

PROCEEDINGS OF THE 57TH ANNUAL GENERAL MEETING OF THE MEMBERS OF LAKSHMI MACHINE WORKS LIMITED HELD AT 2.45 PM (IST) ON FRIDAY THE 24TH JULY, 2020 THROUGH VIDEO CONFERENCE (VC) / OTHER AUDIO VISUAL MEANS (OAVM) AT THE DEEMED VENUE AT LMW CORPORATE OFFICE SITUATED AT 34-A KAMARAJ ROAD, COIMBATORE – 641018.

Meeting commenced at: 02.45 PM

Meeting concluded at: 03:55 PM

Directors present through video conference:

S. No.	Name	Designation	Attended through VC from
1.	Sri.Sanjay Jayavarthanavelu	Chairman and Managing Director	LMW Corporate Office - Coimbatore
2.	Sri.S.Pathy	Non-Executive Director	Coimbatore
3.	Sri.Aditya Himatsingka	Independent Director & Chairman of the Stakeholders' Relationship Committee	Bangalore
4.	Dr.Mukund Govind Rajan	Independent Director & Chairman of the Audit Committee and Nomination and Remuneration Committee	Kotagiri
5.	Smt.Chitra Venkataraman	Independent Woman Director	Chennai
6.	Sri.Anil Gupta	Nominee Director of LIC	Delhi
7.	Sri.Arun Alagappan	Independent Director	Chennai
8.	Sri.K.Soundhar Rajhan	Director – Operations	LMW Corporate Office - Coimbatore

In Attendance:

S. No.	Name	Designation	Attended through VC from
9.	Sri.C.R.Shivkumaran	Company Secretary	LMW Corporate Office - Coimbatore

In Presence:

S. No.	Name	Designation	Attended through VC from
10.	Sri.V.Senthil	Chief Financial Officer	LMW Corporate Office - Coimbatore
11.	Sri.K.Raghu	Statutory Auditor	LMW Corporate Office - Coimbatore
12.	Sri.B.Krishnamoorthy	Scrutiniser	LMW Corporate Office - Coimbatore
13.	Sri.M.D.Selvaraj	Secretarial Auditor	LMW Corporate Office - Coimbatore

Members present: (Clubbed based on PAN Nos.)

Promoter/Promoter Group - 18

Public - 53

Sri. C R Shivkumaran, Company Secretary and Compliance Officer of the Company provided standard instructions to the Members regarding participation through Video Conferencing and the guidelines applicable to Speaker shareholders who have registered themselves for raising their question/queries during the meeting. He further informed the members that based on the reasons of business exigency/urgency, the Board of Directors of the Company have decided that the 'Special Business items'

included in the notice convening the Meeting was unavoidable, hence was being considered. He then requested Sri. Sanjay Jayavarthanelu, Chairman and Managing Director to preside over the meeting.

Sri. Sanjay Jayavarthanelu, Chairman and Managing Director, then chaired the Meeting. He then identified himself to the participants of the meeting by stating his name and that he was attending the meeting from LMW Corporate Office located at 34A, Kamaraj Road, Coimbatore – 641018 and extended a warm welcome to the members attending the 57th Annual General Meeting of the Company.

Chairman informed that in view of the travel restrictions and social distancing norms implemented due to the Covid-19 pandemic prevailing across the globe, the Annual General Meeting was being conducted through video conferencing facility in accordance with the framework issued by the Ministry of Corporate Affairs & Securities and Exchange Board of India through their respective circulars.

He further stated that the proceedings of this meeting were being recorded and the recorded video would be posted on the website of the Company.

The Chairman then proceeded to introduce the fellow members of the Board & executives and requested them to confirm their attendance. Thereafter, Sri.S.Pathy, Sri.Aditya Himatsingka, Dr.Mukund Govind Rajan, Sri.Anil Gupta, Justice (Smt) Chitra Venkataraman, Sri.Arun Alagappan & Sri.K. Soundhar Rajhan, Directors and Sri.V.Senthil, Chief Financial Officer & Sri.C.R.Shivkumaran, Company Secretary individually identified themselves and also stated the location from which they were participating as noted above.

