



**LAKSHMI MACHINE WORKS LIMITED**

**RESULTS OF E-VOTING AND POSTAL BALLOT CONDUCTED  
IN CONNECTION WITH THE 51<sup>ST</sup> ANNUAL GENERAL MEETING HELD ON  
06<sup>TH</sup> AUGUST, 2014**

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Clause 35-B of the Listing agreements entered in to with Stock Exchanges, The Company has arranged for electronic voting through Central Depository Services India Limited. To enable those shareholders who have no electronic voting facilities to participate in the voting process, as required under Clause 35-B of the listing agreement, the Company has also arranged for voting through postal ballot.

E-voting was made available to members for three days from 9.00 AM on 31.07.2014 to 5.00 PM on 02.08.2014. The postal ballot was accepted up to 5.00 PM on 02.08.2014

To oversee the E- Voting process and Postal Ballot, the Board of Directors of the Company had appointed Mr.M.D Selvaraj, a Practicing Company Secretary in Coimbatore as the scrutinizer.

Mr M.D Selvaraj had scrutinised the votes cast through E-voting and postal ballot and combined the votes cast under both method and submitted his report to the Chairman and Managing Director.

The results of E-Voting and the Postal Ballot was announced by the Chairman at the Annual General meeting held at 03.30 PM on 06<sup>th</sup> August, 2014 at "Gnani Kalai Arangam" Mani Higher Secondary School, Paappanaickenpalayam, Coimbatore-6410137.

The Results are as below:

Resolution No	Subject matter of the Resolution	Votes FOR	Votes AGAINST	Result
1	To consider and approve annual Financial Statements, Directors' Report and Auditors' report for the year 2013-14	77,56,641	25	Passed
2	Declaration of Dividend for the year 2013-14 at the rate of Rs 30/- per share (300%)	77,96,091	25	Passed
3	Reappointment of Sri V. Sathyakumar, Director who retire by rotation and being eligible offers himself for reappointment.	77,92,780	3,336	Passed

REGISTERED OFFICE : Perianaickenpalayam, Coimbatore 641 020, India.

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E-Mail : [regd.off@lmw.co.in](mailto:regd.off@lmw.co.in) [sales@lmw.co.in](mailto:sales@lmw.co.in) [exports@lmw.co.in](mailto:exports@lmw.co.in) [mtdsales@lmw.co.in](mailto:mtdsales@lmw.co.in) [fdy\\_exp@lmw.co.in](mailto:fdy_exp@lmw.co.in)

**CIN-L29269TZ1962PLC000463**



4	Re-appointment of Auditors M/s. Subbachar & Sreenivasan and M/s. MS Jeganathan and Viswanathan Chartered Accountants for the year 2014-15 on a total remuneration of Rs 20 lakhs.	77,55,100	41,016	Passed
5	Appointment of Sri M V Subbiah as Independent Director for a period of one year from this AGM.	77,55,063	41,043	Passed
6	Appointment of Sri Basavaraju as Independent Director for a period of five years from this AGM.	77,94,410	1,696	Passed
7	Appointment of Sri Aditya Himatsingka as Independent Director for a period of five years from this AGM.	77,93,276	230	Passed
8	Appointment of Dr.Mukund Govind Rajan as Independent Director for a period of five years from this AGM.	77,95,926	180	Passed
9	Amendment of Articles of Association of the Company by replacing the existing Articles with a new Articles based on the model set of Articles provided under Schedule -F of the Companies Act,2013	77,90,022	1,478	Passed
10	Amendment of terms of appointment of Sri R Rajendran, Director Finance to make him retire by rotation, to meet the requirements of the Act.	77,95,874	232	Passed

Accordingly, we hereby report that all the resolutions moved at the 51 st Annual General Meeting held on 06.08.2014 were passed with requisite majority.

Per LAKSHMI MACHINE WORKS LIMITED

Place:Coimbatore  
Date:07.08.2014

  
(K. DURAISAMI)  
Company Secretary





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

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

**SCRUTINIZER'S REPORT FOR E-VOTING AND POSTAL BALLOT**

**(IN LIEU OF E-VOTING AT THE AGM)**

**(Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing agreement)**

To  
The Chairman  
51<sup>st</sup> Annual General Meeting of the Equity Shareholders of  
**M/s.LAKSHMI MACHINE WORKS LIMITED**  
(L29269TZ1962PLC000463)  
Held on Wednesday the 6<sup>th</sup> day of August, 2014 at 3.30 pm at  
"NaniKalaiArangam", Mani Higher Secondary School,  
Pappanaickenpalayam  
Coimbatore-641037, Tamil Nadu, India.

