



## LAKSHMI PRECISION TOOLS LIMITED

Regd. Office : 34-A, Kamaraj Road, Coimbatore - 641 018.

CIN : U28939TZ1966PLC000559

Tel : 0422-3073500

E-mail : acctsec@lptindia.com Website : www.lptindia.com

### NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the 52nd Annual General Meeting of the Shareholders of Lakshmi Precision Tools Limited will be held on Wednesday, the 8th day of August, 2018 at 4.00 PM at "Nani Kalai Arangam", Mani Higher Secondary School, Pappanaickenpalayam, Coimbatore-641037, to transact the following business:--

#### ORDINARY BUSINESS:

1. To consider and adopt the Annual Financial Statements including Statement of Profit and Loss, Cash Flow Statement for the financial year ended 31st March, 2018, the Balance Sheet as at that date, the Report of the Board of Directors and the Report of the Auditors thereon.
2. To declare dividend for the financial year ended 31st March 2018.
3. To appoint a Director in the place of Sri. R.C.H. Reddy (DIN:00006184), Director who retires by rotation and being eligible, offers himself for reappointment.
4. To consider the modification of terms of appointment of M/s.S.Krishnamoorthy & Co., Chartered Accountants (Firm Registration No.001496S) as the Statutory Auditors of the Company.

RESOLVED THAT, in partial modification of the Ordinary Resolution passed at the Annual General Meeting held on 02nd August 2017, appointing M/s.S.Krishnamoorthy & Co., as statutory auditors of the Company for the period of five years subject to ratification at each Annual General Meeting thereafter, and in accordance with the amended Section 139 of the Companies Act, 2013 read with relevant rules made thereunder, the approval of the shareholders be and is hereby accorded to continue the appointment of M/s.S.Krishnamoorthy & Co., Chartered Accountants (Firm Registration No.001496S) as the Statutory Auditors of the Company, at such remuneration as may be decided by the Board of Directors from time to time, till the conclusion of the Annual General Meeting to be held in the year 2022 and that the said appointment would not be subject to ratification at every subsequent Annual General Meeting.

By Order of the Board

**NETHRA J.S.KUMAR**

Chairperson

(DIN:00217906)

Place : Coimbatore

Date : May 21, 2018

#### NOTE:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (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.
2. 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. PROXY FORM FOR THE AGM IS ENCLOSED.
3. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

## LAKSHMI PRECISION TOOLS LIMITED

4. Members / proxies should bring the duly filled attendance slip enclosed herewith to attend the AGM.
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 Thursday, the 02nd August 2018 to Wednesday the 08th August 2018 (both days inclusive).
8. Subject to the provisions of the Companies Act, 2013 ("the Act"), dividend as recommended by the Board of Directors, if declared at the AGM will be paid within a period of 30 days from the date of declaration, in respect of those members whose names appear on the Register of Members as on 01st August 2018.
9. Members are requested to address all correspondences, including change of address and dividend matters, to the Registrars and Share Transfer Agents of the Company, M/s S.K.D.C. Consultants Limited, Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore-641006.
10. Members who wish to claim dividends, which remain unclaimed, are requested to correspond with Registrars and 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. As per Section 124 of the Companies Act, 2013 all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company to Investor Education and Protection Fund (IEPF) established under the Ministry of Corporate Affairs. Subsequently, the members shall be entitled to claim the shares from IEPF in accordance with procedure and on submission of documents as may be prescribed by IEPF Authority from time to time. Hence, members are requested to encash the dividends which are unclaimed for the financial years 2010-11 to 2016-17.
11. Members who need any clarification on the annual accounts of the Company are requested to send their queries to the registered office at least 7 days before the AGM so that the information required will be made available at the AGM.
12. Members are requested to bring their copy of the Annual Report with them to the AGM.
13. Corporate members intending to send their authorised representatives to attend the AGM are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the AGM.
14. As per the provisions of Section 72 of the Act, facility for making nominations is now available to Individual(s) holding shares in the Company. Members may obtain the Nomination Form from the Registrars and Share Transfer Agents of the Company.
15. The route map of AGM is provided elsewhere in the Annual Report. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days.
16. Brief profile, details of shareholding and Directors inter-se relationship of Directors seeking election/re-election as required under the Secretarial Standards are provided as Annexure to this notice.

### VOTING THROUGH ELECTRONIC MEANS

In compliance with the provisions of section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide the members the facility to exercise their votes for all the resolutions detailed in the Notice of the 52nd Annual General Meeting scheduled to be held on Wednesday, the 8th August, 2018 at 4.00 p.m. by electronic means and the business may be



transacted through remote e-voting. The Company has engaged the services of CDSL as the authorized agency to provide the remote e-voting facilities as per instructions below.

