



LAKSHMI MACHINE WORKS LIMITED

Regd. Office: Perianaickenpalayam, Coimbatore - 641 020

ATTENDANCE SLIP

PLEASE BRING THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF 'Nani Kalai Arangam' Mani Higher Secondary School, Pappanaickenpalayam, Coimbatore - 641 037

Name & Address of the Shareholder

SEQUENCE No. :

FOLIO No. :

DP. ID :

Client ID :

I hereby record my presence at the ANNUAL GENERAL MEETING at 'Nani Kalai Arangam, Mani Higher Secondary School, Pappanaickenpalayam, Coimbatore - 641 037 on Wednesday the 6th August, 2014 at 3.30 PM.

Signature of the Member or Proxy

No. of Shares held



Form No. MGT-11

PROXY FORM

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

CIN	L29269TZ1962PLC000463
Name of the Company	Lakshmi Machine Works Limited
Registered Office	Perianaickenpalayam, Coimbatore - 641 020
Name of the shareholder	
Registered address	
E-mail ID	
Folio No. / Client ID	
DP ID	

I / we, being the shareholder(s) of shares of the above named company, hereby appoint :

1	Name	
	Address	
	E-mail ID	
	Signature	

or failing him

2	Name	
	Address	
	E-mail ID	
	Signature	

or failing him

3	Name	
	Address	
	E-mail ID	
	Signature	

(p.t.o)

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 51st Annual General Meeting of the company, to be held on Wednesday the 6th August, 2014 at 3.30 pm at "Nani Kalai Arangam", Mani Higher Secondary School, Pappanaickenpalayam, Coimbatore-641037 and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No. (□)

1		6	
2		7	
3		8	
4		9	
5		10	

Signed this day of 2014.

Signature of shareholder :

Signature of Proxy holder(s) :

Affix
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.



LAKSHMI MACHINE WORKS LIMITED

CIN L29269TZ1962PLC000463

Regd.Office : Perianaickenpalayam, Coimbatore-641020

Phone : 0422 3022255, 6612255 Fax : 0422 2692541

Email : secretarial@lmw.co.in Website : www.lakshnimach.com

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the 51st Annual General Meeting of the Shareholders of Lakshmi Machine Works Limited, Coimbatore- 641020 will be held on Wednesday, the 6th August, 2014 at 3.30 PM at "Nani Kalai Arangam", Mani Higher Secondary School, Pappanaickenpalayam, Coimbatore-641037, to transact the following business:-

ORDINARY BUSINESS :

1. To consider the Statement of Profit and Loss for the financial year ended 31st March, 2014, the Balance Sheet as at that date, the Report of the Board of Directors and the Report of the Auditors.
2. To declare a dividend.
3. To appoint a Director in the place of Sri.V.Sathyakumar (DIN: 06477636), Director retires by rotation and being eligible, offers himself for reappointment.
4. To appoint Auditors for the financial year 2014-15 and to fix their remuneration.

SPECIAL BUSINESS:

5. To consider and if deemed fit to pass with or without modification the following resolution as an Ordinary Resolution :

RESOLVED that pursuant to Sec.149, 152 and other applicable provisions if any, of the Companies Act, 2013 and the Rules made thereunder, read with Schedule-IV of the Companies Act, 2013, Sri.M.V.Subbiah (DIN: 00225614), Director of the Company, in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Sri.M.V.Subbiah as a candidate for the office of Independent Director of the Company, be and is hereby appointed as an Independent Director to hold office for a period of one year from the conclusion of this AGM and he is not liable to retire by rotation.

6. To consider and if deemed fit to pass with or without modification the following resolution as an Ordinary Resolution :

RESOLVED that pursuant to Sec.149, 152 and other applicable provisions if any of the Companies Act, 2013 and the Rules made thereunder, read with Schedule-IV of the Companies Act, 2013, Sri.Basavaraju (DIN: 01252772), Director of the Company in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Sri.Basavaraju as a candidate for the office of Independent Director of the Company, be and is hereby appointed as an Independent Director to hold office for a period of five years from the conclusion of this AGM and he is not liable to retire by rotation.



