



Our Ref: Sec/270/2023  
Date: 16.11.2023

To

BSE Limited  
Listing Department  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai- 400 001  
Scrip Code: 500252

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

Dear Sir / Madam,

**Sub: Notice of Postal Ballot/Electronic Voting (e-voting)**

We enclose herewith a copy of the Postal Ballot Notice dated, 25<sup>th</sup> October 2023, along with the Statement pursuant to the applicable provisions of the Companies Act, 2013 read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Notice') for seeking approval of the Members of the Company on the Resolution(s) forming part of the Postal Ballot Notice.

In compliance with the provisions of Section 110 of the Companies Act, 2013 (the "Act"), read with the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force) (the "Rules") read with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, read with other relevant circulars, including General Circular No. 9/2023 dated September 25, 2023 ("MCA Circulars") issued by the Ministry of Corporate Affairs ("MCA"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws and regulations, we would like to inform that the Company has sent the Postal Ballot Notice to all the Members whose names appears in the Register of Members/ Beneficial Owners as on 10<sup>th</sup> November, 2023 (Cut-off Date).

Further, in terms of MCA Circulars, the communication of the assent or dissent of the Members would take place only through the remote e-voting system only.

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In terms of MCA Circulars, the Company has made arrangements with its Registrar & Share Transfer Agent for registration of email address of those Shareholders who have not yet registered their email address. Those shareholders are requested to get their email address registered by following the procedure given in the notes to the Postal Ballot Notice.

The Company has engaged the services of National Securities Depository Limited (NSDL) for providing the E-voting facility to its Members. The E-voting period will commence on Friday the 17<sup>th</sup> Day of November, 2023 at 9.00 A.M. (IST) and ends on Saturday, the 16<sup>th</sup> Day of December, 2023 at 5.00 P.M. (IST). The results of the Postal Ballot will be announced within two working days from the date of the conclusion of the e-voting.

The Notice of Postal Ballot along with the explanatory statement is available on the Company's website [www.lmwglobal.com](http://www.lmwglobal.com) and on the website of NSDL [www.evoting.nsd.com](http://www.evoting.nsd.com).

Kindly take the same on record.

Thanking You,

Yours faithfully,

**For Lakshmi Machine Works Limited**

**C R Shivkumaran**  
**Company secretary**

Encl: Postal Ballot Notice



# LAKSHMI MACHINE WORKS LIMITED

CIN: L29269TZ1962PLC000463

Registered Office: SRK Vidyalaya Post, Perianaickenpalayam, Coimbatore - 641020, Tamil Nadu, India

Corporate Office: 34-A, Kamaraj Road, Coimbatore - 641018, Tamil Nadu, India

Phone: +91 422 7192255 Fax: +91 422 2692541

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

## NOTICE FOR POSTAL BALLOT /ELECTRONIC VOTING (e-Voting)

[Pursuant to Sections 108 & 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Shareholder(s),

**NOTICE** is hereby given pursuant to Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”) (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force), read with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, read with other relevant circulars, including General Circular No. 9/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standard - 2 (“SS-2”) on General Meetings issued by the Institute of Company Secretaries of India and subject to other applicable laws, rules and regulations, if any, Lakshmi Machine Works Limited (“the Company”) hereby seeks your approval for the special business(es) as considered in the resolution(s) appended below through Postal Ballot by way of voting through electronic means (“Remote e-voting”).

A statement pursuant to Section 102 and other applicable provisions, if any, of the Act, pertaining to the Resolution(s) appended below setting out the material facts and reasons thereof, is enclosed to this Postal Ballot Notice. This Postal Ballot Notice is also being placed on the website of the Company at [www.lmwglobal.com](http://www.lmwglobal.com).

In compliance with the aforesaid MCA Circulars and pursuant to Section 110 of the Act read with the relevant Rules made thereunder, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail address is registered with the Company / Depositories and the communication of assent / dissent of the Members on the Resolution proposed will take place through the remote e-voting system only. If your e-mail address is not registered with the Company / Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

**In compliance with the requirements of the MCA Circulars, hard copy of this Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Shareholders and Shareholders are requested to communicate their assent or dissent through remote e-voting system only.**

Pursuant to Rule 22 (5) & (6) of the Rules, the Board of Directors of the Company at their meeting held on 25<sup>th</sup> October 2023, had appointed Sri M D Selvaraj, FCS, Managing Partner of M/s. MDS & Associates LLP, Company Secretaries, Coimbatore as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner and for ascertaining the requisite majority.

