



(formerly Lakshmi Machine Works Limited)

Our Ref: Sec/270/2026

Date: 29th June 2026

To,
BSE Limited
Listing Department
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai-400 001
Scrip Code: 500252

National Stock Exchange of India Limited
Listing Department
Exchange Plaza, C-1, Block-G, Bandra Kurla Complex
Bandra(E), Mumbai - 400 051.
Symbol: LMW

Dear Sir/Madam,

Sub: Notice of the 63rd Annual General Meeting of the Company.

In compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose a copy of the Notice convening the 63rd Annual General Meeting ("AGM") of the Company, scheduled to be held on Friday, 24th July 2026, at 2:45 P.M. ("IST") through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

A copy of the AGM Notice is also available on the Company's website at www.lmwglobal.com

This is for your information and records. Kindly acknowledge receipt of the same.

Thanking you,

Yours faithfully,

For LMW LIMITED

C R SHIVKUMARAN
COMPANY SECRETARY & COMPLIANCE OFFICER

Encl: As above

LMW LIMITED

(formerly Lakshmi Machine Works Limited)

CIN: L29269TZ1962PLC000463

Registered Office: SRK Vidyalaya Post, Perianaickenpalayam, Coimbatore – 641020, Tamil Nadu, India

Corporate Office: 34-A, Kamaraj Road, Coimbatore – 641018, Tamil Nadu, India

Phone: +91 422 7192255

Email: secretarial@lmw.co.in | Website: www.lmwglobal.com

Notice to Shareholders

NOTICE is hereby given that the 63rd Annual General Meeting ("AGM") of the Shareholders of LMW Limited will be held at 02.45 PM India Standard Time ("IST") on Friday, the 24th day of July 2026, through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") with virtual presence of the Shareholders to transact the following business(es):

Ordinary Business:

1. To receive, consider and adopt the standalone and consolidated Annual Financial Statements including Statement of Profit and Loss (including Other Comprehensive Income), along with the Statement of Cash Flow and the Statement of Changes in Equity for the financial year ended 31st March 2026, the Balance Sheet as at that date, the Report of the Board of Directors and the Auditors thereon.
2. To declare a Dividend.
3. To appoint a Director in the place of Sri M Sankar (DIN: 10362673), who retires by rotation and being eligible, offers himself for re-appointment.
4. To consider and approve the appointment of M/s Brahmayya & Co., Chartered Accountants as the Statutory Auditors of the Company for the first term of 5 (Five) consecutive financial years and in this regard, if thought fit, to give assent/dissent to the following Resolution to be passed as an **Ordinary Resolution**:

RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any amendment(s), statutory modification(s) or re-enactment(s) thereof, for the time being in force) and based on the recommendation of the Audit Committee and the Board of Directors of the Company, M/s Brahmayya & Co., Chartered Accountants, Chennai (Firm Registration No. 000511S) be and are hereby appointed as the Statutory Auditors of the Company with Sri P Babu and / or Sri L Ravi Sankar as signing partner(s), in the place of M/s S Krishnamoorthy & Co., Chartered Accountants, Coimbatore (Firm Registration No. 001496S), the retiring Statutory Auditors for the first term of 5 (Five) consecutive financial years commencing from the financial

year 2026-27 and shall hold office from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting to be held during the year 2031 at a remuneration of ₹30,00,000/- (Rupees Thirty Lakhs Only) per annum excluding applicable taxes and reimbursement of out-of-pocket expenses incurred in connection with the audit.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution without being required to seek any further consent or approval of the Members and the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

Special Business:

5. To consider the re-appointment of Sri Sanjay Jayavarthanavelu (DIN: 00004505) as Managing Director of the Company and in this regard, if thought fit, to give assent/dissent to the following Resolution to be passed as a **Special Resolution**:

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17(6)(e) and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded for the re-appointment of Sri Sanjay Jayavarthanavelu (DIN: 00004505) as the Managing Director of the Company for a period of 5 (Five) years commencing from 1st April 2027 on the following terms and conditions as recommended by the Nomination and Remuneration Committee and as approved by the Audit Committee and the Board of Directors at their respective meetings held on 20th May 2026 notwithstanding that the annual remuneration payable to him in any financial year during his tenure along with the remuneration payable to other Executive

Directors may exceed the limits as set out under the Act or the Listing Regulations for the time being in force.