7. To consider and if deemed fit to pass with or without modification the following resolution as an Ordinary Resolution :

RESOLVED that pursuant to Sec.149, 152 and other applicable provisions if any of the Companies Act, 2013 and the Rules made thereunder, read with Schedule-IV of the Companies Act, 2013, Sri.Aditya Himatsingka (DIN: 00138970), Director of the Company in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Sri.Aditya Himatsingka as a candidate for the office of Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a period of five years from the conclusion of this AGM and he is not liable to retire by rotation.

8. To consider and if deemed fit to pass with or without modification the following resolution as an Ordinary Resolution :

RESOLVED that pursuant to Sec.149, 152 and other applicable provisions if any of the Companies Act, 2013 and the Rules made thereunder, read with Schedule-IV of the Companies Act, 2013, Dr.Mukund Govind Rajan (DIN: 00141258), Director of the Company in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Dr.Mukund Govind Rajan as a candidate for the office of Independent Director of the Company, be and is hereby appointed as an Independent Director to hold office for a period of five years from the conclusion of this AGM and he is not liable to retire by rotation.

9. To consider and if deemed fit to pass with or without modification the following resolution as a Special Resolution :

RESOLVED that pursuant to the provisions of Sec.14 of the Companies Act, 2013 read with Table-F to Schedule-I, Clause-1 to 379 of the existing Articles of Association of the Company be and is hereby deleted and in its place a new set of Articles of Association in line with the provisions of the Companies Act, 2013 having Clauses 1 to 88 be and is hereby substituted.

10. To consider and if deemed fit to pass with or without modification the following resolution as a Special Resolution :

RESOLVED that in partial modification of the Special Resolution approving the terms of reappointment of Sri.R.Rajendran, Director Finance passed at the Annual General Meeting held on 5th August, 2013, the terms of appointment of Sri.R.Rajendran, Director Finance be and is hereby amended by inserting thereto the following clause after the existing Clause-b :

"c. Sri.R.Rajendran, Director Finance, is liable to retire by rotation".

RESOLVED FURTHER that all the other terms and conditions of appointment of Sri.R.Rajendran, Director Finance remains unaltered.

Place : Coimbatore
Date : 23.05.2014

By Order of the Board
K.DUR AISAMI
Company Secretary

NOTE :

1. The statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF/HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
3. The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. A proxy form for the AGM is enclosed.
4. Members / proxies should bring the duly filled attendance slip enclosed herewith to attend the meeting.
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
6. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
7. The Register of Members and share transfer books of the Company will remain closed from Friday the 1st August, 2014 to Wednesday, the 6th August, 2014 (both days inclusive) as per clause-16 of the Listing Agreement.
8. Subject to the provisions of the Companies Act, 2013, dividend as recommended by the Board of Directors, if declared at the meeting will be paid within a period of 30 days from the date of declaration, to those members whose names appear on the Register of Members as on 31st July, 2014.
9. Members whose shareholding is in the electronic mode are requested to direct change of address notifications and updates of savings bank account details to their respective Depository participant(s). Members are advised to utilise the National Electronic Clearing System (NECS) for receiving dividends.
10. Members are requested to address all correspondences, including dividend matters, to the Registrar and Share Transfer Agents, M/s SKDC Consultants Limited, Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore-641006.
11. Members wishing to claim dividends, which remain unclaimed, are requested to correspond with Company Secretary / Share Transfer Agents of the Company. Members are requested to note that dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 124 of the Companies Act, 2013 be transferred to the Investor Education and Protection Fund.
12. Brief resume, details of shareholding and Directors inter-se relationship of Directors seeking election/re-election as required under Clause 49 of the Listing Agreement, are provided as Annexure to this notice.
13. As per the green initiative taken by the Ministry of Corporate Affairs, the shareholders are advised to register their e-mail address with the Company in respect of shares held in physical form and with the concerned Depository Participant in respect of shares held in Demat form to enable the Company to serve documents in electronic form.
14. Annual accounts and related details of the wholly owned subsidiary company viz. LMW Textile Machinery(Suzhou) Co.Ltd. China is kept for inspection at the Registered Office of the Company and at the subsidiary company. Copy of the same will be provided to the members whenever requested.

