

# LAKSHMI ELECTRICAL CONTROL SYSTEMS LIMITED

## LAKSHMI ELECTRICAL CONTROL SYSTEMS LIMITED

Registered office: 504, Avinashi Road, Peelamedu Post, Coimbatore - 641004, Tamil Nadu, India.

CIN: L31200TZ1981PLC001124

Phone: +91 422 6616500

Email: investors@lecsindia.com Website: www.lecsindia.com

### NOTICE TO SHAREHOLDERS

Notice is hereby given that the Forty Fourth (44<sup>th</sup>) Annual General Meeting of the shareholders of Lakshmi Electrical Control Systems Limited will be held on Monday, the 25<sup>th</sup> day of August 2025 at 9.45 A.M (IST) at Nani Kalai Arangam, Mani Higher Secondary School, Pappanaickenpalayam, Coimbatore - 641037, Tamil Nadu to transact the following business:

#### Ordinary Business:

1. To consider and adopt Annual Financial Statements including Statement of Profit and Loss, Cash Flow Statement and Statement of changes in equity for the financial year ended 31<sup>st</sup> March 2025, Balance Sheet as on that date, Report of Board of Directors' and the Auditor's Report thereon.
2. To declare dividend for the financial year ended 31<sup>st</sup> March 2025.
3. To note the retirement of Sri. Sanjay Jayavarthanavelu (DIN: 00004505), who retires by rotation, though eligible, does not offer himself for reappointment and the vacancy so caused on the Board not to be filled up at this Annual General Meeting.

#### Special Business:

4. To consider and if thought fit, to pass the following resolution for ratification of remuneration for Cost Auditor, as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), Sri.S.Subbaraman, Proprietor of S.Subbaraman & Associates, (Firm Registration No: 100526) Cost Accountant, who was appointed as Cost Auditor by the Board of Directors of the Company on the recommendation of the Audit Committee, to conduct the audit of the cost accounting records of the Company for the financial year 2025-26 on a remuneration of ₹ 40,000/- (Rupees Forty Thousand only) exclusive of applicable taxes and reimbursement of out of pocket expenses incurred in connection with the aforesaid audit fixed by the Board of Directors be and is hereby ratified and confirmed."

5. To consider and if thought fit, to pass the following resolution for the appointment of MDS & Associates LLP, Company Secretaries as Secretarial Auditors of the Company for a first term of five (5) consecutive financial years, as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 204 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any amendment(s), statutory modification(s) or re-enactment(s) thereof, for the time being in force) and on the recommendation of the Board of Directors of the Company, MDS & Associates LLP (LLPIN: ABZ - 8060), Company Secretaries, Coimbatore be and are hereby appointed as the Secretarial Auditors of the Company for a first term of five (5) consecutive financial years commencing from the financial year 2025-26 at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditors."

6. To consider and if thought fit, to pass the following resolution for appointment of Sri. Sudesh Koti Reddy (DIN: 00007530), as an Independent Director of the Company, as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (as amended) and the Articles of Association of the Company and upon the recommendation of the Nomination and

Remuneration Committee and the Board of Directors, Sri. Sudesh Koti Reddy (DIN: 00007530), who was appointed as an Additional Director at the meeting of the Board of Directors of the Company held on 5<sup>th</sup> June 2025 and who had submitted a declaration that he meets the criteria for independence under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and whose name is included in the databank as required under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and who is eligible for appointment and in respect of whom the Company has received a notice in writing under section 160 of the Act from a member proposing his candidature for the office of director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five (5) consecutive years with effect from 5<sup>th</sup> June 2025 till 4<sup>th</sup> June 2030 and is not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby authorized severally to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. To consider and if thought fit, to pass the following resolution for appointment of Sri. Vedhanth Senthilkumar (DIN: 08207030), as a Non-Executive Non-Independent Director of the Company, as an **Ordinary Resolution**:

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (as amended) and the Articles of Association and upon the recommendation of the Nomination and Remuneration Committee of the Company, Sri. Vedhanth Senthilkumar (DIN: 08207030) who was appointed as an Additional Director at the meeting of the Board of Directors of the Company held on 5<sup>th</sup> June 2025, in accordance with the provisions of Section 161(1) of the Act and in respect of whom the Company has received a Notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company and is liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby authorized severally to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

8. To consider and if thought fit, to pass the following resolution for Re-appointment of Sri. Arjun Balu (DIN: 00383184), as an Independent Director of the Company for a second term of five [5] consecutive years, as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (as amended) and the Articles of Association of the Company and upon the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Sri. Arjun Balu (DIN: 00383184), Non-Executive Independent Director who had submitted a declaration that he meets the criteria for independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and whose name is included in the databank as required under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and who is eligible for re-appointment and in respect of whom the Company has received a Notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director be and is hereby re-appointed as a Non-Executive Independent Director of the Company to hold office for a second term of five [5] consecutive years with effect from 28<sup>th</sup> May 2026 till 27<sup>th</sup> May 2031 and is not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby authorized severally to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

