

Our Ref: Sec/BSE/2024
Date: 05.07.2024

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
Symbol: LAXMIMACH

Dear Sirs,

**Sub: Compliance of Regulation 34 of SEBI (Listing Obligations and
Disclosure Requirements) Regulations, 2015.**

We refer to our filing dated 04th July 2024, regarding the filing of Notice of Shareholders Meeting, We enclose herewith a copy of the updated Notice of the 61st Annual General Meeting to be held on Wednesday, the 31st July 2024 at 03:30 PM India Standard Time ("IST") through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"). The updated document contains the annexure to Item No. 10 of the Notice to Shareholders.

This is for your information and records. Kindly acknowledge the same.

Thanking you,

Yours faithfully,

For LAKSHMI MACHINE WORKS LIMITED

**C R SHIVKUMARAN
COMPANY SECRETARY**

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 Website: www.lmwglobal.com

Notice to Shareholders

NOTICE is hereby given that the 61st Annual General Meeting (“AGM”) of the Shareholders of Lakshmi Machine Works Limited will be held at 03.30 PM India Standard Time (“IST”) on Wednesday, the 31st day of July 2024, through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) with virtual presence of the Shareholders to transact the following business(es):

ORDINARY BUSINESS:

1. To receive, consider and adopt standalone and consolidated Annual Financial Statements including Statement of Profit and Loss (including Other Comprehensive Income), along with the Statement of Cash Flow and the Statement of Changes in Equity for the financial year ended 31st March 2024, the Balance Sheet as at that date, the Report of the Board of Directors and the Auditors thereon.
2. To declare a Dividend.
3. To appoint a Director in the place of Sri S Pathy (DIN: 00013899), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. To consider and approve the payment of commission to Non-Executive Directors of the Company and in this regard, if thought fit, to give assent/dissent to the following Resolution to be passed as a **Special Resolution**:

RESOLVED THAT pursuant to Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification or re-enactment thereof, for the time being in force), and as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee and the Board of Directors at their respective Meetings held on 27th May 2024, the consent of the Members be and is

hereby accorded for payment of commission 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 a maximum limit of ₹1,00,00,000/- (Rupees One Crore Only) per annum, to be paid and distributed amongst the Non-Executive Directors of the Company or some or any of them in such amounts or proportions and in such manner and in all respects as may be decided by the Board of Directors (including any Committees thereof) of the Company, for a term of three (3) financial years commencing from 1st April 2024.

RESOLVED FURTHER THAT the commission payable to the Non-Executive Directors of the Company as mentioned above shall be in addition to the sitting fees payable for attending the Meetings of the Board of Directors, Committees thereof and meeting of Independent Directors.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the three financial years commencing from 1st April 2024, the Non-Executive Directors shall be entitled for payment of minimum commission of a sum not exceeding ₹1,00,00,000/- (Rupees One Crore Only) per annum to be paid and distributed amongst the Non-Executive Directors of the Company or some or any of them in such amounts or proportions and in such manner and in all respects as may be decided by the Board of Directors (including any Committees thereof) of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committees thereof) be and are hereby authorised to alter and vary the aforesaid remuneration, as it may deem fit, subject to the same not exceeding the limits as approved by the Members.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised 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.

5. To consider and approve the remuneration payable to Sri Sanjay Jayavarthanelu (DIN: 00004505), Chairman and Managing Director of the Company for the remaining two years in his present term and in this regard, if thought fit, to give assent/dissent to the following Resolution to be passed as a **Special Resolution**:

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions of the Companies Act, 2013 (the 'Act') read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and 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 payment of remuneration to Sri Sanjay Jayavarthanelu (DIN: 00004505), Chairman and Managing Director of the Company for a period of 2 years from 1st April 2025 till the remaining period of his present term (i.e., up to 31st March 2027) on the following terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee and the Board of Directors at their respective meetings held on 27th May 2024, notwithstanding the fact that the annual remuneration payable to him in any financial year during his tenure along with the remuneration payable to other executive directors may exceed the limits as set out under the Listing Regulations or the Act for the time being in force.

Details of Remuneration:

- A. Salary: ₹12,96,000/- per month
- B. Commission: At the rate of 4% on the Net Profits of the Company, payable annually.
- C. Perquisites: In addition to the salary & commission, the Managing Director 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.

- 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 Chairman and Managing Director 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 Chairman and Managing Director.
- G. During his tenure as Chairman and Managing Director, he shall not be liable to retire by rotation.
- H. In the event of loss or inadequacy of profits in any financial year, in compliance with Schedule V of the Companies Act, 2013, compensation / perquisites as mentioned above from point (A) to (F) shall be paid as minimum remuneration.
- I. The Chairman and Managing Director 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 authorised to alter and vary the terms of remuneration of Sri Sanjay Jayavarthanelu, Chairman and Managing Director, 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 authorised 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.

6. To consider and approve the continuation of Directorship of Sri S Pathy (DIN: 00013899) as a Non-Executive and Non-Independent Director beyond the age of 75 years and in this regard, if thought fit, to give assent/dissent to the following resolution to be passed as a **Special Resolution:**

RESOLVED THAT pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the consent of the Members of the Company be and is hereby accorded for continuation of Directorship of Sri S Pathy (DIN: 00013899) as a Non-Executive and Non-Independent Director of the Company, liable to retire by rotation, on the Board of the Company notwithstanding him attaining the age of 75 years on 17th November 2024.

RESOLVED FURTHER THAT the Board of Directors (including any Committee(s) constituted by the Board from time to time) of the Company be and are hereby authorised severally to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.

7. To consider and approve the appointment of Sri Venkataramani Anantharamakrishnan (DIN: 00277816) as an Independent Director of the Company and in this regard, if thought fit, to give assent/dissent to the following resolution to be passed as a **Special Resolution:**

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and 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 and upon the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Sri Venkataramani Anantharamakrishnan (DIN: 00277816), who had submitted a declaration

that he meets the criteria for independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and whose name is included in the databank as required under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and who is eligible for appointment 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 an Independent Director of the Company to hold office for a term of five (5) consecutive years with effect from 5th August 2024 and is not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised 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.

8. To consider and approve the appointment of Smt Pushya Sitaraman (DIN: 06537196) as an Independent Woman Director of the Company and in this regard, if thought fit, to give assent/dissent to the following Resolution to be passed as a **Special Resolution:**

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and 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 and upon the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Smt Pushya Sitaraman (DIN: 06537196), who had submitted a declaration that she meets the criteria for independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and whose name is included in the databank as required under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and who is eligible for appointment and in respect of whom the Company has received a Notice in writing under Section 160 of the Act from a Member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Woman Director of the Company to

hold office for a term of five (5) consecutive years with effect from 5th August 2024 and is not liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of Listing Regulations and other applicable provisions, if any, of the Companies Act, 2013 and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the consent of the Members of the Company be and is hereby accorded for continuation of Directorship of Smt Pushya Sitaraman (DIN: 06537196), as an Independent Woman Director of the Company, on the Board of the Company notwithstanding her attaining the age of 75 years on 23rd December 2028.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised 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.

9. To consider the ratification of remuneration payable to the Cost Auditor and in this regard, if thought fit, to give assent/ dissent to the following Resolution to be passed as an **Ordinary Resolution**:

RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications 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 2024-25 on a remuneration of ₹7,00,000/- (Rupees Seven Lakhs Only) per annum exclusive of applicable taxes and reimbursement of out-of-pocket expenses incurred in connection with the aforesaid audit as fixed by the Board of Directors, be and is hereby ratified and confirmed.

10. To consider and approve the change of name of the Company and in this regard, if thought fit, to give

assent/dissent to the following Resolution to be passed as a **Special Resolution**:

RESOLVED THAT pursuant to Sections 4, 5, 13(2), 14, 15 and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant rules framed thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Regulation 45 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to the approval of BSE Limited, the National Stock Exchange of India Limited, Central Government (power delegated to Registrar of Companies) and such other necessary approvals, consents, permissions and sanctions, as may be required in this regard from any appropriate authority and subject to such terms and condition(s), alteration(s), correction(s), change(s) and/or modification(s) as may be prescribed by any of them while granting such consent(s), permission(s) or approval(s), the consent of the Members of the Company be and is hereby accorded for changing the name of the Company from "**Lakshmi Machine Works Limited**" to "**LMW Limited**".

RESOLVED FURTHER THAT the new name of the Company be given effect from the date of issue of the fresh Certificate of Incorporation by the Registrar of Companies, consequent to which the Memorandum of Association & Articles of Association of the Company be altered by deleting the existing name "Lakshmi Machine Works Limited" wherever appearing and substituting it with the new name "LMW Limited".

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any of its duly constituted Committee), be and are hereby severally authorised to do all such acts, deeds, matters and things and to authorise/depute/delegate/appoint any official of the Company/consultants/lawyers as may be required and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable without being required to seek any further consent or approval of the Members and the approval of the Members shall be deemed to have given thereto by the authority of this Resolution.

