

PROCEEDINGS OF THE 55th ANNUAL GENERAL MEETING OF MEMBERS OF LAKSHMI MACHINE WORKS LIMITED HELD AT 3.30 PM ON MONDAY THE 23rd JULY, 2018 AT "NANI KALAI ARANGAM" MANI HIGHER SECONDARY SCHOOL, PAPPANAICKENPALAYAM, COIMBATORE-641037.

DIRECTORS PRESENT

Sl. No	Name	Designation
1	Sri.Sanjay Jayavarthanavelu	Chairman and Managing Director
2	Sri.S.Pathy	Director
3	Sri.Basavaraju	Director
4	Sri.Aditya Himatsingka	Director
5	Dr.Mukund Govind Rajan	Director
6	Sri.V.Sathyakumar	Nominee Director of LIC
7	Justice Smt.Chitra Venkataraman(Retd.)	Director
8	Sri.Arun Alagappan	Director
9	Sri.K.Soundhar Rajhan	Director-Operations

IN ATTENDANCE:

10	Sri.C.R.Shivkumaran	Company Secretary
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IN PRESENCE:

11	Sri K.Raghu	Statutory Auditor
12	Sri.B.Krishnamoorthy	Scrutiniser
13	Sri.M.D.Selvaraj	Secretarial Auditor
14	Sri.C.B.Chandrasekar	Chief Financial Officer
15	Sri.V.Senthil	Sr.General Manager-Finance

And

133 Members were present in person and 36 Members holding 54,48,187 shares accounting for 49.73 % of the paid up capital of the Company were also present through proxies.

Dr.Mukund Govind Rajan, Chairman of the Audit Committee of Board of Directors, Justice Smt. Chitra Venkataraman Chairperson of the Nomination and Remuneration Committee of the Board Directors and Stakeholders' Relationship Committee were also present at the meeting.

The Register of Directors & Key Managerial Personnel and their shareholding maintained under Section-170 of the Companies Act, 2013, Register of Contracts and Arrangements in which Directors are interested maintained under Section-189 of the Companies Act, 2013, copy of Statutory Auditor's Report, Secretarial Auditor's Report

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and a copy of the letter of appointment & terms and conditions of appointment of Independent Directors were kept open for inspection by the members at the commencement of the meeting and were accessible during the continuance of the meeting.

Sri.Sanjay Jayavarthanavelu, Chairman and Managing Director presided over the meeting.

The requisite quorum being present, the Chairman declared the meeting as properly constituted and called the meeting to order. The meeting commenced at 3.35 PM.

Chairman extended a warm welcome to the members for 55th Annual General meeting of the Company and informed that the Notice of Annual General Meeting, Annual Financial Statements, Auditors' Report, Directors' Report and annexures thereto were in the hands of the members for the statutory period, with the general permission of the members present, they were taken as read.

Chairman informed that the statutory Auditors Report and Secretarial Auditor's Report were clean reports and there was no reservation, qualification or adverse remarks.

Then, Chairman introduced the Directors on the dais and delivered his speech.

In his speech, the Chairman outlined the present economic scenario in India, overall financial performance of the Company, performance of various divisions, performance of the wholly owned subsidiary Company established in China. Chairman also spoke about the financial results of the Company for the quarter ended 30th June, 2018 and on the business prospects of the Company for the current financial year.

Chairman informed that in compliance of the statutory requirements, arrangements have been made for remote e-voting through Central Depository Services (India) Limited. To enable those shareholders who have not availed the remote e-voting facility and present at the meeting, facilities to participate in the voting process through voting by ballot paper was also arranged.

Chairman further informed that to oversee the remote e-voting process and voting by Ballot paper, the Board of Directors had appointed Sri.B.Krishnamoorthi, practicing Chartered Accountant, Coimbatore, as the Scrutinizer. Sri.B.Krishnamoorthi was present at the meeting.

Chairman, then invited questions, if any, from the members relating to the performance of the Company. After answering the questions, Chairman briefed the items of business as proposed in the Notice of AGM and requested members and proxies present, to cast their vote by ballot paper circulated to them and deposit the completed ballot papers in the Ballot Boxes.

After the completion of the voting by Ballot, Chairman informed that on receipt of Scrutinizer's report, the results of voting would be announced at the Registered Office of the Company before 6.00 PM on 25.07.2018. The said results would be posted in the Company's website and also informed to the Stock Exchanges.