9. To consider and if thought fit, to pass the following resolution for approval of material related party transactions with LMW Limited (formerly Lakshmi Machine Works Limited), as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, (“Listing Regulations”), the applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Rules made thereunder, (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force) the Company’s Policy on Related Party Transactions, and pursuant to the approval of the Audit Committee and on the recommendation of the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to enter into agreement/ contract/ business transactions with LMW Limited (formerly Lakshmi Machine Works Limited), a related party of the Company for an amount not exceeding ₹ 450 Crores (Rupees Four Hundred and Fifty Crores only) for the period from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting as per the details more particularly described in the statement pursuant to Section 102 of the Companies Act, 2013, annexed to this notice notwithstanding the fact that such transactions either taken individually or together with previous transactions during the financial year may exceed 10% of the annual consolidated turnover of the Company as per the last audited financial statements or such other materiality threshold as may be specified under applicable laws/ regulations from time to time.

RESOLVED FURTHER THAT Board of Directors (including its Committee thereof) be and are hereby severally authorised to do all such acts, deeds, matters and things, to finalise the terms and conditions of the transactions with the aforesaid party, and to execute or authorize any person to execute all such documents, instruments and writings as may be considered necessary, relevant, usual, customary, proper and/or expedient for giving effect to this resolution.”

10. To consider and if thought fit, to pass the following resolution for approval of material related party transactions with Lakshmi Precision Technologies Limited, as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, (“Listing Regulations”), the applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Rules made thereunder, (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force) the Company’s Policy on Related Party Transactions, and pursuant to the approval of the Audit Committee and on the recommendation of the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to enter into agreement/ contract/ business transactions with Lakshmi Precision Technologies Limited, a related party of the Company for an amount not exceeding ₹ 100 Crores (Rupees One Hundred Crores only) for the period from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting as per the details more particularly described in the statement pursuant to Section 102 of the Companies Act, 2013, annexed to this notice notwithstanding the fact that such transactions either taken individually or together with previous transactions during the financial year may exceed 10% of the annual consolidated turnover of the Company as per the last audited financial statements or such other materiality threshold as may be specified under applicable laws/ regulations from time to time.

RESOLVED FURTHER THAT Board of Directors (including its Committee thereof) be and are hereby severally authorised to do all such acts, deeds, matters and things, to finalise the terms and conditions of the transactions with the aforesaid party, and to execute or authorize any person to execute all such documents, instruments and writings as may be considered necessary, relevant, usual, customary, proper and/or expedient for giving effect to this resolution.”

Place : Coimbatore  
Date : June 05, 2025

By order of the Board  
**S. Sathyanarayanan**  
Company Secretary

**NOTES:**

- 1. THE EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 WITH RESPECT TO THE SPECIAL BUSINESS SET OUT IN THE NOTICE IS ANNEXED HERETO.**
- 2. 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 AGM 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 AGM. PROXY FORM FOR THE AGM IS ENCLOSED.**
- 4. 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.**
5. Members / proxies should bring the duly filled attendance slip enclosed herewith to attend the AGM. In case of Joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to [bk.scrutiniser@gmail.com](mailto:bk.scrutiniser@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com)
7. The Register of Members and share transfer books of the Company will remain closed from Tuesday, 19<sup>th</sup> August 2025 to Monday, 25<sup>th</sup> August 2025 (both days inclusive) as per Section 91 of the Companies Act, 2013.
8. The dividend as recommended by the Board of Directors, if declared at the AGM will be paid, subject to deduction of tax at source, to those Members whose names appear in the Register of Members as on 18<sup>th</sup> August 2025 in respect of shares held in physical form and in respect of shares held in dematerialized form, the dividend shall be paid on the basis of the beneficial ownership as per the details furnished by the Depositories for this purpose at the end of the business hours on 18<sup>th</sup> August 2025.
9. 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 from 2017-18 to 2023-24.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN), bank account details and other KYC details by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the KYC details to their Depository Participants with whom they are maintaining their demat account(s). Members holding shares in physical mode are requested to update the KYC details at the earliest pursuant to the SEBI circulars by coordinating with the Registrars and Share Transfer Agents (RTA), MUFG Intime India Private Limited (formerly Link Intime India Private Limited), "Surya" 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore - 641028, Tamil Nadu, India. Similarly, members holding shares in Demat form shall intimate the above details to their respective Depository Participants. The Shareholders are also requested to take note of investors services request related points in the SEBI Master Circular SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated 17<sup>th</sup> May 2023 (as amended from time to time). The shareholders may also note that as per advisory of SEBI, the Company's RTA has launched an investors' self-service portal 'SWAYAM' to access investor requests / services at <https://swayam.in.mpms.mufg.com/>

11. Pursuant to SEBI Master Circular dated 17<sup>th</sup> May 2023 and amendment circular(s) dated 17<sup>th</sup> November 2023, 7<sup>th</sup> May 2024 and 10<sup>th</sup> June 2024, members holding shares in physical form whose folio(s) lack PAN, contact details, bank account details or updated specimen signature, will only be eligible for payment of dividend through electronic mode. Therefore, members holding shares in physical form are requested to update the mentioned details by providing the appropriate requests through ISR forms with the Registrar and Share Transfer Agent to ensure receipt of dividend and for servicing of any other requests. Necessary prior intimation(s) in this regard was provided to the concerned Shareholders. A copy of the said circular(s) is available on the Company's website <https://www.lecsindia.com/investors/investors-services/> The shareholders are requested to co-ordinate with the Company's RTA.
12. Brief profile, details of shareholding and inter-se relationship of Directors seeking election/re-election as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards are provided as Annexure to this notice.
13. Pursuant to the Finance Act, 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020, and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with Share Transfer Agents, MUFG Intime India Private Limited (formerly Link Intime India Private Limited) (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).