Terms of re-appointment:

Term: The tenure of re-appointment of Managing Director shall be for a period of 5 (Five) years commencing from 1st April 2027.

Remuneration: The remuneration given below shall be for a period of the first 3 (Three) years commencing from 1st April 2027 and the remuneration payable for the remaining tenure of his office shall be subject to further approval of the Members.

- A. Salary: ₹16,00,000/- per month.
- B. Commission: At the rate of 4% on the Net Profits of the Company, payable annually.
- C. Perquisites: In addition to the salary & commission, the Managing Director shall also be entitled to the following interchangeable perquisites:

Furnished accommodation, where accommodation is not provided 50% of the salary as House Rent Allowance (HRA), gas, electricity, water, furnishings, medical reimbursement, Leave Travel Allowance (LTA) for self and family, club fees, medical insurance, etc. in accordance with the rules of the Company. The above perquisites are restricted to an amount equal to the salary drawn per annum. For the purpose of calculating the ceiling, perquisites shall be evaluated as per Income Tax rules wherever applicable.
- D. Company's contribution to Provident Fund as per the rules of the Company, to the extent it is not taxable under the Income Tax Act, 2025 shall not be included in the computation of the ceiling on remuneration or perquisites.
- E. Gratuity payable shall not exceed half a month's salary for each completed year of service.

The Managing Director is entitled to encashment of leave at the end of tenure which shall not be included in the computation of the ceiling on remuneration or perquisites.
- F. Provision of Company car with driver for use on Company's business and telephone facility at his residence will not be considered as perquisites.

Personal long distance calls on telephone and use of the car for private purposes shall be billed by the Company to the Managing Director.
- G. During his tenure as Managing Director, he shall not be liable to retire by rotation.
- H. In the event of loss or inadequacy of profits in any financial year, in compliance with Schedule V of the Companies Act, 2013, compensation / perquisites as mentioned above from point (A) to (F) shall be paid as minimum remuneration.

- I. The Managing Director shall not be paid any sitting fees for attending the meetings of the Board of Directors or the Committees thereof.

RESOLVED FURTHER THAT the Board of Directors (including Committees thereof) be and are hereby authorised to alter and vary the terms of remuneration of Sri Sanjay Jayavarthanelu, Managing Director, as it may deem fit, subject to the same not exceeding the limits as approved by the Shareholders.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to take all such steps as may be necessary and/or give such directions as may be necessary, proper or expedient, to give effect to the above Resolution without being required to seek any further consent or approval of the Members and the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

6. To consider the re-appointment of Sri M Sankar (DIN: 10362673) as Whole-time Director (designated as Director Operations) of the Company and in this regard, if thought fit, to give assent/dissent to the following Resolution to be passed as a **Special Resolution**:

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded for the re-appointment of Sri M Sankar (DIN: 10362673) as a Whole-time Director (designated as Director Operations) of the Company for a period of 3 (Three) years commencing from 25th October 2026 on the following terms and conditions as recommended by the Nomination and Remuneration Committee and as approved by the Board of Directors at their respective Meetings held on 20th May 2026 notwithstanding that the annual remuneration payable to him in any financial year during his tenure may exceed the limits as laid down under the Act or the Listing Regulations for the time being in force.

Terms of re-appointment:

- A. Salary: ₹1,50,00,000/- per annum.
- B. Perquisites: In addition to the salary, the Whole-time Director (designated as Director Operations) shall also be entitled to the following:
 - (i) Furnished accommodation, where accommodation is not provided 50% of the salary as House Rent Allowance (HRA).

- (ii) Medical reimbursement, club fees, medical insurance, etc., in accordance with the rules of the Company, wherein these perquisites will be restricted to an amount not exceeding ₹43,60,000/- per annum.

For the purpose of calculating the ceiling, perquisites shall be evaluated as per Income Tax rules wherever applicable.

- C. Company's contribution to Provident Fund as per the rules of the Company, to the extent it is not taxable under the Income Tax Act, 2025 shall not be included in the computation of the ceiling on remuneration or perquisites. No Leave Travel Allowance is payable to Sri M Sankar, Whole-time Director (designated as Director Operations).
- D. Gratuity payable shall not exceed half a month's salary for each completed year of service subject to maximum amount specified as per the Company policy.
- E. Provision of Company car with driver for use on Company's business and telephone facility at his residence will not be considered as perquisites. Personal long distance calls on telephone and use of the car for private purposes shall be billed by the Company to the Whole-time Director (designated as Director Operations).
- F. During his tenure as Whole-time Director (designated as Director Operations), he shall be liable to retire by rotation and the same shall not be treated as break in his service as Whole-time Director (designated as Director Operations).
- G. In the event of loss or inadequacy of profits in any financial year, in compliance with Schedule V of the Act, compensation/perquisites as mentioned above from point (A) to (E) shall be paid as minimum remuneration.
- H. The Whole-time Director (designated as Director Operations) shall not be paid any sitting fees for attending the Meetings of the Board of Directors or the Committees thereof.