15. Any member who need any clarification on accounts or operations of the Company shall write to the Company Secretary, so as to reach him at least 7 days before the meeting, so that the information required can be provided.
16. Members are requested to bring their copy of the Annual Report with them to the Annual General Meeting.
17. Electronic copy of the Annual Report and AGM Notice are being sent to all the members whose e-mail id is registered with the Company / Depository Participants unless any member has requested for a hard copy of the same. For members who have not registered their E-mail ID, physical copies of annual report and AGM Notice for the year 2013-14 are sent through the permitted mode separately.

VOTING THROUGH ELECTRONIC MEANS

In compliance with the provisions of clause - 35B of the Listing Agreements read with section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their votes for all the resolutions detailed in the Notice of the 51st Annual General Meeting scheduled to be held on Wednesday, the 6th August, 2014 at 3.30 p.m. by electronic means and the business may be transacted through e-voting. The Company has engaged the services of CDSL as the authorized agency to provide the e-voting facilities as per instructions below.

In terms of Clause 35B of the Listing Agreement, in order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, a postal ballot Form is annexed. A member desiring to exercise vote by postal ballot shall complete the enclosed Ballot Form with assent (for) or dissent (against) and send it to Sri.M.D.Selvaraj, Scrutinizer, MDS Associates, "Surya", 35 Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore-641028 so as to reach him on or before 2nd August, 2014 by 5.00 p.m. Any Ballot Form received after the said date shall be treated as if the reply from the Members has not been received. Kindly note that members can opt for only one mode of voting i.e., either by postal ballot or through e-voting. If members are opting for e-voting then do not vote by postal ballot or vice versa.

However, in case of Members casting their vote both by postal ballot and e-voting, then voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.

Instructions to Members for e-voting are as under:

- (a) Date and time of commencement of voting through electronic means : 31st July, 2014 at 9.00 a. m.
- (b) Date and time of end of voting through electronic means beyond which voting will not be allowed: 2nd August, 2014 at 5.00 p. m.
- (c) Details of Website: www.evotingindia.com

Details of persons to be contacted for issues relating to e-voting :

M/s. SKDC Consultants Limited, Kanapathy Towers, 3rd Floor,
1391/A-1, Sathy Road, Ganapathy, Coimbatore - 641 006
Phone: +91 422 6549995, 2539835-836 Fax: +91 422 2539837
Email: info@skdc-consultants.com
Website:www.skdc-consultants.com.

The e-voting module shall be disabled for voting on 2nd August, 2014 at 5.00 p. m. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. **The voting right of shareholders shall be in proportion to their share in the paid up equity share capital of the Company as on 30th June, 2014 (cut-off date).**

Sri.M.D.Selvaraj, Practising Company Secretary (CP No.411) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. 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. The results shall be declared at / after the AGM of the Company. The results declared along with the Scrutinizer's Report shall be available on the Company's website within two (2) days of conclusion of the AGM of the Company and communicated to the Stock Exchange/s.

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.co.in
- (ii) Click on "Shareholders" tab.
- (iii) Now, select, "LAKSHMI MACHINE WORKS LIMITED" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID (For CDSL: 16 digits beneficiary ID,

For NSDL: 8 Character DP ID followed by 8 Digits Client ID), Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Image Verification Code as displayed and Click on Login.

- (v) If you are holding shares in Demat form and had logged on to www.evotingindia.co.in and casted your vote earlier for any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number provided at the attendance slip enclosed herewith in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Company's records for the said demat account or folio. If the details are not recorded with the depository or Company please enter the member ID / folio number in the Dividend Bank details field.