A Resident individual shareholder with PAN and entitled to receive dividend amount exceeding ₹ 10,000/- and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by clicking on the link <https://web.in.mpms.mufg.com/formsreg/submission-of-form-15g-15h.html> on or before the end of the business hours of 20<sup>th</sup> August 2025. Shareholders are requested to note that in case their PAN is not registered or Section 206AA/206AB of the Income Tax Act, 1961 applies, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, any other document which may be required to avail the tax treaty benefits by clicking on the link <https://web.in.mpms.mufg.com/formsreg/submission-of-form-15g-15h.html> The aforesaid declarations and documents need to be submitted by the shareholders on or before the end of business hours of 20<sup>th</sup> August 2025.

14. Members holding shares in electronic form may please note that as per the regulations of National Securities Depository Services Limited (NSDL) and Central Depository Services (India) Limited (CDSL), the Company is obliged to print the details on the Dividend Warrants as furnished by these Depositories to the Registrars and Share Transfer Agents/Company and the Company cannot entertain any request for deletion / change of bank details already printed on dividend warrants as per the information received from the concerned Depositories. In this regard, Members should contact their Depository Participants (DP) and furnish particulars of any changes desired by them.
15. As per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the transfer of shares in physical mode is not allowed from 1<sup>st</sup> April 2019. Further, SEBI had mandated the listed entities to issue shares only in dematerialized mode, with effect from 25<sup>th</sup> January 2022 to shareholder(s)/claimant(s) holding shares in physical mode, as against their service requests including for transmission or transposition of shares. Accordingly, the Company shall only be providing a letter of confirmation to the investors against their service requests.

As per the said circular, the Company has opened a separate Escrow Demat Account for the purpose of crediting the shares of the Shareholders who fail to submit the letter of confirmation with the respective Depository Participant within the prescribed timeline.

16. 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 holding shares in physical form may coordinate with the Registrars and Share Transfer Agents of the Company. Members holding shares in electronic form have to approach their depository participants for completing the nomination formalities.
17. Members who require any clarifications on accounts or operations of the Company are requested to write to the Company before 18<sup>th</sup> August 2025 (5.00 pm IST). The queries will be answered accordingly.



18. 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 electronic form to enable the Company to serve documents in electronic form.
19. The electronic copy of the AGM Notice and the Annual Report containing Financial Statements, Boards Report, Auditors Report, Corporate Governance Report and other documents is being sent only by email to members of the Company who have registered their e-mail id with their depository participants (for members holding shares in demat form) and to their e-mail id registered with the Registrar and Share Transfer Agent of the Company (for members holding shares in physical form). Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's website [www.lecsindia.com](http://www.lecsindia.com) and website of the BSE Limited at [www.bseindia.com](http://www.bseindia.com). For members who have not registered their E-mail ID, physical copies of Annual Report and AGM Notice for the financial year 2024-25 are being sent through the permitted mode separately. Further, the Company will be sending a hard copy of the Annual Report to those Shareholders who request the same through email or letter.
20. The results of the remote e-voting and ballot at the Annual General Meeting will be announced by the Chairperson or person authorised by the Chairperson within two working days from the date of conclusion of the Annual General Meeting. A copy of which will be posted on the Company's website and forwarded to the Stock Exchange.
21. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 and 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.
22. Members are requested to bring their copy of the Annual Report with them to the Annual General Meeting. The route map of AGM Venue is provided elsewhere in the Annual Report.

#### **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 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modifications, clarifications, exemptions or re-enactments thereof for the time being in force), the Company is pleased to provide the members the facility to exercise their votes for all the resolutions detailed in the Notice of the 44<sup>th</sup> Annual General Meeting scheduled to be held on Monday, 25<sup>th</sup> August 2025 at 9.45 A.M. (IST) by electronic means and the business may be transacted through remote e-voting.

The Company has engaged the services of NSDL as the authorized agency to provide the remote e-voting as per the instructions given below:

#### **Vote by Remote e-Voting and voting during the AGM**

Sri. B. Krishnamoorthi, Chartered Accountant, (failing him Smt. V.Indira, Chartered Accountant) having office at "2<sup>nd</sup> Floor, No.16, Bharathi Park Main Road, 2<sup>nd</sup> Cross Street, Coimbatore - 641011, Tamilnadu, India have been appointed as Scrutinizer by the Board of Directors to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.

Any person who acquires Shares of the Company and becomes Member of the Company after sending the Notice and holding Shares as of the cut-off date i.e., 18<sup>th</sup> August 2025, may obtain login ID and password by sending a request at [evoting@nsdl.com](mailto:evoting@nsdl.com). However, if he / she is already registered with NSDL to remote e-voting then he / she can use his / her existing user ID and password for casting vote. Any person who ceases to be a member of the Company as on cut-off date and in receipt of this notice, shall treat this AGM Notice for information purpose only.

