

NOTICE
OF THE
47TH
ANNUAL
GENERAL
MEETING

LAKSHMI PRECISION SCREWS LTD.

CIN : L35999HR1968PLC004977

REGD. OFFICE: 46/1, MILE STONE
HISSAR ROAD, ROHTAK - 124 001.

T: 01262-248289 , FAX: 01262-248297

E: complianceofficer@lpsindia.com

W: WWW.LPSINDIA.COM

Notice is hereby given that the 47th Annual General Meeting of the Members of Lakshmi Precision Screws Limited will be held on Thursday, the September 29, 2016 at 11:30 A.M. at the registered office of the Company i.e. 46/1, Mile Stone, Hissar Road, Rohtak, (Haryana) to transact the following businesses: -

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (including consolidated financial statements) for the financial year ended March 31, 2016 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Vijay Kumar Jain (DIN 00073747), who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Mr. Rajesh Jain (DIN 00096176), who retires by rotation and being eligible offers himself for re-appointment.
4. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the appointment of M/s. V.R. Bansal & Associates, Chartered Accountants, Noida (ICAI Registration No. 016534N), as the Statutory Auditors of the Company be and are hereby ratified and confirmed for the financial year 2016-17, those were appointed by the Members at their 45th Annual General Meeting held on 30.09.2014 to hold the office of the auditors from the conclusion of 45th Annual General Meeting until the conclusion of 48th Annual General Meeting of the Company subject to ratification at every Annual General Meeting by the members of the Company, to the conclusion of the 48th Annual General Meeting of the Company on such remuneration (including tax audit fees) plus out of pocket expenses as may be agreed between the Chairman & Managing Director and the Statutory Auditors.”

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013, if any and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment

thereof for the time being in force), M/s. HMVN & Associates, Cost Accountants, New Delhi appointed as Cost Auditors by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2017, be paid a remuneration not exceeding Rs.1,90,000/- (Rs. One Lac Ninety Thousand Only) plus out of pocket expenses and taxes be and is hereby ratified.

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

**By order of the Board of Directors,
for Lakshmi Precision Screws Limited**

**SANTOSH KUMAR SHARMA,
Company Secretary
FCS-6817**

PLACE : Gurgaon
DATED : August 13, 2016

T : 01262-248288
E : complianceofficer@lpsindia.com

NOTES:

1. A MEMBER OF THE COMPANY ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT ANOTHER PERSON AS A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/ HERSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. IN ORDER TO BE VALID, THE DULY SIGNED AND COMPLETED PROXY MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE AGM.

A person can act as a 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 a proxy for any other person or shareholder. Unstamped or inadequate stamped proxies upon which the stamps have not been cancelled, are invalid. Proxy holder shall prove his identity at the time of attending AGM.

Corporate Members are requested to send a certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the AGM.

2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business at item Nos. 05 to be transacted at the meeting is annexed hereto and forms part of the Notice.

3. The Register of Members and Share Transfer Books of the Company will be closed from Tuesday, September 20, 2016 to Thursday, September 29, 2016 (both days inclusive) for the purpose of ensuing Annual General Meeting.

4. **The Company has transferred all unclaimed dividends** declared upto the financial year ended March 31, 1995 to the General Revenue Account of the Central Government as required under the Companies Unpaid Dividend (Transfer to the General Revenue Account of the Central Government) Rules. Members who have so far not claimed or collected their dividends declared upto the aforesaid financial year are requested to claim such dividends from the Registrar of Companies, NCT of Delhi and Haryana, Paryavaran Bhawan, 2nd Floor, 'B' Block, CGO Complex, Lodhi Road, New Delhi – 110 003, by making an application in the prescribed form. Pursuant to the provisions of Section 124(5) and 125 of the Companies Act, 2013, followed by the issue of Investor Education and Protection Fund (Awareness and Protection of the Investors) Rules, any dividend transferred by the Company to unpaid dividend account remaining unpaid for a period of 7 years from the date of such transfer shall be transferred by the Company to a fund called the Investor Education and Protection Fund (the fund) set up by the Central Government.

