LAKSHMI ELECTRICAL CONTROL SYSTEMS LIMITED

SEC/SE/2021-2022

August 06, 2021

BSE Limited,
Floor 25
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

Security ID : LAKSELEC
Security CODE : 504258

Dear Sir / Madam,

Sub: Proceedings of 40th AGM – Reg.

Pursuant to the Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the proceedings of 40th Annual General Meeting of the Company held on 06th August 2021 is enclosed herewith.

Kindly take on record the same.

Thanking you,

Yours truly,
For **Lakshmi Electrical Control Systems Limited**

S. Sathyanarayanan
Company Secretary

Encl: as above

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REGISTERED OFFICE : 504, Avinashi Road, Peelamedu Post, Coimbatore - 641 004
CIN No. : L31200TZ1981PLC001124,Website : www.lecsindia.com
GSTN : 33AAACL3737E1ZW

PROCEEDINGS OF THE 40TH ANNUAL GENERAL MEETING OF THE MEMBERS OF LAKSHMI ELECTRICAL CONTROL SYSTEMS LIMITED HELD AT 2.45 PM (IST) ON FRIDAY, THE 06TH AUGUST, 2021 THROUGH VIDEO CONFERENCE (VC) / OTHER AUDIO VISUAL MEANS (OAVM) AT THE DEEMED VENUE AT 504, AVINASHI ROAD, PEELAMEDU POST COIMBATORE – 641004 (REGISTERED OFFICE)

Meeting commenced at: 2.45 PM	Meeting concluded at: 3.25 PM

Directors present through video conference:

S. No.	Name	Designation	Attended through VC from
1.	Smt.Nethra J.S.Kumar	Chairperson and Managing Director	34-A, Kamaraj Road, Coimbatore - 18
2.	Sri.N.Suryakumar	Independent Director, Chairman of Audit Committee and Nomination & Remuneration Committee.	Coimbatore
3.	Sri.Sanjay Jayavarthanavelu	Non- Executive Director	Coimbatore
4.	Sri.D.Senthilkumar	Non - Executive Director, Member of Stakeholders Relationship Committee and Chairman of Corporate Social Responsibility Committee	Coimbatore
5.	Sri. Ramesh Rudrappan	Independent Director, Member of Audit Committee, Nomination & Remuneration Committee and Chairman of Stakeholders Relationship Committee	Coimbatore
6.	Sri.A.Palaniappan	Independent Director and Member of Audit Committee.	Rajapalayam

7.	Sri. Arun Selvaraj	Independent Director and Member of Nomination and Remuneration Committee and Corporate Social Responsibility Committee.	Coimbatore
8.	Sri.N.R.Selvaraj	Non-Executive Director.	Coimbatore
9	Sri. Arjun Balu	Independent Director	Coimbatore

In Attendance:

S. No.	Name	Designation	Attended through VC from
10	Sri.S.Sathyanarayanan	Company Secretary	34-A, Kamaraj Road, Coimbatore - 18

In Presence:

S. No.	Name	Designation	Attended through VC from
11	Sri. A.Thiagarajan	Chief Financial Officer	34-A, Kamaraj Road, Coimbatore - 18
12	Sri.T S V Rajagopal	Statutory Auditor	Coimbatore
13	Sri.B.Krishnamoorthi	Scrutiniser	Coimbatore
14	Sri. M.D.Selvaraj	Secretarial Auditor	Coimbatore

Members present: (Clubbed based on PAN Nos.)
Promoter/Promoter Group - 4

Public - 51

Sri. S.Sathyanarayanan, Company Secretary and Compliance Officer of the Company provided standard instructions to the Members regarding participation through Video Conferencing and the guidelines applicable to Speaker Shareholders who have registered themselves for raising their question/queries during the Annual General Meeting. He further informed the members that based

on the reasons of business exigency/urgency, the Board of Directors of the Company have decided that the 'Special Business items' included in the notice convening the Annual General Meeting (AGM) was unavoidable, hence was being

considered. He then requested Smt.Nethra J.S.Kumar, Chairperson to preside over the meeting.