The Chairman further informed the members that Sri.K.Raghu of M/s. S. Krishnamoorthy & Co., Statutory Auditors, Sri. M.D.Selvaraj of MDS & Associates, Secretarial Auditors, and Sri. B. Krishnamoorthi, Scrutiniser and other key executives of the company were also participating in the meeting through Video Conferencing.

The Chairman further informed that participation of members through Video Conference was being reckoned for the purpose of quorum as per the circulars issued by the Ministry of Corporate Affairs and Section 103 of the Companies Act, 2013. He further stated that the requisite quorum was present through video conference and called the meeting to order.

He further mentioned that since there was no physical attendance of the members, the requirement of appointment of proxies was not applicable.

The Chairman affirmed that he is satisfied with the facilities provided to the members of the Company for participating in this meeting through Video Conferencing and that the Company has taken all efforts feasible under the circumstances to enable the members to participate and vote on the items being considered in the meeting.

He further informed the members that the Registers as required under the Companies Act, 2013 were made available electronically for inspection by the members during the AGM and that the members may inspect the documents by sending their request to investors@lmw.co.in.

The Chairman then informed that the Members who have not voted earlier through e-voting can cast their vote during the meeting through e-voting facility.

The notice of the AGM along with the financial statements for the year ended 31st March, 2020 & Board's report having been sent through electronic mode to the Members was taken as read by the Chairman.

Further, as there were no qualifications or comments or remarks in the Statutory Audit Report and Secretarial Audit Report for the financial year ended 31st March, 2020, the same was taken as read by the Chairman.

The Chairman then addressed the members. Thereafter he requested Sri. C R Shivkumaran, Company Secretary of the Company to explain the voting process at the AGM.

Sri. C R Shivkumaran informed the Members that the Company had provided the members with the facility to cast their vote on all the resolutions as set out in the Notice of the AGM through the remote e-voting system administered by NSDL e-voting platform during the period from Tuesday, July 21st, 2020 (9:00 AM) to Thursday, July 23rd, 2020 (5:00 PM). He further informed the Members that the facility for voting at the meeting was also provided to the members present in the meeting and who had not cast their votes through remote e-voting.

Members were further informed that Sri. B. Krishnamoorthi, Chartered Accountant, Coimbatore (Membership No. 20439) was appointed by the Board of Directors of the Company, to scrutinize the e-voting /remote e-voting process in a fair and transparent manner.

Sri. C R Shivkumaran then informed that no motion would be moved with respect to the resolutions set out in the Notice dated 25th May, 2020 convening the 57th AGM, since all the resolutions were already put to vote during the remote e-voting period and that there is no voting by show of hands at the AGM.

The Chairman then read out the following items of business, as per the notice of the AGM:

Item No.	Details of Resolutions	Resolution Required
1	Adoption of standalone and consolidated Annual Financial Statements including statement of profit and Loss (including other Comprehensive Income), along with the Statement of Cash Flows and the Statement of changes in Equity for the financial year ended 31 st March, 2020, the Balance Sheet as at that date the Report of the Board of Directors and the Auditors thereon.	Ordinary
2	Declaration of Dividend.	Ordinary
3	Re-appointment of Sri. S. Pathy (DIN: 00013899), Director who retires by rotation and, being eligible, offers himself for re-appointment.	Ordinary
4	Re-appointment of Sri. K Soundhar Rajhan (DIN: 07594186) as Whole-time Director (Designated as Director-Operations) of the Company for a period of 3 years with effect from 1 st November, 2020.	Special
5	Approval for payment of minimum remuneration to Sri Sanjay Jayavarthanavelu, Chairman and Managing Director, (DIN: 00004505) in case of inadequacy or absence of profits arising due to the COVID-19 pandemic induced economic / business slow down and also approval to authorise Board of Directors for modification of remuneration payable to Sri Sanjay Jayavarthanavelu, Chairman and Managing Director (DIN: 00004505) to be in tandem with the performance of the Company which has been impacted due to the ongoing COVID-19 pandemic, within the limits as already approved by the shareholders.	Special
6	Approval to authorize the Board of Directors for modification of remuneration payable to Sri K Soundhar Rajhan (DIN: 07594186), Whole-time Director (Designated as Director-Operations) to be in tandem with performance of the Company which has been impacted due to the ongoing COVID – 19 pandemic induced economic / business slowdown,	Special

