



# LAKSHMI MACHINE WORKS LIMITED

CIN: L29269TZ1962PLC000463

Regd. Off.: Perianaickenpalayam, SRK Vidyalaya Post, Coimbatore - 641020

Phone: 0422-3028100 Fax: 0422-2220912

Email: [secretarial@lmw.co.in](mailto:secretarial@lmw.co.in) Website: [www.lakshnimach.com](http://www.lakshnimach.com)

## POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Shareholder(s),

**Notice** is hereby given pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") (including any statutory modification or re-enactment thereof for the time being in force) and other applicable provisions of the Act and Rules made thereunder and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, that the below mentioned Resolutions for the following purposes are proposed to be transacted/ passed by the members through postal ballot/ e-voting:

- a. Appointment of Sri. K. Soundhar Rajhan (DIN: 07594186) as Director of the Company.
- b. Appointment of Sri. K. Soundhar Rajhan (DIN: 07594186) as Whole-time Director (Designated as Director -Operations) of the Company and approval of his remuneration pursuant to Section 196, 197, 198, 203 & Schedule V of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.
- c. Approval pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 read with Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to Sri. V. Senthil, (a relative of Sri. K. Soundhar Rajhan, Director) for holding and continuing to hold an 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.

The Board of Directors of the Company, at their meeting held on 30<sup>th</sup> October 2017, have approved the above matters subject to, inter alia, the approval of the shareholders of the Company and such other authorities as may be required.

The Statement setting out material facts concerning the Resolutions set out in Item No. 1 to 3 of the Postal Ballot Notice dated 30<sup>th</sup> October 2017 pursuant to Section 102 of the Companies Act, 2013 relating to the Resolutions are annexed. Postal Ballot Notice dated 30<sup>th</sup> October 2017 is placed on the website of the Company [www.lakshnimach.com](http://www.lakshnimach.com)

You are requested to send your assent or dissent for the Resolutions within 30 days in either of the following modes:-

- (a) by filling in the necessary details in the Postal Ballot Form enclosed, signing the same at the marked place and returning the same in the enclosed postage pre-paid business reply envelope; or
- (b) by e-voting through the platform provided by Central Depository Services (India) Limited ("CDSL"), the e-voting agency appointed by Company for the purpose.

The Board of Directors of the Company vide their Resolution passed on 30<sup>th</sup> October 2017 has appointed Sri. M.D.Selvaraj, FCS of MDS & Associates, Company Secretaries, Coimbatore as the Scrutinizer for conducting the postal ballot in a fair and transparent manner.

Members are requested to carefully read the instructions printed on the Postal Ballot Form and return the Form duly completed in all respects in the enclosed self-addressed, postage pre-paid business reply envelope, so as to reach the scrutinizer on or before the close of working hours (ie., 5.00 PM) on Thursday, 21<sup>st</sup> December 2017. Your assent / dissent received after 5.00 PM on Thursday, 21<sup>st</sup> December 2017 would be strictly treated as if a reply from you has not been received. The postage on the enclosed self-addressed postage pre-paid business reply envelope shall be borne and paid by the Company.



As required under the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is also providing e-voting facility as an alternative to postal ballot. Accordingly, instead of returning the Postal Ballot Form, members may choose to cast their vote electronically through the CDSL e-voting platform. The e-voting platform will be opened for tendering your votes from 9:00 AM on Wednesday, 22<sup>nd</sup> November 2017 to 5.00 PM on Thursday, 21<sup>st</sup> December 2017. Members opting for e-voting may follow the procedure, as recommended by CDSL, which is specified along with this Notice.

The Scrutinizer shall submit his report to the Chairman and Managing Director or any other person authorized by the Board. The result of the postal ballot shall be:

- ❖ Announced on or before the close of business hours (ie., 5.00 PM) on Saturday, 23<sup>rd</sup> December 2017
- ❖ Displayed on the website of the Company and CDSL on Saturday, 23<sup>rd</sup> December 2017 and
- ❖ Communicated to BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE), the stock exchanges where the equity shares of the Company are listed.

In the event, the Resolutions as set out below are assented by the requisite majority of the shareholders by means of Postal Ballot, it shall be deemed to have been passed as Ordinary / Special Resolutions at the General Meeting of the Company and it shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed postal ballot forms or e-voting.