RESOLVED FURTHER THAT pursuant to the provisions of Section 196(3) and other applicable provisions of the Companies Act, 2013, read with the relevant rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the consent of the Members of the Company be and is hereby accorded for continuation of Directorship of Sri M Sankar (DIN: 10362673) as Whole-time Director (designated as Director Operations) of the Company notwithstanding him attaining the age of 70 years on 13th December 2027.

RESOLVED FURTHER THAT the Board of Directors (including Committees thereof) be and are hereby authorised to alter and vary the terms of re-appointment and/or remuneration of Sri M Sankar (DIN: 10362673), Whole-time Director (designated as Director Operations),

as it may deem fit, subject to the same not exceeding the limits as approved by the Shareholders.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution without being required to seek any further consent or approval of the Members and the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

7. To consider the re-appointment of Sri Aroon Raman (DIN: 00201205), as an Independent Director of the Company and in this regard, if thought fit, to give assent/dissent to the following Resolution to be passed 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(s) thereof for the time being in force) and the applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (as amended) and pursuant to the Articles of Association of the Company, and upon the recommendation of the Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on 20th May 2026, Sri Aroon Raman (DIN: 00201205), Independent Director of the Company 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 an Independent Director of the Company to hold office for the second term of 5 (Five) consecutive years with effect from 11th May 2027 and is not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this Resolution without being required to seek any further consent or approval of the Members and the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

8. To consider and approve the appointment of Sri Narayanan Vellayan (DIN: 07774406) as an Independent Director of the Company and in this regard, if thought fit, to give assent/dissent to the following Resolution to be passed 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(s) thereof for the time being in force) and the applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (as amended) and pursuant to the Articles of Association of the Company and upon the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Sri Narayanan Vellayan (DIN: 07774406), 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 the first term of 5 (Five) consecutive years with effect from 25th July 2026 and is not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take all such steps as may be necessary and/or give such directions as may be necessary, proper or expedient, to give effect to the above Resolution without being required to seek any further consent or approval of the Members and the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

9. To consider the ratification of remuneration payable to the Cost Auditor and in this regard, if thought fit, to give assent/ dissent to the following Resolution to be passed as an **Ordinary Resolution:**

RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Sri A N Raman (Membership No: 5359) Cost Accountant, Chennai, 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 2026-27 on a remuneration of ₹7,00,000/- (Rupees Seven Lakhs Only) per annum exclusive of applicable taxes and

reimbursement of out-of-pocket expenses incurred in connection with the aforesaid audit as fixed by the Board of Directors, be and is hereby ratified and confirmed.

10. To consider and approve the material related party transactions to be entered with Lakshmi Electrical Control Systems Limited and in this regard, if thought fit, to give assent/dissent to the following Resolution to be passed as an **Ordinary Resolution:**

RESOLVED THAT pursuant to Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, ("Listing Regulations"), the applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder, (including any statutory modification(s) or amendment(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 the recommendation of the Board of Directors, the approval of the Members be and is hereby accorded to the Company to enter/continue to enter into transaction(s)/contract(s)/ arrangement(s)/ agreement(s) with Lakshmi Electrical Control Systems Limited, an entity falling within the definition of 'Related Party' pursuant to Regulation 2(1)(zb) of the Listing Regulations, for an amount not exceeding ₹450 Crores (Rupees Four Hundred and Fifty Crores Only) on such terms and conditions as detailed in the explanatory statement to this Resolution notwithstanding 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 as specified in Schedule XII of the Listing Regulations or such other materiality threshold as may be specified under applicable laws / regulations from time to time.