By order of the Board

Place: Coimbatore
Date: 27th May 2024

C R Shivkumaran
Company Secretary

Notes:

1. The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act") with respect to the special business(es) as set out in the Notice is annexed hereto.
2. The Ministry of Corporate Affairs ("MCA") vide its relevant Circulars issued during the years 2020, 2021, 2022 and 2023 permitted the conduct of the Annual General Meeting ("AGM") through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. The same has been acknowledged by the Securities and Exchange Board of India vide its relevant Circulars issued during the years 2020, 2021, 2022 and 2023. The deemed venue for the AGM shall be the Corporate Office of the Company. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC/ OAVM.
3. **Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company.** Since this AGM is being held pursuant to the MCA Circulars / SEBI Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Institutional / Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) are required to send a scanned copy (in PDF/JPEG format) of its Board or governing body Resolution/Authorisation etc., authorising its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorisation shall be sent to the Scrutinizer by email through its registered email address to lmw@mdsassociates.in with a copy marked to the email id evoting@nsdl.com.
5. The Register of Members and Share Transfer books of the Company will remain closed from Thursday, 25th July 2024 to Wednesday, 31st July 2024 (both days inclusive) as per Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 91 of the Companies Act, 2013.
6. Dividend as recommended by the Board of Directors, if declared at the Annual General Meeting will be paid within 30 days from the date of declaration, to those Members whose names appear on the Register of Members in respect of shares held in physical form as well as in respect of shares held in electronic form as per the details received from the depositories for this purpose as at the close of the business hours on Wednesday, 24th July 2024.
7. Members who have not registered their Bank particulars with the Depository Participant(s) ("DP") / Company are advised to utilise the electronic solutions provided by National Automated Clearing House ("NACH") for receiving dividends. Members holding shares in electronic form are requested to contact their respective Depository Participant(s) for availing this facility. Members holding shares in physical form are requested to download the NACH form from the website of the Company viz., www.lmwglobal.com and the same, duly filled up and signed along with original cancelled cheque leaf may be sent to the Company or to the Registrar and Share Transfer Agent ("RTA").
8. Members whose shareholding is in the electronic mode are requested to update bank account details (Bank Account Number, Name of the Bank, Branch, IFSC, MICR code and place with PIN Code) to their respective Depository Participant(s) and not with the Company. Members whose shareholding is in the physical mode are requested to direct the above details to the Company or to the RTA. Regular updation of bank particulars is intended to prevent fraudulent activities.
9. The Company has entered into agreements with National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL"). The Depository System envisages the elimination of several problems involved in the scrip-based system such as bad deliveries, fraudulent transfers, fake certificates, thefts in postal transit, delay in transfers, mutilation of share certificates, etc. Simultaneously, Depository System offers several advantages like exemption from stamp duty, elimination of concept of market lot, elimination of bad deliveries, reduction in transaction costs, improved liquidity, etc. Members, therefore, now have the option of holding and dealing in the shares of the Company in electronic form through NSDL or CDSL. Members are encouraged to convert their holding(s) to electronic mode.
10. A. Securities and Exchange Board of India ("SEBI") had earlier mandated that the transfer of securities held in physical form, except in case of transmission or transposition, shall not be processed by the listed

entities / Registrar and Share Transfer Agent with effect from 1st April 2019.

- B. Further, SEBI had mandated the listed entities to issue shares only in dematerialized mode, with effect from 25th January 2022 to Shareholder(s)/ claimant(s) holding shares in physical mode, as against their service requests including for transmission or transposition of shares.

As per the said circular, the Company has opened a separate Escrow Demat Account for the purpose of crediting the shares of the Shareholders who fail to submit the letter of confirmation with the respective Depository Participant within the prescribed timeline.

- C. Further, as per SEBI's Master circular dated 17th May 2023 and amendment circular dated 17th November 2023 and 7th May 2024 Members holding shares in physical form, whose folio(s) lack PAN, nomination details, contact details, Bank Account details or updated specimen signature, will only be eligible for payment of dividend, through electronic mode effective from 1st April 2024. Therefore, Members holding shares in physical form are requested to update the mentioned details by providing the appropriate requests through ISR forms with the Registrar and Share Transfer Agent to ensure receipt of dividend.

Necessary prior intimation(s) in this regard was provided to the Shareholders. A copy of the required circular(s) is/are available on the Company's website www.lmwglobal.com.

11. a. Members are requested to notify immediately any change in their address:
- to their Depository Participant(s) ("DPs") in respect of the shares held in electronic form, and
 - to the Company or its RTA, in respect of the shares held in physical form together with a proof of address viz, Aadhar Card /Electricity Bill/ Telephone Bill/Ration Card/Voter ID Card/ Passport etc.
- b. In case the registered mailing address is without the Postal Identification Number Code ("PIN CODE"), Members are requested to kindly inform their PIN CODE immediately to the Company / RTA/ DPs.
12. Non-Resident Indian ("NRI") Members are requested to inform the Company or its RTA or to the concerned Depository Participant(s), as the case may be, immediately:
- the change in their residential status on return to India for permanent settlement or
 - the particulars of the NRE/NRO Account with a bank in India, if not furnished earlier.
13. As per the provisions of Section 72 of the Act, the facility for making nominations is now available to individuals holding shares in the Company. Members holding shares in physical form may obtain the Nomination Form from the RTA of the Company or can download the form from the Company's website namely www.lmwglobal.com. Members holding shares in electronic form must approach their Depository Participant(s) for completing the nomination formalities.
14. Members who are holding shares in identical order of names in more than one folio are requested to send to the Registrar and Share Transfer Agent ("RTA"), the details of such folios together with the share certificates for consolidating their holdings into one folio.
15. Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Company Secretary of the Company or its RTA, namely, M/s Link Intime India Private Limited, 'Surya', 35, Mayflower Avenue, behind Senthil Nagar, Sowripalayam Road, Coimbatore - 641028, Tamil Nadu, India, by quoting the Folio number or the Client ID number with DP ID number.
16. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
17. A Member who needs any clarification on accounts or operations of the Company shall send his/her queries addressed to the Company Secretary at investors@lmw.co.in, so as to reach him on or before Friday, 26th July 2024. Such queries will be replied by the Company suitably, during the AGM or through a separate e-mail.
18. Members who wish to claim dividends, which remain unclaimed, are requested to correspond with the Company Secretary / RTA of the Company.
19. Members are requested to note that pursuant to Section 124 of the Companies Act, 2013 dividends not claimed within seven years from the date of transfer to the

Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government under Section 125 of the Companies Act, 2013. The details of unpaid dividend can be viewed on the Company's website www.lmwglobal.com. As per the provisions of Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company will be transferring the share(s) on which the beneficial owner has not encashed any dividend during the last seven years to the IEPF demat account as identified by the IEPF Authority. Details of Shareholders whose shares are liable to be transferred to IEPF are available on the Company's website: www.lmwglobal.com. The Shareholders whose unclaimed dividend / share has been transferred to the 'Investor Education and Protection Fund', may claim the same from the IEPF authority by filing Form IEPF-5 along with the requisite documents.

20. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email address is registered with the Company/ RTA/ Depositories. Members may note that the Notice and Annual Report 2023-24 is also available on the Company's website www.lmwglobal.com, websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL www.evoting.nsd.com. Further, pursuant to SEBI's Circular the Company will be sending a hard copy of the Annual Report to those Shareholders who request for the same through the email id investors@lmw.co.in.
21. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
22. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of Shareholders w.e.f. 1st April 2020 and the Company is required to deduct tax at source from dividend paid to Shareholders at the prescribed rates. For the prescribed rates for various categories, the Shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The Shareholders are requested to update their Residential Status, Category as per Income Tax Act ("IT Act"), PAN with the Company/ RTA (in case of shares being held in physical mode) and depositories (in case of shares being held in demat mode) immediately. A resident individual Shareholder having PAN and entitled to receive dividend amount exceeding ₹5,000/- and who

is not liable to pay Income Tax, can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by clicking on the link <https://liiplweb.linkintime.co.in/formsreg/submission-of-form-15g-15h.html> on or before 31st July 2024. Shareholders are requested to note that in case their PAN is not registered with the DP/Company, the tax will be deducted at the applicable higher rate.

Non-resident Shareholders can avail beneficial rates under the relevant tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by clicking on the link <https://liiplweb.linkintime.co.in/formsreg/submission-of-form-15g-15h.html>. The aforesaid declarations and documents need to be submitted by a Shareholder on or before 31st July 2024.

Separate intimation in this regard will be given to the Shareholders.

23. Since the AGM will be held through VC / OAVM, the Route Map is not annexed to this Notice.
24. The Securities and Exchange Board of India ("SEBI") has mandated for submission of Permanent Account Number ("PAN") by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s) with whom they are maintaining their demat account(s). Members holding shares in physical form can submit their PAN details to the RTA.
25. Members may kindly note that in accordance with SEBI circular dated 31st July 2023, the Company has registered on the SMART ODR (Securities Market Approach for Resolution through Online Disputes Resolution) Portal. This platform aims to enhance investor grievance resolution by providing access to Online Dispute Resolution institutions for addressing complaints. Members can access the SMART ODR Portal via: <https://smartodr.in/login>. Members may utilise this online conciliation and/or arbitration facility, as outlined in the circular, to resolve any outstanding disputes between Members and the Company (including RTA).
26. Members holding shares in electronic form may please note that as per the regulations of Securities and Exchange Board of India ("SEBI"), National Securities Depository Limited ("NSDL") and Central Depository

Services (India) Limited (“CDSL”), the Company is obliged to print the bank details on the dividend warrants as furnished by these depositories to the Company and the Company will not entertain any request for deletion/change of Bank details already printed on dividend warrants as per the information received from the concerned depositories. In this regard, Members should contact their Depository Participant(s) (“DP”) and furnish particulars of any changes as desired by them.

