



Our Ref: Sec/BSE - Vol 8/2022
02nd September 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(s)/ Ma'am,

Sub: Summary of Proceedings and Voting Results of the Meeting of the Equity Shareholders of Lakshmi Machine Works Limited ('Company') convened pursuant to the directions of the Hon'ble National Company Law Tribunal, Chennai Bench ('NCLT') held on 02nd September 2022.

Pursuant to the NCLT order dated 13th July 2022 ("Order") in the Company Scheme Application No. CA(CAA)/19(CHE)2022, meeting of the Equity shareholders of the Company was held on Friday, 02nd September 2022 at 9:05 A.M. ("Meeting") through Video Conferencing / Other Audio-Visual Means to consider and if thought fit to approve the Scheme of Arrangement between Lakshmi Machine Works Limited and LMW Aerospace Industries Limited and their respective shareholders ("Scheme"). The scheme was approved by Shareholders of the Company with the requisite majority.

In this regard, the following documents are enclosed along with this intimation:

- Summary of the proceedings of the Meeting as required under the provisions of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI Regulations") as **Annexure A**
- The Report submitted by the Scrutinizer, M/s. MDS & Associates for remote e-voting and e-voting done during the Meeting as **Annexure B**.

The Voting Results along with the Scrutinizer's Report is also available on the website of the Company at www.lmwglobal.com

You are requested to take the above on record.

Yours faithfully,

FOR LAKSHMI MACHINE WORKS LIMITED

**C R SHIVKUMARAN
COMPANY SECRETARY**

Annexure A**Summary of proceedings of the Meeting of Equity Shareholders of Lakshmi Machine Works Limited convened pursuant to the Orders passed by the NCLT****Date, time and venue of the Meeting:**

The Meeting of the Equity Shareholders of the Company was convened on Friday, 02nd September 2022 at 9.05 A.M. ("Meeting") through Video Conferencing / Other Audio-Visual Means, pursuant to Orders passed by the NCLT, for the purpose of considering and if thought fit, approving the proposed Scheme of Arrangement between Lakshmi Machine Works Limited and LMW Aerospace Industries Limited and their respective shareholders ("Scheme").

Proceedings in brief:

Sri. C R Shivkumaran, the Company Secretary, welcomed all the Equity Shareholders attending the Meeting and introduced Sri. K. Soundhar Rajhan, Chairman appointed by the Hon'ble National Company Law Tribunal, Chennai Bench and requested him to take the Chair and commence the proceedings.

Sri. K. Soundhar Rajhan took the Chair and welcomed all the Equity Shareholders attending the Meeting. He informed that the Meeting was being convened through Video Conferencing / Other Audio-Visual Means as per the directions issued by NCLT for the purpose of seeking the approval of the members for the Scheme. He then informed that Sri. V. Senthil, Chief Financial Officer & Sri. C.R. Shivkumaran, Company Secretary were also present at the Meeting through Video Conference and the said persons introduced themselves.

The Chairman further informed the members that Sri. M.D. Selvaraj of MDS & Associates, Scrutiniser was also participating in the meeting through Video Conferencing.

He further mentioned that since there was no physical attendance of the Equity Shareholders, the requirement of appointment of proxies was not applicable.

After ascertaining the quorum being present, the Chairman called the Meeting to Order.

The Chairman informed the shareholders that the Notice convening the Meeting along with the Explanatory Statement and its annexures, including the Scheme had been circulated to all the shareholders 30 days in advance through email and where email was not available, through India post. Accordingly, the Chairman took the notice as read. Then at the request of the Chairman, the Company Secretary proceeded to briefly explain the salient features of the Scheme to the shareholders.

The Company Secretary also briefed Members on the procedure to be followed for voting during the Meeting. Further, he informed that the Company had provided the facility of remote e-voting to Members to cast their votes electronically and also the facility of e-voting during the Meeting. He further informed that, the Company had taken necessary steps to ensure that the equity shareholders are able to attend and vote at this Meeting and the Company had engaged the services of National



Securities Depository Limited ("NSDL") to provide the facility for voting through remote e-voting and e-voting during this Meeting.

The Chairman then invited the members to express their views, ask questions and seek clarification on the Scheme. Since there were no questions raised by shareholders the following item as set out in the Notice convening the said Meeting was put up for voting:

Item No.	Details of the Resolution
1.	Approval of the Scheme of Arrangement between Lakshmi Machine Works Limited and LMW Aerospace Industries Limited and their respective shareholders ("Scheme")

The Chairman then informed the members that M/s. MDS & Associates has been appointed by the NCLT as the Scrutinizer for the Meeting.

He then requested the shareholders who were present at the meeting and who had not cast their vote through remote e-voting to cast their votes through the e-voting facility during the meeting.

He further informed the members that the voting platform would remain open-up to 15 minutes from the conclusion of the meeting to enable the members to cast their votes.