Smt.Nethra J.S.Kumar, Chairperson, then chaired the Meeting. She identified herself to the participants of the meeting by stating her name and that she was attending the meeting from 34-A, Kamaraj Road, Coimbatore – 641018 and extended a warm welcome to the members attending the 40th Annual General Meeting of the Company.

The Chairperson informed that in view of the travel restrictions and social distancing norms implemented due to the Covid-19 prevailing across the country, the 40th Annual General Meeting was being conducted through Video Conferencing facility in accordance with the framework issued by the Ministry of Corporate Affairs & Securities and Exchange Board of India through their respective circulars.

She further stated that the proceedings of this Annual General Meeting were being recorded and the recorded video would be posted on the website of the Company.

The Chairperson then proceeded to introduce the fellow members of the Board & executives and requested them to confirm their attendance. Thereafter, Sri. N.Suryakumar, Sri.Sanjay Jayavarthanavelu, Sri.D.Senthilkumar, Sri.Ramesh Rudrappan, Sri.A.Palaniappan, Sri.Arun Selvaraj, Sri.N.R.Selvaraj, and Sri. Arjun Balu, Directors and Sri.A.Thiagarajan, Chief Financial Officer & Sri.S.Sathyanarayanan, Company Secretary individually identified themselves and also stated the location from which they were participating as noted above.

The Chairperson further informed the members that Sri. T S V Rajagopal of M/s. Subbachar & Srinivasan, Statutory Auditors, Sri. M.D.Selvaraj, Secretarial Auditor, and Sri. B. Krishnamoorthi, Scrutiniser were also participating in the meeting through Video Conferencing.

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

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

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

She further informed the members that the Registers as required under the Companies Act, 2013 were made available electronically for inspection by the members during the AGM and that the members may inspect the documents by sending their request to secretary@lecsindia.com.

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

The notice of the AGM along with the financial statements for the year ended 31st March, 2021 & Board's report having been sent through electronic mode to the Members was taken as read by the Chairperson.

Further, as there were no qualifications or comments or remarks in the Statutory Audit Report and Secretarial Audit Report for the financial year ended 31st March, 2021, the same were taken as read by the Chairperson.

The Chairperson then addressed the members. Thereafter she requested the Company Secretary of the Company to explain the voting process at the AGM.

The Company Secretary informed the Members that the Company had provided the members with the facility to cast their vote on all the resolutions as set out in the Notice of the AGM through the remote e-voting system administered by NSDL e-voting platform during the period from Tuesday, August 03, 2021 (9:00 AM) to Thursday, August 05, 2021 (5:00 PM). He further informed the Members that the facility for voting at the meeting was also provided to the members present in the meeting and who had not cast their votes through remote e-voting.

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

The Company Secretary then informed that no motion would be moved with respect to the resolutions set out in the Notice dated 28th May, 2021 convening the 40th AGM, since all the resolutions were already put to vote during the remote e-voting period and that there is no voting by show of hands at the AGM.

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

Item No.	Resolutions	Resolution Required
1	Adoption of Annual Financial Statements including Balance sheet as at 31st March, 2021, Statement of Profit and Loss and Cash Flow for the year ended 31st March, 2021, Statement of changes in Equity and the Report of the Board of Directors and the Auditors thereon.	Ordinary
2	Declaration of Dividend for the financial year ended 31st March 2021.	Ordinary
3	Re-appointment of Sri. N.R.Selvaraj (DIN: 00013954), Director who retires by rotation and, being eligible, offers himself for re-appointment.	Ordinary
4	Ratification of remuneration for Cost Auditor Sri.S.Subbaraman (Firm No: 100526) Cost Accountant.	Ordinary
5	Re-appointment Smt. Nethra J.S.Kumar (DIN: 00217906), as Managing Director of the company for a further period of three years with effect from 01.04.2022 to 31.03.2025.	Special
6	Appointment of Sri. Arjun Balu (DIN: 00383184) as Independent Director of the company to hold office for a term of Five consecutive years with effect from 28.05.2021.	Ordinary
7	Continuation of Directorship of Sri. N.R.Selvaraj (DIN: 00013954), as Non-Executive Director of the Company	Special

The Company Secretary then informed the Members about the procedure regarding questions from Members after which the speaker shareholders Mr. Santosh Kumar Saraf, Mr. Dipak Kanayalal Shah and Ms. Swechha Jain who have registered, raised queries. The Chairperson clarified those queries/comments to the extent possible.

