



Lakshmi Precision Screws Limited

(CIN: L35999HR1968PLC004977)

Registered Office: 46/1, Mile Stone, Hissar Road, Rohtak-124001

Tel.: +91 1262 248289 Fax: +91 1262 248297

Website: www.lpsindia.com

NOTICE OF POSTAL BALLOT TO THE SHAREHOLDERS

NOTICE is hereby given to the shareholders of **Lakshmi Precision Screws Limited** ("Company") pursuant to the provisions of Section 110 of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), read with Rule 22 of the Companies (Management and Administration) Rules, 2014, to consider and if thought fit, to pass the resolution noted herein as Special Resolution by way of Postal Ballot, by giving their assent/ dissent in the Postal Ballot Form annexed to this notice. The explanatory statement pertaining to the said resolution setting out the material facts and the reasons thereof is annexed hereto alongwith a Postal Ballot Form.

You are requested to carefully read the instructions printed in the Postal Ballot Form, for voting by "post" or through "electronic means" namely by –

- (i) returning the ballot form duly completed in all respects, as per instructions contained in the postal ballot form, in the attached self addressed postage pre-paid envelope, so as to reach the scrutinizer not later than 5.00 P.M. on 30th December, 2014; or
- (ii) casting their votes electronically from 01st December, 2014 (9.00 A.M.) to 30th December, 2014 (5.00 P.M.) by following the procedures as explained in Explanatory Statement.

The Scrutinizer after completion of the scrutiny will submit his report to the Chairman of the Company. Thereafter, the results of the postal ballot will be declared by the Chairman at the Registered Office of the Company.

The results will also be displayed on the website of the Company i.e. www.lpsindia.com, besides communicating to concerned Stock Exchanges where the shares of the Company are listed. The results of postal ballot shall also be announced through newspaper advertisement.

The Company is pleased to provide e-voting facility to the Shareholders for transacting the business at the above said Postal Ballot. Members holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 14th November, 2014, may cast their vote electronically on the Business as set out in the Notice of the Postal Ballot through electronic voting system of **National Securities Depository Limited (NSDL)**.

The Resolution, if approved, will be taken as passed effectively on the date of declaration of the results.

PROPOSED RESOLUTION

Approve the renewal in the remuneration of Mr. Rajesh Jain, Non-executive Director of the Company

To consider and if thought fit, to give ASSENT/ DISSENT, to the following resolution as a **Special Resolution**:

"RESOLVED THAT in accordance with the provisions of Section 196, 197 and all other applicable provisions, if any, of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof and the Articles of Association of the Company and subject to the approval of Central Government, the consent of the members of the Company be and is hereby accorded for payment of remuneration to Mr. Rajesh Jain, Non-executive Director of the Company not exceeding Rs.3 lacs (Rupees Three Lacs only) per month, for the remaining period of his tenure 2.5 years i.e. 01.04.2014 to 30.09.2016, in addition to directors' sitting fee as per rules of the Company for attending the meeting of Board of Directors or Committees thereof.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, requisite, desirable or expedient for giving effect to the foregoing resolution."

By Order of the Board of Directors
For **Lakshmi Precision Screws Limited**

Sd/-

NAVEEN KAKKAR

Company Secretary

ACS 13662

46/1, Mile Stone, Hissar
Road, Rohtak - 124001

Date : 14th November 2014

Place : New Delhi

NOTES:

- (1) An Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 in respect of the Special Business set out above and procedures for voting through "electronic means" is annexed hereto
- (2) Please read the instructions printed on the reverse of the Postal Ballot Form, before exercising the vote.
- (3) Postal ballot form & self addressed pre-paid postage envelope.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 ANNEXED TO THE NOTICE DATED 14TH NOVEMBER 2014

Mr. Rajesh Jain, Non-executive Director was drawing monthly remuneration of Rs.3 lacs as approved by the members by a Special Resolution at the Annual General Meeting held on 28th September, 2013 in terms of Section 309 (4) of the Companies Act, 1956. The approval of the members was for a period of 3 years from 01.10.2013 to 30.09.2016 subject to the approval of the Central Government. The Central Government under the Companies Act, 1956 approved the above payment vide its letter no. B87349601/1/2013-CL.VII dated 29.08.2014 for a period of 6 months only i.e. 01.10.2013 to 31.03.2014. With the implementation of the New Companies Act, 2013 w.e.f 01.04.2014 the Central Government did not consider the payment approval required under the New Companies Act, 2013 for the period from 01.04.2014 to 30.09.2016. The above said approval granted was valid till 31st March, 2014. The Company is required to make a fresh application for the approval of the Central Government for the remaining period of his tenure 2.5 years i.e. 01.04.2014 to 30.09.2016 under the Companies Act, 2013.