27. Brief resume, details of shareholding and Directors’ inter-se relationship; of Directors seeking election / re-election as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2, are provided as Annexure to this Notice.
28. The Shareholders are advised to register/update their e-mail address with the Company/RTA 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 mode.
29. Annual/provisional financial statements and related details of the wholly owned subsidiary Company(ies) viz, LMW Textile Machinery (Suzhou) Co Ltd., China, LMW Aerospace Industries Limited, India and LMW Global FZE (formerly known as LMW Middle East FZE), United Arab Emirates are posted on the Company’s website and are also kept for inspection at the Registered Office of the Company and at the subsidiary Company(ies). A copy of the same will be provided to the Members on request.
30. Soft copies of the Register of Directors’ and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and 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 during the AGM.

VOTING THROUGH ELECTRONIC MEANS

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s), amendments, clarifications, exemptions or re-enactments thereof for the time being in force), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS2), the Company is providing to its Members with the facility to cast their vote electronically from a place other than venue of the Annual General Meeting (“remote e-voting”) using an electronic voting system provided by National Securities Depository Limited (“NSDL”) as an alternative, for all Members’ of the Company to enable them to cast their votes electronically, on all the business items set forth in the Notice of Annual General Meeting and the business may be transacted through such remote e-voting/ e-voting during the AGM. Instructions to Shareholders provided hereinafter for e-voting explains the process and manner for generating/ receiving the password, and for casting of vote(s) in a secure manner.

However, the Members are requested to take note of the following items:

- I. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of Annual General Meeting Notice and holding shares as of the cut-off date, i.e., Wednesday, 24th July 2024, may refer to this Notice of the Annual General Meeting, posted on Company’s website www.lmwglobal.com for detailed procedure with regard to remote e-voting. Any person who ceases to be the Member of the Company as on the cut-off date and is in receipt of this Notice, shall treat this Notice for information purpose only.
- II. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote(s) again.

Instructions for Shareholders voting electronically are as under:

The remote e-voting period begins on Sunday, 28th July 2024 at 09:00 A.M. and ends on Tuesday, 30th July 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Wednesday, 24th July 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday, 24th July 2024.

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 and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated 9th 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 Participants. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL viz., https://eservices.nsdl.com 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 or joining virtual meeting & voting during the meeting.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jspVisit 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. 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 or joining virtual meeting & voting during the meeting.Shareholders/Members can also download NSDL Mobile App “NSDL Speed-e” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"><div style="text-align: center;"> </div><div style="text-align: center;"> </div></div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none">Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing Myeasi username & password.

Type of shareholders	Login Method
	<ol style="list-style-type: none"> 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	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 or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot Password option available at the above mentioned 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 to Ms Pallavi Mhatre, Senior Manager, at evoting@nsdl.com or call at 022 - 4886 7000.
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 toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting 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. Password details for shareholders other than Individual shareholders 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.
- 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 force 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 ids are not registered.

- b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on 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.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- 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 and join General Meeting on NSDL e-Voting system.

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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 authorised signatory(ies) who are authorised to vote, to the Scrutinizer by e-mail to lmw@mdsassociates.in with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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 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 or call: 022 - 4886 7000 or send a request to Ms Pallavi Mhatre, Senior Manager, at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

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.
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. If you are an Individual shareholders 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 and joining virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9th 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 Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/Shareholders who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and

Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number to investors@lmw.co.in. The same will be replied by the company suitably.
6. Members who would like to express their views/ask questions during the AGM may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id, mobile number to investors@lmw.co.in on or before 05:00 P.M. IST on Friday, 26th July 2024.
7. Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting ("AGM").
8. Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 Members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

III. The voting rights of Shareholders shall be in proportion of their shares to the paid-up equity share capital of the Company reckoned as on the cut-off date, which is, Wednesday, 24th July 2024.

IV. Once the vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Further, the Members who have cast their vote by remote e-voting shall not vote by e-voting conducted during the Meeting.

V. The Company has appointed Sri M D Selvaraj of MDS & Associates LLP, Company Secretaries, as the Scrutinizer to scrutinize the remote e-voting process and the vote by e-voting conducted during the Meeting, in a fair and transparent manner.

VI. The Chairman, at the Annual General Meeting, at the end of discussion on the Resolutions on which voting is to be held, shall allow e-voting for all those Members who are present at the Annual General Meeting by electronic means but have not already cast their votes by availing the remote e-voting facility. The e-voting module shall be disabled for voting thereafter.

VII. The Scrutinizer shall after the conclusion of voting at the Annual General Meeting, will first count the votes cast by e-voting during the AGM and thereafter

unblock the votes cast through remote e-voting in the presence of at least two witnesses who are not in the employment of the Company and shall make, not later than two working days of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.

VIII. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.lmwglobal.com and on the website of NSDL immediately after the declaration of the result by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to the Stock Exchanges, where the shares of the Company are listed.

Explanatory statement in terms of Section 102 of the Companies Act, 2013

Item No. 4

The Shareholders at the 58th Annual General Meeting held on 21st July 2021 had approved the payment of commission to the Non-Executive Directors up to a sum not exceeding 1% of the Net Profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013, subject to an overall limit of ₹1,00,00,000/- (Rupees One Crore only)

per annum (exclusive of sitting fees payable for attending the Meetings of the Board of Directors, Committees thereof and meeting of Independent Directors) for a period of 3 years from 1st April 2021.

Now, the Nomination and Remuneration Committee, Audit Committee and the Board of Directors at their respective Meetings held on 27th May 2024 have inter alia recommended the proposal for payment of commission to the Non-Executive Directors up to 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 a maximum sum of ₹1,00,00,000/- (Rupees One Crore Only) per annum, to be paid and distributed amongst the Non-Executive Directors of the Company or some or any of them in such amounts or proportions and in such manner and in all respects as may be decided by the Board of Directors (including any Committees thereof) of the Company, for a term of three (3) financial years commencing from 1st April 2024. The commission payable to the Non-Executive Directors of the Company as mentioned above shall be in addition to the sitting fees payable for attending the Meetings of the Board of Directors, Committees thereof and Meeting of Independent Directors.

Pursuant to Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, the consent of the Members is required to be obtained for payment of commission to the Non-Executive Directors of the Company. Further, pursuant to the provisions of Section 197(3) of the Companies Act, 2013, read with the amended Schedule V thereto, if in any financial year, the Company has no profits or its profits are inadequate, the Company can pay remuneration to the Non-Executive Directors not exceeding the limits as specified under Item A of Section II of Part II of Schedule V of the Companies Act, 2013. However, remuneration in excess of the limits as given in Schedule V of the Companies Act, 2013 may be paid provided a Special Resolution is passed by the Members.

With the complexity of managing business increasing by the day, the Non-Executive Directors are nowadays required to devote considerable time and effort towards the business activities of the Company. In this regard, considering the prevailing economic and business conditions, greatly impacted by the geo-political issues, the Company may be in a situation of having inadequacy or absence of profits for payment of remuneration to the Non-Executive Directors. In such a situation, Members' consent is also being sought for payment of minimum commission of a sum not exceeding ₹1,00,00,000/- (Rupees One Crore Only) per annum to be paid and distributed amongst the Non-Executive Directors of the Company or some or any of them in such amounts or proportions and in such manner and in all respects as may be

decided by the Board of Directors (including any Committees thereof) of the Company. Further, as on 31st March 2024 the Company has no debts.

The disclosures as required under Schedule V of the Companies Act, 2013, Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 are furnished and form a part of this Notice.

The Board recommends the Resolution as set out in Item No. 4 of the Notice of the AGM for the approval of the Members.

Interest of Directors:

Except all the Non-Executive Directors being the recipient(s) of the commission, none of the other Directors and the Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolution as set out in Item No. 4 of the accompanying Notice of the AGM.

Item No 5:

Sri Sanjay Jayavarthanelu (DIN: 00004505) has been a Director in the Company since 1993. He has rich and varied experience profile and has led the Company with his leadership and vision. Considering his professional commitment to the Company, and the results which have been achieved by him as a Managing Director, the Shareholders of the Company at the 58th Annual General Meeting held on 21st July 2021 had accorded their approval for the re-appointment of Sri Sanjay Jayavarthanelu as the Managing Director of the Company for a further period of 5 years with effect from 1st April 2022 and for payment of remuneration for a period of 3 years with effect from 1st April 2022.

Pursuant to the provisions of Sections 196, 197, 203, Schedule V and other applicable provisions of the Companies Act, 2013, remuneration payable to the Managing Director shall be subject to the approval of the Shareholders of the Company in the General Meeting.

As per Section 178 of the Companies Act, 2013, the Nomination and Remuneration Committee at their Meeting held on 27th May 2024 had in the best interest and for the progress of the Company, determined his remuneration as set out in the Resolution for the remaining period of 2 years with effect from 1st April 2025 till the existing tenure of his appointment and recommended the same to the Audit Committee and to the Board.

Pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Audit Committee of the Board of Directors at their Meeting held on 27th May 2024 have also approved

the remuneration payable to Sri Sanjay Jayavarthanelu as Managing Director of the Company for a remaining period of 2 (two) years and have recommended the same to the Board.

Further, Regulation 17(6)(e) of the Listing Regulations also requires approval of the Shareholders by way of Special Resolution in the General Meeting, if the aggregate annual remuneration payable to all the Executive Directors who are Promoters or Members of the Promoter Group exceeds 5% of the Net Profit of the Company. Also, Section 197 of the Companies Act, 2013, requires approval of the Shareholders by way of a Special Resolution in the General Meeting if the remuneration payable to Executive Directors exceeds 10% of the Net Profit of the Company. As the remuneration payable to Sri Sanjay Jayavarthanelu during his remaining tenure as Managing Director along with the remuneration payable to other executive directors may exceed the limits prescribed above, the approval of the Shareholders is also being sought vide a Special Resolution.

