

01/12/2021

To

Listing Department

National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East),
Mumbai – 400051

Symbol: LAXMIMACH

Dear Sir

**Sub: Compliance status report as per observation letter dated October 28, 2021
("Observation Letter") issued by National Stock Exchange of India Limited**

This is with reference to the observation letter dated October 28, 2021 issued by you in relation to Scheme of Arrangement between Lakshmi Machine Works Limited ("the Transferor Company" / "LMW") and LMW Aerospace Industries Limited ("the Transferee Company" or "LMWASIL") and their respective shareholders ("the Scheme").

As per the Observation Letter following are our responses in respect to the compliance with the points mentioned in the said letter:

- a) Company shall ensure that additional information, if any, submitted by the Company, after filing the Scheme with the Stock Exchanges, and from the date of receipt of this letter is displayed on the websites of the listed company and the Stock Exchanges.

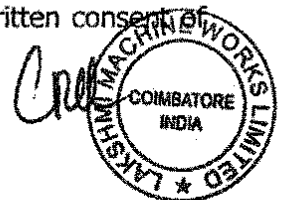
Response:

The Company hereby ensures that any additional information, if any, submitted by the Company, after filing the Scheme with the Stock Exchanges, and from the date of receipt of this letter is displayed on the website of the Company and the Stock Exchanges.

- b) Company shall ensure no changes to the draft scheme except those mandated by the regulators/ authorities / tribunals shall be made without specific written consent of SEBI.

Response:

The Company hereby ensures that no changes to the draft scheme except those mandated by the regulators/ authorities / tribunals shall be made without specific written consent of SEBI.



CORPORATE OFFICE : 34-A, Kamaraj Road, Coimbatore - 641 018.

Phone : +91 422 7198100, 7198301 Fax : +91 422 2220912 www.lakshnimach.com

REGISTERED OFFICE : SRK Vidyalaya Post, Perianaickenpalayam, Coimbatore - 641 020, CIN : L26269TZ1982PLC000463.

- c) The Company shall duly comply with various provisions of the SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 ("SEBI Circular").

Response:

The Company hereby ensures that it shall comply with the SEBI Circular as applicable and amendments thereof.

- d) Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before National Company Law Tribunal (NCLT) and the company is obliged to bring the observations to the notice of NCLT.

Response:

The Company shall attach the copy of the Observation Letter to the Company Scheme Application filed by the Company with NCLT.

- e) The listed entity shall ensure that the scheme submitted with the NCLT for sanction, provides for voting by shareholders through e-voting, after disclosure of all material facts in the explanatory statement sent to the shareholders in relation to such resolution.

Response:

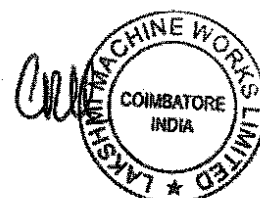
The Company hereby ensures that the application submitted with the NCLT for sanction of the scheme, provides for voting by shareholders through e-voting, after disclosure of all material facts in the explanatory statement sent to the shareholders in relation to such resolution.

- f) It is to be noted that the petitions are being filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/ Stock Exchange(s). Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments/observations/representations.

Response:

The Company hereby ensures that it shall not send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments/observations/representations unless otherwise directed by NCLT.

- g) It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/ stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to National Stock Exchange of India Limited again for its comments/observations/representations.



Response:

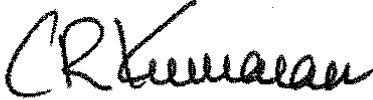
The Company hereby ensures that it shall not send notice for representation as mandated under section 230(5) of Companies Act, 2013 to National Stock Exchange of India Limited again for its comments/observations/representations unless otherwise directed by NCLT.

Request you to take the above in your records.

Thanking you,

Yours Faithfully

For Lakshmi Machine Works Limited



**C R Shivkumaran
Company Secretary**