The facility for voting through polling paper shall also be made available at the meeting and 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 through remote e-voting or by ballot at the AGM.

The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

Votes cast by members who hold shares on the cutoff date ie. 18<sup>th</sup> August 2025 alone will be considered.

The AGM Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

## The instructions for the members for remote e-voting are as under:

The remote e-voting period begins at 9.00 AM (IST) on 22<sup>nd</sup> August 2025 and ends on 24<sup>th</sup> August 2025 at 5.00 PM (IST). The remote e-voting module shall be disabled by NSDL thereafter. The shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 18<sup>th</sup> August 2025 may cast their vote electronically.

The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 18<sup>th</sup> August 2025.

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

### Step 1: Access to NSDL e-Voting system

#### A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders  | Login Method   |
|---|--|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none"> <li>For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> |



| Type of shareholders   | Login Method   |
|--|--|
| Individual Shareholders holding securities in demat mode with CDSL                                     | <ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.<br/><br/>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol> |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.  |

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

| Login type   | Helpdesk details   |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000  |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911 |

**B) Login Method for e-voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.



## LAKSHMI ELECTRICAL CONTROL SYSTEMS LIMITED

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is:  |
|--|---|
| a) For Members who hold shares in demat account with NSDL.     | 8 Character DP ID followed by 8 Digit Client ID<br>For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.   |
| b) For Members who hold shares in demat account with CDSL.     | 16 Digit Beneficiary ID<br>For example if your Beneficiary ID is 12***** then your user ID is 12*****   |
| c) For Members holding shares in Physical Form.                | EVEN Number followed by Folio Number registered with the company<br>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
  - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

- Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
- Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
- If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [bk.scrutiniser@gmail.com](mailto:bk.scrutiniser@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com).

Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “**Forgot User Details/Password?**” or “**Physical User Reset Password?**” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request to Ms. Prajakta Pawle at [evoting@nsdl.com](mailto:evoting@nsdl.com)

### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [coimbatore@in.mpms.mufg.com](mailto:coimbatore@in.mpms.mufg.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [evoting@nsdl.com](mailto:evoting@nsdl.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at Step 1 (A) i.e.Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**Explanatory statement pursuant to Section 102 of the Companies Act, 2013 / SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

**Item No. 4**

Pursuant to the recommendation of the Audit Committee, the Board of Directors at their meeting held on 5<sup>th</sup> June 2025 has approved the appointment and remuneration payable to Sri.S.Subbaraman, Proprietor of S.Subbaraman & Associates, Cost Accountant for auditing the cost accounting records of the Company, pursuant to the Companies (Cost Records and Audit) Rules, 2014 for the financial year 2025-26 at a remuneration of ₹ 40,000/- (Rupees Forty Thousand only) excluding the applicable taxes and reimbursement of out of pocket expenses incurred by him in connection with the audit.

As per Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 the remuneration payable to the Cost Auditor as determined by the Board is required to be ratified by the members of the Company. Accordingly, the consent of the Members is sought for passing an Ordinary Resolution as set out in Item No.4 of the notice for ratification of the remuneration payable to the Cost Auditor for the financial year 2025-2026.

Accordingly, the Board recommends this Ordinary Resolution for the approval of the members of the Company.

**Interest of Directors:**

None of the Directors, Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in the resolution set out as Item No. 4 of the accompanying Notice of the AGM.

**Item No. 5**

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024, the Secretarial Auditors of the Company shall be appointed by the Shareholders of the Company based on the recommendations made by the Board of Directors.

Accordingly, the Board of Directors of the Company at their meeting held on 5<sup>th</sup> June 2025 has recommended the appointment of MDS & Associates LLP (LLPIN: ABZ - 8060), Company Secretaries, Coimbatore as the Secretarial Auditors of the Company for a term of Five (5) consecutive financial years commencing from the financial year 2025-26 at a remuneration as may be mutually agreed between the Board of Directors and the Secretarial Auditors.

MDS & Associates LLP (LLPIN: ABZ - 8060), Company Secretaries, Coimbatore, have consented to their appointment as Secretarial Auditors of the Company.

The Board of Directors propose to pay a fee of ₹ 1,75,000/- (Rupees One Lakh Seventy-Five Thousand Only) for the financial year 2025-26 exclusive of taxes and other out of pocket expenses incurred in connection with the audit to the Secretarial Auditors. The terms of appointment of the Secretarial Auditors will be specified by the Board of Directors of the Company.

The Board of Directors of the Company have considered the following credentials of MDS & Associates LLP, Company Secretaries while considering their appointment.

MDS & Associates LLP, Company Secretaries based out of Coimbatore, Tamil Nadu presently has 3 partners and houses a team of qualified and seasoned professionals who bring together more than 36 years of rich experience and expertise knowledge in the field of Corporate and allied laws. The Firm undertakes Board Process Audits, Corporate Governance Audits, Secretarial Audits and Corporate Actions / Transactions based Due Diligence Audits for wide clientele including numerous listed companies. The firm serves a wide array of clients across India in varied industries and has rich experience in undertaking secretarial audit assignments and also holds a valid Peer Review Certificate (bearing number 6468/2025) issued by the Institute of Company Secretaries of India.