RESOLVED FURTHER THAT the Board of Directors (including its Committee(s) 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 related party and to execute or authorise any person to execute all such documents, instruments and writings as may be necessary, relevant, usual, customary, proper and/or expedient for giving effect to the Resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

By order of the Board

C R Shivkumaran
Company Secretary

ICSI Membership No: A38813

Place : Coimbatore

Date : 20th May 2026

Notes:

1. The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act") with respect to the special business(es) as set out in the Notice is annexed hereto.
2. The Ministry of Corporate Affairs ("MCA") vide its General Circular No. 20/2020 dated 5th May 2020 and General Circular No.03/2025 dated 22nd September 2025 permitted the conduct of the Annual General Meeting ("AGM") through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. The deemed venue for the AGM shall be the Corporate Office of the Company. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and the MCA Circulars, the AGM of the Company is being held through VC / OAVM.
3. **Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company.** Since this AGM is being held pursuant to the MCA Circulars / SEBI Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Institutional / Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) are required to send a scanned copy (in PDF/JPEG format) of its Board or governing body Resolution/Authorisation etc., authorising its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution / Authorisation shall be sent to the Scrutiniser by email through its registered email address lmw@mdsassociates.in with a copy marked to evoting@nsdl.com.
5. The Register of Members and share transfer books of the Company will remain closed from Saturday, 18th July 2026 to Friday, 24th July 2026 (both days inclusive) as per Section 91 of the Companies Act, 2013.
6. Dividend as recommended by the Board of Directors, if declared at the Annual General Meeting will be paid within 30 days from the date of declaration, to those Members whose names appear on the Register of Members in respect of shares held in physical form as well as in respect of shares held in electronic form as per the details received from the depositories for this purpose as at the close of the business hours on Friday, 17th July 2026.
7. Members who have not registered their Bank particulars with the Depository Participant(s) ("DP") / Company are advised to utilise the electronic solutions provided by National Automated Clearing House ("NACH") for receiving dividends. Members holding shares in electronic form are requested to contact their respective Depository Participant(s) for availing this facility. Members holding shares in physical form are requested to download the NACH form from the website of the Company viz., www.lmwglobal.com and the same, duly filled up and signed along with original cancelled cheque leaf may be sent to the Company or to the Registrar and Share Transfer Agent ("RTA").
8. Pursuant to SEBI (Listing Obligations and Disclosure Requirements) (Fifth Amendment) Regulations, 2025 the Company shall make the payment of Dividend to the Shareholders only in Electronic mode and payment of Dividend by way of cheque/warrant has been dispensed with.
9. Members whose shareholding is in the electronic mode are requested to update bank account details (Bank Account Number, Name of the Bank, Branch, IFSC, MICR code and place with Postal Identification Number Code) to their respective Depository Participant(s) and not with the Company. Regular updation of bank particulars is intended to prevent fraudulent activities.
10. The Company has entered into agreements with National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL"). The Depository System envisages the elimination of several problems involved in the scrip-based system such as bad deliveries, fraudulent transfers, fake certificates, thefts in postal transit, delay in transfers, mutilation of share certificates, etc. Simultaneously, Depository System offers several advantages like exemption from stamp duty, elimination of concept of market lot, reduction in transaction costs, improved liquidity, etc. Members, therefore, now have the option of holding and dealing in the shares of the Company in electronic form through NSDL or CDSL. Members are encouraged to convert their holding(s) to electronic mode.
11. a. Securities and Exchange Board of India ("SEBI") had earlier mandated that the transfer of securities held in physical form, except in case of transmission or transposition, shall not be processed by the listed entities / Registrar and Share Transfer Agents with effect from 1st April 2019.
b. Pursuant to the SEBI Master Circular dated 6th February 2026, and the operational guidelines issued by

the Securities and Exchange Board of India, listed entities are mandated to effect the issuance of securities only in dematerialised (demat) form for various investor service requests (including transfer, transmission, transposition, and issue of duplicate certificates). Accordingly, for all valid service requests, the Company/Registrar and Share Transfer Agent (RTA) will now directly credit the shares to the demat account provided by the Shareholder.

- c. Further, as per SEBI Master Circular dated 6th February 2026, Members holding shares in physical form, whose folio(s) lack Permanent Account Number (PAN), contact details, bank account details or updated specimen signature, will be eligible for payment of dividend only through electronic mode with effect from 1st April 2024 upon updating the aforementioned details with MUFG Intime India Private Limited (formerly Link Intime India Private Limited), the Registrar and Share Transfer Agent of the Company. Therefore, Members holding shares in physical form are requested to update the mentioned details by providing the appropriate requests through relevant ISR forms with the Registrar and Share Transfer Agent to ensure receipt of dividend. Members may also note that in the absence of any of the aforementioned details, they will not be able to lodge grievances or avail any investor services until all required information and documents are duly submitted.