#### **SPECIAL BUSINESS**

##### **Item No.1:**

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

To consider and if thought fit, to give assent / dissent to the following Resolution to be passed as an **Ordinary Resolution**:

**RESOLVED THAT** pursuant to the provisions of Section 161 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and the Articles of Association of the Company, Sri. K. Soundhar Rajhan (DIN: 07594186) who was co-opted as an Additional Director of the Company by the Board of Directors, to hold office with effect from 1<sup>st</sup> November 2017 and in respect of whom the Company has received a notice from a member signifying his intention to propose Sri. K. Soundhar Rajhan as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors and the Company Secretary of the Company be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.

##### **Item No. 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.**

To consider and if thought fit, to give assent / dissent to the following Resolution to be passed as a **Special Resolution**:

**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), the consent of the Company be and is hereby accorded to the appointment of Sri.K.Soundhar Rajhan (DIN: 07594186) as the Whole-time Director (Designated as Director - Operations) of the Company for a period of 3 years with effect from 1<sup>st</sup> November 2017 on the following terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee and Board of Directors at their respective meetings held on 30<sup>th</sup> October 2017.



### Terms of Appointment:

Term: The tenure of appointment of Whole-time Director (designated as Director - Operations) shall be for a period of 3 (three) years commencing from 1<sup>st</sup> November 2017.

- a. Salary: ₹ 6,20,000/- per month.
- b. Perquisites: In addition to the salary he is entitled to the following perquisites:
  1. House Rent Allowance : ₹ 3,10,000/- per month.
  2. Leave Travel Allowance : Two months basic salary, per annum.
  3. Medical benefits : One-month basic salary, per annum.
  4. Other perquisites : Gas, electricity, water, club fees at actual.
- c. For the purpose of calculating the ceiling, perquisites shall be evaluated as per Income Tax rules wherever applicable.
- d. 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.
- e. Gratuity payable shall not exceed half a month's salary for each completed year of service. The Whole-time Director (designated as Director-Operations) is 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.
- f. 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 Whole-time Director (designated as Director - Operations).
- g. During his tenure as Whole-time Director (designated as Director-Operations), he shall be liable to retire by rotation and the same shall not be treated as break in his service as Whole-time Director (designated as Director-Operations).
- h. In the event of loss or inadequacy of profits in any Financial Year, the Whole-time Director (designated as Director-Operations) shall be paid remuneration by way of salary, allowances and perquisites as specified under Section II of Part II of Schedule V of the Companies Act, 2013 or within such other ceilings as may be prescribed from time to time under Schedule V of the Companies Act, 2013 and as may be amended from time to time as minimum remuneration.
- i. The Whole-time Director (designated as Director-Operations) shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.

**RESOLVED FURTHER THAT** pursuant to Section 196(3) of the Companies Act, 2013, the consent of the members is also accorded for the continuance of employment of Sri. K. Soundhar Rajhan, who will attain the age of 70 years on 2<sup>nd</sup> May 2018 as Whole-time Director (designated as Director - Operations) of the Company till the end of his tenure.

**RESOLVED FURTHER THAT** the Board of Directors and the Company Secretary of the Company be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.

### Item No. 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.**

To consider and if thought fit, to give assent / dissent to the following Resolution to be passed as an **Ordinary Resolution**:



**RESOLVED THAT** pursuant to the provisions of Sections 188 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including statutory modification or re-enactment thereof for the time being in force) and as approved by the Audit Committee, the consent of the Company be and is hereby accorded to Sri. V. Senthil, who is a relative (Daughter's Husband) of Sri. K. Soundhar Rajhan, Whole-time Director (designated as Director - Operations) for holding or continuing to hold office or place of profit/employment as Senior General Manager (Finance) or such other designation as may be decided based on Company's Human Resources Policies/Practices at an annual remuneration not exceeding ₹ 100 Lakhs per annum on a cost to Company basis including the amount of allowance, benefits, incentives, amenities, facilities and other perquisites provided by the Company as are applicable to other employees in equivalent salary scale or grade with effect from 1<sup>st</sup> November 2017.

**RESOLVED FURTHER THAT** the Board of Directors and the Company Secretary of the Company be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.

#### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

##### **Item No.1**

Sri. K. Soundhar Rajhan, joined the Company on 9<sup>th</sup> July 1973 and has since been invaluable to the development of the Company over a career spanning 43 years. Considering his value addition to the Company, the Board of Directors have on the recommendation of the Nomination and Remuneration Committee appointed Sri. K. Soundhar Rajhan (DIN: 07594186) as an Additional Director of the Company to hold office with effect from 1<sup>st</sup> November 2017. A notice has been received from a member along with a deposit of ₹ 1,00,000/- signifying his intention to propose Sri. K. Soundhar Rajhan as a candidate for the office as a Director of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services as a Director of the Company.

The Board of Directors recommend the Ordinary Resolution set out in Item No. 1 of the Notice for the approval of the members of the Company.

Except Sri. K. Soundhar Rajhan, being the appointee, and Sri. V. Senthil being his relative, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the Resolution set out in Item No. 1 of the Notice.

##### **Item No. 2**

Considering the dedication and excellent work done by Sri K. Soundhar Rajhan during his tenure in the Company, the Board of Directors have appointed him as Whole-time Director (designated as Director - Operations) of the Company for a period of 3 years on the remuneration and perquisites as set out in Item No. 2 of the Notice. His appointment as Whole-time Director (designated as Director - Operations) of the Company would be greatly beneficial for the future growth of the Company.

Further, during the tenure of his appointment as Whole-time Director (designated as Director - Operations), Sri. K. Soundhar Rajhan will attain the age of 70 years on 2<sup>nd</sup> May 2018. Therefore, keeping in view his qualifications and experience, the Board of Directors are of the opinion that his appointment and further continuation as Whole-time Director (designated as Director - Operations) beyond the age of 70 years will be beneficial to the Company.

As per Section 178 of the Companies Act, 2013 the Nomination and Remuneration Committee at their meeting held on 30<sup>th</sup> October 2017 had, in the best interest and progress of the Company, proposed the appointment of Sri. K. Soundhar Rajhan as Whole-time Director (designated as Director -Operations) for a period of three years commencing from 1<sup>st</sup> November 2017 and determined his remuneration as set out in the Resolution and recommended the same to the Board. The proposed remuneration is well within the limits prescribed in the Companies Act, 2013 and the Schedule and Rules made there under.



Pursuant to the provisions of the Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Audit Committee at the meeting held on 30<sup>th</sup> October 2017 had also approved the remuneration payable to Sri. K. Soundhar Rajhan as Whole-time Director (designated as Director -Operations) of the Company for a period of three years and recommended the same to the Board.

The Board recommends the Special Resolution set out in Item No. 2 of the Notice for the approval of the members.

The details as required under Schedule V of the Companies Act, 2013 and brief bio-data of Sri K. Soundhar Rajhan and other disclosures as per Secretarial Standard 2 are furnished and forms a part of this notice.

Except Sri. K. Soundhar Rajhan, being the appointee, and Sri. V. Senthil being his relative, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the Resolution set out in Item No. 2 of the Notice.

### Item No. 3

The Board of Directors of the Company have appointed Sri. K. Soundhar Rajhan, as Whole-time Director (designated as Director - Operations) of the Company with effect from 1<sup>st</sup> November 2017.

Consequent to the appointment of Sri. K. Soundhar Rajhan, as Whole-time Director (designated as Director - Operations) of the Company, Sri. V. Senthil, Senior General Manager (Finance) of the Company, being a relative of Sri. K. Soundhar Rajhan, shall be deemed to be a related party falling under the purview of Section 2(76) & Section 188 of the Companies Act, 2013.

Accordingly, pursuant to the provisions of Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the approval of the members by way of an Ordinary Resolution is required for Sri. V. Senthil to hold or continue to hold an office or place of profit/employment as Senior General Manager (Finance) or such other designation as may be decided based on Company's Human Resources Policies/Practices.

In the above context, the necessary Ordinary Resolution is being proposed in Item No. 3 of the Notice for the approval of the members.