Dear Sir,

**Sub: Scrutinizers Report on e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the Postal ballot (in lieu of e-voting at the AGM) forms received from the shareholders who do not have access to e-voting.**

I, M D Selvaraj, FCS proprietor of M/s.MDS & Associates, Company Secretaries, Coimbatore have been appointed by the Board of Directors of M/s. LAKSHMI MACHINE WORKS LIMITED ("the Company") as a Scrutinizer for the purpose of scrutinizing the e-voting process and to scrutinize the Postal Ballot (in lieu of e-voting at the AGM) forms received from the shareholders in a fair and transparent manner and ascertaining the requisite majority on the e-voting and Postal Ballot carried out in accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, on the Resolution(s) as set out in the Notice convening 51<sup>st</sup> Annual General Meeting (AGM) of the Company to be held on Wednesday, 6<sup>th</sup> August 2014. at 3:30 P:M at "Nani Kalai Arangam", Mani Higher Secondary School, Pappanaickenpalayam, Coimbatore-641037, Tamil Nadu, India.





**Responsibility of the Management**

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the Rules made thereunder in relation to exercising of voting rights through electronic means and Postal Ballot (in lieu of e-voting at the AGM) on the Resolution(s) as set out in the Notice convening the 51<sup>st</sup> Annual General Meeting dated 23<sup>rd</sup> May 2014.

**Responsibility as a Scrutinizer**

My responsibility, as a Scrutinizer for the e-voting process and for the Postal Ballot (in lieu of e-voting at the AGM) at the 51<sup>st</sup> Annual General Meeting, is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the Resolution(s) set out in the Notice convening the 51<sup>st</sup> Annual General Meeting, based on the reports generated from the e-voting system provided by Central Depository Services Limited (CDSL), the Authorised Agency engaged by the Company for providing e-voting facilities and of the Postal Ballot forms received upto 2<sup>nd</sup> August 2014.

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

- The Notice dated 23<sup>rd</sup> May 2014 convening Annual General Meeting (AGM) of the Company along with Statement setting out material facts under Section 102 of the Companies Act, 2013 along with the Postal Ballot forms (in lieu of e-voting at AGM) were sent to the Shareholders in respect of the below mentioned resolutions to be passed at the said AGM of the Company to be held on 6<sup>th</sup> August 2014.
- The Company has availed the e-voting facility offered by Central Depository Services Limited (CDSL) for conducting e-voting by the Shareholders of the Company. The Company has also provided to the shareholders who do not have access to e-voting to send their voting in writing on a Postal Ballot (in lieu of e-voting at the AGM) in terms of the provisions of Clause 35B of the Listing Agreement entered into with the National Stock Exchange Limited (NSE) and The Stock Exchange, Mumbai (BSE).
- The shareholders of the Company holding shares as on the "cut-off" date of 30<sup>th</sup> June 2014 were entitled to vote on the proposed resolutions as set out in item nos. 1 to 10 in the Notice of the 51<sup>st</sup> AGM of M/s. Lakshmi Machine Works Limited.

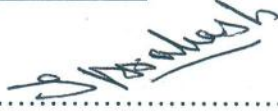




- The voting period for e-voting commenced on Thursday, 31<sup>st</sup> July 2014 at 9:00 a:m and ended on Saturday, 2<sup>nd</sup> August 2014 at 5:00 p:m. The Postal Ballot forms received upto 5:00 P:M on Saturday the 2<sup>nd</sup> August 2014 were considered for my scrutiny.
- I, as the Scrutinizer, unblocked the votes casted, on 2<sup>nd</sup> August 2014 at 7:05 p:m in the presence of Mr. John Manoj (the undersigned as Witness No.1) and Mr. Jayaprakash C (the undersigned as Witness No.2), who are not in employment of the Company in accordance with Rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014.

**Witness No.1**  
.....

Name: Mr. John Manoj

**Witness No.2**  
.....

Name: Mr. Jayaprakash C

- In respect of one member who has voted in both mode (ie. physical form and through e-voting), I have considered only e-voting and have not reckoned the voting done through physical form.

I now hereby submit my Consolidated Report on the Result of the E-voting together with that of the Postal ballot (in lieu of e-voting at the AGM) in respect of the said Resolution(s), as under;



**ORDINARY BUSINESS:**
**Item No.1**
**ORDINARY RESOLUTION:**

To consider the Statement of Profit and Loss for the financial year ended 31<sup>st</sup> March 2014, the Balance Sheet as at the date, the Report of the Board of Directors and the Report of the Auditors.

