



**LAKSHMI MACHINE WORKS LIMITED**

Our Ref : Sec/270/2022

Date : 20.05.2022

To

BSE Limited  
Listing Department  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai- 400 001.

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

Dear Sir / Madam,

**Sub: Notice of Postal Ballot/E-voting**

We enclose herewith a copy of the Postal Ballot Notice dated 11<sup>th</sup> May, 2022, along with the Statement pursuant to the applicable provisions of the Companies Act, 2013 read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Notice') for seeking approval of the Members of the Company on the resolution(s) forming part of the Postal Ballot Notice.

In compliance with the provisions of Section 110 of the Companies Act, 2013 (the "Act"), read with the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force) (the "Rules") read with the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020 Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No. 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 8, 2021 and Circular No. 3/2022 dated May 05, 2022 ("MCA Circulars") issued by the Ministry of Corporate Affairs ("MCA"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws and regulations, we would like to inform that the Company has sent the Postal Ballot Notice to all the members whose names appears in the Register of Members/ Beneficial Owners as on 13<sup>th</sup> May, 2022 (Cut-off Date).

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

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



**CORPORATE OFFICE :** 34-A, Kamaraj Road, Coimbatore - 641 018. Phone : +91 422 7198100. Fax : +91 422 2220912

**REGISTERED OFFICE :** Perianaickenpalayam, Coimbatore - 641 020, India. Website : [www.lakshnimach.com](http://www.lakshnimach.com)

**GSTIN :** 33AAACL5244N1ZF **CIN -** L29269TZ1962PLC000463

The Company has engaged the services of National Securities Depository Limited (NSDL) for providing the E-voting facility to its members. The E-voting period will commence on Saturday the 21<sup>st</sup> May, 2022 at 9.00 A.M. (IST) and ends on Sunday, 19<sup>th</sup> June, 2022 at 5.00 P.M. (IST). The results of the Postal Ballot will be announced on or before the closing of business hours on 21<sup>st</sup> June, 2022 (Tuesday).

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

Kindly take the same on record.

Thanking You,

Yours faithfully,

**For Lakshmi Machine Works Limited**



**C R Shivkumaran**  
Company secretary



Encl: Postal Ballot Notice



# LAKSHMI MACHINE WORKS LIMITED

CIN: L29269TZ1962PLC000463

Regd. Off: SRK Vidyalaya Post, Perianaickenpalayam, Coimbatore - 641020

Corporate Off: 34A, Kamaraj Road, Coimbatore - 641018

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

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

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

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

Dear Shareholder(s),

NOTICE is hereby given pursuant to Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force), read with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No.22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021 and General Circular No. 3/2022 dated May 05, 2022 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as ("MCA Circulars"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India and subject to other applicable laws, rules and regulations, if any, Lakshmi Machine Works Limited ("the Company") hereby seeks your approval for the Special business as considered in the resolution appended below through Postal Ballot by way of voting through electronic means ("Remote e-voting").

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

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

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

Pursuant to Rule 22(5) & (6) of the Rules, the Board of Directors of the Company at their meeting held on 11th May 2022, had appointed Sri. M. D. Selvaraj, (FCS: 960 and CP No.: 411), FCS of M/s. MDS & Associates, Practicing Company Secretaries, Coimbatore as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner and for ascertaining the requisite majority.

The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide e-voting facility to the Members of the Company through their website <https://www.evoting.nsdl.com/>. Please refer to the instructions for e-voting given hereinafter the proposed resolutions, to cast votes through electronic voting means.

The remote e-voting period commences from 9.00 AM (India Standard Time ['IST']) on Saturday, 21st May 2022 and ends at 5.00 PM (IST) on Sunday, 19th June 2022. Members are requested to read the instructions carefully while expressing their assent or dissent and cast votes via remote e-voting by not later than 5.00 PM (IST) on Sunday, 19th June 2022.



