

## Integrated Governance

### LMW LIMITED

#### General information about company

Scrip code	500252	
NSE Symbol	LMW	
MSEI Symbol	NOTLISTED	
ISIN	INE269B01029	
Date of start of financial year	01-04-2024	
Date of end of financial year	31-03-2025	
Reporting Quarter Type	Yearly	
Date of Quarter Ending	31-03-2025	
Type of company	Equity	
Whether Annexure I (Part A) of the SEBI Circular dated December 31, 2024 related to Compliance Report on Corporate Governance is applicable to the entity?	true	
Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity?	true	
Whether Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is Applicable to the entity?	false	During the quarter ended 31.03.2025, no acquisition of shares.
Whether Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity?	true	
Whether Annexure I (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Applicable to the entity?	false	During the quarter ended 31.03.2025, there are no ongoing tax Litigation or Dispute exceeded the Threshold limit.
Risk management committee	true	
Market Capitalisation as per immediate previous Financial Year	Top 500 listed entities	
Is SCORE ID Available ?	true	
SCORE Registration ID	I00012	
Reason For No SCORE ID		
Type of Submission	Original	
Remarks (website dissemination)		

## Annexure I

## Annexure I to be submitted by listed entity on quarterly basis

## I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory																						
Whether the listed entity has a Regular Chairperson																						
true																						
Whether Chairperson is related to MD or CEO																						
true																						
Disqualification of Directors under section 164 of the Companies Act, 2013																						
Sr no.	Title(Mr/Ms)	Name of the Director	Category 1 of directors	Category 2 of directors	Category 3 of directors	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director(in months)	No of Directorship in listed entities including this listed entity(Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity(Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Reason for Cessation	N pi
1	Mr	SANJAY JAYAVARTHANAVELU	Executive Director	Chairperson related to Promoter	MD	false			related to Promoter	Active	NA		24-02-1993	01-04-2022			4	0	0	0		
2	Mr	SUNDARAM PATHY	Non-Executive - Non Independent Director	Not Applicable		false				Active	Yes	31-07-2024	21-03-1973	31-07-2024			3	0	1	0		
3	Mrs	CHITRA VENKATARAMAN	Non-Executive - Independent Director	Not Applicable	Shareholder Director	false				Active	NA		02-02-2015	01-02-2020	01-02-2025	119.31	4	4	6	1	Tenure Completion	
4	Mr	ARUN ALAGAPPAN	Non-Executive - Independent Director	Not Applicable	Shareholder Director	false				Active	NA		26-10-2016	25-10-2021		101.6	3	2	1	0		
5	Mr	JAIDEV JAYAVARTHANAVELU	Non-Executive - Non Independent Director	Not Applicable		false				Active	NA		11-05-2022	20-09-2024			1	0	0	0		
6	Mr	AROON RAMAN	Non-Executive - Independent Director	Not Applicable	Shareholder Director	false				Active	NA		11-05-2022	11-05-2022		34.21	1	1	2	2		
7	Mr	MUTHULINGAM SANKAR	Executive Director	Not Applicable		false				Active	NA		25-10-2023	25-10-2023			1	0	0	0		
8	Mr	VENKATARAMANI ANANTHARAMAKRISHNAN	Non-Executive - Independent Director	Not Applicable	Shareholder Director	false				Active	NA		05-08-2024	05-08-2024		7.27	4	3	3	0		
9	Mrs	PUSHYA SITARAMAN	Non-Executive - Independent Director	Not Applicable	Shareholder Director	false				Active	Yes	31-07-2024	05-08-2024	05-08-2024		7.27	1	1	1	0		
10	Mrs	DEEPALI PANT JOSHI	Non-Executive - Independent Director	Not Applicable	Shareholder Director	false				Active	NA		12-12-2024	12-12-2024		3.2	4	4	5	3		