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Chairman further informed that arrangements had been made for the distribution of dividend through HDFC Bank. Those who opted for electronic credit, dividend would be placed to the credit of their Bank account on or before 03.08.2018. For those who have not opted for electronic credit, dividend warrants would be dispatched on or before 02.08.2018.

The members and proxies present exercised their voting by ballot. On completion of voting, the meeting concluded, at 05.00 PM, with a vote of thanks to the Chair.

OUTCOME OF THE AGM

Sri.B.Krishnamoorthi, Scrutiniser has submitted his report on the results of remote e-voting and voting through ballot paper held at the AGM. The Chairman has declared, at 2.45 PM on 24.07.2018 at the Registered Office of the Company at Perianaickenpalayam, Coimbatore-641020, that the following resolutions were duly passed with requisite majority at the Annual General Meeting held on 23.07.2018 and authorised the Company Secretary to communicate to Stock Exchanges and to post in the Company's website.

BUSINESS TRANSACTED AT THE AGM:

ORDINARY BUSINESS:

Item No.1: Adoption of Annual Financial Statements (ordinary resolution)

"RESOLVED that the 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, 2018, 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
76,29,078	1	0	Passed

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

"RESOLVED that dividend for the year 2017-18 at the rate of Rs.40.00 per equity share of Rs.10/- each fully paid up (400 %), be declared and paid out of the current profits of the Company for the financial year ended 31st March, 2018 on 1,09,55,504 equity shares of Rs.10/- each absorbing Rs.43,82,20,160/- to the members whose name appear on the Register of Members of the Company as on 16th July, 2018 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 16th July, 2018 in respect of the shares held in electronic form without deduction of tax."

Votes FOR	Votes AGAINST	Invalid Votes	Result
78,91,941	1	0	Passed

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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
78,90,062	1,880	0	Passed

Item No.4 : To continue the appointment of the Statutory Auditors without ratification at every Annual General meeting.

(Ordinary Resolution)

"RESOLVED that, in partial modification of the Ordinary Resolution passed at the Annual General Meeting held on 5th August, 2016 and in accordance with the amended Section 139 and other applicable provisions of the Companies Act, 2013 read with Companies (Audit & Auditors) Rules 2014 including any statutory enactments or modifications thereof, the approval of the Members be and is hereby accorded to continue the appointment of M/s. S. Krishnamoorthy & Co., Chartered Accountants, Coimbatore (Firm Registration No:001496S) with Sri K. Raghu (Membership No : 011178) as signing partner, at such remuneration as may be decided by the Board of Directors as per the recommendations of the Audit Committee, to hold office till the conclusion of the Annual General Meeting to be held in the year 2021 and that the said appointment shall not be subject to ratification at every subsequent Annual General Meeting."

Votes FOR	Votes AGAINST	Invalid Votes	Result
78,91,941	1	0	Passed

SPECIAL BUSINESS:**Item No.5: Payment of commission to Non Executive Directors.**

(Ordinary Resolution):

"RESOLVED that pursuant to Sections 197, 198 and all 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), and as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee and Board of Directors, the consent of the Company be and is hereby accorded for payment of commission to the Non-Executive Directors of the Company of a sum not exceeding 1% of the Net Profits of the Company computed in the manner as specified under Section 198 of the Companies Act, 2013 subject to an overall limit of Rs.1,00,00,000/- (Rupees One Crore only) per annum (exclusive of sittings fees payable to the Non-Executive Directors for attending the meetings of the Board of Directors, Committees thereof and meeting of Independent Directors) to be paid and distributed amongst the Non-Executive Directors of the Company or some or any of

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them in such amounts or proportions and in such manner and in all respects as may be decided by the Board of Directors of the Company and such payments shall be made with respect to the profits of the Company for each financial year”.

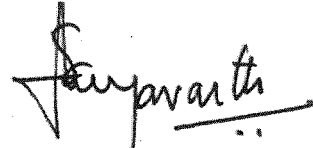
Votes FOR	Votes AGAINST	Invalid Votes	Result
78,91,941	1	0	Passed

Item No.6: Confirmation of remuneration payable to Sri.A.N.Raman, Cost Auditor of the Company for the financial year 2018-19:
(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 & Auditors) Rules, 2014 (including any statutory modification or re-enactment 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 2018-19 on a remuneration of Rs.6,00,000/- 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
78,91,941	1	0	Passed

For Lakshmi Machine Works Limited



SANJAY JAYAVARTHANEVELU
CHAIRMAN AND MANAGING DIRECTOR

Date: 24.07.2018