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

In the event, the resolutions as set out under Item No(s). 1 to 3 below is assented by the requisite majority of the Members by means of Postal Ballot process, it shall be deemed to have been duly passed as Ordinary Resolution(s) at the General Meeting of the Company and it shall be deemed to have been passed on Sunday, 19th June 2022, being the last date specified by the Company for e-voting.

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

## **SPECIAL BUSINESS**

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

#### **Approval for the material related party transactions entered into with Lakshmi Electrical Control Systems Limited.**

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

**RESOLVED THAT** pursuant to Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions, if any, of the Companies Act, 2013 (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the approval of the Audit Committee and on the recommendation of the Board of Directors, the approval of the Members be and is hereby accorded to ratify the agreement/ contract/ business transactions entered into with Lakshmi Electrical Control Systems Limited, a related party of the Company for an amount not exceeding ₹225 Crores as per the details more particularly described in the statement pursuant to Section 102 of the Companies Act, 2013 annexed to this notice notwithstanding the fact that such transactions either taken individually or together with previous transactions during the Financial Year may exceed 10% of the annual consolidated turnover of the Company as per the last audited financial statements or such other materiality threshold as may be specified under applicable laws/ regulations from time to time.

**RESOLVED FURTHER THAT** the Board of Directors (including its Committee thereof) be and are hereby severally authorised to do all such acts, deeds, matters and things, to finalise the terms and conditions of the transactions with the aforesaid party, and to execute or authorize any person to execute all such documents, instruments and writings as may be considered necessary, relevant, usual, customary, proper and/or expedient for giving effect to this resolution.

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

#### **Approval for material related party transactions to be entered into with Lakshmi Electrical Control Systems Limited.**

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

**RESOLVED THAT** pursuant to Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions, if any, of the Companies Act, 2013 (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the approval of the Audit Committee and on the recommendation of the Board of Directors, the approval of the Members be and is hereby accorded to enter into agreement/ contract/ business transactions with Lakshmi Electrical Control Systems Limited, a related party of the Company for an amount not exceeding ₹450 Crores as per the details more

particularly described in the statement pursuant to Section 102 of the Companies Act, 2013 annexed to this notice notwithstanding the fact that such transactions either taken individually or together with previous transactions during the Financial Year may exceed 10% of the annual consolidated turnover of the Company as per the last audited financial statements or such other materiality threshold as may be specified under applicable laws/regulations from time to time.

**RESOLVED FURTHER THAT** the Board of Directors (including its Committee thereof) be and are hereby severally authorised to do all such acts, deeds, matters and things, to finalise the terms and conditions of the transactions with the aforesaid party, and to execute or authorize any person to execute all such documents, instruments and writings as may be considered necessary, relevant, usual, customary, proper and/or expedient for giving effect to this resolution.

**Item No. 3:**

**Approval for material related party transactions to be entered into with Chakradhara Aerospace and Cargo Private Limited.**

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

**RESOLVED THAT** pursuant to Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions, if any, of the Companies Act, 2013 (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the approval of the Audit Committee and on the recommendation of the Board of Directors, the approval of the Members be and is hereby accorded to enter into agreement/ contract/ business transactions with Chakradhara Aerospace and Cargo Private Limited, a related party of the Company for an amount not exceeding ₹320 Crores as per the details more particularly described in the statement pursuant to Section 102 of the Companies Act, 2013 annexed to this notice notwithstanding the fact that such transactions either taken individually or together with previous transactions during the Financial Year may exceed 10% of the annual consolidated turnover of the Company as per the last audited financial statements or such other materiality threshold as may be specified under applicable laws/regulations from time to time.

**RESOLVED FURTHER THAT** the Board of Directors (including its Committee thereof) be and are hereby severally authorised to do all such acts, deeds, matters and things, to finalise the terms and conditions of the transactions with the aforesaid party, and to execute or authorize any person to execute all such documents, instruments and writings as may be considered necessary, relevant, usual, customary, proper and/or expedient for giving effect to this resolution.

**STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 1**

Pursuant to proviso to Regulation 23(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), a transaction with a related party shall be considered “material”, if the transactions entered individually or taken together with previous transactions during a Financial Year with such related party exceeds ₹1000 Crores or 10% of the total consolidated turnover of the Company as per the last audited financial statements, whichever is lower (“Materiality threshold”).

The Company has a long-standing business relationship and has been undertaking transactions with Lakshmi Electrical Control Systems Limited (“LECS”), a related party for procurement of various customised goods and services of high quality which are required in the manufacture of products by the Company. Over the years, LECS has emerged as a dependable/reliable partner to the Company capable of fully supporting the production plans, even in volatile market conditions.

On a review of all the related party transactions at the time of approving the results for the period ended 31st December 2021, it was observed that the transactions with LECS were not that significant, and it was well within

the limits of 10% of the annual consolidated turnover of the Company.

However, the quarter ended 31st March 2022, saw an exceptional increase in Company's business, due to robust demand from end users of products especially in the textiles and machine tool verticals. Also, sanctions based on geopolitical developments contributed to increased demand for products from India, including that of the Company. Further the global shortage of commodities meant that during the Financial Year 2021-22 there was an overall increase in prices of inputs like iron and steel etc., which also increased the transaction values. Added to this, the logistics cost for the Company had also increased significantly during the period cited above.

As a result of which, the aggregate value of transaction with LECS exceeded the threshold limit of 10% of consolidated turnover of the Company as per the last audited financial statements during the quarter ended 31st March 2022.

The crossing of the materiality threshold can also be attributed to the fact that the total consolidated turnover of the Company for the immediately preceding Financial Year 2020-21 remained subdued at ₹1,727.38 Crores due to closure of business activities on account of COVID-19 pandemic during the first quarter of that Financial Year. This essentially meant that a lower materiality threshold limit got set for a year which saw a sudden spurt in demand for Company's products during the quarter ended 31st March 2022. It is to be noted that for all the years prior to 31st March 2022, the transactions with LECS have never crossed the materiality threshold.

Therefore, in a nutshell due to the changing economic position:

- the benchmark figure to determine material related party transactions (for the year ended 31st March 2022) dipped to ₹172.74 Crores; and
- the value of transactions with LECS increased tremendously due to robust demand and increase in cost(s).

Thus Members may please note that based on the criteria as mentioned above in Regulation 23 of Listing Regulations, above mentioned transactions entered into by the Company with LECS for the quarter ended 31st March 2022 are "material" and the value of which either singly or all taken together with past transactions during the Financial Year 2021-22 exceeds ten percent of the annual consolidated turnover of the Company as per audited financial statements for the year ended 31st March 2021 and therefore requires ratification of the said transactions by the Members of the Company by Ordinary Resolution.

The transactions with LECS were carried out on an arms' length basis and in the ordinary course of business.

The Audit Committee at their meeting held on 11th May 2022 have also granted their approval for the related party transactions entered by the Company with Lakshmi Electrical Control Systems Limited.

The details of the transactions with Lakshmi Electrical Control Systems Limited as required pursuant to SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November 2021 is given below:

Type, material terms and particulars of the transaction	Sale / purchase of goods and Availing/ Rendering of services
Relationship with the listed entity, including nature of its concern or interest (financial or otherwise)	A public Company in which Sri. Sanjay Jayavarthanavelu, Chairman & Managing Director is a Director and holds along with his relatives, more than 2% of its paid-up share capital. Nature of interest is financial.
Tenure of the transaction	For a period from 1st January 2022 to 31st March 2022
Value of the transaction	₹225 Crores
The percentage of the listed entity's annual consolidated turnover, for the immediately preceding Financial Year, that is represented by the value of the transaction	13.03% based on audited financials for the year ended 31st March 2021
Justification for why the proposed transaction is in the interest of the listed entity	As detailed above.