**Annexure I**

**II. Composition of Committees**

Disclosure of notes on composition of committees explanatory

**Audit Committee Details**

Whether the Audit Committee has a Regular Chairperson						true
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	AROON RAMAN	Non-Executive - Independent Director	Chairperson	05-08-2024		
2	CHITRA VENKATARAMAN	Non-Executive - Independent Director	Member	22-07-2019	01-02-2025	
3	ARUN ALAGAPPAN	Non-Executive - Independent Director	Member	05-08-2024		
4	DEEPALI PANT JOSHI	Non-Executive - Independent Director	Member	02-02-2025		

**Nomination and remuneration committee**

Whether the Nomination and remuneration committee has a Regular Chairperson						true
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	AROON RAMAN	Non-Executive - Independent Director	Chairperson	05-08-2024		
2	SUNDARAM PATHY	Non-Executive - Non Independent Director	Member	10-08-2011		
3	CHITRA VENKATARAMAN	Non-Executive - Independent Director	Member	03-02-2016	01-02-2025	
4	PUSHYA SITARAMAN	Non-Executive - Independent Director	Member	02-02-2025		

**Stakeholders Relationship Committee**

Whether the Stakeholders Relationship Committee has a Regular Chairperson						true
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	AROON RAMAN	Non-Executive - Independent Director	Chairperson	05-08-2024		
2	CHITRA VENKATARAMAN	Non-Executive - Independent Director	Member	03-02-2016	01-02-2025	
3	SUNDARAM PATHY	Non-Executive - Non Independent Director	Member	05-08-2016		
4	PUSHYA SITARAMAN	Non-Executive - Independent Director	Member	02-02-2025		

**Risk Management Committee**

Whether the Risk Management Committee has a Regular Chairperson						true
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	AROON RAMAN	Non-Executive - Independent Director	Chairperson	05-08-2024		
2	CHITRA VENKATARAMAN	Non-Executive - Independent Director	Member	11-05-2022	01-02-2025	
3	MUTHULINGAM SANKAR	Executive Director	Member	11-05-2022		
4	N KRISHNA KUMAR	President	Member	24-05-2023		Textual Information(1)
5	ARUN ALAGAPPAN	Non-Executive - Independent Director	Member	05-08-2024		
6	VENKATARAMANI ANANTHARAMAKRISHNAN	Non-Executive - Independent Director	Member	02-02-2025		

**Text Block**

Textual Information(1)

Executive of the company hence DIN not available.

### Corporate Social Responsibility Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson						true
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	SANJAY JAYAVARTHANAVELU	Executive Director	Chairperson	14-04-2014		
2	ARUN ALAGAPPAN	Non-Executive - Independent Director	Member	22-07-2019		
3	VENKATARAMANI ANANTHARAMAKRISHNAN	Non-Executive - Independent Director	Member	05-08-2024		

## Annexure I

## III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory

Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present*(All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	28-10-2024			true	9	8	4
2	24-01-2025	87		true	10	10	6

## Annexure I

## IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	28-10-2024				true	3	2	2	0
2	Audit Committee	24-01-2025	87			true	3	3	3	0
3	Nomination and remuneration committee	28-10-2024				true	3	3	2	0
4	Nomination and remuneration committee	24-01-2025	87			true	3	3	2	0
5	Risk Management Committee	28-10-2024				true	4	3	2	1
6	Risk Management Committee	24-01-2025	87			true	4	4	3	1
7	Corporate Social Responsibility Committee	28-10-2024				true	3	2	1	0
8	Stakeholders Relationship Committee	24-01-2025				true	3	3	2	0

## Annexure I

## V. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	true
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	true
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	true
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c.Stakeholders relationship committee	true
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	true
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	true
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	true
9	Any comments/observations/advice of Board of Directors may be mentioned here:	

**Annexure I**

Sr	Subject	Compliance status
1	Name of signatory	C R SHIVKUMARAN
2	Designation	Company Secretary and Compliance Officer