	within the limits as already approved by the shareholders.	
7	Ratification of remuneration payable to Cost Auditor of the Company.	Ordinary

The Company Secretary then informed the Members about the procedure regarding questions from Members after which the Members raised their queries/questions. The Chairman then clarified the queries/questions raised by registered Speaker shareholders.

The Chairman then informed the Members that e-voting would be open for 15 minutes from the end of the Meeting on the NSDL e-voting platform to enable those shareholders who had not cast their vote to cast their vote.

The Chairman further informed that the Results would be declared, after considering both remote e-voting and e-voting during the meeting, within 48 hours of the closure of AGM and the consolidated Scrutinizers' Report would be placed in the Company's website and in the NSDL website and the Results would also be intimated to the Stock Exchanges in which the Company's equity shares are listed.

He further informed that the resolutions as set forth in the notice shall be deemed to be passed on the date of the AGM subject to the receipt of the requisite number of votes.

Chairman further informed that arrangements had been made for the distribution of dividend through HDFC Bank subject to the passing of the resolution no. 2 by the shareholders. He further informed that for those shareholders who opted for electronic credit, dividend would be placed to the credit of their Bank account on 10th August, 2020 and for the shareholders who have not opted for electronic credit, dividend warrants would be dispatched by 10th August, 2020 subject to availability of normal postal services.

The Chairman then extended a vote of thanks to all the shareholders & directors who participated in the meeting through video conferencing and declared the meeting as closed at 03:55 P.M. (IST).

OUTCOME OF THE AGM

Sri.B.Krishnamoorthi, Scrutiniser has submitted his report on the results of remote e-voting and E-voting held at the AGM. The Chairman has declared at 06:45 PM on 24th July, 2020 at the Registered Office of the Company at SRK Vidyalaya Post, Perianaickenpalayam, Coimbatore-641020, that the resolutions set out at the Notice were duly passed with requisite majority at the Annual General Meeting held on 24th July, 2020 and authorised the Company Secretary to communicate to Stock Exchanges and to post in the Company's website.

The Ordinary / Special Resolution(s) that are deemed to have been duly passed with requisite majority at the 57th Annual General Meeting held on 24th July 2020, along with the summary of the Scrutinizer's Report dated 24th July 2020 containing the results of the votes cast 'in favour' and the votes cast 'against' for each of the resolution, are as recorded herein under

BUSINESS TRANSACTED AT THE AGM:

ORDINARY BUSINESS:

Item No.1: Adoption of Annual Financial Statements (Ordinary Resolution) :

“RESOLVED THAT the standalone and consolidated Annual Financial Statements including statement of profit and loss (including other comprehensive income), the statement of cash flows and the statement of changes in the equity for the financial year ended 31st March, 2020, the Balance Sheet as at that date, the Report of Board of Directors and the Auditors Report be and are hereby approved and adopted.”

Votes FOR	Votes AGAINST	Invalid Votes	Result
7120712	401	278911	Passed as Ordinary Resolution

Item No.2: Declaration of Dividend (Ordinary Resolution):

“RESOLVED THAT dividend for the year 2019-20 at the rate of Rs.10.00 per equity share of Rs.10/- each fully paid up (100%), be declared and paid out of the current profits of the Company for the financial year ended 31st March, 2020 on 1,06,83,000 equity shares of Rs.10/- each absorbing Rs.10,68,30,000/- to the members whose name appear on the Register of Members of the Company as on 17th July, 2020 for those holding shares in physical form and as per the details furnished by the Depositories for this purpose as at the close of business hours on 17th July, 2020 in respect of the shares held in electronic form.”