The Company has engaged the services of National Securities Depository Limited (“NSDL”) to provide e-voting facility to the Members of the Company through their website [www.evoting.nsdl.com](http://www.evoting.nsdl.com). Please refer to the instructions for e-voting given hereinafter the proposed Resolutions, to cast votes through electronic voting means.

The remote e-voting period commences from 9.00 AM (India Standard Time [‘IST’]) on Friday, 17<sup>th</sup> November 2023, and ends at 5.00 PM (IST) on Saturday, 16<sup>th</sup> December 2023. Members are requested to read the instructions carefully while expressing their assent or dissent and cast votes via remote e-voting by not later than 5.00 PM (IST) on Saturday, 16<sup>th</sup> December 2023.

The Scrutinizer shall submit his report to the Chairman & Managing Director, or any other person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot voting will be announced within 2 working days from the conclusion of the e-voting and the same shall be displayed on the website of the Company at [www.lmwglobal.com](http://www.lmwglobal.com), National Securities Depository Limited and the same will be communicated to BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE), being the stock exchanges where the equity shares of the Company are listed.



In the event, the Resolution(s) as set out under Item No(s). 1 and 2 below, are assented by the requisite majority of the Members by means of the Postal Ballot process, it shall be deemed to have been duly passed as Ordinary / Special Resolution(s) at the General Meeting of the Company and it shall be deemed to have been passed on Saturday, 16<sup>th</sup> December 2023, being the last date specified by the Company for e-voting.

The resolution(s) for the purpose as stated herein below is proposed to be passed by Postal Ballot / remote e-voting:

### **SPECIAL BUSINESS**

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

##### **Appointment of Sri M Sankar (DIN: 10362673) as a Director of the Company.**

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

**RESOLVED THAT** in accordance with the provisions of Section 152 read with other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (as amended) and the Articles of Association of the Company, Sri M Sankar (DIN: 10362673), who was appointed as an Additional Director at the Meeting of the Board of Directors of the Company held on 25<sup>th</sup> October 2023, in accordance with the provisions of Section 161(1) of the Act and in respect of whom the Company has received a Notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

**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.

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

##### **Appointment of Sri M Sankar (DIN: 10362673) as Wholetime 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 proposed 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 (“Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification or re-enactment thereof, for the time being in force) and pursuant to the provisions of the Articles of Association of the Company, the consent of the Members be and is hereby accorded for the appointment of Sri M Sankar (DIN: 10362673) as Wholetime Director (Designated as Director Operations) of the Company for a period 3 (Three) years commencing from 25<sup>th</sup> October 2023 on the following terms and conditions as recommended by the Nomination and Remuneration Committee and as approved by the Audit Committee and the Board of Directors at their respective Meetings held on 25<sup>th</sup> October 2023.

##### **Terms of appointment:**

- A. Fixed Salary: ₹ 84,84,000/- per annum.
- B. Perquisites: In addition to the salary, the Wholetime Director (Designated as Director Operations) shall also be entitled to the following interchangeable perquisites:  

Furnished accommodation, where accommodation is not provided 50% of the salary as House Rent Allowance (HRA), gas, electricity, water, furnishings, medical reimbursement, Leave Travel Allowance (LTA) for self and family, club fees, medical insurance, etc., in accordance with the rules of the Company. The above perquisites are restricted to an amount equal to the salary drawn per annum. For the purpose of calculating the ceiling, perquisites shall be evaluated as per Income Tax rules wherever applicable.
- C. Variable Pay: Upto ₹ 61,27,860/- per annum. The same shall be payable based on the individual performance reviewed and recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.

- 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. No Gratuity is payable to Sri M Sankar, Wholetime Director (designated as Director Operations).
- E. 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 Wholetime Director (Designated as Director Operations).
- F. During his tenure as Wholetime 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 Wholetime Director (Designated as Director Operations).
- G. In the event of loss or inadequacy of profits in any Financial Year, in compliance with Schedule V of the Act, compensation/perquisites as mentioned above from point (A) to (E) shall be paid as minimum remuneration.
- H. The Wholetime 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** the Board of Directors (including Committees thereof) be and are hereby authorized to alter and vary the terms of appointment and/or remuneration of Sri M Sankar (DIN: 10362673), Wholetime 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 of the Company be and are hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this 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.

**STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, RULES MADE THEREUNDER AND ADDITIONAL DISCLOSURES REQUIRED UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

**Item No. 1**

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act"), the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company had appointed Sri M Sankar (DIN: 10362673) as an Additional Director of the Company with effect from 25<sup>th</sup> October 2023.

Pursuant to Section 161(1) of the Act, Sri M Sankar holds office till the next Annual General Meeting. Further, pursuant to Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the approval of shareholders for his appointment is required to be obtained at the next Annual General Meeting or within a period of 3 months from the date of appointment, whichever is earlier.

Sri M Sankar is a graduate of Textile Technology from Madras University, Chennai. His association with the organisation began as an Engineer in the year 1985 and grew to the current position of President for the Textile Machinery Division. Over the span of four decades of his association with the organization, he has gained rich experience in the areas of Strategic Management, Sales, Marketing, Manufacturing, Research and Development, and Supply Chain Management.

Sri M Sankar was also instrumental in developing and enhancing the brand equity of the Company in the Chinese market where its Wholly Owned Subsidiary Company operates.

Sri M Sankar has also held Membership positions in CII's Textile Sub Committee, Southern Region, and the National Committee. Currently, he holds the position of Chairman, Textile Machinery Manufacturers Association (TMMA) (India) for the period 2023-25.

The Board of Directors consider 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. Considering the same, the Board of Directors has recommended his appointment to the Members.

The Company has received a notice in writing from a Member under Section 160 of the Act, proposing his candidature for the office of Director of the Company. Sri M Sankar has given his consent to act as a Director of the Company and is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and



is not debarred from holding the office of Director by virtue of any order of the Securities and Exchange Board of India or any other statutory authority under any laws.

The disclosure as required under Regulation 36 of the Listing Regulations and the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India has been annexed and forms part of this Notice.

The Board recommends the Ordinary Resolution as set out in Item No. 1 of the Notice for the approval by the Members of the Company.

Except Sri M Sankar, being the appointee, none of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, in the Resolution set out in Item No. 1 of this Notice.

## **Item No. 2**

Considering the dedication and excellent work done by Sri M Sankar over the past four decades, the Board of Directors (“Board”) of the Company at their Meeting held on 25<sup>th</sup> October 2023 had, subject to the approval of the Members, appointed Sri M Sankar as Wholetime Director (Designated as Director Operations) of the Company for a period of 3 years with effect from 25<sup>th</sup> October 2023.

As per Section 178 of the Companies Act, 2013, the Nomination and Remuneration Committee at their Meeting held on 25<sup>th</sup> October 2023 had in the best interest and progress of the Company, proposed the appointment of Sri M Sankar as Wholetime Director (Designated as Director Operations) of the Company for a period of 3 years with effect from 25<sup>th</sup> October 2023 and determined his remuneration as set out in the Resolution and recommended the same to the Audit Committee and to the Board.

Pursuant to the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Audit Committee at their Meeting held on 25<sup>th</sup> October 2023, had also approved the remuneration payable to Sri M Sankar as Wholetime Director (Designated as Director Operations) of the Company and recommended the same to the Board.

Pursuant to the provisions of Sections 196, 197, 203, Schedule V and other applicable provisions of the Companies Act, 2013, the appointment of Wholetime Director shall be subject to the approval of the Shareholders of the Company at the General Meeting. Hence, necessary Resolution has been set out in Item No. 2 of the Notice for the approval of the Members.

Further, pursuant to Section 197 and Schedule V of the Companies Act, 2013, the managerial personnel are eligible to receive minimum remuneration and remuneration in excess of the limits as specified in the Companies Act, 2013 upon receipt of approval of the Shareholders by means of a Special Resolution. In this regard, considering the dynamic economic and ever-changing business conditions/scenarios, the Company may be in a situation of inadequacy or absence of profits for payment of remuneration to the Directors. Thus, to ensure payment of minimum remuneration to Sri M Sankar, approval of the Shareholders is also being sought. Further, as on 31<sup>st</sup> March 2023, the Company has no debts.

Based on the above, the Board of Directors have recommended the Resolution as set out in Item No. 2 of the Notice for approval of the Members as a Special Resolution.

The disclosure as required under Schedule V of the Companies Act, 2013, Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India has been annexed and forms part of this Notice.