Accordingly, unpaid/unclaimed dividend for the financial year 2007-08 shall become transferable to the fund on 28.09.2015, followed by the transfers of the amounts of unpaid/ unclaimed dividends for the subsequent years. No claim shall lie thereafter against the funds or the Company in respect of such amounts transferred. Members are therefore requested to verify their records and send claims, if any, for the relevant years from 2007-08 onwards, before the respective amounts become due for transfer to the fund. The following are the details of the dividends declared by the Company and respective due dates are as under :

DIVIDEND YEAR	DATE OF DECLARATION OF DIVIDEND	LAST DATE FOR CLAIM
2008-09	30.09.2009	29.09.2016
2009-10	29.09.2010	28.09.2017
2010-11	29.09.2011	28.09.2018
2011-12	29.09.2012	28.09.2019
2012-13	28.09.2013	27.09.2020

The Company did not declare any dividend to the Members for the Financial Year 2013-14 and 2014-15. Further the Board did not recommended any dividend to the Members for the Financial year 2015-16.

Those Members who have not so far claimed their dividend for the above financial years from 2008-09 to 2012-13 are requested to make their claims to the Company for obtaining duplicate dividend warrants.

5. **The Members are requested to notify** immediately any change of address

i) To their Depository Participants (DPs) in respect of their electronic share accounts and

ii) To the Company's Registrar, MCS Share Transfer Agent Limited in respect of their physical share folios, if any, quoting their folio number.

6. The Members who hold shares in the physical form and wish to make/change in nomination in respect of their shareholding in the Company, as permitted pursuant to the provisions of Section 72 of the Companies Act, 2013, may do so by submitting to the Company the prescribed Form SH-13 duly filled in to Company's Registrar and Share Transfer Agent.

7. Register of contracts or arrangements in which directors are interested and other Statutory Registers as required as per the laws of land will be available for inspection at the registered office of the Company during the office hours on all working days between 11.30 A.M. to 2.30 P.M. except Sunday or the date on which the same will be placed in the Board Meeting for compliance of Section 189 of the Companies Act, 2013.

8. **Pursuant to Regulation 17 of SEBI (LODR) Regulations, 2015** on Corporate Governance and Companies Act, 2013, the information about the Directors proposed to be re-appointed/ appointed is given in the Annexure to the Notice.

9. **Pursuant to the directions of the Securities and Exchange Board of India (SEBI)**, trading in the shares of your Company is in compulsory dematerialized form. The Members who have not yet got their shares dematerialized are requested to opt for the same in their own interest and send their share certificates through Depository Participant(s) with whom they have opened the dematerialization account to the Share Transfer Agent of the Company. The promoters of the Company have already converted their 100% physical shareholding into demat form.

10. **The Members desirous of getting any information/ clarification** relating to the accounts/operations of the Company under reference or intending to raise any query at AGM are requested to write to the Company Secretary at least Seven days before the Meeting so that the information required can be made readily available at the AGM.

11. **The Members are requested to note that pursuant to directions given by SEBI/Stock Exchanges**, the Company has appointed M/s MCS Share Transfer Agent Limited, F-65, 1st Floor, Okhla Industrial Area, Phase-1, New Delhi -110 020 as Registrar and Transfer Agent to look after the work related to shares held in physical as well as demat mode.

12. The Members are informed that the Company is sending Annual Report through e-mail to those members who have registered their e-mail ID with the Company/RTA of the Company. The Members may also note that the Annual Report for the FY 2015-16 will also be available on the Company's website www.lpsindia.com for their download.

13. INSTRUCTION FOR VOTING THROUGH ELECTRONIC MEANS

I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (LODR), 2015, the Company is pleased to provide Members facility to exercise their right to vote on resolutions proposed to be considered at the 47th Annual General Meeting (AGM) by electronic means and the business may be transacted through remote Voting Services. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).

II. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by depositories as on the cut-off date of September 22, 2016 only shall be entitled to avail the facility of remote e-voting or voting at AGM through polling paper.

III. **The facility for voting through ballot paper** shall be made available at the AGM and the Members attending the meeting who have not casted their vote by remote e-voting shall be able to exercise their right at the meeting through polling paper pursuant to the provisions of Section 109 of the Companies Act, 2013.

IV. The Members who have casted their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again at AGM and his vote, if any, cast at the AGM, shall be treated as invalid.

V. **The remote e-voting period commences on September 26, 2016** at 9:00 am (IST) and ends on September 28, 2016, at 5:00 pm (IST). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 22, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter i.e. after 5:00 p.m. (IST) on September 28, 2016. Once the vote on a resolution is casted by the member, the member shall not be allowed to change it subsequently.