Votes FOR	Votes AGAINST	Invalid Votes	Result
7122976	401	278911	Passed as Ordinary Resolution

Item No.3 : Reappointment of Director retiring by rotation.

(Ordinary Resolution):

“RESOLVED THAT Sri.S.Pathy, Director (DIN: 00013899), who retires by rotation, being eligible offers himself for reappointment, be and is hereby reappointed as a Director of the Company.”

Votes FOR	Votes AGAINST	Invalid Votes	Result
6969467	153910	278911	Passed as Ordinary Resolution

SPECIAL BUSINESS:

Item No.4 :

Reappointment of Sri K Soundhar Rajhan (DIN: 07594186) as Whole-time Director (Designated as Director – Operations). (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 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof, for the time being in force), consent of the members be and is hereby accorded to the re-appointment of Sri K Soundhar Rajhan (DIN: 07594186) as a Whole-time Director (Designated as Director – Operations) of the Company for a period

of 3 years with effect from 1st November, 2020 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 25th May, 2020.

Terms of Appointment

Term: The tenure of re-appointment of Whole-time Director (designated as Director-Operations) shall be for a period of 3 (three) years commencing from 1st November, 2020.

a. Salary: Rs.6,67,000/- per month

b. Perquisites: In addition to the salary he is entitled to the following perquisites:

House rent allowance: Rs.3,33,000/- per month

Medical benefits: One month basic salary, per annum

Leave Travel Assistance: Two months' basic salary, per annum

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 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, in compliance with Schedule V of the Companies Act, 2013, the compensation / perks as mentioned above from point (a) to (f) shall be paid 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) and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant rules made thereunder and applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the members is also accorded for the continuance of employment of Sri K Soundhar Rajhan, who is above the age of 70 years, as Whole-time Director (designated as Director-Operations) of the Company till the end of his tenure.

RESOLVED FURTHER THAT the Board of Directors (including committees thereof) be and are hereby authorized to alter and vary the terms of re-appointment and/or remuneration payable to Sri K Soundhar Rajhan, Whole-time Director, (designated as Director-Operations),

as it may deem fit, subject to the same not exceeding the limits as approved by the shareholders.

RESOLVED FURTHER THAT the Board of Directors be and are hereby severally authorized to take all such steps as may be necessary and/ or give such directions as may be necessary, proper or expedient to give effect to the above resolution without being required to seek any further consent or approval of the members and the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

Votes FOR	Votes AGAINST	Invalid Votes	Result
7122959	418	278911	Passed as Special Resolution

Item No.5:

Payment of minimum remuneration to Sri Sanjay Jayavarthanelu, Chairman and Managing Director, (DIN: 00004505) in case of inadequacy or absence of profits arising due to the COVID-19 pandemic induced economic / business slow down and also approval to authorise Board of Directors for modification of remuneration payable to Sri Sanjay Jayavarthanelu, Chairman and Managing Director (DIN: 00004505) to be in tandem with the performance of the Company which has been impacted due to the ongoing COVID-19 pandemic, within the limits as already approved by the shareholders. (Special Resolution):

RESOLVED THAT in partial modification of the resolution passed by the members of the Company at the 53rd Annual General Meeting held on 5th August, 2016 and pursuant to Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V thereto and the relevant Rules made thereunder and Regulation 17(6)(e) and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force) and on the recommendation of the Nomination and Remuneration Committee and approval of the Audit Committee and Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for payment of remuneration on the terms and conditions already approved by the shareholders at the 53rd Annual General Meeting held on 5th August, 2016 and at the 56th Annual General Meeting held on 22nd July, 2019 as minimum remuneration to Sri Sanjay Jayavarthanelu, Chairman & Managing Director (DIN: 00004505) of the Company, in case of inadequacy or absence of profits in any financial year with effect from 1st April, 2019 until 31st March, 2022 being the remaining period of his present tenure as Chairman & Managing Director.