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 prevailing economic and business conditions, greatly impacted by the geo-political issues, the Company may be in a situation of having inadequacy or absence of profits for payment of remuneration to the Directors. Thus, to ensure payment of minimum remuneration to Sri Sanjay Jayavarthanelu, approval of the Shareholders is being sought. Further, as on 31st March 2024 the Company has no debts.

Based on the above, the Board of Directors have recommended the Resolution as set out in Item No.5 of the Notice for approval of the Members as a Special Resolution.

The disclosures as required under Schedule V of the Companies Act, 2013, Regulation 36 of the Listing Regulations and Secretarial Standard 2 are furnished and form a part of this Notice.

Interest of Directors:

Except Sri Sanjay Jayavarthanelu being the beneficiary and Sri Jaidev Jayavarthanelu, Wholetime Director being his relative, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution set out at Item No.5.

Item No. 6

Sri S Pathy (DIN: 00013899) is a Non-Executive Director of the Company and has been associated with the Company for the past five decades.

Pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), a Non-Executive Director of the Company who has attained the age of 75 years cannot continue to act as a Non-Executive Director in the Company unless the approval of the Members is obtained through a special resolution.

Sri S Pathy will be attaining the age of 75 years on 17th November 2024, and accordingly, pursuant to the said regulation, the approval of the Members by a special resolution is required to be obtained to enable Sri S Pathy to continue his directorship in the Company.

Sri S Pathy is the Chairman and Managing Director of M/s The Lakshmi Mills Company Limited, Coimbatore. Sri S Pathy over the years has rich experience in the fields of Textile, Engineering, Finance, Human Resources and Administration and has immensely contributed to the growth of the Company over the past five decades through his valuable insights to the Board.

Therefore, the Board of Directors are of the opinion that his continuation as a Non-Executive and Non-Independent Director beyond the age of 75 years will be beneficial to the Company.

The Nomination and Remuneration Committee and the Board of Directors of the Company at their respective Meetings held on 27th May 2024 have recommended the continuation of Directorship of Sri S Pathy as a "Non-Executive Director" of the Company by considering his rich experience, expertise and immense contribution towards the development of the Company since its initial stages.

The disclosures as required under Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are furnished and form a part of this Notice.

Therefore, the Board of Directors recommend the Special Resolution set forth in Item No. 6 for approval of the Members.

Interest of Directors:

Except Sri S Pathy being the beneficiary, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution set out at Item No.6.

Item No. 7

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meetings held on 27th May 2024 have recommended the appointment of Sri Venkataramani Anantharamakrishnan (DIN: 00277816), as a Director of the Company with effect from 5th August 2024. Further, the

Company has received a Notice in writing from a Member under Section 160 of the Companies Act, 2013 ('the Act'), proposing his candidature for the office of Independent Director of the Company.

Sri Venkataramani Anantharamakrishnan is not disqualified from being appointed as a Director in terms of Section 164 of the Act, and is not debarred from holding the office of Director by virtue of any Securities and Exchange Board of India ("SEBI") order or any other such authority. Sri Venkataramani Anantharamakrishnan has given his consent to act as a Director along with the declaration to the effect that he meets the criteria of independence as prescribed under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and that his name is included in the databank of Independent Directors as required under Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

In the opinion of the Board, Sri Venkataramani Anantharamakrishnan fulfills the conditions as specified under the Act read with the Rules made thereunder and the Listing Regulations for his appointment as an Independent Director of the Company and is also independent of the Management.

The Nomination and Remuneration Committee and the Board of Directors have reviewed/ evaluated the balance of skills, knowledge and experience on the Board and identified the role and capabilities required of an Independent Director and considered that the appointment of Sri Venkataramani Anantharamakrishnan with his experience and expertise will be of immense value addition to the Company.

Sri Venkataramani Anantharamakrishnan is currently the Managing Director of IP Rings Limited, a leading light engineering Company involved in the manufacture of Steel Piston Rings and near net shaped cold forged components. He also serves on the boards of companies such as Amalgamations Repco, George Oakes, Edutech NTT, Parry Enterprises, Avalon Technologies and Shanthi Gears.

A Mechanical Engineer from the UK and an MBA from the University of Chicago, his achievements include negotiating joint venture agreements and setting up greenfield projects. He has also served as President of the Auto Component Manufacturers Association (ACMA), The Madras Chamber of Commerce and Industry (MCCI) and Madras Management Association (MMA).

A copy of the draft Appointment Letter to be issued to Sri Venkataramani Anantharamakrishnan upon his appointment as an Independent Director, containing the terms and conditions of such appointment, would be

available to Members for inspection at the Registered Office of the Company during the normal business hours (9:00 am, India Standard Time ("IST") to 4:00 pm IST) on any business day without payment of fee.

The disclosures as required under Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are furnished and form a part of this Notice.

Accordingly, the Board recommends the Special Resolution in relation to eligibility and appointment of Sri Venkataramani Anantharamakrishnan as an Independent Director for a term of five (5) consecutive years for approval by the Members of the Company.

Interest of Directors:

Except Sri Venkataramani Anantharamakrishnan being the proposed appointee, none of the Directors and the Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolution as set out in Item No. 7 of the Notice.

Item No. 8

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meetings held on 27th May 2024 have recommended the appointment of Smt Pushya Sitaraman (DIN: 06537196), as a Director of the Company with effect from 5th August 2024. Further, the Company has received a Notice in writing from a Member under Section 160 of the Companies Act, 2013 ('the Act'), proposing her candidature for the office of Independent Director of the Company.

Smt Pushya Sitaraman, is not disqualified from being appointed as a Director in terms of Section 164 of the Act and is not debarred from holding the office of Director by virtue of any Securities and Exchange Board of India ("SEBI") order or any other such authority. She has given her consent to act as a Director along with the declaration to the effect that she meets the criteria of independence as prescribed under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and that her name is included in the databank of Independent Directors as required under Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

Pursuant to Regulation 17(1) of the Listing Regulations, top 1,000 listed Companies identified based on the market capitalisation are required to have an Independent Woman Director on the Board. The Company upon appointment of Smt Pushya Sitaraman as an Independent Woman Director will continue to comply with the said requirement even after the retirement of the existing Independent Woman Director.

In the opinion of the Board, Smt Pushya Sitaraman, fulfills the conditions as specified under the Act read with the Rules made thereunder and the Listing Regulations for her appointment as an Independent Director of the Company and is also independent of the Management.

The Nomination and Remuneration Committee and the Board of Directors have reviewed/ evaluated the balance of skills, knowledge and experience on the Board and identified the role and capabilities required of an Independent Director and considered that the appointment of Smt Pushya Sitaraman, with her experience and expertise will be of immense value addition to the Company.

Further, Smt Pushya Sitaraman will be attaining the age of 75 years on 23rd December 2028, and accordingly, pursuant to Regulation 17(1A) of the Listing Regulations, the approval of the Members by a special resolution is required to be obtained to enable Smt Pushya Sitaraman to continue her directorship in the Company beyond the age of 75 years.

Smt Pushya Sitaraman hails from a family of lawyers, she enrolled as an advocate in the year 1983, after completing her education at Stella Maris College and Madras Law College. She was designated by the Madras High Court as a Senior Advocate in the year 2009. In her career spanning over 40 years, she has been largely specialising in taxation and corporate laws. She is also an Accredited Mediator with the Tamilnadu Mediation and Conciliation Centre since 2006.

Before being designated as Senior Advocate in October 2009, she had served as Senior Standing Counsel for the Income Tax Department for seven years. She has also been advising and representing many Companies and business houses in taxation related matters.

She has served on the governing body of her alma mater, Vidyodaya Schools Society, held positions as President - Revenue Bar Association, Vice Chairperson - All India Federation of Tax Practitioners, South Zone. She is currently the Chairperson of M Subbaraya Aiyer Birth Centenary Charitable Trust.

She is currently on the boards of several companies and has more than ten years of experience as a Director in the manufacturing sector and more than five years in the financial services sector.

Considering her expertise and experience, the Board of Directors are of the opinion that her continuation as an Independent Director beyond the age of 75 years will be beneficial to the Company.

A copy of the draft Appointment Letter to be issued to Smt Pushya Sitaraman, upon her appointment as an

Independent Director, containing the terms and conditions of such appointment, would be available to Members for inspection at the Registered Office of the Company during the normal business hours (9:00 am, India Standard Time ("IST") to 4:00 pm IST) on any business day without payment of fee.

The disclosures as required under Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are furnished and form a part of this Notice.

Accordingly, the Board recommends the Special Resolution in relation to eligibility and appointment of Smt Pushya Sitaraman, as an Independent Woman Director for a term of five (5) consecutive years, for approval by the Members of the Company.

Interest of Directors:

Except Smt Pushya Sitaraman, being the proposed appointee, none of the Directors and the Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolution as set out in Item No. 8 of the Notice.

Item No. 9

The Board of Directors, on the recommendation of the Audit Committee, had approved the appointment of and remuneration payable to Sri A N Raman, Cost Accountant for auditing the Cost Accounting records of the Company pursuant to the Companies (Cost Records and Audit) Rules 2014, for the financial year 2024-25 at a remuneration of ₹7,00,000/- (Rupees Seven Lakhs Only) per annum excluding the applicable taxes and reimbursement of out-of-pocket expenses incurred by him in connection with the Audit.