The process and manner for remote e-voting are as under:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)] :

- (i) Open email and open PDF file viz; “remote e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>.

(iii) Click on Shareholder – Login.

- (iv) Put user ID and password as initial password/ PIN noted in step (i) above. Click Login.

(v) Password change menu appears. Change the password/ PIN with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

(vii) Select “EVEN” of “Lakshmi Precision Screws Limited”.

(viii) Now you are ready for remote e-voting as Cast Vote page opens.

(ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.

(x) Upon confirmation, the message “Vote cast successfully” will be displayed.

(xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to suresh@rmgcs.com with a copy marked to evoting@nsdl.co.in.

B. In case a Member receives physical copy of the Notice of AGM) [for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy] :

(i) Initial password is provided at the bottom of the Attendance Slip for the AGM:

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

VI. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/ PIN for casting your vote.

VII. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company whose name is recorded in the register of members or in the register of beneficial owners (in case of shares in demat form) as on the cut-off date of September 22, 2016.

X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. September 22, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or admin@mcsregistrars.com

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/ Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

XI. Mr. Suresh Kumar (Membership No. FCS 07776, COP No.8529) of M/s. RMG & Associates, Company Secretaries, New Delhi has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process at the AGM in a fair and transparent manner.

XII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “**Poling Paper**” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

XIII. **The Scrutinizer shall after the conclusion of voting at the Annual General Meeting**, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, **within forty eight hours of the conclusion of the AGM**, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

XIV. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.lpsindia.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the National Stock Exchange Limited (NSE) and Bombay Stock Exchange Limited (BSE), Mumbai and such stock exchanges shall place the results on their website.

XV. Subject to receipt of requisite number of votes, the resolution shall be deemed to be passed on the date of the AGM.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013.

The following Explanatory Statement sets out all material facts relating to the Special Business mentioned in the accompanying notice dated August 13, 2016.

Item No. 05

The Board of Directors of the Company in its meeting held on 28th May, 2016, based on the recommendation of Audit Committee and subject to the ratification by the members of the Company, has approved the appointment of M/s. HMVN & Associates, Cost Accountants, New Delhi, as the Cost Auditors at the remuneration not exceeding Rs.1,90,000 plus applicable taxes and reimbursement of such other out of pocket expenses as may be incurred by the said Cost Auditors during the course of the audit to conduct the audit of the cost records of the Company for the financial year ending March 31, 2016.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration recommended by Audit Committee shall be approved by the Board of Directors and subsequently to be ratified by the Members of the Company. Accordingly, the consent of the Members is being sought for passing an Ordinary Resolution as set out Item No.05 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2016.

Inspection of documents

Copies of all relevant documents and papers referred to in the accompanying Notice and Explanatory Statement including Register of contracts or arrangements in which directors are interested and other Statutory Registers as required as per the laws of land are kept open for inspection by Members between 11:30 A.M. to 2:30 P.M. on any working day upto the date of Meeting at the Registered Office of the Company

**By order of the Board of Directors,
for Lakshmi Precision Screws Limited**

**SANTOSH KUMAR SHARMA,
Company Secretary
FCS-6817**

PLACE : Gurgaon
DATED : August 13, 2016

T : 01262-248288
E : complianceofficer@lpsindia.com

PURSUANT TO REGULATION 17 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD – 2 ON GENERAL MEETINGS ISSUED BY THE COUNCIL OF THE INSTITUTE OF COMPANY SECRETARIES OF INDIA AND APPROVED BY THE CENTRAL GOVERNMENT, FOLLOWING INFORMATION IS FURNISHED ABOUT THE DIRECTORS PROPOSED TO BE RE-APPOINTED IN RELATION TO MR. VIJAY KUMAR JAIN.

PURSUANT TO REGULATION 17 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD – 2 ON GENERAL MEETINGS ISSUED BY THE COUNCIL OF THE INSTITUTE OF COMPANY SECRETARIES OF INDIA AND APPROVED BY THE CENTRAL GOVERNMENT, FOLLOWING INFORMATION IS FURNISHED ABOUT THE DIRECTORS PROPOSED TO BE RE-APPOINTED IN RELATION TO MR. RAJESH JAIN.