Accordingly, the Board recommends this Ordinary Resolution for the approval of the members of the Company.

**Interest of Directors:**

None of the Directors, Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in the resolution set out as Item No. 5 of the accompanying Notice of the AGM.

#### **Item No. 6**

In terms of Section 161 of the Companies Act, 2013 ('the Act'), the Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee had appointed Sri. Sudesh Koti Reddy (DIN: 00007530) as an Additional Director on the Board of Directors of the Company with effect from 5<sup>th</sup> June 2025.

Sri. Sudesh Koti Reddy holds office upto the date of this Annual General Meeting pursuant to Section 161 of the Act and Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). The Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of Independent Director of the Company.

Sri. Sudesh Koti Reddy is not disqualified from being appointed as Director in terms of Section 164 of the Act and is not debarred from holding the office of Director by virtue of any Securities Exchange Board of India ("SEBI") order or any other statutory authority under any laws. He has given his consent to act as Director along with the declaration to the effect that he meets the criteria of independence as prescribed under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and that his name is included in the databank of Independent Directors as required under Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

In the opinion of the Board, Sri. Sudesh Koti Reddy fulfills the conditions as specified under the Act read with the Rules made thereunder and the Listing Regulations for his appointment as an Independent Director of the Company and is also independent of the Management.

The Nomination and Remuneration Committee and the Board of Directors have reviewed/ evaluated the balance of skills, knowledge and experience on the Board and identified the role and capabilities required of an Independent Director and considered that the appointment of Sri. Sudesh Koti Reddy, with his experience and expertise will be of immense value addition to the Company.

A copy of the draft Appointment Letter to be issued to Sri. Sudesh Koti Reddy upon his appointment as an Independent Director, containing the terms and conditions of such appointment, would be available to Members for inspection at the Registered Office of the Company during the normal business hours (9:00 am, India Standard Time ("IST") to 4:00 pm IST) on any business day without payment of fee.

The disclosures as required under Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are furnished and form a part of this Notice.

Accordingly, the Board recommends this Special Resolution for approval by the members of the Company.

#### **Interest of Directors:**

Except Sri. Sudesh Koti Reddy being the proposed appointee, none of the Directors and the Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolution as set out in Item No. 6 of the accompanying Notice of the AGM.

#### **Item No.7**

Pursuant to the provisions of Section 161 of the Companies Act, 2013 ("the Act"), the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company had appointed Sri. Vedhanth Senthilkumar (DIN: 08207030) as an Additional Director of the Company with effect from 5<sup>th</sup> June 2025.

Pursuant to Section 161 of the Act, Sri. Vedhanth Senthilkumar holds office upto the date of this Annual General Meeting. Further, pursuant to Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the approval of members for his appointment is required to be obtained at this Annual General Meeting or within a period of 3 months from the date of appointment, whichever is earlier.

The Board of Directors consider that his association would be of immense benefit to the Company, and it is desirable to continue to avail his services as a Non-executive Director of the Company.

## LAKSHMI ELECTRICAL CONTROL SYSTEMS LIMITED

The Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of Director of the Company. Sri. Vedhanth Senthilkumar has given his consent to act as a Director of the Company and is not disqualified from being appointed as Director in terms of Section 164 of the Act and is not debarred from holding the office of Director by virtue of any order of the Securities and Exchange Board of India or any other statutory authority under any laws.

The disclosures as required under Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are furnished and form a part of this Notice.

Accordingly, the Board recommends this Ordinary Resolution for approval by the members of the Company.

### **Interest of Directors:**

Except Sri. Vedhanth Senthilkumar being the proposed appointee, Smt. Nethra.J.S.Kumar, Chairperson and Managing Director and Sri. D. Senthilkumar, Director of the Company, being relatives (parents) of the proposed appointee. None of the other Directors and the Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolution as set out in Item No. 7 of the accompanying Notice of the AGM.

### **Item No.8**

Sri. Arjun Balu (DIN: 00383184) was appointed as an Independent Director of the Company for a first term of five years with effect from 28<sup>th</sup> May 2021 and as such his tenure as an Independent Director of the Company expires on 27<sup>th</sup> May 2026.

Pursuant to Section 149(10) of the Companies Act, 2013 ('the Act'), an Independent Director shall hold office for a term of up to five consecutive years on the Board of a company, but shall be eligible for re-appointment for a second term of five years subject to the approval of the members by way of a special resolution.

Accordingly, based on the performance evaluation of Sri. Arjun Balu conducted by the Board of Directors and pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the company at their meeting held on 5<sup>th</sup> June 2025 has recommended the reappointment of. Sri. Arjun Balu as an Independent Director of the company with effect from 28<sup>th</sup> May 2026.

Pursuant to the provisions of Section 160 of the Companies Act, 2013, a notice from a member of the Company signifying the intention of the candidature of Sri Arjun Balu, as a Non-executive Independent Director has been received by the Company.