The following are the details of the related party transaction(s) in accordance with Rule 15(3) of the Companies (Meeting of Board and its Powers) Rules, 2014;

Name of the Related Party	Sri. V. Senthil, Senior General Manager (Finance)
Name of the Director/KMP who is related, if any	Sri. K. Soundhar Rajhan
Nature of Relationship	Daughter's Husband
Nature, Material Terms, Monetary Value and Particulars of the Contract or Arrangement	Appointed as an employee of the Company on terms and conditions as applicable to other employees on 23 <sup>rd</sup> January 2015 and designated as Senior General Manager-Finance. At the time of his appointment he was not a related party. However due to the appointment of Sri. K. Soundhar Rajhan as Director of the Company, he has become a related party and accordingly the payment of remuneration to him has come under the purview of related party transactions.
Any other information relevant or important for the members to take decision on the proposed resolution	Nil



The Board recommends the Ordinary Resolution as set out in Item No. 3 of the Notice for the approval of the members who are not related party.

Except Sri. K. Soundhar Rajhan and Sri. V. Senthil being his relative, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the Resolution set out in Item No. 3 of the Notice.

By Order of the Board  
For Lakshmi Machine Works Limited

Place : Coimbatore  
Date : 30<sup>th</sup> October 2017

C R Shivkumaran  
Company Secretary

**Notes:**

1. Details under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standards issued by The Institute of Company Secretaries of India (“ICSI”) in respect of the Director seeking appointment through Postal Ballot is furnished and forms a part of this notice.
2. The Board of Directors of the Company has appointed Sri. M. D. Selvaraj, FCS of MDS & Associates, Company Secretaries, Coimbatore as the Scrutinizer for conducting the postal ballot in a fair and transparent manner.
3. The approval of the shareholders is being sought through the postal ballot, pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for which a separate Ballot paper is circulated to the members along with this notice.
4. All dates / times cited / referred to in this notice is as per Indian Standard Time (IST).
5. Voting period commences from 9:00 AM on Wednesday, 22<sup>nd</sup> November 2017 and ends at 5.00 PM on Thursday, 21<sup>st</sup> December 2017 for the members exercising their voting either by postal ballot or through E-voting within 30 days from date of dispatch of the notice.
6. The Notice is being sent to all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”)/Central Depository Services (India) Limited (“CDSL”) as on Thursday, 16<sup>th</sup> November 2017 (cut-off date).
7. The members whose names appear in the Register of Members/ Record of Depositories as on Thursday, 16<sup>th</sup> November 2017 will only be considered for voting. In case a person who is not a member of the Company as on the cut-off date receives this Notice, the same should be treated as being sent for informative purposes.
8. Members have the option either to vote through the e-voting process or through the Postal Ballot Form. Members who have received the Postal Ballot Notice by email and who wish to vote through Postal Ballot Form can download Postal Ballot Form from the Company’s website [www.lakshmimach.com](http://www.lakshmimach.com)
9. Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed with the Assent (For) or Dissent (Against) in the attached Business Reply envelope so as to reach the Scrutinizer on or before 5:00 PM on Thursday, 21<sup>st</sup> December 2017 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the member. Hence the members are requested to send the duly completed Postal Ballot Form well before Thursday, 21<sup>st</sup> December 2017, providing sufficient time for postal transit.
10. The result of the postal ballot shall be announced on or before 5:00 PM on Saturday, 23<sup>rd</sup> December 2017 at the Registered Office of the Company and shall also be displayed on the Company’s website [www.lakshmimach.com](http://www.lakshmimach.com) & on the website of CDSL and will also be communicated to BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE), the stock exchanges where the equity shares of the Company are listed.



11. The Postal Ballot Form and self-addressed, pre-paid postage business reply envelopes are enclosed for use of the shareholders and it bears the address to which the duly completed postal ballot forms are to be sent. The facility of voting by electronic means is being provided by Central Depository Services (India) Limited ('CDSL') for which the required procedure is incorporated in the Postal Ballot Notice.
12. The Postal Ballot Notice and form have been placed on Company's website [www.lakshminmach.com](http://www.lakshminmach.com) and CDSL e-voting website [www.evotingindia.com](http://www.evotingindia.com) and will remain on such websites until the last date of receipt of the postal ballot from members.
13. The voting rights of members shall be in proportion to their share of the paid-up equity share capital of the Company as on Thursday, 16<sup>th</sup> November 2017 (cut off date).

