

VEEJAY LAKSHMI ENGINEERING WORKS LIMITED

CIN: L29191TZ1974PLC000705

Regd. Office: Sengalipalayam, NGGO Colony PO, Coimbatore – 641022

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Notice to Shareholders

Notice is hereby given that the Forty Second Annual General Meeting of the share holders of Veejay Lakshmi Engineering Works Limited will be held on Wednesday, the **27th day of September 2017** at 10.00 A.M at Nani Kalai Arangam, Mani Higher Secondary School, Coimbatore - 641 037 to transact the following business:

Ordinary Business:

1. To consider and adopt Annual Financial Statements including Statement of Profit and Loss, Cash Flow Statement for the year ended 31st March 2017, the Balance Sheet as on that date, the Report of Board of Directors and the Auditors' Report thereon.
2. To appoint a Director in the place of Sri D.Ranganathan (DIN 00137566), who retires by rotation and being eligible, offers himself for re-appointment.
3. To pass the following resolution as an Ordinary Resolution:
"RESOLVED THAT pursuant to provisions of Section 139 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, approval of the Company be and is hereby given,
To record the retirement of M/s. N.R. Doraiswami & Co, Chartered Accountants, from the conclusion of this Annual General Meeting on the expiry of their term of office, to approve the appointment of M/s. Manohar Chowdhry & Associates, Chartered Accountants , Chennai Firm Registration No.001997S, for a term of five consecutive years commencing from 2017-18 to 2021-22 to hold office from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting to be held in 2022, subject to ratification every year and at such audit fee as shall be fixed by the Board of Directors of the Company."

Place : Coimbatore

By order of the Board

Date : 26/05/2017

V.J. Jayaraman

Chairman and Managing Director

NOTE :

1. The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, DULY COMPLETED, MUST BE DEPOSITED AT THE COMPANY'S REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM FOR THE AGM IS ENCLOSED.
3. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
4. Members / proxies should present the duly filled attendance slip enclosed herewith to attend the meeting.
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
6. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
7. The Register of Members and share transfer books of the Company will remain closed from Thursday, the 21st September 2017 to Wednesday, the 27th September 2017 (both days inclusive) as per Reg.42(1) of the Listing Regulations.
8. Members whose shareholding is in the electronic mode are requested to direct change of address notifications and updates of bank account details to their respective Depository participant(s).
9. Members are requested to address all correspondences, including change of address and dividend matters, to the Registrar and Share Transfer Agents of the Company, M/s S.K.D.C Consultants Limited, Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore - 641 006.
10. Members who wish to claim dividends, which remain unclaimed, are requested to correspond with Company Secretary / Share Transfer Agents of the Company. Members are requested to note that dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 124 of the Companies Act, 2013 be transferred to the Investor Education and Protection Fund.

The details of unpaid/unclaimed dividend are available on the website of the company. Those shares in respect of which dividend was not claimed for seven consecutive years will be liable to be transferred to IEPF Authority as per provisions of the Act.

11. Brief resume, details of shareholding and Directors inter-se relationship of Directors seeking election/re-election as required under Reg.36(3) of the Listing Regulations, are provided as Annexure to this notice.
12. As per the green initiative taken by the Ministry of Corporate Affairs, the shareholders are advised to register their e-mail address with the Company in respect of shares held in physical form and with the concerned Depository Participant in respect of shares held in electronic form to enable the Company to serve documents in electronic form.
13. A member who needs any clarification on accounts or operations of the Company shall write to the Compliance Officer, so as to reach him at least 7 days before the meeting, so that the information required can be provided.
14. Members are requested to bring their copy of the Annual Report with them to the Annual General Meeting.
15. Electronic copy of the Annual Report and AGM Notice are being sent to all the members whose E-mail id is registered with the Company / Depository Participants unless any member has requested for a hard copy of the same. For members who have not registered their E-mail ID, physical copies of Annual Report and AGM Notice for the year 2016-17 are sent through the permitted mode separately.
16. The notice of the Annual General Meeting and this communication are also available on the website of the Company www.veejaylakshmi.com.