The Company derives substantial benefits through expert advice of Mr. Rajesh Jain and having regard to his contribution / involvement in policy issues concerning the Company's operations. It is proposed to continue with the payment of monthly remuneration of Rs.3 Lacs for a remaining period of his tenure 2.5 years from 01.04.2014 to 30.09.2016 subject to approval under the provisions of the Companies Act, 2013 as recommended by the Nomination Cum Corporate Governance and Remuneration Committee and Board of Directors in its meeting held on 14.11.2014.

The above proposal is in the interest of the Company and the Directors recommend the proposed Special Resolution for the approval of the members of the Company.

The copy of all the documents referred to in the notice and explanatory statement are open for inspection of the shareholders of the Company at the registered office of the Company on all working days (from Monday to Saturday) except holidays, between 11:00 a.m. to 1:00 pm upto December 30, 2014.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives except Mr. Lalit Kumar Jain, Mr. Vijay Kumar Jain, Mr. Rajesh Jain and Smt. Sushila Devi Jain, Directors of the Company are interested in passing of this resolution.

By Order of the Board of Directors
For **Lakshmi Precision Screws Limited**
Sd/-

NAVEEN KAKKAR
Company Secretary
ACS 13662
46/1 Mile Stone, Hissar
Road Rohtak - 124001

Date : 14th November 2014
Place : New Delhi

Notes

1. The Company is pleased to offer e-voting facility for all its members to enable them to cast their vote electronically in terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement (including any statutory modification or re-enactment thereof for the time being in force). Accordingly, a member may exercise his/ her vote by electronic means and the Company may pass any resolution by electronic voting system in accordance with the above provisions.
2. Voting rights are reckoned on the basis of the shares registered in the name of Members/Beneficial owners as on cutoff date 14th November 2014.

Members are requested to read instructions printed on the reverse of the Postal Ballot Form and return the Form duly completed in the attached self addressed and pre-paid postage envelope so as to reach the Scrutinizer on or before on the 30th December, 2014 (5.00 P.M.) at the following addressed Mr. Suresh Kumar, Scrutinizer, M/s RMG & Associates, Company Secretaries, 207, Suchet Chambers, 1224/5, Bank Street, Karol Bagh, New Delhi – 110005. +91 9968300649 (Hand phone) | +91 11 2875 2857, 4742 0000 (Tel) | +91 11 4504 2509

3. The instructions for e-voting are as under:

1. Initial password is provided as below/ at the bottom of the Ballot Paper:

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN
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2. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>.
3. Click on Shareholder – Login.
4. Put user ID and password as initial password/ PIN noted in step (i) above. Click Login.
5. Password change menu appears. Change the password/ PIN with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
6. Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
7. Select "EVEN" of Lakshmi Precision Screws Limited.
8. Now you are ready for e-voting as Cast Vote page opens.
9. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
10. Upon confirmation, the message "Vote cast successfully" will be displayed.
11. Once you have voted on the resolution, you will not be allowed to modify your vote.
12. Institutional members (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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to e-voting@rmgcs.com or complianceofficer@lpsindia.com with a copy marked to evoting@nsdl.co.in.
13. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the Downloads section of www.evoting.nsdl.com.
14. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/ PIN for casting your vote.
15. The e-voting period commences on 01st December, 2014 (9.00 am) and ends on 30th December, 2014 (5.00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 14th November, 2014, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
16. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 14th November, 2014.
17. Mr. Suresh Kumar, Practicing Company Secretary (Membership No. FCS 07776, COP No. 8529) as Partner of M/s. RMG & Associates, Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
18. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
19. The Results shall be declared on 2nd January, 2015. The Results declared shall be placed on the Company's website www.lpsindia.com and communicated to BSE Limited and NSE Limited.