#### **INSTRUCTIONS FOR VOTING:**

##### **A. VOTING THROUGH POSTAL BALLOT FORM**

Instructions regarding voting through Postal Ballot Form have been given on the reverse side of the Postal Ballot Form.

##### **B. REMOTE E-VOTING FACILITY**

Pursuant to Section 110 of the Companies Act, 2013 and applicable Rules made there under, the Company is pleased to offer e-voting facility for the members to enable them to cast their votes electronically. For this purpose, the Company has signed an agreement with the Central Depository Services (India) Limited ("CDSL") for facilitating e-voting. Members have option to vote either through e-voting or through the Postal Ballot Form. If a member has opted for e-voting, then he/she should not vote by Postal Ballot also and vice-versa. However, in case members cast their vote both via postal ballot and e-voting, then voting through e-voting shall prevail and voting done by postal ballot shall be treated as invalid.

**Instructions for members voting electronically are as under: -**

- i. The voting period begins on Wednesday, 22<sup>nd</sup> November 2017 at 9.00 A.M. and ends on Thursday, 21<sup>st</sup> December 2017 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Thursday, 16<sup>th</sup> November 2017 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](http://www.evotingindia.com).
- iii. Click on Shareholders.
- 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 (without "/" symbol) registered with the Company. If your Folio Number is ADIT/1 then enter as ADIT1 in the User ID Column.
- 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](http://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:



For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"><li>● 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.</li><li>● 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.</li></ul>
Dividend Bank Details or Date of Birth	<p>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.</p> <ul style="list-style-type: none"><li>● If the details are not recorded with the depository or Company please enter the member ID / folio number in the Dividend Bank details field. If your holdings are in Physical Form and the Folio Number is ADIT/1 then enter as ADIT/1 in the Bank Details Column.</li></ul>

- 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 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’.
- 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 print out of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xvii. If Demat account holder has forgotten the 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. iPhone 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](http://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](mailto: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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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 scrutiniser 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

The Scrutinizer will submit his report after completion of scrutiny, on Saturday, 23<sup>rd</sup> December 2017. The Chairman and Managing Director or any other person authorized by the board will announce the results of the voting by postal ballot on or before 5.00 PM on Saturday, 23<sup>rd</sup> December 2017 at the Registered Office of the Company.

**Statement of information relevant to Sri. K. Soundhar Rajhan, Whole-time Director (designated as Director - Operations) of the Company as per Schedule V of the Companies Act, 2013.**

**I. GENERAL INFORMATION**

**1. Nature of Industry**

Engineering Industry.

**2. Date or expected date of commencement of commercial production**

The company was incorporated on 14<sup>th</sup> September 1962 and commenced commercial production subsequently in the same year.

**3. In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus**

Not Applicable.

**4. Financial performance based on given indicators**

₹ in Lakhs

Particulars	2016-17	2015-16
Sales & Other Income	2,52,285.96	2,85,138.78
Profit/ (Loss) Before Tax	26,631.28	32,818.84
Profit/ (Loss) After Tax	19,060.41	22,012.38
Paid-up Equity Capital	1,095.55	1,126.65
Reserves and Surplus	1,52,747.13	1,49,207.81
Basic Earnings per share	170.26	195.38



**5. Foreign Investments or collaborations, if any.**

Nil

**II. INFORMATION ABOUT THE APPOINTEE**

**1. Background details**

Sri. K. Soundhar Rajhan, employee of the Company is currently designated as President - Machine Tool Division, Foundry and Advanced Technology Centre.

**2. Past remuneration**

During the year 2016-17, Sri. K. Soundhar Rajhan was paid a Gross Remuneration of ₹ 70,12,020/-.

**3. Recognition or awards**

Nil

**4. Job profile and his suitability**

Sri. K. Soundhar Rajhan as the Whole- time Director (designated as Director Operations) of the Company will be heading the business units of Machine Tool Division, Foundry and Advanced Technology Centre. Sri. K. Soundhar Rajhan currently heads these business units as President - Machine Tool Division, Foundry and Advanced Technology Centre. Consequently he is well versed and experienced to head these business units in the capacity of Whole-time Director (designated as Director Operations).

**5. Remuneration proposed**

Details of proposed remuneration have been disclosed in Item No. 2 of this Notice.