Please enter the DOB or Dividend Bank Details in order to login.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly the "Lakshmi Machine Works Limited" screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (x) Click on the relevant EVSN - Lakshmi Machine Works Limited on which you choose to vote.
- (xi) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "Resolutions File Link" if you wish to view the entire Resolution.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and Image verification Code and click on Forgot Password & enter the details as prompted by the system.
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy :

- (A) Please follow all steps from Sl. No. (i) to Sl. No. (xvi) above to cast vote.
- (B) The voting period begins on 31st July, 2014 at 9.00 a.m and ends on 2nd August, 2014 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, 30th June, 2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

In case of members desiring to exercise vote by Postal Ballot:

A Member desiring to exercise vote by Postal Ballot should complete the Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed business reply envelope properly sealed. Members are requested to read the instructions contained on the reverse of the Postal Ballot Form and follow the same.

The notice of the Annual General Meeting and this communication are also available on the website of the Company www.lakshmach.com and of the RTA www.skdc-consultants.com

AS THE COMPANY HAS PROVIDED E-VOTING / POSTAL BALLOT VOTING IN TERMS OF CLAUSE 35 B OF THE LISTING AGREEMENT, MEMBERS MAY PLEASE NOTE THAT THERE WILL BE ONLY ONE MODE OF VOTING EITHER THROUGH E-VOTING OR BY POST. THE SCRUTINIZER WILL COLLATE THE VOTES DOWNLOADED FROM THE E-VOTING SYSTEM AND VOTES RECEIVED THROUGH POSTAL BALLOT TO DECLARE THE FINAL RESULT FOR EACH OF THE RESOLUTIONS FORMING PART OF THE NOTICE OF ANNUAL GENERAL MEETING.

EXPLANATORY STATEMENT IN TERMS OF SECTION 102 OF THE COMPANIES ACT, 2013

Item No.5

Sri.M.V.Subbiah is a Diploma holder in Industrial Administration and has studied at the University of Aston and has attended programme for Management Development at Harvard Business School. He was the former Chairman of EID Parry(India) Limited of the Murugappa Group. He was the recipient of JRD Tata Business Leadership Award in 2002, the National HRD Award in 1998 and Padma Bhushan Award from President of India in 2012. He is in the Board of the Company since March, 1979.

The Company has received a nomination under Sec.160 of the Companies Act, 2013 from a member of the Company with requisite deposit signifying his intention to propose the appointment of Sri.M.V.Subbiah as Independent Director. Sri.M.V.Subbiah will hold office for a period of one year from the conclusion of this AGM.

In the opinion of the Board of Directors Sri.M.V.Subbiah fulfills the conditions specified in the Act and rules made there under and he is independent of the management.

Interest of Directors:

None of the Directors, key managerial personnel or their relatives other than Sri.M.V.Subbiah is concerned or interested in the resolution.

Item No.6

Sri Basavaraju is a Post Graduate in English Literature from Bangalore University. He joined LIC in the year 1977 and held various responsible positions in LIC before retiring as Executive Director. He was Ex-officio President of Bangalore Insurance Institute from 1998 to 2001. He was the first Zonal Manager of eighth Zone of LIC with headquarters at Patna, Bihar. He has also served as Chair Professor (Life) in the National Insurance Academy, Pune.

Sri.Basavaraju is on the Board of our Company since 30th October, 2006 as Nominee Director of LIC and on his retirement he was appointed as Additional Director on the Board of the Company from 25th January, 2013. He was appointed as Director of the Company at the AGM held on 5th August, 2013.

The Company has received a nomination under Sec.160 of the Companies Act, 2013 from a member of the Company with requisite deposit signifying his intention to propose the appointment of Sri.Basavaraju as Independent Director. Sri.Basavaraju will hold office for a term of 5 consecutive years from the conclusion of this AGM.