He added that the Scrutinizer shall submit his consolidated report on the votes cast during this Meeting and the remote e-voting facility provided by the Company not later than 2 working days from the conclusion of the Meeting and the Results declared along with the report of the Scrutinizer shall be submitted to the stock exchanges and placed on the website of the Company at www.lmwglobal.com and on NSDL website.

The Chairman thanked the members for attending the Meeting and declared the Meeting as concluded.

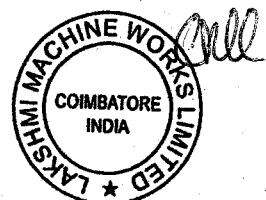
Voting by Shareholders

The Company had provided remote e-voting facility to the Members to cast votes electronically on the business set out in the Notice of the Meeting from 9:00 A.M. (IST) on Tuesday, 30th August 2022 to 5:00 P.M. (IST) on Thursday, 01st September 2022.

Further, the facility to vote on the resolution through electronic voting system at the Meeting was also made available to the Equity Shareholders who participated in the Meeting but had not cast their votes through remote e-voting.

Results of e-voting (remote e-voting and e-voting at the Meeting)

The Scrutinizer had submitted his Report post verification of the votes cast through remote e-voting and e-voting done during the Meeting on 02nd September 2022. As per the report submitted by the Scrutinizer, the Chairman declared that the resolution as contained in the Notice calling the said Meeting as passed by the Equity Shareholders of the Company with requisite majority.





MDS & Associates
Company Secretaries in Practice

M.D. Selvaraj M Com MBA FCS

"SURYA", 35, Mayflower Avenue, Sowripalayam Road, Coimbatore 641028.

Phone : 0422-2318780, 2316755, Fax : 0422-2314792, E-mail : mds@mdsservices.in, Web : www.mdsservices.in

COMBINED SCRUTINIZER'S REPORT FOR REMOTE E-VOTING AND E-VOTING CONDUCTED AT THE MEETING OF EQUITY SHAREHOLDERS OF LAKSHMI MACHINE WORKS LIMITED CONVENED BY AN ORDER OF THE NATIONAL COMPANY LAW TRIBUNAL, CHENNAI BENCH

[Pursuant to Section(s) 108 and 230 to 232 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Rule 9 & 13 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Date: 2nd September 2022

To

Mr. K. Soundhar Rajhan

The Chairman appointed for the Meeting of the Equity Shareholders convened pursuant to the order of the National Company Law Tribunal, Chennai Bench in CA(CAA)/19(CHE)/2022 dated 13-07-2022

M/s. LAKSHMI MACHINE WORKS LIMITED

CIN: L29269TZ1962PLC000463

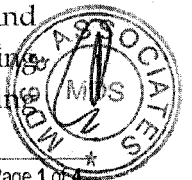
Held on Friday, 2nd September 2022 at 9.05 AM (IST)

Through Video Conferencing (VC) / Other audio-visual means (OAVM)

Dear Sir,

Sub: Combined Scrutinizer's Report on the remote e-voting and e-voting conducted at the meeting of Equity Shareholders of Lakshmi Machine Works Limited convened by an order of the National Company Law Tribunal, Chennai Bench held on 2nd September 2022

I, M D Selvaraj, FCS Proprietor of M/s. MDS & Associates, Company Secretaries in Practice, Coimbatore, have been appointed pursuant to the directions of the National Company Law Tribunal, Chennai Bench vide order dated 13th July 2022 in CA(CAA)/19(CHE)/2022, as the Scrutinizer for the purpose of scrutinizing the remote e-voting process and e-voting conducted at the meeting of the equity shareholders of **M/s. LAKSHMI MACHINE WORKS LIMITED** ("the Company") convened by an order of the National Company Law Tribunal, Chennai Bench ("the meeting") held on Friday, the 2nd day of September 2022 at 9.05 AM (IST) through Video Conferencing (VC) / Other audio-visual means (OAVM) in a fair and transparent manner and for ascertaining the requisite majority on the remote e-voting and e-voting on the Special Resolution as set out in the Notice convening the meeting.



COMPANY SECRETARIES IN PRACTICE

in accordance with the provisions of Sections 108 and 230 to 232 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Rule 9 & 13 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the relevant circulars issued by the Ministry of Corporate Affairs ("MCA Circulars") and Securities and Exchange Board of India ("SEBI Circulars") during the years 2020, 2021 & 2022 permitting the conduct of the meeting through VC/OAVM facility.

Responsibility of the Management

The Management of the Company is responsible to ensure compliance with the directions laid down in the order passed by the National Company Law Tribunal, Chennai Bench dated 13th July 2022, the requirements of the Companies Act, 2013 and the Rules made thereunder in relation to exercising of voting rights through electronic means, on the resolution as set out in the Notice convening the meeting dated 29th July 2022.