The Company has not relied upon the valuation or any external report in relation to the transaction with the related party and hence disclosure regarding the same does not arise.

Pursuant to Regulation 23(4) of Listing Regulations, the approval of the shareholders of the Company by way of an ordinary resolution would be required for the transactions entered into with related parties in excess of 10% of the annual consolidated turnover of the Company as per the last audited financial statements.

Accordingly, the approval of the Members is now being sought to ratify the transactions entered into with Lakshmi Electrical Control Systems Limited during the last quarter of the Financial Year 2021-22 which resulted in the materiality threshold being breached.

The Board of Directors recommend the resolution as set out in Item No. 1 of the Notice for the approval of the Members who are not related parties of the Company.

Except Sri. Sanjay Jayavarthanelu and his relatives, none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out in item no.1 of this notice.

The Members may please note that in terms of the provisions of the Listing Regulations, no related party(ies) as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall vote to approve the resolution under Item No. 1 of this notice.

**Item Nos. 2 & 3:**

Pursuant to proviso to Regulation 23(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), a transaction with a related party shall be considered “material”, if the transactions entered into individually or taken together with previous transactions during a Financial Year with such related party exceeds ₹1000 Crores or 10% of the total consolidated turnover of the Company as per the last audited financial statements, whichever is lower (“Materiality threshold”).

The Company has been undertaking transactions for procurement of various customised goods and services, from Lakshmi Electrical Control Systems Limited (“LECS”) and Chakradhara Aerospace and Cargo Private Limited (“CACPL”), namely:

- in case of LECS: for supply of customised products and services that are required for the manufacture of various products produced by the Company.
- in case of CACPL: customised logistics services that support the supply chain requirements of the Company.

Due to improved overall business scenario and the recent geopolitical developments because of which global demand for products manufactured in India, including that of the Company has increased, it is expected that the demand for the various products of the Company is expected to continue to increase during the Financial Year 2022-23. In this scenario, the Company may be in a situation wherein the transactions with its related parties namely, LECS and CACPL during the Financial Year 2022-23 be in excess of 10% of the total consolidated turnover of the Company as per the last audited financial statements.

The transactions with the above-mentioned related parties are proposed to be undertaken on an arms’ length basis and in the ordinary course of business.

The Audit Committee at their meeting held on 11th May 2022 have also granted their approval for the related party transactions entered into by the Company with the above-mentioned related parties.

The details of the transactions with above-mentioned related parties as required pursuant to SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November 2021 is given below:

Name of the related party	Lakshmi Electrical Control Systems Limited	Chakradhara Aerospace and Cargo Private Limited
Type, material terms and particulars of the proposed transaction	Sale / purchase of goods and Availing/ Rendering of services	Sale / purchase of goods and Availing/ Rendering of services
Relationship with the listed entity, including nature of its concern or interest (financial or otherwise)	A public Company in which Sri. Sanjay Jayavarthanavelu, Chairman & Managing Director is a Director and holds along with his relatives, more than 2% of its paid-up share capital. Nature of interest is financial.	A Company in which Sri. Sanjay Jayavarthanavelu, Chairman & Managing Director and Sri. Jaidev Jayavarthanavelu, Director are Directors and hold along with their relatives, more than 2% of its paid-up share capital. Nature of interest is financial.
Tenure of the proposed transaction	For a period from 20th June 2022 to 31st March 2023	For a period from 20th June 2022 to 31st March 2023
Value of the proposed transaction	₹450 Crores	₹320 Crores
The percentage of the listed entity's annual consolidated turnover, for the immediately preceding Financial Year, that is represented by the value of the proposed transaction	14.20 % based on audited financials for the year ended 31st March 2022	10.10% based on audited financials for the year ended 31st March 2022
Justification for why the proposed transaction is in the interest of the listed entity	As detailed above	As detailed above

The Company has not relied upon the valuation or any external report in relation to the transaction with the related parties and hence disclosure regarding the same does not arise.

