



LAKSHMI ELECTRICAL CONTROL SYSTEMS LIMITED

**RESULTS OF E-VOTING AND POSTAL BALLOT CONDUCTED
IN CONNECTION WITH THE 33RD ANNUAL GENERAL MEETING HELD ON
08TH 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 02.08.2014 to 5.00 PM on 04.08.2014. The postal ballot was accepted up to 5.00 PM on 04.08.2014.

To oversee the E-Voting process and Postal Ballot, the Board of Directors of the Company had appointed Mr. M.D Selvaraj, Company Secretary in Practice 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 Chairperson and Managing Director.

The Results of E-voting and the Postal Ballot was announced by the Chairperson at the Annual General Meeting held at 02:30 PM on 08th August, 2014 at "Nani Kalai Arangam", Mani Higher Secondary School, Pappanaicken Palayam, Coimbatore - 641037.

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	7,23,553	Nil	Passed
2	Declaration of Dividend for the year 2013-14 at the rate of Rs. 5/- per share (50%)	7,23,553	Nil	Passed



3	Reappointment of Sri Sanjay Jayavarthanavelu, Director who retire by rotation.	7,23,553	Nil	Passed
4	Re-appointment of Auditors M/s.N.R.Doraiswami& Co, Chartered Accountants for the year 2014-15 on a remuneration of Rs.1,60,000/-	7,23,553	Nil	Passed
5	Appointment of Sri.N.Suryakumar as Independent Director for a period of five years.	7,23,553	Nil	Passed
6	Appointment of Sri. Ramesh Rudrappan as Independent Director for a period of five years.	7,23,553	Nil	Passed
7	Appointment of Sri.A.Palaniappan as Independent Director for a period of five years.	7,23,553	Nil	Passed
8	Appointment of Sri Arun Selvaraj as Independent Director for a period of five years.	7,23,553	Nil	Passed
9	Amendment of Articles of Association of the Company to make in line with the Companies Act,2013	7,23,553	Nil	Passed
10	To authorise Board of Directors to borrow in excess of paid up capital and free reserves up to an amount not exceeding Rs.100 crores.	7,23,528	25	Passed

Accordingly, we hereby report that all the resolutions moved at the 33rd Annual General Meeting held on 08.08.2014 were passed with requisite majority.

Place: Coimbatore

Date: 09.08.2014.

For LAKSHMI ELECTRICAL CONTROL SYSTEMS LTD



B. SATISH KRISHNAN
COMPANY SECRETARY



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 Chairperson

33rd Annual General Meeting of the Equity Shareholders of

M/s.LAKSHMI ELECTRICAL CONTROL SYSTEMS LIMITED

(L31200TZ1981PLC001124)

Held on Friday the 8th day of August, 2014 at 2:30 P:M at

"Nani KalaiArangam", 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 ELECTRICAL CONTROL SYSTEMS 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 33rd Annual General Meeting (AGM) of the Company to be held on Friday, 8th August 2014. at 2:30 P:M at "Nani Kalai Arangam", Mani Higher Secondary School, Pappanaickenpalayam, Coimbatore-641037, Tamil Nadu, India.



Responsibility of the Management

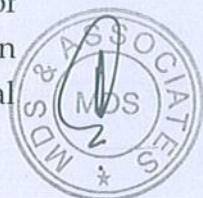
The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the Rules made thereunder in relation to exercising of voting rights through electronic means and Postal Ballot (in lieu of e-voting at the AGM) on the Resolution(s) as set out in the Notice convening the 33rd Annual General Meeting dated 26th 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 33rd 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 33rd 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 4th August 2014.

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

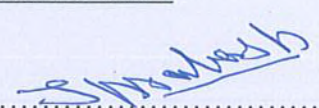
- The Notice dated 26th May 2014 convening Annual General Meeting (AGM) of the Company along with Statement setting out material facts under Section 102 of the Companies Act, 2013 along with the Postal Ballot forms (in lieu of e-voting at AGM) were sent to the Shareholders in respect of the below mentioned resolutions to be passed at the said AGM of the Company to be held on 8th 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 Stock Exchange, Mumbai (BSE) and Madras Stock Exchange Limited, Chennai.
- The shareholders of the Company holding shares as on the "cut-off" date of 4th July 2014 were entitled to vote on the proposed resolutions as set out in item nos. 1 to 10 in the Notice of the 33rd AGM of M/s. Lakshmi Electrical Control Systems Limited.