As per Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 the remuneration payable to the Cost Auditor as determined by the Board is required to be ratified by the Members of the Company. Accordingly, the consent of the Members is sought for passing an Ordinary Resolution as set out in Item No. 9 of the Notice for ratification of the remuneration payable to the Cost Auditor for the Financial Year 2024-25.

Accordingly, the Board recommends this Ordinary Resolution for the approval of the Members.

Interest of Directors:

None of the Directors, Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in the Resolution as set out in Item No. 9 of the Notice.

Item No. 10

The strategic proposal to change the Company's name from "Lakshmi Machine Works Limited" to "LMW Limited" aims to align the organisation's identity with its global stature. Originally incorporated on 14th September 1962, under the name "Lakshmi Machine Works Limited," the Company received the Certificate for Commencement of Business on 7th November 1962.

Over six decades, "Lakshmi Machine Works Limited," popularly known as "LMW," has been a key player in the Textile Machinery Manufacturing industry. Its diversification into Machine Tools, Foundry, and Aerospace has solidified its position in each division.

Since its inception, the Company has consistently used the brand name "LMW". Trademarked in 1992, "LMW" features prominently on official corporate documents, contributing to strong goodwill. Globally recognised by shareholders, vendors, and customers, the Company's high-quality products are commonly associated with the brand "LMW."

While the official name remains "Lakshmi Machine Works Limited", the market predominantly knows it by its acronym, "LMW". The trademarked logo, featuring "LMW" alongside a Goddess Lakshmi symbol, appears on name boards, websites, advertisements, and packaging materials.

With an expanding global footprint, stakeholders worldwide identify the company as "LMW". Additionally, the Company's wholly owned subsidiaries abroad-LMW Textile Machinery (Suzhou) Co. Ltd., China, and LMW Global FZE, United Arab Emirates-already incorporate the "LMW" name. Hence there is a need to align the name of the Company across geography.

The proposed name succinctly abbreviates the existing one, maintaining continuity while reflecting the Company's diversified business verticals. As the company expands globally, a shorter, easily recallable name will propel its journey forward.

Further, the proposed name is an abbreviation of the existing name "Lakshmi Machine Works Limited". The Company will be making an application for reservation of name change to

the Central Registration Centre, Ministry of Corporate Affairs for the desired name "LMW Limited". Necessary application is being made to BSE Limited and the National Stock Exchange of India Limited for obtaining their in-principle approval.

Pursuant to the provisions of Sections 13, and 14 of the Companies Act, 2013 the alteration of the name clause of the Memorandum of Association and Articles of Association requires the approval of the Members of the Company by way of a Special Resolution and is also subject to the approval of the Central Government (power delegated to Registrar of Companies).

The proposed change in name of the Company will not affect any of the rights of the Company or of the shareholders/ stakeholders of the Company.

Accordingly, the Special Resolution as set out in Item No.10 of the Notice is placed before the Members for their approval.

The Company is in compliance with the conditions provided under Regulation 45(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to the change of name of the listed entity, to the extent they are applicable. A Certificate obtained from RJC Associates, Chartered Accountants (Firm Registration Number 003496S) dated 27th May 2024 to this effect is annexed hereto and forms part of this Notice and explanatory statement.

The Board recommends the Special Resolution as set out in Item No.10 of the Notice for the approval of the Members.

Copies of the draft of the Memorandum of Association and the Articles of Association of the Company are available on the website of the Company www.lmwglobal.com and is also available for inspection at the Registered Office of the Company during normal business hours on any working day up to the date of the Annual General Meeting.

Interest of Directors:

None of the Directors, Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in the Resolution as set out in Item No. 10 of the Notice.

PROFILE OF DIRECTORS PURSUANT TO REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD 2 - CLAUSE 1.2.5 AS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

Name	Sri Sanjay Jayavarthanelu	
Director Identification Number (DIN)	00004505	
Date of Birth/Nationality	15 th June 1968 / Indian	
Date of appointment on the Board	24 th February 1993	
Inter-se relationship with other Directors / Key Managerial Personnel	Sri Sanjay Jayavarthanelu is the father of Sri Jaidev Jayavarthanelu, Wholetime Director of the Company.	
Qualification	Postgraduate in Business Administration from Philadelphia University, USA with specialisation in Management and Finance.	
Expertise in area / Experience	He has nearly three decades of experience in the fields of textile, textile engineering, machine tools, foundry, aerospace, logistics, finance and administration. Also refer to the section on skill sets as contained in the Corporate Governance Report.	
Number of Shares held in the Company (including shareholding as a beneficial owner)	1,42,291 Equity Shares of ₹10 each. Further, he holds 17% of beneficial interest in the Company along with others.	
Board Position Held	Chairman and Managing Director.	
Terms and conditions of appointment	The appointment shall be governed by the Resolution passed by the Shareholders.	
Remuneration paid for the financial year	Information as disclosed in the Corporate Governance Report annexed to the Annual Report.	
Remuneration proposed to be paid	He is entitled to Salary, Perks and Commission on Net Profits as detailed in the Resolution passed by the Shareholders.	
Number of Board Meetings attended during the year	Information as disclosed in the Corporate Governance Report annexed to the Annual Report	
Directorship held in other companies	Listed:	Others:
	<ol style="list-style-type: none"> 1. The Lakshmi Mills Company Limited 2. Carborundum Universal Limited 3. Lakshmi Electrical Control Systems Limited 4. Super Sales India Limited 	<ol style="list-style-type: none"> 1. Chakradhara Aerospace and Cargo Private Limited 2. Lakshmi Life Sciences Private Limited 3. Lakshmi Ring Travellers (Coimbatore) Private Limited 4. Lakshmi Technology and Engineering Industries Limited 5. Alampara Hotels and Resorts Private Limited 6. Lakshmi Cargo Company Limited 7. Petrus Technologies Private Limited 8. Rhodius Abrasives GmbH, Germany
Names of the listed entities from which the person has resigned in the past 3 years	Nil	

Name	Sri Sanjay Jayavarthanavelu (continued)	
Chairman / Membership in other committees of the Board	Listed	Others
	<ol style="list-style-type: none"> 1. Lakshmi Machine Works Limited: Chairman of Corporate Social Responsibility Committee and Shares and Debentures Committee. 2. Super Sales India Limited: Member of Share Transfer Committee. 3. Carborundum Universal Limited: Chairman of Audit Committee and Nomination and Remuneration Committee. 4. The Lakshmi Mills Company Limited: Member of Nomination and Remuneration Committee. 	<ol style="list-style-type: none"> 1. Chakradhara Aerospace and Cargo Private Limited: Member of Corporate Social Responsibility Committee.

Name	Sri S Pathy	
Director Identification Number (DIN)	00013899	
Date of Birth/Nationality	17 th November 1949 / Indian	
Date of appointment on the Board	21 st March 1973	
Inter-se relationship with other Directors / Key Managerial Personnel	None of the Directors and /or Key Managerial Persons of the Company and their relatives are related to Sri S Pathy.	
Qualification	B Com	
Expertise in area / Experience	Sri S Pathy has about five decades of experience in the fields of textile, textile engineering, finance and administration. Also, refer to the section on skill sets as contained in the Corporate Governance Report.	
Number of Shares held in the Company (including shareholding as a beneficial owner)	1,420 Equity Shares of ₹10 each. Further, he does not hold beneficial interest in the equity shares of the Company other than the above.	
Board Position Held	Director (Non-Executive and Non-Independent, part of the Promoter Group)	
Terms and conditions of appointment	Liable to retire by rotation. The appointment shall be governed by the Resolution passed by the Shareholders at their Meeting(s).	
Remuneration paid for the financial year	Information disclosed in the Corporate Governance Report annexed to the Annual Report.	
Remuneration proposed to be paid	He is entitled for payment of sitting fees for attending the meetings of the Board and its Committees. He shall also be paid Commission on Net Profits of the Company as decided by the Board of Directors within the limits as approved by the Shareholders.	
Number of Board Meetings attended during the year	Information disclosed in the Corporate Governance Report annexed to the Annual Report.	

Name	Sri S Pathy (continued)	
Directorship held in other companies	Listed:	Others:
	<ol style="list-style-type: none"> 1. The Lakshmi Mills Company Limited 2. Lakshmi Automatic Loom Works Limited 	<ol style="list-style-type: none"> 1. Lakshmi Card Clothing Mfg. Company Private Limited 2. LCC Investments Private Limited 3. Coimbatore Lakshmi Cotton Press Private Limited 4. Sans Craintes Stud Farm Private Limited 5. Sans Craintes Livestock Private Limited 6. Rasakondalu Developers Private Limited 7. Sans Craintes Power Private Limited
Names of the listed entities from which the person has resigned in the past 3 years	Nil	
Chairman / Membership in other committees of the Board	Listed :	
	<ol style="list-style-type: none"> 1. Lakshmi Machine Works Limited: Member of Nomination and Remuneration Committee, Stakeholders Relationship Committee and Shares and Debentures Committee. 2. The Lakshmi Mills Company Limited: Member of Corporate Social Responsibility Committee. 	