In the opinion of the Board of Directors Sri.Basavaraju fulfills the conditions specified in the Act and rules made there under and he is independent of the management.

Interest of Directors:

None of the Directors, key managerial personnel or their relatives other than Sri.Basavaraju is concerned or interested in the resolution.

Item No. 7

Sri.Aditya Himatsingka has completed his B.Com. degree with honours from Calcutta University in 1985 and his Post Graduate course in Textile Technology at Philadelphia College of Textile in USA. He is serving as Executive Director of Himatsingka Seide Limited since 1994. He has over 25 years of experience in the silk industry. He is in the Board of the Company since 2010.

The Company has received a nomination under Sec.160 of the Companies Act, 2013 from a member of the Company with requisite deposit signifying his intention to propose the appointment of Sri.Aditya Himatsingka as Independent Director. Sri.Aditya Himatsingka will hold office for a term of 5 consecutive years from the conclusion of this AGM.

In the opinion of the Board of Directors Sri.Aditya Himatsingka fulfills the conditions specified in the Act and rules made there under and he is independent of the management.

Interest of Directors:

None of the Directors, key managerial personnel or their relatives other than Sri.Aditya Himatsingka is concerned or interested in the resolution.

Item No. 8

Dr.Mukund Govind Rajan is a B.Tech Graduate from I.I.T. Delhi and completed his Masters and Doctorate in International Relations from Oxford University. He is a recipient of the prestigious Rhodes Scholarship from Oxford University. He joined the TATA Group through its premier management programme, the TATA Administrative Service (TAS). He was assigned in 1996 to the office of Mr.Ratan Tata. He brings with him a deep knowledge of and network within TATA, have supported the office of Chairman over twelve years. He has served on the Boards of TATA Tele Services Ltd., TATA Communications Ltd., TATA Communications International Pte Ltd. and PIEM Hotels Ltd. He has also served as President of the Association of Unifield Access Services Providers of India in 2007. The World Economic Forum honoured him as a young global leader. He joined TATA Capital Limited in June 2010 and currently the Brand Custodian and Chief Ethics Officer TATA Sons Limited.

The Company has received a nomination under Sec.160 of the Companies Act, 2013 from a member of the Company with requisite deposit signifying his intention to propose the appointment of Dr. Mukund Govind Rajan as Independent Director. Dr.Mukund Govind Rajan will hold office for a term of 5 consecutive years from the conclusion of this AGM.

In the opinion of the Board of Directors Dr.Mukund Govind Rajan fulfills the conditions specified in the Act and rules made there under and he is independent of the management.

Interest of Directors:

None of the Directors, key managerial personnel or their relatives other than Dr. Mukund Govind Rajan is concerned or interested in the resolution.

Item No. 9

The Companies Act, 2013 was enacted and majority of the Act has been notified for implementation from 1st April, 2014. Some of the provisions of the existing Articles of Association of the Company are inconsistent with the Companies Act, 2013. So, in order to bring the Articles of Association of the Company in line with the provisions of the Companies Act, 2013 and Schedules made thereunder, it is proposed to replace the existing Articles of Association of the Company by a new set of Articles as per the model Articles provided under Table F of Schedule-I of the Companies Act, 2013.

As per Sec.14 of the Companies Act, 2013, amendment to Articles of Association requires approval of the shareholders by a special resolution. Hence, the Board recommend this resolution for the approval of the shareholders.

Interest of Directors :

None of the Directors, key managerial personnel or their relatives of the Company are concerned or interested in this resolution.

Inspection of documents :

A copy of the existing Articles of Association of the Company together with a copy of the proposed Articles of Association as set out in the resolution under Item No.9 of the Notice are open for inspection at the Registered Office of the Company during business hours on all working days.