RESOLVED FURTHER THAT for the period from 1st April, 2020 until 31st March, 2022; being a period within the present tenure of Sri Sanjay Jayavarthanelu as Chairman & Managing Director, the Board of Directors of the Company (including Committees thereof) be and are hereby authorised to alter and vary the terms and conditions of his re-appointment and/ or remuneration as it may deem fit, subject to the same not exceeding the upper limits as approved earlier by the shareholders.

RESOLVED FURTHER THAT except for the aforesaid modifications, all other terms and conditions of his appointment as Chairman & Managing Director of the Company, as approved by the resolution passed at the 53rd Annual General Meeting held on 5th August, 2016 and at the 56th Annual General Meeting held on 22nd July, 2019 shall remain unchanged.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take all such steps as may be necessary and/or give such directions as may be necessary, proper

or expedient to give effect to the above resolution without being required to seek any further consent or approval of the members and the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

Votes FOR	Votes AGAINST	Invalid Votes	Result
7122934	443	278911	Passed as Special Resolution

Item No.6:

Authorize the Board of Directors for modification of remuneration payable to Sri K Soundhar Rajhan (DIN: 07594186), Whole-time Director (Designated as Director-Operations) to be in tandem with performance of the Company which has been impacted due to the ongoing COVID – 19 pandemic induced economic / business slowdown, within the limits as already approved by the shareholders. (Special Resolution):

RESOLVED THAT in partial modification of the resolution passed by the Members of the Company vide Postal Ballot on 21st December, 2017 and pursuant to Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereunder and applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and on recommendation of the Nomination and Remuneration Committee and on approval of Audit Committee and Board of Directors, consent of the Members be and is hereby accorded to authorize the Board of Directors of the Company to alter and vary the terms and conditions of the appointment and/or remuneration of Sri K Soundhar Rajhan, (DIN: 07594186) Whole-time Director (Designated as Director – Operations) with effect from 1st April, 2020 till the remaining period of his present tenure until 31st October, 2020, as it may deem fit, subject to the same not exceeding the upper limits as already approved by the shareholders vide Postal Ballot on 21st December, 2017.

RESOLVED FURTHER THAT except for the aforesaid modification, all other terms and conditions of his appointment as Whole-time Director (Designated as Director – Operations) of the Company, as approved by the Resolution passed by the Members vide Postal Ballot on 21st December, 2017 shall remain unchanged.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take all such steps as may be necessary and/or give such directions as may be necessary, proper or expedient to give effect to the above resolution without being required to seek any further consent or approval of the members and the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

Votes FOR	Votes AGAINST	Invalid Votes	Result
7122968	409	278911	Passed as Special Resolution

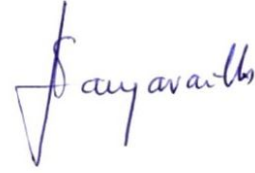
Item No.7: Ratification of remuneration payable to Cost Auditor:
(Ordinary Resolution)

RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or reenactment thereof, for the time being in force), Sri A.N.Raman, (Membership No.: 5359) Cost Accountant, Chennai, who was appointed as Cost Auditor by the Board of Directors of the Company on the recommendation of the Audit Committee, to conduct the audit of the cost accounting records of the Company

for the financial year 2020-21 on a remuneration of Rs.6,00,000/- (Rupees Six Lakhs only) per annum exclusive of applicable taxes and reimbursement of out of pocket expenses incurred in connection with the aforesaid audit fixed by the Board of Directors be and is hereby ratified and confirmed.

Votes FOR	Votes AGAINST	Invalid Votes	Result
7122971	406	278911	Passed as Ordinary Resolution

Date: 24th July,2020
Place: Coimbatore



SANJAY JAYAVARTHANEVELU
CHAIRMAN AND MANAGING DIRECTOR