**Details of Cyber security incidence**

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	false
Other details of cyber security incidence or breaches or loss of data event	
Number of cyber security incidence or breaches or loss of data event occurred during the quarter	

## Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

## I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		<a href="https://www.lmwglobal.com/">https://www.lmwglobal.com/</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="https://www.lmwglobal.com/investors/leadership/appointment-of-independent-directors.html">https://www.lmwglobal.com/investors/leadership/appointment-of-independent-directors.html</a>
3	Composition of various committees of board of directors	Yes		<a href="https://www.lmwglobal.com/investors/leadership/committe-board.html">https://www.lmwglobal.com/investors/leadership/committe-board.html</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="https://www.lmwglobal.com/investors/Policies.html">https://www.lmwglobal.com/investors/Policies.html</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="https://www.lmwglobal.com/investors/Policies.html">https://www.lmwglobal.com/investors/Policies.html</a>
6	Criteria of making payments to non-executive directors	Yes		<a href="https://www.lmwglobal.com/investors/Policies.html">https://www.lmwglobal.com/investors/Policies.html</a>
7	Policy on dealing with related party transactions	Yes		<a href="https://www.lmwglobal.com/investors/Policies.html">https://www.lmwglobal.com/investors/Policies.html</a>
8	Policy for determining 'material' subsidiaries	Yes		<a href="https://www.lmwglobal.com/investors/Policies.html">https://www.lmwglobal.com/investors/Policies.html</a>
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="https://www.lmwglobal.com/investors/leadership/familiarisation-program.html">https://www.lmwglobal.com/investors/leadership/familiarisation-program.html</a>
10	Email address for grievance redressal and other relevant details	Yes		<a href="https://www.lmwglobal.com/investors/contact-information/investor-grievances-and-redressal.html">https://www.lmwglobal.com/investors/contact-information/investor-grievances-and-redressal.html</a>
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		<a href="https://www.lmwglobal.com/investors/contact-information/investor-grievances-and-redressal.html">https://www.lmwglobal.com/investors/contact-information/investor-grievances-and-redressal.html</a>
12	Financial results	Yes		<a href="https://www.lmwglobal.com/investors/financial-and-meeting-information/financial-results.html">https://www.lmwglobal.com/investors/financial-and-meeting-information/financial-results.html</a>
13	Shareholding pattern	Yes		<a href="https://www.lmwglobal.com/investors/regulatory-information/shareholding-pattern.html">https://www.lmwglobal.com/investors/regulatory-information/shareholding-pattern.html</a>
14	Details of agreements entered into with the media companies and/or their associates	NA		
15.1	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		
15.2	Audio or video recordings and transcripts of post earnings/quarterly calls	Yes		<a href="https://www.lmwglobal.com/investors/financial-and-meeting-information/investor-analyst-meeting.html">https://www.lmwglobal.com/investors/financial-and-meeting-information/investor-analyst-meeting.html</a>
16	New name and the old name of the listed entity	Yes		<a href="https://www.lmwglobal.com/investors/regulatory-information/disclosure-under-reg.html">https://www.lmwglobal.com/investors/regulatory-information/disclosure-under-reg.html</a>
17	Advertisements as per regulation 47 (1)	Yes		<a href="https://www.lmwglobal.com/investors/investors-information/newspaper-publication.html">https://www.lmwglobal.com/investors/investors-information/newspaper-publication.html</a>
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		<a href="https://www.lmwglobal.com/investors/financial-and-meeting-information/subsidiaries.html">https://www.lmwglobal.com/investors/financial-and-meeting-information/subsidiaries.html</a>
20	Secretarial Compliance Report	Yes		<a href="https://www.lmwglobal.com/investors/regulatory-information/secretarial-compliance-report.html">https://www.lmwglobal.com/investors/regulatory-information/secretarial-compliance-report.html</a>
21	Materiality Policy as per Regulation 30 (4)	Yes		<a href="https://www.lmwglobal.com/investors/Policies.html">https://www.lmwglobal.com/investors/Policies.html</a>
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes		<a href="https://www.lmwglobal.com/investors/contact-information/materiality-of-event.html">https://www.lmwglobal.com/investors/contact-information/materiality-of-event.html</a>
23	Disclosures under regulation 30(8)	Yes		<a href="https://www.lmwglobal.com/investors/regulatory-information/disclosure-under-reg.html">https://www.lmwglobal.com/investors/regulatory-information/disclosure-under-reg.html</a>
24	Statements of deviation(s) or variations(s) as specified in regulation 32	NA		
25	Dividend Distribution policy as per Regulation 43A(1)	Yes		<a href="https://www.lmwglobal.com/investors/Policies.ht">https://www.lmwglobal.com/investors/Policies.ht</a>
26	Annual return as provided under section 92 of the Companies Act, 2013	Yes		<a href="https://www.lmwglobal.com/investors/financial-and-meeting-information/annual-general-meeting.html">https://www.lmwglobal.com/investors/financial-and-meeting-information/annual-general-meeting.html</a>
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes		<a href="https://www.lmwglobal.com/investors/leadership/board-of-directors.html">https://www.lmwglobal.com/investors/leadership/board-of-directors.html</a>
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes		<a href="https://www.lmwglobal.com/">https://www.lmwglobal.com/</a>
29	Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]			