INSTRUCTIONS FOR FILLING THE POSTAL BALLOT FORM

1. In terms of the provisions of Section 110 of the Companies Act, 2013, the relevant Rules made thereunder, the assent or dissent of the shareholders of the Company in respect of the Special Resolution content in the Postal Ballot Notice dated November 14, 2014 shall be determined through Postal Ballot.
2. The Board of Directors has vide its resolution passed on November 14, 2014 appointed Mr. Suresh Kumar, Practicing Company Secretary (holding Membership No. FCS- 07776 and C.P. - 8529) partner of M/s. RMG & Associates, New Delhi as the Scrutinizer for conducting the Postal Ballot process in accordance with the applicable laws and in fair and transparent manner.
3. A Shareholder desiring to exercise vote by Postal Ballot should complete the Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed postage pre-paid envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if deposited in person or sent by courier at the expense of the Registered Shareholder will also be accepted.
4. This postal ballot form should be completed and signed by the Shareholder as per the specimen signature recorded with the Company/Depository Participant. In case of joint holding, this Form should be completed and signed by the first named shareholder and in his absence, by the next named shareholder. Unsigned postal ballot forms will be rejected.
5. In case of Shares held by Companies, Trusts, Societies, etc, the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/Authorization.
6. A shareholder need not use all his votes nor he needs to cast all his votes in the same way.
7. Duly completed postal ballot forms should reach the Scrutinizer not later than the close of working hours (i.e. 5.00 P.M.) on 30th December, 2014. Any postal ballot form received after this date will be treated as if the reply from the shareholder has not been received.
8. A shareholder may request for a duplicate postal ballot form, if so required. However, the duly filled in duplicate postal ballot form should reach the Scrutinizer not later than the date specified at the item no. 7 above.
9. Voting Rights shall be reckoned on the paid up value of the Shares registered in the name of the Shareholder as on the cut-off date.
10. Shareholders are requested not to send any other paper along with the Postal Ballot Form. They are also requested not to write anything in the Postal Ballot Form, except giving their assent or dissent and putting their signature. If any such paper is sent the same will be destroyed by the Scrutinizer.
11. Incomplete, unsigned or incorrectly ticked Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot will be final.
12. The Postal Ballot shall not be exercised by Proxy. However, corporate and institutional members shall be entitled to vote through their authorised representatives with proof of their authorization.
13. The Scrutinizer will submit his consolidated report of Postal Ballot and e-voting process to the Chairman after completion of the scrutiny of the Postal Ballot Forms. The results will be announced on 2nd January, 2015 at the Registered Office of the Company and also be placed on the website of the Company.
14. The date of declaration of the results of the postal ballot, shall be deemed to be the date of passing the said resolution. The results will be intimated to the Stock Exchanges on which the shares of the Company are listed, i.e. Bombay Stock Exchange Limited and National Stock Exchange of India Limited and will also be published in a leading English newspaper and a vernacular newspaper. The same shall also be displayed on the website of the Company.
15. The documents referred to in this notice and explanatory statement are open for inspection at the Registered Office of the Company on all working days of the Company.
16. Any query in relation to the resolution proposed to be passed by Postal Ballot may be addressed to The Company Secretary at the Registered Office of the Company or by email at nkakkar@lpsindia.com
17. Shareholders who have not registered their email IDs are requested to register the same with the Company, in case of shares held in physical form and with their respective Depository Participants, in case of share held in dematerialized/electronic form.
18. In accordance with the provisions of clause 35B of the Listing Agreement entered into by the Company with the Stock Exchanges and Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company is pleased to provide the electronic voting (e-voting) facility as an option to its shareholders to enable them to cast their vote electronically instead of dispatching the postal ballot forms by post. The Company has engaged the services of **National Securities Depository Limited (NSDL)** to provide the e-voting facilities to the shareholders of the Company. It may be noted that e-voting is optional. If a shareholder has voted through e-voting facility, he/she is not required to send the postal ballot forms. If a shareholder votes through e-voting facility as well as sends his/her vote through the Postal Ballot Form, then voting done through Postal Ballot Form shall prevail and voting done by e-voting will be treated as invalid by the Scrutinizer.



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Website: www.lpsindia.com

Sr. No.

POSTAL BALLOT FORM

(To be returned to the scrutinizer appointed by Company)

1. Name and address of the sole/ first named shareholder (in block letters) :

2. Name(s) of the joint holders, if any :

3. Registered Folio No./DP ID No./ Client ID No.*
*(Applicable to members holding Shares in dematerialized form) :

4. Number Of Share(s) held :

5. Class of Share : Equity Shares

I / we hereby exercise my/ our vote in respect of Special Resolution to be passed through postal ballot for the business stated in the Postal Ballot Notice of the Company dated 14th November, 2014 by conveying my/ our assent or dissent to the said resolution by placing the tick (✓) mark at the appropriate box below:

Item No.	Description	No. of Shares	I/we assent to the resolution (FOR)	I/we dissent to the resolution (AGAINST)
1.	Special Resolution regarding renewal in the remuneration of Mr. Rajesh Jain, Non-executive Director of the Company.			

Place :

Date :

Signature of Shareholder(s)

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event No.)	USER ID (16 Digits Demat Account /Folio No.)	PASSWORD

Note:

1. Kindly read the instructions printed overleaf before filling the form.
2. Last date for receipt of Postal Ballot Forms by the Scrutinizer before the close of working hours (5.00 P.M) on Tuesday dated December 30th, 2014.