Item No. 10

As per Sec.152(6) clause(a) of the Companies Act, 2013, two thirds of the total number of Directors of the Company shall be persons whose period of office is liable to determination by rotation of Directors. Independent Directors are excluded from the total number of Directors for this purpose as they are not liable to retirement by rotation and their tenure of office is fixed as 5 years from the date of appointment.

At present there are 8 Directors on the Board, out of the 8 Directors, 4 Directors are Independent Directors and are not liable to retirement by rotation and not counted for total strength in calculating retirement of Directors by rotation. Out of the remaining 4 Directors, Sri.Sanjay Jayavarthanelu, Chairman and Managing Director and Sri.R.Rajendran, Director Finance being Executive Directors are not liable to retirement by rotation by virtue of terms of their appointment. The remaining Directors who are liable to retirement by rotation are only 2. The strength of non retiring directors on the Board shall not exceed one third of the total strength of Directors other than Independent Directors.

In view of this, it is proposed to amend the terms of appointment of Sri.R.Rajendran, Director Finance so as to make him liable to retirement by rotation. Hence, the Board recommends this resolution for the Shareholders' approval.

Interest of Directors:

None of the Directors, key managerial personnel or their relatives other than Sri.R.Rajendran is concerned or interested in the resolution.

Place : Coimbatore
Date : 23.05.2014

By Order of the Board
K.DUR AISAMI
Company Secretary

Annexure to Notice of AGM**PROFILE OF DIRECTORS SEEKING ELECTION / REAPPOINTMENT
(Pursuant to Clause-49 of the Listing Agreement)****1. Sri. M.V.Subbiah, Director :****Profile :**

Sri.M.V.Subbiah is a Diploma holder in Industrial Administration and has studied at the University of Aston and has attended programme for Management Development at Harvard Business School. He was the former Chairman of EID Parry(India) Limited of the Murugappa Group. He was the recipient of JRD Tata Business Leadership Award in 2002, the National HRD Award in 1998 and Padma Bhushan Award from the President of India in 2012. He is in the Board of the Company since March, 1979.

Experience :

He has more than 4 decades of experience in the field of Industrial Administration, Human Resource Development and Financial Management.

Other Directorships :

1. Chennai Willington Corporate Foundation
2. Chennai Heritage

Membership in Committees :

Name of the company	Name of the committee	Member/Chairman
Lakshmi Machine Works Limited	Remuneration Committee	Chairman
-do-	Shareholders & Investors Grievance Committee	Chairman

Shareholding : Nil**Directors' inter-se relationship :**

None of the Directors of the Company is related to Sri.M.V.Subbiah.

2. Sri.Basavaraju, Director:**Profile:**

Sri Basavaraju is a Post Graduate in English Literature from Bangalore University. He joined LIC in the year 1977 and held various responsible positions in LIC before retiring as Executive Director. He was Ex-officio President of Bangalore Insurance Institute from 1998 to 2001. He was the first Zonal Manager of eighth Zone of LIC with headquarters at Patna, Bihar. He has also served as Chair Professor (Life) in the National Insurance Academy, Pune.

Sri.Basavaraju is on the Board of our Company since 30th October, 2006 as Nominee Director of LIC and on his retirement he was appointed as Director on the Board of the Company from 2013.

Experience:

He has more than 3 decades of experience in the fields of Marketing, Training and Administration.

Other Directorships:

1. The India Cements Limited

Membership in Committees:

Name of the company	Name of the committee	Member/Chairman
Lakshmi Machine Works Limited	Audit Committee	Member
-do-	Remuneration Committee	Member
-do-	Shareholders & Investors Grievance Committee	Member

Shareholding: Nil
Directors' inter-se relationship:

None of the Directors of the Company is related to Sri.Basavaraju.

3. Sri. Aditya Himatsingka, Director :
Profile :

Sri.Aditya Himatsingka has completed his B.Com. degree with honours from Calcutta University in 1985 and his Post Graduate course in Textile Technology at Philadelphia College of Textile in USA. He is serving as Executive Director of Himatsingka Seide Limited since 1994. He has over 23 years of experience in the Silk Industry.

