



## Lakshmi Precision Screws Limited

(CIN: L35999HR1968PLC004977)

Registered Office: 46/1, Mile Stone, Hissar Road, Rohtak-124001

Email: complianceofficer@lpsindia.com, Website: www.lpsindia.com

Tel.: +91 1262 248289 Fax: +91 1262 248297

### NOTICE OF 4TH POSTAL BALLOT

[pursuant to the Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

**NOTICE** is hereby given to the members of **Lakshmi Precision Screws Limited ("Company")** pursuant to the Section 110 of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), read with Rule 22 of the Companies (Management and Administration) Rules, 2014, to consider and if thought fit, to pass the resolution noted herein as Ordinary Resolution by way of Postal Ballot, by giving their assent/ dissent in the Postal Ballot Form annexed to this notice. The explanatory statement pertaining to the said resolution setting out the material facts and the reasons thereof is annexed hereto along with a Postal Ballot Form.

You are requested to carefully read the instructions printed in the Postal Ballot Form, for voting by "post" or through "electronic means" namely by –

- (i) returning the ballot form duly completed in all respects, as per instructions contained in the postal ballot form, in the attached self addressed postage pre-paid envelope, so as to reach the scrutinizer not later than 5.00 P.M. on 15th May, 2018: or
- (ii) casting their votes electronically from 16th April, 2018 (9.00 A.M.) to 15th May, 2018 (5.00 P.M.) by following the procedures as explained in the Explanatory Statement.

The Scrutinizer after completion of the scrutiny will submit his report to the Chairman of the Company. Thereafter, the results of the postal ballot will be declared by the Chairman at the Registered Office of the Company.

The results will also be displayed on the website of the Company i.e. www.lpsindia.com, besides communicating to concerned Stock Exchanges where the shares of the Company are listed. The result of postal ballot shall also be announced through newspaper advertisement.

The Company is pleased to provide remote e-voting facility to the Shareholders for transacting the business at the above said Postal Ballot. Members holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 16th March, 2018, may cast their vote electronically on the Business as set out in the Notice of the Postal Ballot through electronic voting system of **National Securities Depository Limited (NSDL)**.

#### SPECIAL BUSINESS

- (1) **To consider and to give ASSENT/ DISSENT for passing the following resolution as a Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. Arora & Choudhary Associates, Chartered Accountants, New Delhi (ICAI Registration No. FRN 003870N), who has given his consent letter along with required certificate under Section 141 to the effect that their appointment, if made, would be within the limits specified under Section 139 of the Companies Act, 2013 and certificate issued by the Peer Review Board of ICAI, be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. B.M. Chatrath & Co. LLP, Chartered Accountants.

FURTHER RESOLVED THAT M/s. Arora & Choudhary Associates, Chartered Accountants, New Delhi (ICAI Registration No. FRN 003870N) be and are hereby appointed as Statutory Auditors of the Company from February 27, 2018 and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this General Meeting until the conclusion of the ensuing 49th Annual General Meeting on

remuneration of Rs.18,00,000/- plus applicable taxes and out of pocket expenses and on such other terms and conditions as may be agreed and decided by the Board."

By Order of the Board of Directors  
For **Lakshmi Precision Screws Limited**

Lalit Kumar Jain  
Chairman & Managing Director

DIN : 00061293

Place : Rohtak  
Date : **13th March, 2018**

46/1, Mile Stone, Hissar Road,  
Rohtak - 124001

#### NOTES:

- (1) An Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 in respect of the Special Business set out above and procedures for voting through "electronic means" is annexed hereto.
- (2) Please read the instructions printed on the reverse of the Postal Ballot Form, before exercising the vote.
- (3) Postal ballot form & self addressed pre-paid postage envelope.
- (4) In terms of Clause 16.6.3 of Secretarial Standard – 2, the resolution shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed postal ballot form or e-voting (i.e. 15th May, 2018).

#### EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 ANNEXED TO THE NOTICE DATED 13TH MARCH, 2018

##### Item No. 01

M/s. B.M. Chatrath & Co. LLP, Chartered Accountants informed to the Company their inability to continue as Statutory Auditors of the Company due to professional reason with effect from 18.02.2018.