Except Sri M Sankar, being the appointee, none of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, in the Resolution set out in Item No. 2 of this Notice.

**By Order of the Board  
For Lakshmi Machine Works Limited**

Place : Coimbatore  
Date : 25<sup>th</sup> October 2023

**C R Shivkumaran  
Company Secretary**

**Notes:**

1. Members may note that this Postal Ballot Notice has been placed on the Company's website [www.lmwglobal.com](http://www.lmwglobal.com), on the website of BSE Limited and National Stock Exchange of India Limited, being the stock exchanges where the equity shares of the Company are listed and on the website of National Securities Depository Limited at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
2. The brief profile, details of shareholding, other directorships, and inter-se relationship of the Director seeking appointment as required under Regulation 36(3) of the Listing Regulations, and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India is attached and forms part of this Notice.
3. The Notice is being sent only by email to all those Members of the Company, 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 Friday, 10<sup>th</sup> November, 2023 ("Cut-off date") and who have registered their email address in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, M/s. S.K.D.C. Consultants Limited ("RTA") in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and the MCA Circulars.
4. All the Members of the Company whose names are appearing on the Register of Members / List of Beneficial Owners as on the cut-off date i.e., Friday, 10<sup>th</sup> November 2023 ("Cut-off date") (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Company or the Depositories / Depository Participants) shall be eligible for remote e-voting. A person who is not a Member as on the cut-off date should treat this notice for information purposes only.
5. Please note that e-voting module shall be disabled for voting by NSDL after 5:00 PM (IST) on Saturday, 16<sup>th</sup> December 2023. During the voting period, the Members of the Company holding equity shares either in physical form or dematerialised form, as on Friday, 10<sup>th</sup> November 2023 ("Cut-off date"), may cast their vote electronically. Once vote on a Resolution is cast by the Member, he/ she shall not be allowed to change it subsequently or cast the vote again.
6. In terms of the MCA Circulars, the Company will send this Notice in electronic form only and hard copy of this Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the Shareholders for this Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the remote e-voting system. Therefore, those Shareholders who have not yet registered their e-mail address are requested to get their e-mail address submitted by following the procedure given below:
  - i. In light of the MCA Circulars, for remote e-voting for this Postal Ballot, the Shareholders whether holding equity shares in dematerialised form or in physical form and who have not submitted their email address and in consequence to whom the Postal Ballot Notice could not be served, may temporarily get their e-mail address registered with the Company's Registrar and Share Transfer Agent, M/s. S.K.D.C Consultants Limited by submitting necessary request form(s) along with supporting documents. Post successful registration of the e-mail address, the Shareholder would get a soft copy of this Notice and the procedure for e-voting along with the user-id and the password to enable e-voting for this Postal Ballot. In case of any queries, Shareholders may write to the Company at [investors@lmw.co.in](mailto:investors@lmw.co.in) or to the Registrar and Share Transfer Agent at [lmwgreen@skdc-consultants.com](mailto:lmwgreen@skdc-consultants.com).
  - ii. It is clarified that for permanent submission of e-mail address, the Shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participant(s) and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, M/s. S.K.D.C. Consultants Limited, having its office at Surya, 35 Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore - 641028 (Tel: +91 422-2539835/36), by following the due procedure.
  - iii. Those Shareholders who have already registered their e-mail address are requested to keep their e-mail address validated with their depository participant(s)/ the Company's Registrar and Share Transfer Agent, M/s. S.K.D.C. Consultants Limited to enable serving of notices/documents/annual reports electronically to their e-mail address.



7. Any query/grievance may please be addressed to Sri C R Shivkumaran, Company Secretary with respect to this Postal Ballot at Email id: investors@lmw.co.in or may contact Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Limited at the email id: evoting@nsdl.co.in or call NSDL's toll-free number 1800 102 0990.
8. Members are requested to carefully read the instructions while expressing their assent or dissent and to cast their vote(s) via e-voting by not later than 5:00 PM (“IST”) on Saturday, 16<sup>th</sup> December 2023.
9. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date. Further, a Member cannot exercise his/her vote by proxy on Postal Ballot.
10. The Scrutinizer will submit his report after completion of scrutiny, within two working days from the date when e-voting ends. Thereafter, the Chairman & Managing Director or any other person duly authorized by him, will announce the results of the voting by Postal Ballot at the Registered or Corporate Office of the Company.
11. The result of the Postal Ballot shall also be displayed on the Company’s website www.lmwglobal.com, on the website of NSDL and will also be communicated to National Stock Exchange of India Limited (“NSE”) and BSE Limited (“BSE”), where the equity shares of the Company are listed.