Experience :

More than 20 years of experience in Silk Industry and also in Finance, Accounts and Administration.

Other Directorships :

1. Bihar Mercantile Union Limited
2. Credit Himatsingka Private Limited
3. Aditya Resources Limited
4. Awdhan Trading Company Limited
5. Himatsingka Seide Limited

Membership in Committees :

Name of the company	Name of the Committee	Member/Chairman
Himatsingka Seide Limited	Share Transfer Committee Risk Management Committee QIP Committee	Member
Lakshmi Machine Works Limited	Audit Committee	Member

Shareholding : Nil
Directors' inter-se relationship :

None of the Directors of the Company is related to Sri.Aditya Himatsingka.

4. Dr.Mukund Govind Rajan, Director :**Profile :**

Dr.Mukund Govind Rajan is a B.Tech Graduate from I.I.T. Delhi and completed his Masters and Doctorate in International Relations from Oxford University. He is a receipt of the prestigious Rhodes Scholarship from Oxford University. He joined the TATA Group through its premier management programme, the TATA Administrative Service (TAS). He was assigned in 1996 to the office of Mr.Ratan Tata. He brings with him a deep knowledge of and network within TATA, have supported the office of Chairman over twelve years. He has served on the Boards of TATA Tele Services Ltd., TATA Communications Ltd., TATA Communications International Pte Ltd. And PIEM Hotels Ltd. He has also served as President of the Association of Unifield Access Services Providers of India in 2007. The World Economic Forum honoured him as a young global leader. He joined TATA Capital Limited in June 2010 and currently the Brand Custodian and Chief Ethics Officer TATA Sons Limited.

Experience :

He has wide experience in Telecom, Mutual Funds, Financial Services and Administration.

Other Directorships :

1. TATA SIA Airlines Limited
2. Aspiring Minds Assessment P.Ltd.

Membership in Committees :

Name of the Company	Name of the Committee	Member/Chairman
Lakshmi Machine Works Limited	Audit Committee	Chairman

Shareholding : Nil**Directors' inter-se relationship :**

None of the Directors of the Company is related to Dr. Mukund Govind Rajan.

5. Sri.V.Sathyakumar, Nominee Director of LIC :**Profile :**

Sri.V.Sathyakumar is the Nominee Director of LIC. He is a Post Graduate degree holder. He joined LIC in the year 2001, held various responsible positions in LIC. At present he is the Executive Director(Micro Insurance), LIC, Central Office, Mumbai. He is on the Board of our Company since 25th January, 2013.

Experience :

He has more than 2 decades of experience in the fields of Marketing, Investments, Training and Administration.

Other Directorships : Nil**Membership in Committees : Nil****Shareholding : Nil (LIC is holding 9,56,783 shares)****Directors' inter-se relationship :**

None of the Directors of the Company is related to Sri.V.Sathyakumar.



LAKSHMI MACHINE WORKS LIMITED

CIN L29269TZ1962PLC000463

Regd. Office : Perianaickenpalayam, Coimbatore-641020

Phone : 0422 3022255, 6612255 Fax : 0422 2692541

Email : secretarial@lmw.co.in Website : www.lakshmimach.com

POSTAL BALLOT FORM (in lieu of E-voting at the AGM)

1	Name of Sole / First Member	
2	Name(s) of Joint Member(s), if any	
3	Registered Folio No./DP ID No./Client ID No.	
4	Number of shares held	

I/We hereby exercise my/our vote in respect of the Resolution(s) to be passed through e-voting / Postal Ballot for the business stated in the AGM Notice dated 23rd May, 2014 of the Company by conveying my / our assent or dissent to the said Resolution(s) by placing the tick (?) mark at the appropriate box below :