As per the provisions of Section 139(8)(i) of the Companies Act 2013 any casual vacancy in the office of an auditor shall be filled by the Board of Directors within thirty days from the date of resignation of an auditor. The Board in their meeting held on 27.02.2018 had filled the casual vacancy by appointing M/s. Arora & Choudhary Associates, Chartered Accountants, New Delhi caused by the resignation of M/s. B.M. Chatrath & Co. LLP. The said appointment of Statutory Auditors in casual vacancy arose due to resignation of M/s. B.M. Chatrath & Co. LLP, Chartered Accountant shall also be approved by the Company at a General Meeting convened within three months of the recommendation of the Board and he shall hold the office till the conclusion of the ensuing 49th Annual General Meeting.

The Board recommended the Ordinary Resolution as set out at Item No.01 of the Notice for approval of the Members.

None of the Director and Key Management Personnel of the Company or their relatives is, whether directly or indirectly, concerned or interested, financial or otherwise, in passing of resolution as set out at item No.01.

The copy of all the documents referred to in the notice and explanatory statement are open for inspection of the shareholders of the Company at the registered office of the Company on all working days (from Monday to Saturday) except holidays, between 11:00 a.m. to 1:00 p.m. upto 15th May, 2018.

By Order of the Board of Directors  
For **Lakshmi Precision Screws Limited**

Lalit Kumar Jain  
Chairman & Managing Director

DIN : 00061293

Place : Rohtak  
Date : **13th March, 2018**

46/1, Mile Stone, Hissar Road,  
Rohtak - 124001

**Notes :-**

1. The Company is pleased to offer remote e-voting facility for all its members to enable them to cast their vote electronically in terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 (including any statutory modification or re-enactment thereof for the time being in force). Accordingly, a member may exercise his/ her right to vote on the postal ballot by electronic means and the business may be transacted through remote e-voting services provided by NSDL. The Company may pass resolution by electronic voting system in accordance with the above provisions.
2. Voting rights are reckoned on the basis of the shares registered in the name of Members/Beneficial owners as on cut-off date 16th March, 2018.

Members are requested to read instructions printed on the reverse of the Postal Ballot Form and return the Form duly completed in the attached self addressed and pre-paid postage envelope so as to reach the Scrutinizer on or before on the 15th May, 2018 (5.00 P.M.) at the following addressed Mr. Suresh Kumar, Scrutinizer, M/s RMG & Associates, Company Secretaries, 207, Suchet Chambers, 1224/5, Bank Street, Karol Bagh, New Delhi – 110005. +91 9968300649 (Hand phone) | +91 11 2875 2857, 4742 0000 (Tel) | +91 11 4504 2509

3. The instructions for remote e-voting are as under:

**(A). In case of member receives an email from NSDL, whose email id is registered with the Company/ Depository Participant(s).**

1. Open email and open PDF file named – “Lakshmi Precision Screws Limited remote e-voting pdf” with the Client ID or Folio No. as password. The said PDF file contains the user ID and password/ PIN for e-voting. Please note that the password is an initial password, which the member may change.
2. Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>.
3. Click on Shareholder – Login.
4. Put user ID and password as initial password/ PIN noted in step (1) above. Click Login.
5. 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.
6. Home page of remote e-voting opens. Click on e-Voting: Active Voting Cycles.
7. Select “EVEN” of Lakshmi Precision Screws Limited.
8. Now, the members may cast the vote as the page opens.
9. Members cast their vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
10. Upon confirmation, the message “Vote cast successfully” will be displayed.
11. Once a member has voted on the resolution, the member will not be allowed to modify the vote.
12. Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPEG 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 [e-voting@rmgcs.com](mailto:e-voting@rmgcs.com) or [complianceofficer@lpsindia.com](mailto:complianceofficer@lpsindia.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**(B). In case of a member receiving the physical copy [i.e. whose email IDs are not registered with the Depository Participant(s)].**

1. Initial password is provided as below/ at the bottom of the Ballot Paper:

**EVEN (E Voting Event Number)    USER ID  
PASSWORD/PIN**

2. The Member may follow all steps from serial no. 2 to 12 in (A) above to cast the vote.
3. In case of any queries, the member may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the Downloads section of [www.evoting.nsd.com](http://www.evoting.nsd.com) or contact NSDL at the toll free No.1800-222-990.