**VOTES CASTED IN FAVOUR OF THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM)	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	32	15,07,193	100.00%
Postal ballot (in lieu of e-voting at the AGM)	201	62,49,448	100.00%
<b>Total Voting</b>	<b>233</b>	<b>77,56,641</b>	<b>100.00%</b>

[ rounded off ]

**VOTES CASTED AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM)	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	Nil	Nil	Nil
Postal ballot (in lieu of e-voting at the AGM)	1	25	Negligible
<b>Total Voting</b>	<b>1</b>	<b>25</b>	

**INVALID VOTES**

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	Nil	Nil	Nil
Postal ballot (in lieu of e-voting at the AGM)	8	687	Negligible
<b>Total Voting</b>	<b>8</b>	<b>687</b>	





**Item No.2**
**ORDINARY RESOLUTION:**

To declare a dividend.

**VOTES CASTED IN FAVOUR OF THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM)	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	32	15,46,643	100.00%
Postal ballot (in lieu of e-voting at the AGM)	201	62,49,448	100.00%
<b>Total Voting</b>	<b>233</b>	<b>77,96,091</b>	<b>100.00%</b>

[ rounded off ]

**VOTES CASTED AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM)	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	Nil	Nil	Nil
Postal ballot (in lieu of e-voting at the AGM)	1	25	Negligible
<b>Total Voting</b>	<b>1</b>	<b>25</b>	

**INVALID VOTES**

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	Nil	Nil	Nil
Postal ballot (in lieu of e-voting at the AGM)	8	687	Negligible
<b>Total Voting</b>	<b>8</b>	<b>687</b>	





**Item No.3****ORDINARY RESOLUTION:**

To appoint a Director in the place of Sri.V.Sathyakumar (DIN:06477636) ,Director retires by rotation, and being eligible, offers himself for reappointment.

**VOTES CASTED IN FAVOUR OF THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM)	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	29	15,46,302	99.98%
Postal ballot (in lieu of e-voting at the AGM)	195	62,46,478	99.95%
<b>Total Voting</b>	<b>224</b>	<b>77,92,780</b>	<b>99.96%</b>

**VOTES CASTED AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM)	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	3	341	0.02%
Postal ballot (in lieu of e-voting at the AGM)	7	2,995	0.05%
<b>Total Voting</b>	<b>10</b>	<b>3,336</b>	<b>0.04%</b>

**INVALID VOTES**

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	Nil	Nil	Nil
Postal ballot (in lieu of e-voting at the AGM)	8	687	Negligible
<b>Total Voting</b>	<b>8</b>	<b>687</b>	





Item No.4**ORDINARY RESOLUTION:**

To appoint Auditors for the financial year 2014-2015 and to fix their remuneration.

**VOTES CASTED IN FAVOUR OF THE RESOLUTION**

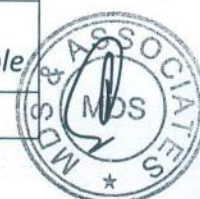
Mode of Voting	Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM)	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	28	15,05,740	97.36%
Postal ballot (in lieu of e-voting at the AGM)	196	62,49,360	100.00%
<b>Total Voting</b>	<b>224</b>	<b>77,55,100</b>	<b>99.47%</b>

**VOTES CASTED AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM)	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	4	40,903	2.64%
Postal ballot (in lieu of e-voting at the AGM)	6	113	
<b>Total Voting</b>	<b>10</b>	<b>41,016</b>	<b>0.53%</b>

**INVALID VOTES**

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	Nil	Nil	Nil
Postal ballot (in lieu of e-voting at the AGM)	8	687	Negligible
<b>Total Voting</b>	<b>8</b>	<b>687</b>	





**SPECIAL BUSINESS:****Item No.5****ORDINARY RESOLUTION:**

To appoint Sri.M.V.Subbiah as Independent Director of the Company for a period of one year from the conclusion of the AGM.

**VOTES CASTED IN FAVOUR OF THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM)	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	26	15,05,710	97.35%
Postal ballot (in lieu of e-voting at the AGM)	198	62,49,353	100.00%
Total Voting	224	77,55,063	99.47%

**VOTES CASTED AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM)	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	6	40,933	2.65%
Postal ballot (in lieu of e-voting at the AGM)	3	110	Negligible
Total Voting	9	41,043	0.53%

**INVALID VOTES**

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	Nil	Nil	Nil
Postal ballot (in lieu of e-voting at the AGM)	8	687	Negligible
Total Voting	8	687	





Item No.6**ORDINARY RESOLUTION:**

To appoint Sri.Basavaraju as Independent Director of the Company for a period of five years from the conclusion of the AGM.