**6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)**

Taking into consideration the size of the Company, profile of Sri. K. Soundhar Rajhan, responsibility shouldered by him and the industry standard, the remuneration paid / payable is commensurate with the remuneration packages payable to Managerial Personnel in similar Companies.

**7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any**

Besides the remuneration being received, the Whole-time Director (designated as Director - Operations) does not have any pecuniary relationship with the company. He is not related to any other Director of the Company.

**III. OTHER INFORMATION**

**1. Reasons for loss or inadequate profits**

Not applicable as the Company has earned a profit during the year.

**2. Steps taken or proposed to be taken for improvement.**

Not applicable.

**3. Expected increase in productivity and profits in measurable terms.**

Not applicable.

**IV. DISCLOSURES**

The following disclosures shall be mentioned in the Board of Directors' report under the heading "Corporate Governance", if any, attached to the financial statement.



1. All elements of remuneration package such as salary, benefits, bonuses, stock options, pension etc. of all the directors

Will be disclosed in Corporate Governance Report of next year.

2. Details of fixed component and performance linked incentives along with the performance criteria

Will be disclosed in Corporate Governance Report of next year.

3. Service contracts, notice period, severance fees

Will be disclosed in Corporate Governance Report of next year.

4. Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable

The Company has not issued any Stock option.

**Additional information on Directors recommended for appointment / re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard issued by ICSI.**

Name	Sri. K. Soundhar Rajhan
DIN	07594186
Date of Birth/Nationality	02/05/1948 / Indian
Date of appointment on the Board	1 <sup>st</sup> November, 2017
Inter-se relationship with other Directors or Key Managerial Personnel	Sri. K. Soundhar Rajhan is not related to any of the Directors or Key Managerial Personnel of the Company
Qualification	B.Sc.
Experience/Expertise in functional areas	Management and Administration
No. of shares held	110 Equity Shares of ₹ 10 each
Board position held	Additional Director (Whole- time Director, designated as Director - Operations)
Terms and conditions of appointment / reappointment	As specified in Item No. 2 of the Postal Ballot Notice
Remuneration sought to be paid	As specified in Item No. 2 of the Postal Ballot Notice
Remuneration last drawn	Gross remuneration drawn as on 31.03.2017: ₹ 70,12,020/- as 'President -Machine Tool Division, Foundry and Advanced Technology Centre'
Number of Board meetings attended during the year	Not Applicable
Directorships held in other companies	1. Indian Machine Tool Manufacturers Association
Membership in other Committees	Nil

By Order of the Board  
For Lakshmi Machine Works Limited

Place : Coimbatore  
Date : 30<sup>th</sup> October 2017

C R Shivkumaran  
Company Secretary



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# LAKSHMI MACHINE WORKS LIMITED

CIN: L29269TZ1962PLC000463

Regd. Off.: Perianaickenpalayam, SRK Vidyalaya Post, Coimbatore - 641020

Phone: 0422 3028100 Fax: 0422-2220912

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

## POSTAL BALLOT FORM

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules 2014]

(Please read the instructions printed overleaf carefully before completing this form)

1. Registered Folio No./ *DP ID No. & Client ID No. *(Applicable to investors holding shares in dematerialized form)
2. Name(s) and Registered Address of the sole/first named Shareholder / Beneficial owner, including Joint holder(s), if any (in block letters)
3. Number of shares held

I/We hereby exercise my/our vote in respect of the Ordinary/ Special Resolutions proposed to be passed through postal ballot for the businesses stated in the Notice of the Company dated 30<sup>th</sup> October 2017 as per the Resolutions with explanatory statement by conveying my / our assent or dissent to the said Resolutions by placing the tick (✓) mark at the appropriate box below:

Sl. No.	Description	No. of Shares	I/We assent the resolution (FOR)	I/We dissent the resolution (AGAINST)
1.	Appointment of Sri. K. Soundhar Rajhan (DIN: 07594186) as Director of the Company (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 pursuant to Section 196, 197, 198, 203 and Schedule V of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (Special Resolution)			
3.	Approval pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 read with Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to Sri. V. Senthil, (a relative of Sri. K. Soundhar Rajhan, Director) for holding and continuing to hold an 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 (Ordinary Resolution)			

Place :

Signature of share holder  
(Refer instruction No.(d) overleaf)