Contract details of the person responsible to address the grievances connected with the electronic voting.	Ms. Pallavi Mhatre Assistant Manager - NSDL 4th Floor, A-Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013 Email: <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or <a href="mailto:pallavid@nsdl.co.in">pallavid@nsdl.co.in</a> Phone: +91-22-24994600/ 24994738 Toll Free No.1800-222-990
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4. If the member is already registered with NSDL for e-voting then member can use the existing user ID and password/ PIN for casting the vote.
5. Members can also update their mobile number and email id in the user profile details of the folio, which may be used for sending future communication.
6. The remote e-voting period commences on 16th April, 2018 (9.00 am) and ends on 15th May, 2018 (5.00 pm). During this period, members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 16th March, 2018, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
7. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 16th March, 2018.
8. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or voting by postal ballot.
9. The Company has appointed Mr. Suresh Kumar, Practicing Company Secretary (Membership No. FCS 07776, COP No. 8529) Partner of M/s. RMG & Associates, Company Secretaries as Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
10. The Scrutinizer shall within a period Forty eight hours from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman and Managing Director/ Managing Director of the Company.
11. The results declared along with the Scrutinizers Report shall be placed on the website of the Company [www.lpsindia.com](http://www.lpsindia.com) and website of NSDL immediately after the declaration of results by the Chairman or a Director authorized by him in writing. The results shall also be immediately forwarded to the Bombay Stock Exchange Limited and National Stock Exchange Limited, Mumbai.



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Sr. No.

## POSTAL BALLOT FORM

(To be returned to the scrutinizer appointed by Company)

- Name and address of the sole/  
first named shareholder  
(in block letters) :
- Name(s) of the joint holders, if any :
- Registered Folio No./DP ID No./  
Client ID No.\* :  
\*(Applicable to members holding  
Shares in dematerialized form)
- Number Of Share(s) held :
- Class of Share : Equity Shares

I/ we hereby exercise my/ our vote in respect of Ordinary Resolution to be passed through postal ballot for the business stated in the Postal Ballot Notice of the Company dated 13th March, 2018 by conveying my/ our assent or dissent to the said resolution by placing the tick (✓) mark at the appropriate box below:

Item No.	Description	No. of Shares	I/we assent to the resolution (FOR)	I/we dissent to the resolution (AGAINST)
1.	Ordinary Resolution to approve the appointment of M/s. Arora & Choudhary Associates, Chartered Accountants, New Delhi (ICAI Registration No. FRN 003870N) as Statutory Auditors of the Company and fix their remuneration.			

Place :

Date :

Signature of Shareholder(s)

(Note: This portion may be torn off and retained by the Member)

## ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event No.)	USER ID (16 Digits Demat Account /Folio No.)	PASSWORD / PIN

Note: Please read notes/ instructions for postal ballot/ remote e-voting before filling the form (casting your vote through remote e-voting. Last date for receipt of Postal Ballot Forms by the Scrutinizer/ casting your vote by remote e-voting is Tuesday, 15th May, 2018 (5.00 P.M).

**Instances in which the Postal Ballot form shall be treated as invalid or rejected:**

- a) A form other than one issued by the Company has been used;
- b) It has not been signed by or on behalf of the Member;
- c) Signature on the Postal Ballot form doesn't match the specimen signatures with the Company.
- d) It is not possible to determine without any doubt the assent or dissent of the Member;
- e) Neither assent nor dissent is mentioned;
- f) Any competent authority has given directions in writing to the Company to freeze the Voting Rights of the Member;
- g) The envelope containing the Postal Ballot form is received after the last date prescribed;
- h) The Postal Ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
- i) It is received from a Member who is in arrears of payment of calls;
- j) It is defaced or mutilated in such a way that its identity as a genuine form cannot be established; and
- k) Member has made any amendment to the resolution or imposed any condition while exercising his vote.

A Postal Ballot form which is otherwise complete in all respects and is lodged within the prescribed time limit but is undated shall be considered valid.