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

The Chairperson further informed that the Results would be declared, after considering both remote e-voting and e-voting during the meeting, within 2 days of the closure of AGM and the consolidated Scrutinizers' Report would be placed in the Company's website and in the NSDL website and the Results would also be intimated to the Stock Exchange in which the Company's equity shares are listed.

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

The Chairperson further informed that arrangements had been made for the distribution of dividend through HDFC Bank subject to the passing of the resolution by the shareholders. She further informed that dividend will be paid within 30 days by electronic credit/post (subject to availability of normal postal services).

The Chairperson then extended a vote of thanks to all the shareholders & directors who participated in the meeting through video conferencing and declared the meeting as closed at 3.25 P.M. (IST).

OUTCOME OF THE AGM

Sri.B.Krishnamoorthi, Scrutiniser has submitted his report on the results of remote e-voting and E-voting held at the AGM. The Chairperson has declared the results of remote e-voting and e-voting during AGM, at 6.30 PM on 06th August, 2021 at the Registered Office of the Company at 504, Avinashi Road, Peelamedu Post, Coimbatore-641 004, that the resolutions set out at the Notice were duly passed with requisite majority at the Annual General Meeting held on 06th August, 2021 and authorised the Company Secretary to communicate to the Stock Exchange and to post in the Company's website.

The Resolution(s) that duly passed with requisite majority at the 40th Annual General Meeting held on 06th August, 2021, along with the summary of the Scrutinizer's Report containing the results of the votes cast 'in favour' and the votes cast 'against' for each of the resolution, are as provided herein under.

BUSINESS TRANSACTED AT THE AGM:

ORDINARY BUSINESS:

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

RESOLVED that the Annual Financial Statements for the year ended 31st March 2021 including the Balance Sheet as on 31st March 2021, Statement of Profit and Loss, Cash Flow statement. Statement of changes in Equity, Directors' Report and Auditors Report be and are hereby approved and adopted.

Votes FOR	Votes AGAINST	Invalid Votes	Result
10,29,539	0	0	Passed as an Ordinary Resolution

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

RESOLVED that dividend for the financial year 2020-21 at the rate of Rs. 3.50 per equity share of Rs.10/- each fully paid up (35%), be declared and paid out of the current profits of the Company for the financial year ended 31st March 2021 on 24,58,000 equity shares of Rs.10/- each absorbing Rs.86.03 Lakhs (subject to deduction of tax at source) to the members whose name appear on the Register of Members of the Company as on 30th July, 2021 for those holding shares in physical form and as per the details furnished by the Depositories for this purpose as at the end of business hours on 30th July, 2021 in respect of the shares held in demat form.

Votes FOR	Votes AGAINST	Invalid Votes	Result
10,29,538	34,000	0	Passed as an Ordinary Resolution

Item No.3 : Reappointment of Director retiring by rotation.
(Ordinary Resolution):

"**RESOLVED THAT** Sri. N.R. Selvaraj (DIN: 00013954) Director, who retires by rotation, being eligible offers himself for reappointment, be and is hereby reappointed as a Director of the Company."

Votes FOR	Votes AGAINST	Invalid Votes	Result
10,29,538	0	0	Passed as an Ordinary Resolution

SPECIAL BUSINESS:

Item No.4: Ratification of remuneration payable to Cost Auditor:
(Ordinary Resolution)

RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), Sri.S.Subbaraman (Firm No: 100526) Cost Accountant, 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 2021-22 on a remuneration of Rs.30,000/- (Rupees thirty thousand only) for the financial year 2021-22 exclusive of applicable taxes and reimbursement of out of pocket expenses incurred in connection with the aforesaid audit fixed by the Board of Directors be and is hereby ratified and confirmed.