PARTICULARS	MR. VIJAY KUMAR JAIN ED
Date Of Birth	27.06.1957
Date of Appointment	05.12.1974
Qualifications	Graduate
Expertise in specific functional areas	<p>Mr. Jain has the distinguished credit of carrying with him over 42 years of rich Industrial experience.</p> <p>He has a wide experience in the field of finance, purchase, project implementation, general administration, environment protection and eco-friendliness. He has also contributed greatly, in the company achieving its present position.</p>
Name of the other Companies in which holds Directorship	<ul style="list-style-type: none"> • Indian Fasteners Ltd. • Amit Screws Pvt. Ltd. • LVR Holding Ltd.
Name of Committee of the other Companies in which holds Membership/ Chairmanship	NIL
Number of shares held in the Company [in his own name or on behalf of other person on beneficial basis]	11,32,593
Relationship with Other Director(s)	Related to the Directors

PARTICULARS	MR. RAJESH JAIN NED
Date Of Birth	28.06.1958
Date of Appointment	28.09.1990
Qualifications	B. E. Technical
Expertise in specific functional areas	<p>Mr. Rajesh Jain is having 36 years experience as an industrialist. He has a wide experience in the field of marketing, finance, technology and HRD. He has attended various business programmes at IBS Hyderabad and 3 years Owners & President Management Programme (OPM) at Harvard Business School, U.S.A. He has pioneered the exports in LPS and contributed greatly in promotion of ancillary units. Mr. Rajesh Jain is looking after brand management of the Company.</p>
Name of the other Companies in which holds Directorship	<ul style="list-style-type: none"> • Indian Fasteners Ltd. • Sudhir Automotive Ind. Pvt. Ltd. • LPS Fasteners & Wires Pvt. Ltd. • Amit Screws Pvt. Ltd. • J.C. Fasteners Ltd. • LPS Bossard Pvt. Ltd. • LPS Bossard Information Systems Pvt. Ltd. • LVR Holding Ltd. • LPS Industrial Supplies Pvt. Ltd. • Universal Precision Screws Pvt. Ltd. • Suhana Auto Pvt. Ltd.
Name of Committee of the other Companies in which holds Membership/ Chairmanship	NIL
Number of shares held in the Company [in his own name or on behalf of other person on beneficial basis]	14,30,804
Relationship with Other Director(s)	Related to the Directors

LAKSHMI PRECISION SCREWS LIMITED

FORM NO. MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act,
2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

Name of the member: _____

Registered address: _____

Email: _____

Folio No./Client ID: _____

DP ID: _____

I/ We, being the member(s) of _____ shares of the above named
Company, hereby appoint

1. NAME: _____

ADDRESS: _____

EMAIL: _____

SIGNATURE: _____, or failing him

2. NAME: _____

ADDRESS: _____

EMAIL: _____

SIGNATURE: _____, or failing him

3. NAME: _____

ADDRESS: _____

EMAIL: _____

SIGNATURE: _____, or failing him

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf
at the 47th Annual General Meeting of the Company, to be held on the 29th day
of September, 2016 at 11:30 A.M. at the Regd. Office of the Company i.e. 46/1, Mile
Stone, Hissar Road, Rohtak - 124001 (Haryana) and at any adjournment thereof
in respect of such resolutions as are indicated below:

Resolution No.:

1. To receive, consider and adopt the Audited Financial Statements (including consolidated financial statements) for the financial year ended March 31, 2016 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Vijay Kumar Jain (DIN 00073747), who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Mr. Rajesh Jain (DIN 00096176), who retires by rotation and being eligible offers himself for re-appointment.
4. To ratify the appointment of M/s. V.R. Bansal & Associates, Chartered Accountants, Noida as Statutory Auditors of the Company and fix their remuneration.
5. To ratify the payment of remuneration to Cost Auditors of the Company.

Signed this _____ day of _____ 2016

Signature of the Shareholder : _____

Signature of the Proxy holder(s) _____

AFFIX
REVENUE
STAMP OF NOT
LESS THAN 30
PAISE

NOTE: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

LAKSHMI PRECISION SCREWS LTD.

CIN : L35999HR1968PLC004977

REGD. OFFICE: 46/1, MILE STONE
HISSAR ROAD, ROHTAK - 124 001.

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W: WWW.LPSINDIA.COM

**ROUTE MAP OF
47TH ANNUAL GENERAL
MEETING (AGM) VENUE**

LPS PLANT II , OPP.
NORTHERN BYPASS
HISSAR ROAD, ROHTAK