Name	Sri Aroon Raman
Director Identification Number (DIN)	00201205
Date of Birth/Nationality	21 st March 1960 / Indian
Date of appointment on the Board	11 th May 2022
Inter-se relationship with other Directors / Key Managerial Personnel	None of the Directors and /or Key Managerial Persons of the Company and their relatives are related to Sri Aroon Raman.
Qualification	M.A. from Jawaharlal Nehru University and M.B.A. from University of Pennsylvania, USA
Expertise in area / Experience	Has over three decades of experience in varied fields of technology, operations, general management, research & development. Also refer to the section on skill sets as contained in the Corporate Governance Report.
Number of Shares held in the Company (including shareholding as a beneficial owner)	Nil. Further, he does not hold any beneficial interest in the equity shares of the Company.
Board Position Held	Non-Executive and Independent Director
Terms and conditions of appointment	The appointment shall be governed by the Resolution passed by the Shareholders at their Meeting(s).
Remuneration paid for the financial year	Information disclosed in the Corporate Governance Report annexed to the Annual Report.
Remuneration proposed to be paid	He is entitled for payment of sitting fees for attending the Meetings of the Board and its Committees. He shall also be paid Commission on Net Profits of the Company as decided by the Board of Directors within the limits as approved by the Shareholders.
Number of Board Meetings attended during the year	Information disclosed in the Corporate Governance Report annexed to the Annual Report.

Name	Sri Aroon Raman (continued)	
Directorship held in other companies	Listed:	Others:
	<ol style="list-style-type: none"> 1. Carborundum Universal Limited 2. Wheels India Limited 3. Brigade Enterprises Limited 	<ol style="list-style-type: none"> 1. TVS Automobile Solutions Private Limited 2. Trichur Sundaram Santhanam & Family Private Limited 3. Telos Investments & Technologies Private Limited 4. Edutech NTTF India Private Limited 5. Nettur Technical Training Foundation
Names of the listed entities from which the person has resigned in the past 3 years	Nil	
Chairman / Membership in other committees of the Board	Listed	Unlisted:
	<ol style="list-style-type: none"> 1. Carborundum Universal Limited: Chairman of Corporate Social Responsibility Committee, Member of Audit Committee, Nomination and Remuneration Committee and Risk Management Committee. 2. Wheels India Limited: Chairman of Nomination and Remuneration Committee, Member of Audit Committee and Corporate Social Responsibility Committee. 3. Brigade Enterprises Limited: Chairman of Nomination and Remuneration Committee, Member of Audit Committee and Corporate Social Responsibility Committee. 	<ol style="list-style-type: none"> 1. TVS Automobile Solutions Private Limited: Member of Audit Committee, Nomination and Remuneration Committee and Compensation Committee.

Name	Sri Arun Alagappan
Director Identification Number (DIN)	00291361
Date of Birth/Nationality	19 th July 1976 / Indian
Date of appointment on the Board	26 th October 2016
Inter-se relationship with other Directors / Key Managerial Personnel	None of the Directors and/or Key Managerial Personnel of the Company and their relatives are related to Sri Arun Alagappan.
Qualification	MBA
Expertise in area / Experience	Sri Arun Alagappan is the Wholetime Director in Coromandel International Limited. He has two and half decades of rich multi-functional experience across a wide spectrum of industries. Also, refer to section on skill sets as contained in the Corporate Governance Report.
Number of Shares held in the Company (including shareholding as a beneficial owner)	Nil. Further, he does not hold any beneficial interest in the equity shares of the Company.

Name	Sri Arun Alagappan (continued)	
Board Position Held	Non-Executive and Independent Director	
Terms and conditions of appointment	The appointment shall be governed by the Resolution passed by the Shareholders at their Meeting(s).	
Remuneration paid for the financial year	Information disclosed in the Corporate Governance Report annexed to the Annual Report.	
Remuneration proposed to be paid	He is entitled for payment of sitting fees for attending the Meetings of the Board and its Committees. He shall also be paid Commission on Net Profits of the Company as decided by the Board of Directors within the limits as approved by the Shareholders.	
Number of Board Meetings attended during the year	Information disclosed in the Corporate Governance Report annexed to the Annual Report.	
Directorship held in other companies	Listed:	Others:
	1. Coromandel International Limited 2. Thirumalai Chemicals Limited	1. Southern India Chamber of Commerce and Industry 2. Yanmar Coromandel Agrisolutions Private Limited 3. Madras Race Club 4. Dare Ventures Limited 5. Ambadi Enterprises Limited
Names of the listed entities from which the person has resigned in the past 3 years	Cholamandalam Investment and Finance Company Limited	
Chairman / Membership in other committees of the Board	Listed : 1. Coromandel International Limited: Member of Audit Committee, Stakeholders Relationship Committee and Nomination & Remuneration Committee, Chairman of Corporate Social Responsibility and Sustainability Committee and Banking & Borrowing Committee. 2. Lakshmi Machine Works Limited: Member of Corporate Social Responsibility Committee.	

Name	Dr Mukund Govind Rajan	
Director Identification Number (DIN)	00141258	
Date of Birth/Nationality	5 th April 1968 / Indian	
Date of appointment on the Board	25 th October 2010	
Inter-se relationship with other Directors / Key Managerial Personnel	None of the Directors and/or Key Managerial Persons of the Company and their relatives are related to Dr Mukund Govind Rajan.	
Qualification	B Tech (IIT Delhi), M Phil (Oxford University), Phd (Oxford University)	
Expertise in area / Experience	Corporate Governance, Management & Administration. Also refer to the section on skill sets as contained in the Corporate Governance Report.	
Number of Shares held in the Company (including shareholding as a beneficial owner)	He does not have any shareholding in the Company. Further he does not hold any beneficial interest in the equity shares of the Company.	
Board Position Held	Non-Executive and Independent Director	
Terms and conditions of appointment	The appointment shall be governed by the Resolution passed by the Shareholders at their Meeting(s).	
Remuneration paid for the financial year	Information disclosed in the Corporate Governance Report annexed to the Annual Report.	
Remuneration proposed to be paid	He is entitled for payment of sitting fees for attending the meetings of the Board and its Committees. He shall also be paid Commission on Net Profits of the Company as decided by the Board of Directors within the limits as approved by the Shareholders.	

Name	Dr Mukund Govind Rajan (continued)	
Number of Board Meetings attended during the year	Information disclosed in the Corporate Governance Report annexed to the Annual Report.	
Directorship held in other companies	Listed: Nil	Others: 1. Waterfield Fund Managers Private Limited 2. Ecube Investment Advisors Private Limited 3. Waterfield Advisors Private Limited 4. Waterfield Foundation 5. The Rajan Family Charitable Foundation 6. Waterfield International IFSC Private Limited 7. One Planet Partners Private Limited
Names of the listed entities from which the person has resigned in the past 3 years	Nil	
Chairman / Membership in other committees of the Board	Listed: 1. Lakshmi Machine Works Limited: Chairman of Audit Committee, Nomination and Remuneration Committee and Risk Management Committee.	

Name	Sri Aditya Himatsingka	
Director Identification Number (DIN)	00138970	
Date of Birth/Nationality	24 th March 1964 / Indian	
Date of appointment on the Board	25 th October 2010	
Inter-se relationship with other Directors / Key Managerial Personnel	None of the Directors and/or Key Managerial Personnel of the Company and their relatives are related to Sri Aditya Himatsingka.	
Qualification	B Com (Hons), MS (Textiles)	
Expertise in area / Experience	Textiles, Management & Administration. Also refer to the section on skill sets as contained in the Corporate Governance Report.	
Number of Shares held in the Company (including shareholding as a beneficial owner)	He does not have any shareholding in the Company. Further he does not hold any beneficial interest in the equity shares of the Company.	
Board Position Held	Non-Executive and Independent Director	
Terms and conditions of appointment	The appointment shall be governed by the Resolution passed by the Shareholders at their Meeting(s).	
Remuneration paid for the financial year	Information disclosed in the Corporate Governance Report annexed to the Annual Report.	
Remuneration proposed to be paid	He is entitled for payment of sitting fees for attending the meetings of the Board and its Committees. He shall also be paid Commission on Net Profits of the Company as decided by the Board of Directors within the limits as approved by the Shareholders.	
Number of Board Meetings attended during the year	Information disclosed in the Corporate Governance Report annexed to the Annual Report.	
Directorship held in other companies	Listed: 1. Coromandel International Limited	Others: 1. An Vivaar LLC 2. Everfast Inc
Names of the listed entities from which the person has resigned in the past 3 years	Nil	
Chairman / Membership in other committees of the Board	Listed : 1. Lakshmi Machine Works Limited: Chairman of Stakeholders Relationship Committee, Member of Audit Committee, Corporate Social Responsibility Committee and Risk Management Committee. 2. Coromandel International Limited: Member of Audit Committee.	

Name	Justice (Smt) Chitra Venkataraman (Retd.)	
Director Identification Number (DIN)	07044099	
Date of Birth/Nationality	22 nd April 1952 / Indian	
Date of appointment on the Board	02 nd February 2015	
Inter-se relationship with other Directors / Key Managerial Personnel	None of the Directors and/or Key Managerial Persons of the Company and their relatives are related to Justice (Smt) Chitra Venkataraman (Retd.).	
Qualification	BA BL	
Expertise in area / Experience	Legal & Administration. Also refer to the section on skill sets as contained in the Corporate Governance Report.	
Number of Shares held in the Company (including shareholding as a beneficial owner)	She does not have any shareholding in the Company. Further, she does not hold any beneficial interest in the equity shares of the Company.	
Board Position Held	Non-Executive and Independent Woman Director	
Terms and conditions of appointment	The appointment shall be governed by the Resolution passed by the Shareholders at their Meeting(s).	
Remuneration paid for the financial year	Information disclosed in the Corporate Governance Report annexed to the Annual Report.	
Remuneration proposed to be paid	She is entitled for payment of sitting fees for attending the Meetings of the Board and its Committees. She shall also be paid Commission on Net Profits of the Company as decided by the Board of Directors within the limits as approved by the Shareholders.	
Number of Board Meetings attended during the year	Information disclosed in the Corporate Governance Report annexed to the Annual Report.	
Directorship held in other companies	Listed:	Others:
	1. The Ramco Cements Limited	Nil
	2. Ramco Industries Limited	
	3. Super Sales India Limited	
Names of the listed entities from which the person has resigned in the past 3 years	Nil	
Chairman / Membership in other committees of the Board	Listed:	
	1. Lakshmi Machine Works Limited: Member of Audit Committee, Nomination and Remuneration Committee, Risk Management Committee and Stakeholders Relationship Committee.	
	2. The Ramco Cements Limited: Chairperson of Nomination and Remuneration Committee and Stakeholders Relationship Committee. Member of Risk Management Committee, Corporate Social Responsibility Committee and Audit Committee.	
	3. Ramco Industries Limited: Member of Audit Committee and Stakeholders Relationship Committee.	