Accordingly, Sri. Arjun Balu is proposed to be appointed as a Non-executive Independent Director of the Company for a further period of five consecutive years with effect from 28<sup>th</sup> May 2026 to 27<sup>th</sup> May 2031 (Second Term).

The Company has received a declaration from Sri. Arjun Balu that he meets the criteria for independence as prescribed in the Companies Act, 2013 and SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and that his name is included in the databank of Independent Directors as required under Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014. Sri Arjun Balu is not disqualified from being appointed as director in terms of Section 164 of the Act and not debarred from holding the office of director by virtue of any SEBI order or any other statutory authority under any laws and is eligible for re-appointment as an Independent Director for a further period of five consecutive years on passing of special resolution at the ensuing Annual General Meeting.

Nomination and Remuneration Committee of Directors and the Board were of the opinion, after evaluating the performance, appropriate mix of skills, experience, competency and other attributes that his continued association would be of immense benefit to the Company, and it is desirable to continue to avail the services of Sri. Arjun Balu as a Non-executive Independent Director. He is not liable to retire by rotation.

Board is of the opinion that Sri. Arjun Balu continues to fulfil the conditions and criteria of independence as specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 for his re-appointment as an Independent Director of the Company and independent of the Management.

A copy of the draft Appointment Letter to be issued to Sri. Arjun Balu upon his re-appointment as an Independent Director, containing the terms and conditions of such appointment, would be available to Members for inspection at the Registered Office of the Company during the normal business hours (9:00 am, India Standard Time ("IST") to 4:00 pm IST) on any business day without payment of fee.



The disclosures as required under Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are furnished and form a part of this Notice.

Accordingly, the Board recommends this Special Resolution for approval by the members of the Company.

**Interest of Directors:**

Except Sri. Arjun Balu being the proposed appointee, none of the Directors and the Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolution as set out in Item No. 8 of the accompanying Notice of the AGM.

**Item No.9 & 10**

Pursuant to proviso to Regulation 23(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), a transaction with a related party shall be considered "material", if the transactions entered into individually or taken together with previous transactions during a Financial Year with such related party exceeds ₹ 1000 Crores or 10% of the total consolidated turnover of the Company as per the last audited financial statements, whichever is lower.

The Company is purchasing Control Panel Components and Selling Control Panels and Engineering Plastics Components assembled / manufactured by the Company to LMW Limited [formerly known as Lakshmi Machine Works Limited (LMW)] as per their customized requirements on arms' length basis. The Company is also rendering job work services to LMW as per their customized requirements on arms' length basis. The transactions with LMW contributes major revenue to the Company. LMW is a capital machinery / original equipment manufacturer and require large volume of control panel, engineering plastics and their accessories. There would be constant order flow and the capacity utilization of the Company would be optimum.

Further, the Company is also purchasing Control Panel Components and Selling Engineering Plastics Components / Electrical spares manufactured by the Company to Lakshmi Precision Technologies Limited (LPT) on arms' length basis.

The shareholders approved the earlier material related party transaction with LMW and LPT as per the details mentioned in the AGM notice of the Annual General Meeting held on 9<sup>th</sup> August 2024.

The transactions proposed to be entered by the Company with LMW and LPT may exceed 10% of the annual consolidated turnover of the Company as per the last audited financial statements and are proposed to be undertaken on an arms' length basis and in the ordinary course of business.

The Audit Committee has approved the transactions with the above-mentioned related parties at their meeting held on 5<sup>th</sup> June 2025.

Pursuant to Regulation 23(4) of Listing Regulations, the prior approval of the Shareholders of the Company by way of an ordinary resolution would be required for the transactions entered with related parties in excess of 10% of the annual consolidated turnover of the Company as per the last audited financial statements. Further, pursuant to the amendment to Regulation 23 of the Listing Regulations and SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11<sup>th</sup> November 2024, all related party transactions which exceeds 10% of the annual turnover needs to be approved by the shareholders by way of a resolution and such approval shall be valid upto the date of next Annual General Meeting.

Accordingly, the approval of the shareholders is now being sought for the transactions proposed to be entered into with the above-mentioned related parties as per the details given below.

## LAKSHMI ELECTRICAL CONTROL SYSTEMS LIMITED

The details of the transactions with above-mentioned related parties as required pursuant to SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11<sup>th</sup> November 2024 is given below:

|   |  |   |
|---|--|---|
| <b>Name of the related party</b>  | LMW Limited<br>(formerly known as Lakshmi Machine Works Limited)   | Lakshmi Precision Technologies Limited  |
| <b>Type, material terms and particulars of the proposed transaction</b>   | Sale / Purchase of goods and Availing/ Rendering of services as per the requirements of the related party / the Company as may be applicable. The transactions are in ordinary course of business and on arm's length basis. | Sale / Purchase of goods and Availing/ Rendering of services as per the requirements of the related party / the Company as may be applicable. The transactions are in ordinary course of business and on arm's length basis.  |
| <b>Relationship with the listed entity, including nature of its concern or interest (financial or otherwise)</b>  | A public company in which Sri. Sanjay Jayavarthanavelu, Director is a director and holds along with his relatives, more than 2% of its paid-up share capital. Nature of interest is financial.                               | A public company in which Smt. Nethra J S Kumar, Chairperson & Managing Director, Vedhanth Senthilkumar and Sri. D. Senthilkumar, Director are directors and hold along with their relatives, more than 2% of its paid-up share capital. Nature of interest is financial. |
| <b>Tenure of the proposed transaction</b>   | For the period from conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting.  | For the period from conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting.   |
| <b>Value of the proposed transaction</b>  | ₹ 450 Crores.  | ₹ 100 Crores.   |
| <b>The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction</b> | 211.95% based on audited financials for the financial year ended 31st March 2025.  | 47.10% based on audited financials for the financial year ended 31st March 2025.  |
| <b>Justification as to why the RPT is in the interest of the listed entity</b>  | As detailed above.   | As detailed above.  |

A copy of the valuation or other external party report, if any such report has been relied upon - The Company has not relied upon any such document.

The proposed transaction does not involve any loans, inter-corporate deposits, advances or investments and hence disclosure of details pertaining to the same does not arise.

Any other information that may be relevant - Nil.

The Board of Directors recommend the resolution(s) as set out in Item Nos. 9 & 10 of the Notice for the approval of the members who are not related parties of the Company.

The members may please note that in terms of the provisions of the Listing Regulations, no related party(ies) as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall vote to approve the resolutions under Item Nos. 9 & 10 of this notice.

### Interest of Directors:

None of the Directors, Key Managerial Personnel or their relatives other than Sri.Sanjay Jayavarthanavelu, Director, Smt. Nethra J.S. Kumar, Chairperson and Managing Director, Sri. Vedhanth Senthilkumar and Sri.D.Senthilkumar, Director is concerned or interested in the resolution set out in Item No. 9 of the Notice.

None of the Directors, Key Managerial Personnel or their relatives other than Smt. Nethra J.S. Kumar, Chairperson and Managing Director, Sri. Vedhanth Senthilkumar and Sri.D.Senthilkumar, Director is concerned or interested in the resolution set out in Item No. 10 of the Notice.

As required under applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings issued by ICSI the below details are furnished.

**Profile of the Director seeking appointment / re-appointment.**

**A. Profile of Sri. Sudesh Koti Reddy (DIN: 00007530)**

Date of Birth / Nationality: 29.08.1962/ British

Date of Appointment in the Board: 05.06.2025

Sri. Sudesh Koti Reddy holds a B.Tech (Honours) degree in Industrial Engineering with Management from University of Bradford, United Kingdom. As a part of this course, he has undergone training at GEC Switchgear Ltd., UK and at Allwyn Ltd. in Hyderabad. He established a manufacturing company known as Sucharita Precision Gears Private Limited (latest name) as a first-time entrepreneur in the year 1989 which initially manufactured textile machinery components and then focused on manufacturing several components in gear manufacturing for several diverse industries. He served as the Managing Director of Sucharita Precision Gears Private Limited till April 2025.

Sri. Sudesh Koti Reddy has also experience in handling Highways Projects including few National Highway projects under the name Golden Quadrilateral by Government of India in mid-1990's. He has almost 37 years of experience in engineering, manufacturing and general administration.

The Nomination and Remuneration Committee at their meeting held on 5<sup>th</sup> June 2025, considering his expertise in engineering, administration and business knowledge has recommended to the Board his appointment as an Independent Director.

He holds Directorships in Lakshmi Caipo Industries Limited and Shri Kara Engineering Private Limited.

Membership in Committees - Nil

No. of Shares held in the Company (including shareholding as a beneficial owner): Nil

No. of Shares held in Subsidiary Company: Not Applicable

He has not resigned from any listed Company during the past three years.

Board position held: Additional Director (Non-executive independent)

Terms and conditions of appointment: The details have been enumerated in Item No. 6 of the Notice and the explanatory statement for the Item No. 6 of the Notice.

None of the Directors or KMPs of the Company or their relatives are relative of Sri. Sudesh Koti Reddy, financially or otherwise, concerned or interested in this resolution.

Number of Board meetings attended by him during 2024-25: Nil.

Remuneration paid for the financial year 2024-25: Nil

Remuneration proposed to be paid: He is entitled to receive remuneration by way of fees and reimbursement of expenses for participation in the meetings of the Board and / or Committees or any other meeting of directors and profit related commission, if any, in terms of Section 197 and other applicable provision of the Companies Act, 2013, and as determined by the Board from time to time, within the overall limits specified under the Companies Act, 2013 as well as the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The explanatory statement may also be construed as disclosure under Regulation 36 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

## LAKSHMI ELECTRICAL CONTROL SYSTEMS LIMITED

### B. Profile of Sri Vedhanth Senthilkumar (DIN: 08207030)

Date of Birth / Nationality: 11.12.1996 / Indian

Date of appointment in the Board: 05.06.2025

Sri. Vedhanth Senthilkumar holds professional qualification of B.Eng. (Honors) in Manufacturing and Mechanical Engineering from the University of Warwick, United Kingdom. He has gained industrial experience in various prestigious institutions like TVS Group, Tata Motors and LMW Limited (formerly Lakshmi Machine Works Limited). His areas of interest lies in Process Automation through Technology Deployment, Development of New products by adopting Smart Technology. He was appointed as a Director in Lakshmi Electrical Drives Private Limited in August 2018 and was elevated to Whole-time Director in February 2021. He is a Director in Lakshmi Precision Technologies Limited since August 2018. He has gained relevant industrial experience in manufacturing, operations, Research & Development, and General Administration.