Date :

### Electronic Voting Particulars

If desirous of E-voting, please read the instructions given in the Postal Ballot Notice before exercising the option

EVSN (Electronic Voting Sequence Number)	* Default PAN / Sequence No
<b>171110005</b>	

\* Those who have not registered their PAN may use Default PAN

(PTO)

## INSTRUCTIONS

### For Voting through Postal Ballot Form

- a) A member desiring to exercise vote by postal ballot may complete the Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed postage pre-paid business reply envelope Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if sent by courier / speed post at the expenses of the registered member will also be accepted.
- b) Please convey your assent/ dissent in this Postal Ballot Form. The assent/ dissent received in any other form shall not be considered valid.
- c) The votes should be cast in assent or dissent the Resolution by putting the tick mark (✓) in the column provided for assent or dissent. Postal Ballot Form bearing (✓) in both the column will render the form invalid.
- d) The Postal Ballot Form should be completed and signed by the member. In case of joint holding, the Postal Ballot Form should be completed and signed (as per specimen signature registered with the Company) by the first named member and in his/her absence, by the next named member.
- e) The Postal Ballot Form shall not be exercised by a Proxy.
- f) In case of shares are held by Companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/Authority of the Shareholder.
- g) Incomplete, unsigned or incorrectly ticked Postal Ballot Form shall be rejected.
- h) In case the number of shares is not mentioned against the Resolutions, it will be deemed that the member has exercised his votes for the entire shares held by him.
- i) In addition to the reasons as mentioned above for rejection, Postal Ballot Form/Votes will be considered invalid on the following grounds:
  - a. If a form other than the one issued by the Company has been used.
  - b. If the Postal Ballot Form has not been signed by or on behalf of the member.
  - c. If the shareholders' signature does not match with the specimen signature registered with the Company.
  - d. If it is not possible to determine without any doubt the assent or dissent of the member.
  - e. If assent or dissent is not mentioned.
  - f. If assent or dissent is given subject to some amendment to the Resolution or condition.
  - g. If any competent authority has given direction in writing to the Company to freeze the voting rights of a member.
  - h. If the envelope containing the Postal Ballot Form is received after the last date and time prescribed.
  - i. If the Postal Ballot Form is signed by a representative of a member and is not accompanied by a certified copy of the specific authority.
  - j. If the Postal Ballot Form is filled in pencil or signed in pencil.
  - k. If the Postal Ballot Form is received torn or defaced or mutilated to an extent that it is difficult for the Scrutinizer to identify either the shareholder or the number of votes or as to whether the votes are in assent or dissent or if the signature could not be checked on one or more of the grounds.
- j) In terms of the provisions of Rule 22 of the Companies (Management and Administration) Rules, 2014 Sri. M.D. Selvaraj, FCS of MDS & Associates, Company Secretaries, Coimbatore has been appointed as Scrutinizer for conducting the postal ballot. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours (i.e., 5.00 PM) on Thursday, 21<sup>st</sup> December 2017. All Postal Ballot Forms received after the last date will be strictly treated as if the reply from such a member has not been received.
- k) Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid business reply envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
- l) A member is neither required to cast all his/her votes nor he/she is required to vote in the same manner.
- m) There shall be one Postal Ballot Form for every Folio/ Client ID, irrespective of the number of joint holders. In case two forms are received for a Folio/ Client ID, then the Postal Ballot Form received first alone shall be considered.
- n) In case members cast their vote both via postal ballot and e-voting, then voting through e-voting shall prevail and voting done by postal ballot shall be treated as invalid.
- o) Members receiving the Postal Ballot Notice by email may request for a duplicate Postal Ballot Form, if so required from M/s. S.K.D.C. Consultants Limited, Kanapathy Towers, 3<sup>rd</sup> Floor, 1391/A1, Sathy Road, Ganapathy, Coimbatore - 641006, E-mail ID: info@skdc-consultants.com. However, the duplicate Postal Ballot forms should reach the Scrutinizer not later than the date mentioned in (j) above.
- p) Members who have received Postal Ballot Form and are desirous of casting their votes by e-voting may follow e-voting procedure as given in the Postal Ballot Notice.
- q) The Scrutinizer's decision on the validity of a Postal Ballot Form will be final.