Members who have not received Postal Ballot form may apply either to the Company at the above mentioned address/ email or contact our scrutinizer Mr. Suresh Kumar, M/s RMG & Associates, Company Secretaries, 207, Suchet Chambers, 1224/5, Bank Street, Karol Bagh, New Delhi – 110005. +91 9968300649 (Hand phone) | +91 11 2875 2857, 4742 0000 (Tel) | +91 11 4504 2509 email: suresh@rmgcs.com

**INSTRUCTIONS FOR FILLING THE POSTAL BALLOT FORM**

1. In terms of the provisions of Section 110 of the Companies Act, 2013, the relevant Rules made there under, the assent or dissent of the shareholders of the Company in respect of the Ordinary Resolution content in the Postal Ballot Notice dated 13th March, 2018 shall be determined through Postal Ballot.
2. The Board of Directors has vide its resolution passed on 13th March, 2018 appointed Mr. Suresh Kumar, Practicing Company Secretary (holding Membership No. FCS- 07776 and C.P. - 8529) partner of M/s. RMG & Associates, New Delhi as the Scrutinizer for conducting the Postal Ballot process in accordance with the applicable laws and in fair and transparent manner.
3. A Shareholder desiring to exercise vote by Postal Ballot should complete the Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed postage pre-paid envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if deposited in person or sent by courier at the expense of the Registered Shareholder will also be accepted.
4. This postal ballot form should be completed and signed by the Shareholder as per the specimen signature recorded with the Company/ Depository Participant. In case of joint holding, this Form should be completed and signed by the first named shareholder and in his absence, by the next named shareholder. Unsigned postal ballot forms will be rejected.
5. In case of Shares held by Companies, Trusts, Societies, etc, the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/Authorization.
6. A shareholder need not use all his votes nor he needs to cast all his votes in the same way.
7. Duly completed postal ballot forms should reach the Scrutinizer not later than the close of working hours (i.e. 5.00 P.M.) on 15th May, 2018. Any postal ballot form received after this date will be treated as if the reply from the shareholder has not been received.
8. A shareholder may request for a duplicate postal ballot form, if so required. However, the duly filled in duplicate postal ballot form should reach the Scrutinizer not later than the date specified at the item no. 7 above.
9. Voting Rights shall be reckoned on the paid up value of the Shares registered in the name of the Shareholder as on the cut-off date.
10. Shareholders are requested not to send any other paper along with the Postal Ballot Form. They are also requested not to write anything in the Postal Ballot Form, except giving their assent or dissent and putting their signature. If any such paper is sent the same will be destroyed by the Scrutinizer.
11. Incomplete, unsigned or incorrectly ticked Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot will be final.
12. The Postal Ballot shall not be exercised by Proxy. However, corporate and institutional members shall be entitled to vote through their authorized representatives with proof of their authorization.
13. The Scrutinizer will submit his consolidated report of Postal Ballot and remote e-voting process to the Chairman after completion of the scrutiny of the Postal Ballot Forms. The results will be announced on 16th May, 2018 at the Registered Office of the Company and also be placed on the website of the Company.
14. The last date of the receipt of the postal ballot Papers by the Scrutinizer shall be deemed to be the date of passing the said resolution as per clause 16.6.3 SS-2. The results will be intimated to the Stock Exchanges on which the shares of the Company are listed, i.e. Bombay Stock Exchange Limited and National Stock Exchange of India Limited and will also be published in a leading English newspaper and a vernacular newspaper. The same shall also be displayed on the website of the Company.
15. The documents referred to in this notice and explanatory statement are open for inspection at the Registered Office of the Company on all working days of the Company.
16. Any query in relation to the resolution proposed to be passed by Postal Ballot may be addressed to The Compliance Officer at the Registered Office of the Company or by email at [complianceofficer@lpsindia.com](mailto:complianceofficer@lpsindia.com)
17. Shareholders who have not registered their email IDs are requested to register the same with the Company, in case of shares held in physical form and with their respective Depository Participants, in case of share held in dematerialized/electronic form.
18. In accordance with the provisions of Regulation 44 of the SEBI (LODR), 2015 and Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company is pleased to provide the electronic voting (remote e-voting) facility as an option to its shareholders to enable them to cast their vote electronically instead of dispatching the postal ballot forms by post. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the remote e-voting facilities to the shareholders of the Company. It may be noted that remote e-voting is optional. If a shareholder has voted through remote e-voting facility, he/she is not required to send the postal ballot forms. If a shareholder votes through remote e-voting facility as well as sends his/ her vote through the Postal Ballot Form, then voting done through Postal Ballot Form shall prevail and voting done by remote e-voting will be treated as invalid by the Scrutinizer.