#### **INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MEANS:**

- (i) In compliance with provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, Regulation 44 of the SEBI Listing Regulations and the Secretarial Standards on General Meetings (SS-2), the Company is pleased to provide remote e-voting facility to all its Members, to enable them to cast their vote electronically. The Company has engaged the services of National Securities Depository Limited (“NSDL”) to provide remote e-voting facility to its Members.
- (ii) The voting period begins from 9.00 AM (IST) on Friday, 17<sup>th</sup> November 2023 and ends at 5.00 PM (IST) on Saturday, 16<sup>th</sup> December 2023. During this period, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., 10<sup>th</sup> November 2023, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting after 5.00 PM (IST) on Saturday, 16<sup>th</sup> December 2023.

**The instructions for Shareholders to vote electronically using NSDL e-Voting system is given hereunder:**

#### **How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





#### **Step 1: Access to NSDL e-Voting system**

A) Login method for e-Voting for Individual Shareholders holding securities in demat mode:

In terms of SEBI circular dated 9<sup>th</sup> December 2020 on e-Voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participant(s). Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.



<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal” or log on to <a href="https:// eservices.nsdl.com /SecureWeb/ IdeasDirectReg.jsp">https:// eservices.nsdl.com /SecureWeb/ IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <b>NSDL Mobile App is available on</b>   App Store     Google Play      </li> </ol>
<p>Individual Shareholders holding securities in demat mode with CDSL.</p>	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participant(s)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43.

**B) Login Method for Shareholders other than Individual Shareholders holding securities in demat mode and Shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote(s).
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will ask you to change your password.
- c) How to retrieve your ‘initial password’?
  - (i) If your email ID is registered in your demat account or with the Company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those Shareholders whose email is not registered.**

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:

- a) Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

- b) Click on Physical User Reset Password?” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
  8. Now, you will have to click on “Login” button.
  9. After you click on the “Login” button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. Select “EVEN” of Company for which you wish to cast your vote.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote(s) by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote(s) and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote(s) cast successfully” will be displayed.
6. You can also take the printout of the vote(s) cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote(s) on the Resolution, you will not be allowed to modify your vote(s).

### **General Guidelines for Shareholders**

1. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc., with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [lmw@mdsassociates.in](mailto:lmw@mdsassociates.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 or 1800 22 44 30 or send a request to Ms. Pallavi Mhatre at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

### **Process for those Shareholders whose email ids are not registered with the Depositories / Company for procuring user id and password and registration of e mail id for e-voting on the resolution(s) as set out in this notice:**

In light of the MCA Circulars, for remote e-voting for this Postal Ballot, the Shareholders whether holding equity shares in dematerialised form or in physical form and who have not submitted their email address and in consequence to whom the Postal Ballot notice could not be served, may temporarily get their e-mail address registered by following the procedure given below:

1. In case shares are held in physical mode please provide Folio No., Name of Shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [investors@lmw.co.in](mailto:investors@lmw.co.in).
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [investors@lmw.co.in](mailto:investors@lmw.co.in). If you are an Individual



Shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e., Login method for e-Voting for Individual Shareholders holding securities in demat mode.

- Alternatively, Shareholder/Member may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.

It is clarified that for permanent submission of e-mail address, the Shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participant(s) and in respect of physical holdings with the Company’s Registrar and Share Transfer Agent, M/s. S.K.D.C. Consultants Limited, by following the due procedure.

### STATEMENT OF INFORMATION AS PER SCHEDULE V OF THE COMPANIES ACT, 2013

Relevant to appointment of Sri M Sankar as Wholetime Director (Designated as Director Operations) of the Company.

#### 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 Crores, except EPS)

Particulars	2022-23	2021-22
Sales & other income	4,689.26	3,152.61
Profit/ (Loss) before tax after exceptional items	485.41	236.95
Profit/ (Loss) after tax	350.22	179.68
Paid-up share capital	10.68	10.68
Reserves and Surplus*	2,140.15	1,830.69
Basic Earnings per share	327.82	168.19

\* Forms part of Other Equity excluding Reserve for equity instruments through OCI

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

The Company has made investments in two wholly owned foreign subsidiaries namely, LMW Textile Machinery (Suzhou) Co. Ltd, China and LMW Global FZE, United Arab Emirates (previously known as LMW Middle East FZE).