Name	Sri Venkataramani Anantharamakrishnan	
Director Identification Number (DIN)	00277816	
Date of Birth/Nationality	19 th March 1968/ British	
Date of appointment on the Board	Proposed to be appointed as an Independent Director, subject to approval of Shareholders, with effect from 5 th August 2024.	
Inter-se relationship with other Directors / Key Managerial Personnel	None of the Directors and/or Key Managerial Persons of the Company and their relatives are related to Sri Venkataramani Anantharamakrishnan.	
Qualification	B.E. & M.B.A	
Expertise in area / Experience	Technical, Management, Projects, Human Resources	

Name	Sri Venkataramani Anantharamakrishnan (continued)	
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Refer to the explanatory statement for Item No. 7.	
Number of Shares held in the Company (including shareholding as a beneficial owner)	He does not have any shareholding in the Company. Further, he does not hold any beneficial interest in the equity shares of the Company.	
Board Position Held	Proposed to be appointed as an Independent Director, subject to approval of Shareholders, with effect from 5 th August 2024.	
Terms and conditions of appointment	The appointment shall be governed by the Resolution being passed by the Shareholders at this Annual General Meeting.	
Remuneration paid for the financial year	Nil	
Remuneration proposed to be paid	He is entitled for payment of sitting fees for attending the Meetings of the Board and its Committees. He shall also be paid a Commission on the Net Profits of the Company as decided by the Board of Directors within the limits as approved by the Shareholders.	
Number of Board Meetings attended during the year	Nil	
Directorship held in other companies	Listed:	Others:
	1. IP Rings Limited	1. India Pistons Limited
	2. Avalon Technologies Limited	2. George Oakes Limited
	3. Shanthi Gears Limited	3. Amalgamation Repco Limited
		4. Parry Enterprises India Limited
		5. Amalgamations Private Limited
		6. Edutech NTTF India Private Limited
		7. IPR EminoX Technologies Private Limited
Names of the listed entities from which the person has resigned in the past 3 years	Nil	
Chairman / Membership in other committees of the Board	Listed:	
	1. IP Rings Limited: Member of the Stakeholders Relationship Committee, Corporate Social Responsibility Committee and Share Transfer Committee.	
	2. Avalon Technologies Limited: Member of Audit Committee.	

Name	Smt Pushya Sitaraman	
Director Identification Number (DIN)	06537196	
Date of Birth/Nationality	23 rd December 1953 / Indian	
Date of appointment on the Board	Proposed to be appointed as an Independent Woman Director, subject to approval of Shareholders, with effect from 5 th August 2024.	
Inter-se relationship with other Directors / Key Managerial Personnel	None of the Directors and/or Key Managerial Persons of the Company and their relatives are related to Smt Pushya Sitaraman.	
Qualification	BA BL	
Expertise in area / Experience	Legal, Taxation and Administration	
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Refer to the explanatory statement for Item No. 8.	
Number of Shares held in the Company (including shareholding as a beneficial owner)	She does not have any shareholding in the Company. Further, she does not hold any beneficial interest in the equity shares of the Company.	

Name	Smt Pushya Sitaraman (continued)	
Board Position Held	Proposed to be appointed as an Independent Woman Director, subject to approval of Shareholders, with effect from 5 th August 2024.	
Terms and conditions of appointment	The appointment shall be governed by the Resolution being passed by the Shareholders at this Annual General Meeting.	
Remuneration paid for the financial year	Nil	
Remuneration proposed to be paid	She is entitled for payment of sitting fees for attending the Meetings of the Board and its Committees. She shall also be paid a Commission on Net Profits of the Company as decided by the Board of Directors within the limits as approved by the Shareholders.	
Number of Board Meetings attended during the year	Nil	
Directorship held in other companies	Listed:	Others:
	1. The Western India Plywoods Limited	1. Kohinoor Saw Mills Co Limited 2. Southern Veneers and Woodworks Limited 3. Asirvad Micro Finance Limited 4. Mayabandar Doors Limited 5. Shiksha Financial Services India Private Limited
Names of the listed entities from which the person has resigned in the past 3 years	Nil	
Chairman / Membership in other committees of the Board	Listed: 1. The Western India Plywoods Limited: Member of Audit Committee, Chairperson of Nomination & Remuneration Committee and the Stakeholders Relationship Committee.	

ANNEXURE TO NOTICE OF AGM

Statement of information as per Schedule V of the Companies Act, 2013

Relevant to appointment of Directors and payment of remuneration to Executive/Non-Executive Directors 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 14th 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	2023-24	2022-23
Total income	4,738.94	4,689.26
Profit/ (Loss) before tax after exceptional items	479.88	485.41
Profit/ (Loss) after tax	371.38	350.21
Paid-up equity capital	10.68	10.68
Reserves and Surplus*	2,407.70	2,140.15
Basic Earnings Per Share	347.64	327.82

*Forms part of Other Equity

5. Foreign Investments or collaborations, if any.

Refer to Note Number 5 Investments of the Standalone Financial Statements.

II. INFORMATION ABOUT THE DIRECTORS

a. Sri Sanjay Jayavarthanavelu, Chairman and Managing Director

Background Details	Sri Sanjay Jayavarthanavelu is the Chairman and Managing Director of the Company. His present tenure as Managing Director commenced from 1 st April 2022 for a period of 5 years. Currently he is responsible for overall operations of the entire organisation.
Past Remuneration	Kindly refer to the Corporate Governance Report.
Recognition/Awards	For nearly three decades Sri Sanjay Jayavarthanavelu has been both a Member and/ or Chairman of various prestigious industrial bodies/ association. He has also been suitably recognised by various forums/ industrial bodies/ association(s) for his contribution to the cause of industrial growth and development.
Job Profile and Suitability	Sri Sanjay Jayavarthanavelu as Chairman and Managing Director shall have all the powers and duties as the Board may determine from time to time. He has nearly three decades of suitable experience in the fields of textile, textile engineering, machine tools, foundry, aerospace, logistics, finance and administration.
Remuneration Proposed	The details of the remuneration proposed to be paid to Sri Sanjay Jayavarthanavelu has been set out in Item No. 5 of the Notice.
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/her origin)	Taking into consideration the size of the Company, the responsibility shouldered and the industry standard, the remuneration paid / proposed to be paid is commensurate with the remuneration package paid to Managerial Personnel in a similar role in other companies.

Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel, if any	Sri Sanjay Jayavarthanavelu is the Promoter of the Company. He is related to Sri Jaidev Jayavarthanavelu, Wholetime Director of the Company.
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b. Sri S Pathy, Non-Executive and Non-Independent Director

Background Details	Has about five decades of experience in the fields of textile, textile engineering, finance and administration.
Past Remuneration	Kindly refer to the Corporate Governance Report.
Recognition/Awards	Has been recognised by suitable forums/ industrial bodies/ association(s) for his contribution towards industrial growth and development.
Job Profile and Suitability	As the Non-Executive and Non-Independent Director on the Board, he has all the powers and duties as the Board may determine from time to time. He possesses skill sets as detailed in the Corporate Governance Report which are commensurate with the Board position held in the Company.
Remuneration Proposed	The details of the remuneration proposed to be paid has been set out in Item No. 4 of the Notice.
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/her origin)	Taking into consideration the size of the Company, the responsibility shouldered and the industry standard, the remuneration paid / proposed to be paid is commensurate with the remuneration package paid to Board Members in a similar role in other companies.
Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel, if any	He is a part of the Promoter Group. No pecuniary relationship with any other Director and/or Key Managerial Personnel of the Company.

c. Sri Aroon Raman, Independent Director

Background Details	Has over three decades of experience in varied fields of technology, operations, general management, research & development
Past Remuneration	Kindly refer to the Corporate Governance Report.
Recognition/Awards	Has been recognised by suitable forums/ industrial bodies/ association(s) for his contribution towards industrial growth and development.
Job Profile and Suitability	As an Independent Director on the Board, he has all the powers and duties as the Board may determine from time to time. He possesses skill sets as detailed in the Corporate Governance Report which are commensurate with the Board position held in the Company.
Remuneration Proposed	The details of the remuneration proposed to be paid has been set out in Item No. 4 of the Notice.
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/her origin)	Taking into consideration the size of the Company, the responsibility shouldered and the industry standard, the remuneration paid / proposed to be paid is commensurate with the remuneration package paid to Board Members in a similar role in other Companies.
Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel, if any	He is not directly/indirectly related to any other Director and/or Key Managerial Personnel of the Company.