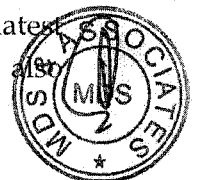
Responsibility as a Scrutinizer

My responsibility, as a Scrutinizer for the remote e-voting process and for the e-voting at the meeting is restricted to the preparation of the Scrutinizer's Report of the votes cast "in favour" or "against" the resolution as set out in the Notice convening the meeting dated 29th July 2022, based on the reports generated from the e-voting system provided by M/s. National Securities Depository Limited ("NSDL"), the Authorised Agency engaged by the Company for providing e-voting facility.

Further, since the meeting was held through VC/ OAVM facility in accordance with said MCA Circulars and SEBI Circulars, the facility of appointment of proxies was not made available for the meeting. Accordingly, no proxy registers were made or maintained by the Company in respect of the meeting.

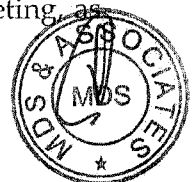
Further, in addition to the above, I submit my report as under:

- The Notice dated 29th July 2022 convening the meeting along with necessary statement setting out the material facts under Sections 102, 230 to 232 of the Companies Act, 2013 and the disclosure under Rule 20 of the Companies (Management and Administration) Rules, 2014 and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (as amended), in respect of the below mentioned resolution to be passed at the meeting, were sent through electronic mail to the members who had registered their email ID with the Company / Depositories and through India post at their latest available postal address for those without email ID. The Company has also placed the notice of the meeting on its website.



COMPANY SECRETARIES IN PRACTICE

- The Company has availed the e-voting services offered by NSDL for providing the remote e-voting and the facility of e-voting during the meeting to the shareholders of the Company.
- The remote e-voting period commenced on Tuesday, 30th August 2022 at 9:00 AM (IST) and ended on Thursday, 1st September 2022 at 5:00 PM (IST). During the period, the members of the Company holding shares in physical and / or in dematerialised form as on the cut-off date i.e., Friday, 26th August 2022 were entitled to vote on the resolution as set out in the Notice of the meeting. The remote e-voting module of NSDL was disabled on Thursday, 1st September 2022 at 5.00 PM (IST).
- Upon the commencement of the meeting, the e-voting platform was activated to enable the shareholders who were present at the meeting through video conferencing/other audio-visual means and who had not cast their vote on the resolution through remote e-voting to vote through e-voting facility at the meeting. The e-voting facility provided at the meeting was disabled at the conclusion of the meeting.
- I, as the Scrutinizer, unblocked the votes cast by the members of the Company through e-voting process on Friday, 2nd September 2022 at 9:45 AM in the presence of Mr. S. Sarathraj (Witness No.1) and Mr. S. Kapilesh Bharadwaj (Witness No.2), who are not in employment of the Company in accordance with Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 (as amended).
- Thereafter, the details containing *inter alia* the list of Equity Shareholders of the Company, who have cast "for" or "against" the resolution that was put to vote through remote e-voting process and e-voting at the meeting, were generated from the e-voting portal of NSDL.
- I have scrutinized the votes cast by remote e-voting and e-voting conducted at the meeting and maintained registers in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014 (as amended).
- Based on the reports generated from the e-voting portal of NSDL, I hereby submit my Combined Report on the result of the votes cast by the shareholders of the Company through remote e-voting and e-voting conducted at the meeting on the resolution as set out in the Notice convening the meeting, as under:



Special resolution

Approval of the Scheme of Arrangement between Lakshmi Machine Works Limited (Transferor Company) and LMW Aerospace Industries Limited (Transferee Company) and their respective shareholders under Sections 230 to 232 of the Companies Act, 2013.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	218	72,75,106	100.00
E-voting at the meeting	0	0	0.00
Total Voting	218	72,75,106	100.00

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	4	8	Negligible
E-voting at the meeting	0	0	0
Total Voting	4	8	Negligible

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
Remote E-Voting	1	3,46,881
E-voting at the meeting	0	0
Total Voting	1	3,46,881

Note: One shareholder holding 7,429 equity shares abstained from voting for 1,019 equity shares.

Note: Thus, the Special Resolution as given in the Notice of the meeting may be considered as passed with requisite majority.

Place: Coimbatore

Date: 2nd September 2022

Based on the Scrutinizer's Report
the resolution has been passed with requisite majority



K. Soundhar Rajhan
Chairman of the meeting

Yours faithfully,



MDS & ASSOCIATES

Prop : M.D.SELVARAJ M.Com, MBA,FCS,
COMPANY SECRETARY IN PRACTICE
FCS - 960, CP - 411

"SURYA" 35, MAYFLOWER AVENUE
SOWRI PALAYAM ROAD COIMBATORE - 641 028
UDIN: F000960D000899440