked the votes cast, on Thursday, 21<sup>st</sup> December 2017 at 5:05 P:M in the presence of Mr. Jayaprakash C (the undersigned as Witness No.1) and Mrs. I.Roseline (the undersigned as Witness No.2), who are not in employment of the Company in accordance with Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 - as amended.

Witness No.1



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Name: Mr.Jayaprakash C

Witness No.2

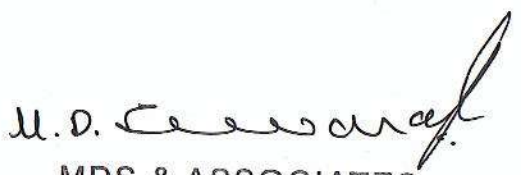


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Name: Mrs. I. Roseline

- I have scrutinized the postal ballot papers and remote e-voting and votes tendered therein and maintained registers in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014 - as amended.

I now hereby submit my Consolidated Report on the Result of the Postal ballot together with that of the remote e-voting in respect of the said Resolution(s), as under:



M.D. SELVARAJ  
MDS & ASSOCIATES  
Prop : M.D.SELVARAJ M.Com, MBA,FCS,  
COMPANY SECRETARY IN PRACTICE  
FCS - 960, CP - 411  
"SURYA" 35, MAYFLOWER AVENUE  
SOWRIPALAYAM ROAD,COIMBATORE - 641 028



**SPECIAL BUSINESS****Resolution No: 1****Ordinary Resolution**

Appointment of Sri. K. Soundhar Rajhan (DIN: 07594186) as Director of the Company.

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

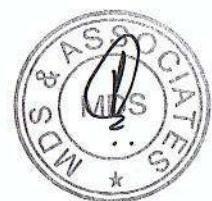
Mode of Voting	Number of Members Voted through electronic means and Postal Ballot	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	99	17,17,307	99.97%
Postal Ballot Form	237	52,83,174	100.00%
<b>Total Voting</b>	<b>336</b>	<b>70,00,481</b>	<b>99.99%</b>

**VOTES CAST AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Postal Ballot	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	5	499	0.03%
Postal Ballot Form	4	9	0.00%
<b>Total Voting</b>	<b>9</b>	<b>508</b>	<b>0.01%</b>

**INVALID VOTES**

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Postal Ballot Form	21	1,173
<b>Total Voting</b>	<b>21</b>	<b>1,173</b>



**SPECIAL BUSINESS****Resolution No: 2****Special Resolution**

Appointment of Sri. K. Soundhar Rajhan (DIN: 07594186) as Whole-time Director (designated as Director - Operations) of the Company and approval of his remuneration.

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Postal Ballot	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	95	17,17,227	99.97%
Postal Ballot Form	237	52,83,174	100.00%
<b>Total Voting</b>	<b>332</b>	<b>70,00,401</b>	<b>99.99%</b>

**VOTES CAST AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Postal Ballot	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	6	509	0.03%
Postal Ballot Form	4	9	0.00%
<b>Total Voting</b>	<b>10</b>	<b>518</b>	<b>0.01%</b>

**INVALID VOTES**

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Postal Ballot Form	21	1,173
<b>Total Voting</b>	<b>21</b>	<b>1,173</b>





Resolution No: 3**Ordinary Resolution**

Approval to Sri. V. Senthil, a relative of Sri. K. Soundhar Rajhan, Whole-time Director (designated as Director-Operations) for holding or continuing to hold office or place of profit as Senior General Manager (Finance) or such other designation as may be decided based on Company's Human Resources Policies/Practices.

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Postal Ballot	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	98	17,17,297	99.97%
Postal Ballot Form	230	52,83,044	100.00%
<b>Total Voting</b>	<b>328</b>	<b>70,00,341</b>	<b>99.99%</b>

**VOTES CAST AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Postal Ballot	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	6	509	0.03
Postal Ballot Form	11	139	0.00
<b>Total Voting</b>	<b>17</b>	<b>648</b>	<b>0.01</b>

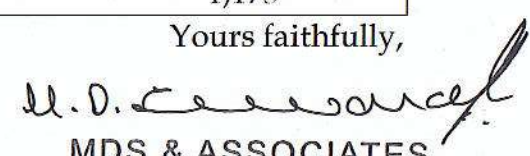
**INVALID VOTES**

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Postal Ballot Form	21	1,173
<b>Total Voting</b>	<b>21</b>	<b>1,173</b>

Yours faithfully,

Based on the Scrutinizer's Report Resolution(s)  
No(s).1 to 3 have been Passed with requisite  
majority and is effective from 21<sup>st</sup> December 2017.

  
**SANJAY JAYAVARTHANA VELU**  
CHAIRMAN AND MANAGING DIRECTOR

  
**MDS & ASSOCIATES**  
Prop : M.D.SELVARAJ M.Com, MBA,FCS,  
COMPANY SECRETARY IN PRACTICE  
FCS - 960, CP - 411  
"SURYA" 35, MAYFLOWER AVENUE  
SOWRIPALAYAM ROAD, COIMBATORE - 641 028