d. Sri Arun Alagappan, Independent Director

Background Details	He has two and half decades of varied multi-functional experience across a wide spectrum of industries.
Past Remuneration	Kindly refer to the Corporate Governance Report.
Recognition/Awards	Has been recognised by suitable forums/ industrial bodies/ association(s) for his contribution towards industrial growth and development.
Job Profile and Suitability	As an Independent Director on the Board, he has all the powers and duties as the Board may determine from time to time. He possesses skill sets as detailed in the Corporate Governance Report which are commensurate with the Board position held in the Company.
Remuneration Proposed	The details of the remuneration proposed to be paid has been set out in Item No. 4 of the Notice.
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/her origin)	Taking into consideration the size of the Company, the responsibility shouldered and the industry standard, the remuneration paid / proposed to be paid is commensurate with the remuneration package paid to Board Members in a similar role in other Companies.
Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel, if any	He is not directly/indirectly related to any other Director and/or Key Managerial Personnel of the Company.

e. Dr Mukund Govind Rajan, Independent Director

Background Details	Has suitable experience in the fields of Corporate Governance, Management & Administration.
Past Remuneration	Kindly refer to the Corporate Governance Report.
Recognition/Awards	Has been recognised by suitable forums/ industrial bodies/ association(s) for his contribution towards industrial growth and development.
Job Profile and Suitability	As an Independent Director on the Board, he has all the powers and duties as the Board may determine from time to time. He possesses skill sets as detailed in the Corporate Governance Report which are commensurate with the Board position held in the Company.
Remuneration Proposed	The details of the remuneration proposed to be paid has been set out in Item No. 4 of the Notice.
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/her origin)	Taking into consideration the size of the Company, the responsibility shouldered and the industry standard, the remuneration paid / proposed to be paid is commensurate with the remuneration package paid to Board Members in a similar role in other Companies.
Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel, if any	He is not directly/indirectly related to any other Director and/or Key Managerial Personnel of the Company.

f. Sri Aditya Himatsingka, Independent Director

Background Details	Has suitable experience in the fields of textile, textile engineering, finance and administration.
Past Remuneration	Kindly refer to the Corporate Governance Report.

Recognition/Awards	Has been recognised by suitable forums/ industrial bodies/ association(s) for his contribution towards industrial growth and development.
Job Profile and Suitability	As an Independent Director on the Board, he has all the powers and duties as the Board may determine from time to time. He possesses skill sets as detailed in the Corporate Governance Report which are commensurate with the Board position held in the Company.
Remuneration Proposed	The details of the remuneration proposed to be paid has been set out in Item No. 4 of the Notice.
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/her origin)	Taking into consideration the size of the Company, the responsibility shouldered and the industry standard, the remuneration paid / proposed to be paid is commensurate with the remuneration package paid to Board Members in a similar role in other Companies.
Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel, if any	He is not directly/indirectly related to any other Director and/or Key Managerial Personnel of the Company.

g. Justice (Smt) Chitra Venkataraman (Retd.), Independent Woman Director

Background Details	Has suitable experience in the fields of Law & Administration. Is a retired Judge of the Madras High Court.
Past Remuneration	Kindly refer to the Corporate Governance Report.
Recognition/Awards	Has been recognised by suitable forums/association(s) for her contribution to the legal profession.
Job Profile and Suitability	As an Independent Director on the Board, she has all the powers and duties as the Board may determine from time to time. She possesses skill sets as detailed in the Corporate Governance Report which are commensurate with the Board position held in the Company.
Remuneration Proposed	The details of the remuneration proposed to be paid has been set out in Item No. 4 of the Notice.
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/her origin)	Taking into consideration the size of the Company, the responsibility shouldered and the industry standard, the remuneration paid / proposed to be paid is commensurate with the remuneration package paid to Board Members in a similar role in other Companies.
Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel, if any	She is not directly/indirectly related to any other Director and/or Key Managerial Personnel of the Company.

h. Sri Venkataramani Anantharamakrishnan (proposed to be appointed as an Independent Director, subject to approval from Shareholders, with effect from 5th August 2024)

Background Details	Has suitable experience in the fields of Technical, Management, Projects and Human Resources.
Past Remuneration	Nil
Recognition/Awards	Has been recognised by suitable forums/association(s) for his contribution to Human Resources.
Job Profile and Suitability	As an Independent Director on the Board, he will have all the powers and duties as the Board may determine from time to time.
Remuneration Proposed	The remuneration payable upon appointment as an Independent Director shall be in line with the details of the remuneration proposed to be paid as set out in Item No. 4 of the Notice.

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/her origin)	Taking into consideration the size of the Company, the responsibility shouldered and the industry standard, the remuneration paid/proposed to be paid is commensurate with the remuneration package paid to Board Members in a similar role in other Companies.
Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel, if any	He is not directly/indirectly related to any other Director and/or Key Managerial Personnel of the Company.

- i. Smt Pushya Sitaraman, (proposed to be appointed as an Independent Woman Director, subject to approval from Shareholders, with effect from 5th August 2024)

Background Details	Has suitable experience in the fields of Law, Taxation & Administration.
Past Remuneration	Nil
Recognition/Awards	Has been recognised by suitable forums/association(s) for her contribution to the legal profession.
Job Profile and Suitability	As an Independent Director on the Board, she will have all the powers and duties as the Board may determine from time to time.
Remuneration Proposed	The remuneration payable upon appointment as an Independent Director shall be in line with the details of the remuneration proposed to be paid as set out in Item No. 4 of the Notice.
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/her origin)	Taking into consideration the size of the Company, the responsibility shouldered and the industry standard, the remuneration paid / proposed to be paid is commensurate with the remuneration package paid to Board Members in a similar role in other Companies.
Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel, if any	She is not directly/indirectly related to any other Director and/or Key Managerial Personnel of the Company.

III. OTHER INFORMATION

1. Reasons for loss or inadequate profits

Not applicable as the Company has earned a profit during the year. However, the Company foresees a situation where it may have loss or inadequacy of profits in the ensuing financial years owing to economic and business slowdown caused by various external factors.

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

Not applicable

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

Not applicable

IV. DISCLOSURES

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

Please refer to the Section titled "Directors Remuneration" as contained in the Corporate Governance Report.

(ii) Details of fixed component and performance linked incentives along with the performance criteria:

Please refer to the Section titled "Directors Remuneration" as contained in the Corporate Governance Report.

(iii) Service contracts, notice period, severance fees:

Please refer to the Section titled "Directors Remuneration" as contained in the Corporate Governance Report.

(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:

The Company has not issued any Stock Options.

ANNEXURE TO ITEM NO 10 OF THE NOTICE TO SHAREHOLDERS



R. Jeyachandran FCA ACS
M. Prabhakar FCA
Partners

To
The Board of Directors,
Lakshmi Machine Works Limited,
(CIN: L29269TZ1962PLC000463)
SRK Vidyalaya Post, Periyanaickenpalayam,
Coimbatore - 641 020, Tamil Nadu

Dear Sirs,

**Sub: Certificate under Regulation 45(1) of Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015**

This Certificate is issued in connection with the proposed change of name of **Lakshmi Machine Works Limited** (hereinafter referred to as 'the Company') to "**LMW Limited**" for submission to the shareholders of the Company as well as BSE Limited ("BSE"), the National Stock Exchange of India Limited ("NSE"), Registrar of Companies, Ministry of Corporate Affairs ("MCA") and such other regulatory authorities regarding compliance with the provisions of Regulation 45(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Management's Responsibility:

The Management of the Company is responsible for ensuring that the Company complies with the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provides all relevant information.

Auditor's Responsibility:

1. Our responsibility, for this certificate, is to obtain reasonable assurance that (a) a period of at least one year has elapsed from the last name change and (b) more than fifty percent of the total revenue in the preceding one-year period has been accounted for by the new activity suggested by the new name or (c) the amount invested in the new activity/project is at least fifty percent of the assets of the listed entity.
2. We have conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance Note



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requires that we comply with the ethical requirements of the Code of Ethics issued by ICAI.

3. We have complied with the relevant applicable requirements of the Standard on Quality Control ("SQC") 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion:

Based on our examination of the necessary documents, records and available information as on the date of the certificate and according to the information and explanations provided to us by the management of the Company, we certify that:

- a) The company was incorporated on 14th September 1962 under the name and style "Lakshmi Machine Works Limited" and **there has been no change in the name of the Company since incorporation**. In view of the same, complying with the condition of a time period of at least one year being elapsed from the last name change does not arise.
- b) The Company has proposed to change its name to "LMW Limited" which is the abbreviation of its current name "Lakshmi Machine Works Limited". **The new name does not connote any new activity to be carried out by the Company**. Accordingly, the condition requiring at least fifty percent of the total revenue in the preceding one-year period to be accounted for by the new activity suggested by the new name does not arise.
- c) Since the **new name does not suggest any new activity/project**, the condition of investment of at least fifty percent of the assets of the Company in the new activity/project does not arise.

Restriction on use:

This certificate is provided solely to enable compliance with the requirements of the Regulation 45(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for submission to the shareholders of the Company as well as BSE, NSE, MCA and other regulatory authorities and should not be used by any other



person or for any other purpose, other than during the regulatory process for change of name of the Company.

Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or whose hands it may come without our prior consent in writing.

Place: Coimbatore
Date: 27th May 2024

For RJC Associates
Chartered Accountants
ICAI Firm Registration No.003496S



R. Jeyachandran

R Jeyachandran
Partner
Membership No. 021848
UDIN: 24021848BKBUKD8772