Pursuant to Regulation 23(4) of Listing Regulations, the prior approval of the Shareholders of the Company by way of an ordinary resolution would be required for the transactions entered into with related parties in excess of 10% of the annual consolidated turnover of the Company as per the last audited financial statements.

Accordingly, the approval of the Members is now being sought for the transactions proposed to be entered into with the above-mentioned related parties as per the details given above.

The Board of Directors recommend the resolution(s) as set out in Item Nos. 2 & 3 of the Notice for the approval of the Members who are not related parties of the Company.

Except Sri. Sanjay Jayavarthanavelu and Sri. Jaidev Jayavarthanavelu and their relatives, none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution(s) as set out in Item nos. 2 & 3 of this notice.

The Members may please note that in terms of the provisions of the Listing Regulations, no related party(ies) as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall vote to approve the resolution under Item Nos. 2 & 3 of this notice.

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

Place : Coimbatore  
Date : 11th May 2022

**C R Shivkumaran  
Company Secretary**



**Notes:**

1. Members may note that the Postal Ballot Notice has been placed on Company's website [www.lmwglobal.com](http://www.lmwglobal.com), on the website of BSE Limited and National Stock Exchange of India Limited, being the stock exchanges where the equity shares of the Company are listed and on the website of National Securities Depository Limited at <https://www.evoting.nsdl.com/>.
2. The Notice is being sent only by email to all those Members of the Company, whose names appear in the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") as on Friday, 13th May 2022 ("cut-off date") and who have registered their email address in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, M/s. S.K.D.C. Consultants Limited ("RTA") in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and the Ministry of Corporate Affairs, Government of India's General Circulars No.14/2020 dated 08.04.2020, No. 17/2020 dated 13.04.2020, No. 22/2020 dated 15.06.2020, No.33/2020 dated 28.09.2020, No. 39/2020 dated 31.12.2020, No.10/2021 dated 23.06.2021, No.20/2021 dated 08.12.2021 and No.3/2022 dated 05.05.2022 ("MCA Circulars").
3. All the Members of the Company whose names are appearing on the Register of Members / List of Beneficial Owners as on the cut-off date i.e., 13th May 2022 (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Company or the Depositories / Depository Participant(s) shall be eligible for remote e-voting. A person who is not a member as on the cut-off date should treat this notice for information purpose only.
4. Please note that e-voting module shall be disabled for voting by NSDL after 5.00 PM("IST") on Sunday the 19th June 2022. During the voting period, the Members of the Company holding equity shares either in physical form or dematerialized form, as on 13th May 2022 ("Cut-off date"), may cast their vote(s) electronically. Once vote(s) on a resolution has been cast by the member, he/she shall not be allowed to change it subsequently or cast the vote(s) again.
5. In terms of the MCA Circulars, the Company will send this Notice in electronic form only and hard copy of this Notice along with Postal Ballot form and pre-paid business envelope will not be sent to the Shareholders for this Postal Ballot. Accordingly, the communication of the assent or dissent of the members would take place only through the remote e-voting system. Therefore, those Shareholders who have not yet registered their e-mail address are requested to get their e-mail address submitted by following the procedure given below:
  - i. In light of the MCA Circulars, for remote e-voting for this Postal Ballot, the Shareholders whether holding equity shares in dematerialised form or in physical form and who have not submitted their email address and in consequence to whom the Postal Ballot notice could not be served, may temporarily get their e-mail address registered with the Company's Registrar and Share Transfer Agent, M/s. S.K.D.C. Consultants Limited by providing necessary supporting documents. Post successful registration of the e-mail address, the Shareholder would get soft copy of this Notice and the procedure for e-voting along with the user-id and the password to enable e-voting for this Postal Ballot. In case of any queries, Shareholders may write to the Company at [investors@lmw.co.in](mailto:investors@lmw.co.in) or to the Registrar and Share Transfer Agent at [lmwgreen@S.K.D.C.-consultants.com](mailto:lmwgreen@S.K.D.C.-consultants.com).
  - ii. It is clarified that for permanent submission of e-mail address, the Shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participant(s) and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, M/s. S.K.D.C. Consultants Limited, having its office at Surya, 35 Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore - 641028 (Tel: +91 422-2539835/36), by following the due procedure.