## Annexure II

II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
21	Role of Nomination and Remuneration Committee	19(4)	Yes	
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
24	Role of Stakeholders Relationship Committee	20(4)	Yes	
25	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
26	Meeting of Risk Management Committee	21(3A)	Yes	
27	Quorum of Risk Management Committee meeting	21(3B)	Yes	
28	Gap between the meetings of the Risk Management Committee	21(3C)	Yes	
29	Vigil Mechanism	22	Yes	
30	Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes	
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
32	Approval for material related party transactions	23(4)	NA	
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
36	Alternate Director to Independent Director	25(1)	NA	
37	Maximum Tenure	25(2)	Yes	
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	NA	
39	Meeting of independent directors	25(3) & (4)	Yes	
40	Familiarization of independent directors	25(7)	Yes	
41	Declaration from Independent Director	25(8) & (9)	Yes	
42	Directors and Officers insurance	25(10)	Yes	
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	NA	

44	Memberships in Committees	26(1)	Yes	
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
46	Disclosure of Shareholding by Non-Executive Directors	26(4)		
47	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
48	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA	
49	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	NA	
	Any other information to be provided			

**Annexure II**

1	Name of signatory	C R SHIVKUMARAN
2	Designation	Company Secretary and Compliance Officer

**Annexure II**

III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied Any other information to be provided	Yes

**Annexure II**

1	Name of signatory	C R SHIVKUMARAN
2	Designation	Company Secretary and Compliance Officer

**Signatory Details**

Name of signatory	C R SHIVKUMARAN
Designation of person	Company Secretary and Compliance Officer
Place	Coimbatore
Date	22-04-2025

**Investor Grievance Details**

No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	1
No. of investor complaints disposed off during the Quarter	1
No. of investor complaints those remaining unresolved at the end of the Quarter	0

**Disclosure of Imposition of Fine or Penalty The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:**

Any Other Information for Disclosure of Imposition of Fine or Penalty					
Sr.No.	Name of the authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad interim or interim orders, or any other communication from the authority	Details of the violation(s)/ contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible
1	Roving Squad Commercial Tax Department	Notice issued by Deputy State Tax Officer, Villupuram Roving Squad (SPL) - Penalty Rs.50,000/- imposed.	23-03-2025	Ship to address mismatch between E invoice, E-way bill with actual movement.	There is no material impact on the financials, operations or other activities of the Company due to the above-mentioned order. The company shall file an appeal before the Deputy Commissioner State Tax, Vellore.