Votes FOR	Votes AGAINST	Invalid Votes	Result
10,29,538	0	0	Passed as an Ordinary Resolution

Item No.5: Re-appointment of Smt. Nethra J.S.Kumar (DIN: 00217906) as Managing Director of the Company. (Special Resolution).

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force) and pursuant to the Nomination and Remuneration Policy and the Articles of Association of the Company, the approval of the Company be and is hereby accorded for the re-appointment of Smt.Nethra J.S. Kumar (DIN: 00217906) as Managing Director of the Company for a further period of 3 years with effect from 01.04.2022 to 31.03.2025 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:

REMUNERATION

i) Salary : Rs. 7,00,000 /- per month
ii) Commission: 4% of the net profits payable annually
iii) Perquisites:

a. In addition to the salary and commission, the Managing Director shall also be entitled to interchangeable perquisites, like furnished accommodation and where accommodation is not provided HRA, gas, electricity, water, furnishings, medical reimbursement, LTA for self and family, club fees, medical insurance, etc., in accordance with the rules of the Company, such perquisites being restricted to the amount equal to the salary drawn per annum. For the purpose of calculating the above ceiling, perquisites shall be evaluated as per Income Tax Rules wherever applicable.

b. The Managing Director shall be entitled to reimbursement of all actual expenses incurred in the course of the Company's business.

c. In addition to the Salary, Commission and Perquisites, the Managing Director shall also be entitled to 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 and shall not be included in the computation of the ceiling on remuneration or perquisites.

d. Gratuity payable shall not exceed half month's salary for each completed year of service.

e. The 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 a Company car with driver for use of Company's business and telephone facility at her 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 Managing Director.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, in compliance with the provisions of Schedule V of the Companies Act, 2013, the compensation and perks mentioned above shall be paid as minimum remuneration. During the tenure as Managing Director, she shall not be liable to retire by rotation.

RESOLVED FURTHER THAT Smt.Nethra J.S. Kumar shall conduct the affairs of the Company subject to the superintendence, control and direction of the Board of Directors.

RESOLVED FURTHER THAT the Board of Directors (including committees thereof) be and are hereby authorised to alter and vary the terms of re-appointment and / or remuneration payable to the 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 and Company Secretary of the Company be and are hereby severally authorized to take all such steps as may be necessary and/or give such directions as may be necessary, proper or expedient to give effect to the above resolution without being required to seek any further consent or approval of the Members and the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

Votes FOR	Votes AGAINST	Invalid Votes	Result
10,29,538	0	0	Passed as a Special Resolution

Item No.6: Appointment of Sri Arjun Balu (DIN: 00383184) as Independent Director (Ordinary 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") and 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 upon the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Sri Arjun Balu (DIN: 00383184), who was appointed as an additional director at the meeting of the Board of Directors of the Company held on 28.05.2021 and 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 Non-Executive Director of the Company to hold office for a term of five (5) consecutive years with effect from 28.05.2021 and is not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company and Company Secretary of the Company be and are hereby authorized severally to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

Votes FOR	Votes AGAINST	Invalid Votes	Result
1029538	0	0	Passed as an Ordinary Resolution

Item No.7: Continuation of directorship of Sri. N.R.Selvaraj (DIN: 00013954) as a Non-executive Director (Special Resolution).

RESOLVED THAT pursuant to the provisions of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (including any statutory modifications or re-enactments thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded to continue the directorship of Sri.N.R.Selvaraj (DIN: 00013954), who will attain the age of 75 years on 05.10.2022, as a Non-Executive Director of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company and / or Company Secretary 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.

Votes FOR	Votes AGAINST	Invalid Votes	Result
10,29,538	0	0	Passed as a Special Resolution

Nethra J.S. Kumar

NETHRA J.S. KUMAR
CHAIRPERSON
06/08/2021.