- iii. Those Shareholders who have already registered their e-mail address are requested to keep their e-mail address validated with their depository participant(s)/ the Company's Registrar and Share Transfer Agent, M/s. S.K.D.C. Consultants Limited to enable serving of notices / documents / annual reports electronically to their e-mail address.
6. Any query/grievance may please be addressed to Sri. C R Shivkumaran, Company Secretary with respect to this Postal Ballot at Email id: investors@lmw.co.in or may contact Ms. Pallavi Mhatre, Manager, National Securities Depository Limited at the email id: evoting@nsdl.co.in or call NSDL's toll free number 1800 102 0990.
7. Members are requested to carefully read the instructions while expressing their assent or dissent and to cast their vote(s) via e-voting by not later than 5:00 PM ("IST") on Sunday, the 19th day of June 2022.
8. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date. Further, a Member cannot exercise his/her vote by proxy on Postal Ballot.
9. 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 the electronic form to enable the Company to serve documents in electronic mode.
10. The Scrutinizer will submit his report after completion of scrutiny, on or before Tuesday, 21st June 2022. The Chairman & Managing Director or any other person duly authorized by him, will announce the results of the voting by Postal Ballot on or before 5:00 PM ("IST") on Tuesday, 21st June 2022 at the Registered or Corporate Office of the Company.
11. The result of the Postal Ballot shall be announced on or before 5:00 P.M. ("IST") on Tuesday, the 21st day of June 2022 at the Registered or Corporate office of the Company and shall also be displayed on the Company's website [www.lmwglobal.com](http://www.lmwglobal.com), on the website of NSDL and will also be communicated to National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE"), where the equity shares of the Company are listed.

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

- (i) In compliance with provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), the Company is pleased to provide remote e-voting facility to all its Members, to enable them to cast their vote electronically. The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide remote e-voting facility to its Members.
- (ii) The voting period begins on from 9.00 AM (IST) on Saturday, 21st May 2022 and ends at 5.00 PM (IST) on Sunday, 19th June 2022. During this period, the Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., 13th May 2022 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting after 5.00 PM (IST) on Sunday, 19th June 2022.

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





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

Step 1: Access to NSDL e-Voting system

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

In terms of SEBI circular dated 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 Participant(s). 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
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> <li>1. Existing IDeAS user can visit the e-Services website of NSDL viz. <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  App Store         </div> <div style="text-align: center;">  Google Play         </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL.</p>	<ol style="list-style-type: none"> <li>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e., NSDL. Click on NSDL to cast your vote.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a>’s home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e., NSDL where the e-Voting is in progress.</li> </ol>

Individual Shareholders (holding securities in demat mode) login through their depository participant(s)	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.
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**Important note: Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot Password option available at 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 at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 <a href="mailto:helpdesk.evoting@cDSLindia.com">helpdesk.evoting@cDSLindia.com</a> or contact at 022- 23058738 or 022-23058542-43

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

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

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

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

4. Your User ID details are given below:

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

5. Your password details are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote(s).
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will ask you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email is is not registered**.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Click on **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

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



## General Guidelines for Shareholders

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

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

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

1. In case shares are held in physical mode please provide Folio No., Name of Shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [investors@lmw.co.in](mailto:investors@lmw.co.in).
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [investors@lmw.co.in](mailto:investors@lmw.co.in). If you are an Individual Shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e., Login method for e-Voting for Individual Shareholders holding securities in demat mode.
3. Alternatively, Shareholder/Member may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.

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