- The voting period for e-voting commenced on Saturday, 2nd August 2014 at 9:00 a:m and ended on Monday, 4th August 2014 at 5:00 p:m. The Postal Ballot forms received upto 5:00 p:m on Monday the 4th August 2014 were considered for my scrutiny.
- I, as the Scrutinizer, unblocked the votes casted, on 4th August 2014 at 6:25 p:m in the presense 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

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 31st 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	2	109	100.00%
Postal ballot (in lieu of e-voting at the AGM)	51	7,23,444	100.00%
Total Voting	53	7,23,553	100.00%

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)	Nil	Nil	Nil
Total Voting	Nil	Nil	Nil

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)	3	800	0.11
Total Voting	3	800	0.11



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	2	109	100.00%
Postal ballot (in lieu of e-voting at the AGM)	51	7,23,444	100.00%
Total Voting	53	7,23,553	100.00%

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)	Nil	Nil	Nil
Total Voting	Nil	Nil	Nil

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)	3	800	0.11
Total Voting	3	800	0.11



Item No.3
ORDINARY RESOLUTION:

To appoint a Director in the place of Sri.Sanjay Jayavarthanavelu (DIN:00004505), who 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	2	109	100.00%
Postal ballot (in lieu of e-voting at the AGM)	51	7,23,444	100.00%
Total Voting	53	7,23,553	100.00%

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)	Nil	Nil	Nil
Total Voting	Nil	Nil	Nil

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)	3	800	0.11
Total Voting	3	800	0.11



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	2	109	100.00%
Postal ballot (in lieu of e-voting at the AGM)	51	7,23,444	100.00%
Total Voting	53	7,23,553	100.00%

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)	Nil	Nil	Nil
Total Voting	Nil	Nil	Nil

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)	3	800	0.11
Total Voting	3	800	0.11



SPECIAL BUSINESS:
Item No.5
ORDINARY RESOLUTION:

To appoint Sri.N.Suryakumar (DIN:00008316) 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	2	109	100.00%
Postal ballot (in lieu of e-voting at the AGM)	51	7,23,444	100.00%
Total Voting	53	7,23,553	100.00%

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)	Nil	Nil	Nil
Total Voting	Nil	Nil	Nil

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)	3	800	0.11
Total Voting	3	800	0.11



Item No.6
ORDINARY RESOLUTION:

To appoint Sri.Ramesh Rudrappan (DIN: 0008325) 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	2	109	100.00%
Postal ballot (in lieu of e-voting at the AGM)	51	7,23,444	100.00%
Total Voting	53	7,23,553	100.00%

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)	Nil	Nil	Nil
Total Voting	Nil	Nil	Nil

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)	3	800	0.11
Total Voting	3	800	0.11



Item No.7
ORDINARY RESOLUTION:

To appoint Sri.A.Palaniappan (DIN:00044022) 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	2	109	100.00%
Postal ballot (in lieu of e-voting at the AGM)	51	7,23,444	100.00%
Total Voting	53	7,23,553	100.00%

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)	Nil	Nil	Nil
Total Voting	Nil	Nil	Nil

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)	3	800	0.11
Total Voting	3	800	0.11



Item No.8
ORDINARY RESOLUTION:

To appoint Sri.Arun Selvaraj (DIN: 01829277) as an 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	2	109	100.00%
Postal ballot (in lieu of e-voting at the AGM)	51	7,23,444	100.00%
Total Voting	53	7,23,553	100.00%

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)	Nil	Nil	Nil
Total Voting	Nil	Nil	Nil

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)	3	800	0.11
Total Voting	3	800	0.11



Item No.9
SPECIAL RESOLUTION:

Amendment 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	2	109	100.00%
Postal ballot (in lieu of e-voting at the AGM)	51	7,23,444	100.00%
Total Voting	53	7,23,553	100.00%

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)	Nil	Nil	Nil
Total Voting	Nil	Nil	Nil

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)	3	800	0.11
Total Voting	3	800	0.11



Item No.10**SPECIAL RESOLUTION:**

To borrow money in excess of the aggregate of the paid up share capital and free reserves of the Company pursuant to section 180(1)(c) 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	2	109	100.00%
Postal ballot (in lieu of e-voting at the AGM)	50	7,23,419	100.00%
Total Voting	52	7,23,528	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	Nil	Nil	Nil
Postal ballot (in lieu of e-voting at the AGM)	1	25	Negligible
Total Voting	1	25	Negligible

[0.0034%]

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)	3	800	0.11
Total Voting	3	800	0.11

M.D. Selvaraj
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 : 7th August 2014

Place : Coimbatore