#### II. INFORMATION ABOUT THE DIRECTOR

1	Background details	Prior to his appointment as Director on the Board by the Board of Directors at their Meeting held on 25 <sup>th</sup> October 2023, Sri M Sankar was designated as President - Textile Machinery Division of the Company. Sri M Sankar is associated with the Company for past 4 decades and was instrumental in its growth.
2	Past Remuneration	Sri M Sankar was paid a remuneration of ₹ 1,32,33,464/- during the financial year 2022-23.

3	Recognition or awards	Sri M Sankar has held Membership in CII's Textile Sub Committee, Southern Region, and in the National Committee. Currently, he holds the position of Chairman, Textile Machinery Manufacturers Association (TMMA) India for the period 2023-25.
4	Job Profile and his suitability	Sri M Sankar as Wholetime Director (Designated as Director Operations) shall have all the powers and duties as the Board may determine from time to time. He has over four decades of suitable experience in the fields of Strategic Management, Sales, Marketing, Manufacturing, R&D and Supply Chain.
5	Remuneration proposed	The details of the remuneration proposed to be paid to Sri M Sankar has been set out in Item No. 2 of the 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, the profile of Sri M Sankar, responsibility shouldered by him and the industry standard, the remuneration proposed to be paid 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 Wholetime 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.

## II. OTHER INFORMATION

### 1. Reasons for loss or inadequate profits

Not applicable as the Company has earned a profit during the year. However, loss or inadequacy of profits may arise in future owing to economic and business slowdown caused by various external factors beyond the control of the Company.

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

Not applicable

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

Not applicable

## III. DISCLOSURES

### (i) All elements of remuneration package such as salary, benefits, bonuses, stock options, pension etc. of all the directors.

Details for the Financial Year ended 31<sup>st</sup> March 2023 are available in the Annual Report of the Financial Year 2022-23 and the details of Financial Year 2023-24 will be disclosed in the Annual Report of next year.

### (ii) Details of fixed component and performance-linked incentives along with the performance criteria.

Details for the Financial Year ended 31<sup>st</sup> March 2023 are available in the Annual Report of the Financial Year 2022-23 and the details of Financial Year 2023-24 will be disclosed in the Annual Report of next year.

### (iii) Service contracts, notice period, severance fees.

Details for the Financial Year ended 31<sup>st</sup> March 2023 are available in the Annual Report of the Financial Year 2022-23 and the details of Financial Year 2023-24 will be disclosed in the Annual Report Report of next year.

(iv) 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.

Details for the Financial Year ended 31<sup>st</sup> March 2023 are available in the Annual Report of the Financial Year 2022-23 and the details of Financial Year 2023-24 will be disclosed in the Annual Report Report of next year.

**DISCLOSURES UNDER REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND THE SECRETARIAL STANDARDS ON GENERAL MEETINGS (SS-2) ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA**

Name	Sri M Sankar
Director Identification Number	10362673
Date of Birth	13 <sup>th</sup> December 1957
Nationality	Indian
Date of appointment on the Board	25 <sup>th</sup> October 2023
Inter-se relationship with other directors or Key Managerial Personnel of the Company	Not related to any of the other Directors or Key Managerial Personnel of the Company
Qualification	B. Tech
Expertise in area/experience	He has four decades of experience in Strategic Management, Sales, Marketing, Manufacturing, R&D and Supply Chain.
No. of shares held (including shareholding as a beneficial owner)	Nil
Board position held	Additional Director [Wholetime Director (Designated as Director Operations)]
Terms and conditions of appointment	As specified in the Item No. 2 of the Notice
Remuneration paid for the financial year 2022-23 (in the capacity as President - Textile Machinery Division)	₹ 1,32,33,464/-
Remuneration proposed to be paid	As specified in the Item No. 2 of the Notice
Number of Board meetings attended during the year	Nil
Directorships held in other companies	1. LMW Textile Machinery Suzhou Company Limited, China 2. LMW Global FZE, Dubai, United Arab Emirates (previously known as LMW Middle East FZE).
Names of the listed entities from which the person has resigned in the past 3 years	Nil
Chairmanship / Membership of the Committees of the Board of other Companies in which he is Director	Nil