**VOTES CASTED IN FAVOUR OF THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM)	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	28	15,45,060	99.90%
Postal ballot (in lieu of e-voting at the AGM)	197	62,49,350	100.00%
Total Voting	225	77,94,410	99.98%

**VOTES CASTED AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM)	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	4	1,583	0.10%
Postal ballot (in lieu of e-voting at the AGM)	4	113	Negligible
Total Voting	8	1,696	0.02%

**INVALID VOTES**

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	Nil	Nil	Nil
Postal ballot (in lieu of e-voting at the AGM)	8	687	Negligible
Total Voting	8	687	





Item No.7**ORDINARY RESOLUTION:**

To appoint Sri.AdityaHimatsingka as Independent Director of the Company for a period of five years from the conclusion of the AGM.

**VOTES CASTED IN FAVOUR OF THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM)	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	30	15,43,923	99.99%
Postal ballot (in lieu of e-voting at the AGM)	198	62,49,353	100.00%
<b>Total Voting</b>	<b>228</b>	<b>77,93,276</b>	<b>100.00%</b>

[ rounded off ]

**VOTES CASTED AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM)	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	2	120	0.01%
Postal ballot (in lieu of e-voting at the AGM)	3	110	Negligible
<b>Total Voting</b>	<b>5</b>	<b>230</b>	<b>Negligible</b>

**INVALID VOTES**

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	Nil	Nil	Nil
Postal ballot (in lieu of e-voting at the AGM)	8	687	Negligible
<b>Total Voting</b>	<b>8</b>	<b>687</b>	





Item No.8**ORDINARY RESOLUTION:**

To appoint Dr.Mukund Govind Rajan as Independent Director of the Company for a period of five years from the conclusion of the AGM..

**VOTES CASTED IN FAVOUR OF THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM)	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	29	15,46,513	99.99%
Postal ballot (in lieu of e-voting at the AGM)	199	62,49,413	100.00%
Total Voting	228	77,95,926	100.00%

[ rounded off ]

**VOTES CASTED AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM)	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	3	130	0.01%
Postal ballot (in lieu of e-voting at the AGM)	2	50	Negligible
Total Voting	5	180	Negligible

**INVALID VOTES**

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	Nil	Nil	Nil
Postal ballot (in lieu of e-voting at the AGM)	8	687	Negligible
Total Voting	8	687	





**Item No.9**
**SPECIAL RESOLUTION:**

To adopt new set of Articles of Association in line with the provisions of the Companies Act, 2013.

**VOTES CASTED IN FAVOUR OF THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM)	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	31	15,40,584	99.91%
Postal ballot (in lieu of e-voting at the AGM)	200	62,49,438	100.00%
<b>Total Voting</b>	<b>231</b>	<b>77,90,022</b>	<b>99.98%</b>

**VOTES CASTED AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM)	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	1	1,453	0.09%
Postal ballot (in lieu of e-voting at the AGM)	1	25	Negligible
<b>Total Voting</b>	<b>2</b>	<b>1,478</b>	<b>0.02%</b>

**INVALID VOTES**

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	Nil	Nil	Nil
Postal ballot (in lieu of e-voting at the AGM)	8	687	Negligible
<b>Total Voting</b>	<b>8</b>	<b>687</b>	





**Item No.10**
**SPECIAL RESOLUTION:**

Variation of the terms of appointment of Sri.R.Rajendran, Director Finance.

**VOTES CASTED IN FAVOUR OF THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM)	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	30	15,46,523	99.99%
Postal ballot (in lieu of e-voting at the AGM)	196	62,49,351	100.00%
<b>Total Voting</b>	<b>226</b>	<b>77,95,874</b>	<b>100.00%</b>

[ rounded off ]

**VOTES CASTED AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM)	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	2	120	0.01%
Postal ballot (in lieu of e-voting at the AGM)	5	112	Negligible
<b>Total Voting</b>	<b>7</b>	<b>232</b>	<b>Negligible</b>

**INVALID VOTES**

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	Nil	Nil	Nil
Postal ballot (in lieu of e-voting at the AGM)	8	687	Negligible
<b>Total Voting</b>	<b>8</b>	<b>687</b>	


**MDS & ASSOCIATES**

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

 "SURYA" 35, MAYFLOWER AVENUE  
 SOWRIPALAYAM ROAD, COIMBATORE - 641 028

 Date :5<sup>th</sup> August 2014

Place : Coimbatore