Item No.	Description	No. of shares held by me	I assent to the resolution	I dissent from the resolution
1	Adoption of Annual Financial Statements as on 31st March, 2014 (ordinary resolution)			
2	Declaration of dividend payable to Members (ordinary resolution)			
3	Reappointment of Sri.V.Sathyakumar, retire by rotation and seeking reelection (ordinary resolution)			
4	Appointment of Statutory Auditors and fixing their remuneration (ordinary resolution)			
5	Appointment of Sri.M.V.Subbiah as Independent Director (ordinary resolution)			
6	Appointment of Sri.Basavaraju as Independent Director (ordinary resolution)			
7	Appointment of Sri.Aditya Himatsingka as Independent Director (ordinary resolution)			
8	Appointment of Dr.Mukund Govind Rajan as Independent Director (ordinary resolution)			
9	Amendment to the Articles of Association of the Company to be in line with the Companies Act, 2013 (special resolution)			
10	Amendment in the terms of appointment of Sri.R.Rajendran, Director-Finance (special resolution)			

Place :

Date :

Signature of Member

NOTE: Kindly read the instructions printed overleaf before filling the form. Last date for receipt of postal ballot forms by Scrutiniser is 02.08.2014.

INSTRUCTIONS :

01. In terms of Clause-35B of the Listing Agreement, those members, who do not have access to e-voting facility provided by the Company for the AGM may send their assent or dissent in writing on the Postal Ballot Form. Accordingly, this Postal Ballot Form is being provided as per Clause 35B of the Listing Agreement.
02. A member desiring to exercise his/her vote by Postal Ballot Form should complete this Postal Ballot Form, sign and send in the enclosed self addressed postage prepaid envelope so as to reach the Scrutiniser as per instruction 6 below at the address Sri. M.D. Selvaraj, Practising Company Secretary, MDS Associates, Surya, 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore - 641 028. Postage will be borne and paid by the Company. Envelopes containing Postal ballots, if deposited in person or sent by courier at the expense of the members will also be accepted.
03. The self addressed envelope bears the name of the Scrutiniser appointed by the Board of Directors of the Company and the address at which the Postal Ballot Form is to be sent.
04. The postal ballot form should be completed and signed by the members. In the case of joint shareholding, this form should be completed and signed by the first named member and in his absence, by the next named member(s). Unsigned postal ballot forms will be rejected. The signature on the postal ballot form must tally with the specimen signature registered with the Company.
05. Where the postal ballot form has been signed by an Authorised Representative of a body corporate, a certified copy of the relevant authorisations to vote on the postal ballot should accompany the postal ballot form. A member may sign the form through an Attorney appointed specifically for this purpose, in which case an attested true copy of the Power of Attorney should be attached to the postal ballot form.
06. Duly completed postal ballot forms should reach the Scrutiniser not later than 5.00 p.m. on 2nd August, 2014. Any postal ballot form received after this time and date will be treated as if the reply from the member has not been received.
07. A member may request for a duplicate postal ballot form, if so required. However, the duly filled in duplicate postal ballot form should reach the Scrutiniser not later than the time and date specified at Item No.6 above.
08. Voting rights will be reckoned on the paid up value of shares registered in the name of the member on 30th June, 2014 which is the cut off Date fixed for this purpose.
09. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutiniser and any extra paper found in such envelope would be destroyed by the Scrutiniser.
10. There will be only one postal ballot form for every folio irrespective of the number of joint member(s).
11. A member need not use all the votes nor does he need to cast all the votes in the same way.
12. The Scrutiniser's decision on the validity of a postal ballot will be final and binding.
13. Incomplete, unsigned or incorrect postal ballot forms will be rejected.
14. The date of AGM will be the deemed date of passing resolution(s) through e-voting / postal ballot. It may also be noted that, in terms of Section 114 of the Act, the Resolutions contained in the AGM Notice will be deemed to have been passed through the e-voting and postal ballot form. Accordingly, the results shall be declared in terms of Rules 20 or 21 of the Companies (Management and Administration) Rules 2014.
15. The right of vote under e-voting and postal ballot shall not be exercised by a proxy.