#### He holds Directorships in the following companies:

|   |  |
|---|--|
| 1.Lakshmi Electrical Drives Private Limited | 2.Lakshmi Precision Technologies Limited       |
| 3.Muhavai Auto Mobiles Private Limited      | 4. Aruppukottai Mari Chemicals Private Limited |
| 5.Shri Ramalinga Builders Private Limited   | 6. Ramalinga Exports Private Limited           |

#### Membership in Committees:

| Name of the Company                    | Name of the Committee                                   | Member / Chairman |
|--|---|-------------------|
| Lakshmi Precision Technologies Limited | Audit Committee and Nomination & Remuneration Committee | Member            |

Sri. Vedhanth Senthilkumar is related to Sri. D. Senthilkumar and Smt. Nethra.J.S.Kumar, Directors of the Company. None of the other Directors or KMPs of the Company or their relatives are relative of Sri. Vedhanth Senthilkumar, financially or otherwise, concerned or interested in this resolution.

No. of shares held in the Company (including shareholding as a beneficial owner): 26,195 equity shares of ₹ 10/- each. Further, he does not hold any beneficial interest in the equity shares of the Company.

No. of shares held in Subsidiary Company: Not Applicable.

Board position held: Additional Director (Non-Executive Non-Independent)

He has not resigned from any listed Company during the past three years.

Terms and conditions of appointment: The details have been enumerated in Item No. 7 of the Notice and the explanatory statement for the Item No. 7 of the Notice.

Number of Board Meetings attended during the financial year 2024-25: Nil.

Remuneration paid for the financial year 2024-25: Nil

Remuneration proposed to be paid: He is entitled to receive remuneration by way of fees and reimbursement of expenses for participation in the meetings of the Board and / or Committees or any other meeting of directors and profit related commission, if any, in terms of Section 197 and other applicable provision of the Companies Act, 2013, and as determined by the Board from time to time, within the overall limits specified under the Companies Act, 2013 as well as the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The explanatory statement may also be construed as disclosure under Regulation 36 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

### C. Profile of Sri. Arjun Balu (DIN: 00383184)

Date of Birth / Nationality: 18.01.1975 / Indian

Date of appointment in the Board: 28.05.2021

Sri. Arjun Balu is a business management graduate and has more than 25 years of experience in managing various business activities. He is Joint Managing Director of Sri Balasubramania Mills Limited, a company engaged in yarn spinning activities till 2016 and thereafter with primary focus on real estate infrastructure and leasing activities. He has professional expertise in the field of Automobiles as a Consultant and as Driver / Mentor in the field of Motor Racing since 1992.

The Nomination and Remuneration Committee at their meeting held on 5<sup>th</sup> June 2025, considering his expertise in engineering, textiles, administration and business knowledge has recommended to the Board his re-appointment as an Independent Director.

#### He holds Directorships in the following companies:

|                                     |                           |
|-------------------------------------|---------------------------|
| 1. Sri Balasubramania Mills Limited | 2. Sujay Spinners Limited |
| 3. AGS Auto India Private Limited   |                           |

#### Membership in Committees:

| Name of the Company                        | Name of the Committee                     | Member / Chairman |
|--|---|-------------------|
| Lakshmi Electrical Control Systems Limited | Audit Committee                           | Member            |
|  | Nomination & Remuneration Committee       | Member            |
|  | Corporate Social Responsibility Committee | Member            |
|  | Stakeholders Relationship Committee       | Chairman          |

No. of Shares held in the Company (including shareholding as a beneficial owner): Nil

No. of Shares held in Subsidiary Company: Not Applicable

He has not resigned from any listed Company during the past three years.

Board position held: Director (Non-executive independent)

Terms and conditions of re-appointment: The details have been enumerated in Item No. 8 of the Notice and the explanatory statement for the Item No. 8 of the Notice.

None of the Directors or KMPs of the Company or their relatives are relative of Sri. Arjun Balu, financially or otherwise, concerned or interested in this resolution.

Number of Board meetings attended by him during 2024-25: 4

Remuneration paid for the financial year 2024-25: ₹ 2.25 Lakhs

Remuneration proposed to be paid: He is entitled to receive remuneration by way of fees and reimbursement of expenses for participation in the meetings of the Board and / or Committees or any other meeting of directors and profit related commission, if any, in terms of Section 197 and other applicable provision of the Companies Act, 2013, and as determined by the Board from time to time, within the overall limits specified under the Companies Act, 2013 as well as the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The explanatory statement may also be construed as disclosure under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

By order of the Board

Place : Coimbatore  
Date : June 05, 2025

**S. Sathyanarayanan**  
Company Secretary



## ROUTE MAP TO THE ANNUAL GENERAL MEETING VENUE