The Members, who have not voted through remote e-voting and present at the AGM in person or by proxy, can vote through the ballot conducted at the AGM.

Kindly note that members can opt for only one mode of voting i.e., either by remote e-voting or by ballot at the AGM.

In case of Members casting their vote by remote e-voting, then voting done through remote e-voting shall prevail. A member present at the AGM and voted by remote e-voting will not be permitted to vote at the AGM by Ballot.

Votes cast by members who hold shares on the cutoff date viz., 01.08.2018 alone will be counted.

The Board has appointed Sri. B. Krishnamoorthi, Chartered Accountant, "Kanapathy Towers", IIIrd Floor, No.1391/A-1, Sathy Road, Ganapathy, Coimbatore - 641 006 as Scrutinizer for conducting the e-voting process and ballot at AGM.

The instructions for shareholders voting electronically are as under:

- (i) The remote e-voting period begins at 09.00 AM on 05.08.2018 and ends on 07.08.2018 at 05.00 PM. During this period shareholders' of the Company, as on the cut-off date of 01.08.2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) Now Enter your User ID - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

|                                              |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
|----------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| PAN                                          | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department <ul style="list-style-type: none"><li>● Members who have not updated their PAN with the Company are requested use the first two letters of their name and the eight digits of the sequence number in the PAN field.</li><li>● In case the sequence number is less than 8 digits, enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li></ul> |
| Dividend Bank Details OR Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in the company records in order to login. <ul style="list-style-type: none"><li>● If both the details are not recorded with the company please enter the folio number in the Dividend Bank details field as mentioned in instruction (v).</li></ul>                                                                                                                                                                                                                                              |

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members will then directly reach the Company selection screen. However, members holding shares of other companies 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 Shareholders for voting for resolutions of any other company on which they are eligible to vote, provided that

## LAKSHMI PRECISION TOOLS LIMITED

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.

- (xi) Members shall use the details only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the Company Name, 'Lakshmi Precision Tools Limited' to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a shareholder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xx) Note for Non - Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) 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.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

Place : Coimbatore  
Date : May 21, 2018

By Order of the Board  
**NETHRA J.S.KUMAR**  
Chairperson  
(DIN:00217906)



## Annexure to Notice of AGM

### Profile of Directors seeking re-appointment:

Sri. R.C.H. Reddy, DIN:00006184

Date of Birth / Nationality: 01.06.1935 / Indian

Date of appointment in the Board: 23.09.1999

Sri. R.C.H.Reddy, aged 83 years, is an Engineering graduate in textile technology and holds post graduate diploma in business management from the University of Madras. He has more than four decades of experience in various companies in the field of engineering and business operations and has vast experience in administration and production.

### He holds Directorships in the following companies:

|                                                 |                                                       |
|-------------------------------------------------|-------------------------------------------------------|
| 1. Lakshmi Automatic Loom Works Limited         | 2. Harshni Textiles Limited                           |
| 3. Lakshmi Electrical Drives Limited            | 4. Rajshree Sugars & Chemicals Limited                |
| 5. Lakshmi Ring Travellers (Coimbatore) Limited | 6. Lakshmi Card Clothing Mfg. Company Private Limited |

### Membership in Committees

| Name of the Company                       | Name of Committee                    | Whether Chairman or Member |
|-------------------------------------------|--------------------------------------|----------------------------|
| Rajshree Sugars & Chemicals Ltd           | Audit Committee                      | Member                     |
|                                           | Compensation Committee               | Member                     |
|                                           | Nomination & Remuneration Committee  | Member                     |
| Lakshmi Automatic Loom Works Ltd.         | Audit Committee                      | Chairman                   |
|                                           | Nomination & Remuneration Committee  | Chairman                   |
|                                           | Stakeholders' Relationship Committee | Member                     |
| Harshni Textiles Ltd                      | Audit Committee                      | Member                     |
|                                           | Nomination & Remuneration Committee  | Member                     |
| Lakshmi Electrical Drives Ltd.            | CSR Committee                        | Member                     |
| Lakshmi Ring Travellers (Coimbatore) Ltd. | Audit Committee                      | Member                     |
|                                           | Nomination & Remuneration Committee  | Chairman                   |

No. of Shares held in the Company: Nil

No. of Shares held in Subsidiary Company: NA

Directors' inter-se relationship: None of the Directors of the Company is related to Sri. R.C.H.Reddy

The number of Board meetings attended are provided in the Boards' Report. The details of the sitting fees and commission paid is provided in MGT 9.

Place : Coimbatore

Date : May 21, 2018

By Order of the Board

**NETHRA J.S.KUMAR**

Chairperson

(DIN:00217906)