A copy of the aforementioned circular(s) is/are available on the Company's website www.lmwglobal.com.

12. a. Members are requested to immediately notify any change in their address:
- to their Depository Participant(s) ("DPs") in respect of the shares held in electronic form, and
 - to the Company or its RTA, in respect of the shares held in physical form together with a proof of address viz, Aadhar Card /Electricity Bill/ Telephone Bill/Ration Card/Voter ID Card/ Passport etc.
- b. In case the registered mailing address is without the Postal Identification Number Code ("PIN Code"), Members are requested to kindly inform their PIN Code immediately to the Company / RTA / DPs.
13. Non-Resident Indian ("NRI") Members are requested to inform the Company or its RTA or to the concerned Depository Participant(s), as the case may be, immediately:
- the change in their residential status on return to India for permanent settlement or
 - the particulars of the NRE/NRO Account with a Bank in India, if not furnished earlier.

14. As per the provisions of Section 72 of the Act, the facility for making nominations is now available to individuals holding shares in the Company. Members holding shares in physical form may obtain the Nomination Form from the RTA of the Company or can download the same from the Company's website namely www.lmwglobal.com. Members holding shares in electronic form must approach their Depository Participant(s) for completing the nomination formalities.
15. Members who are holding shares in identical order of names in more than one folio are requested to send to the Registrar and Share Transfer Agent ("RTA"), the details of such folios together with the share certificates for consolidating their holdings into one folio.
16. Members are requested to make all correspondence in connection with shares held by them by addressing their letters directly to the Company Secretary of the Company or its RTA, namely, 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, by quoting the Folio number or the Client ID number with DP ID number.
17. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
18. A Member who needs any clarification on accounts or operations of the Company shall send his/her queries addressed to the Company Secretary at investors@lmw.co.in, so as to reach him on or before Friday, 17th July 2026. Such queries will be replied by the Company suitably, during the AGM or through a separate e-mail.
19. Members who wish to claim dividends, which remain unclaimed, are requested to correspond with the Company Secretary / RTA of the Company.
20. Members are requested to note that pursuant to Section 124 of the Companies Act, 2013, dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government under Section 125 of the Companies Act, 2013. The details of unpaid dividend can be viewed on the Company's website www.lmwglobal.com. As per the provisions of Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company will be transferring the share(s) on which the beneficial owner has not encashed any dividend during the last seven years to the IEPF demat account as

identified by the IEPF Authority. Details of Shareholders whose shares are liable to be transferred to IEPF are available on the Company's website: www.lmwglobal.com. The Shareholders whose unclaimed dividend / share has been transferred to the Investor Education and Protection Fund, may claim the same from the IEPF authority by filing Form IEPF-5 along with the requisite documents.

21. In compliance with the aforesaid MCA Circulars and the Listing Regulations, Notice of the AGM along with the Annual Report 2025-26 is being sent only through electronic mode to those Members whose email address is registered with the Company / RTA / Depository Participants. Further, a letter providing the web link including the exact path where the complete details of the Annual Report is available will be sent to the Shareholders who have not registered their email address. Members may note that the Notice and Annual Report 2025-26 is also available on the Company's website www.lmwglobal.com, websites of the Stock Exchanges i.e., BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL www.evoting.nsdl.com. Further, pursuant to the Listing Regulations, the Company will be sending a hard copy of the Annual Report to those Shareholders who request for the same at investors@lmw.co.in.
22. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
23. Pursuant to Section 393 of the Income tax Act, 2025, the Company shall be required to deduct tax at source ("TDS") from dividends paid to Shareholders at the prescribed rates set out therein. For the prescribed rates for various categories, Shareholders are requested to refer to the Income Tax Act, 2025 and the amendments thereof. Shareholders are requested to update their Residential Status, Category as per Income Tax Act ("IT Act"), Permanent Account Number ("PAN") with the Company/ RTA (in case of shares being held in physical mode) and depositories (in case of shares being held in demat mode) immediately. A resident individual Shareholder having 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. 121, to avail the benefit of non-deduction of tax at source by clicking on the link <https://web.in.mpms.mufg.com/client-downloads.html> on or before 24th July 2026. Shareholders are requested to note that in case their PAN is not registered with the DP/Company, tax will be deducted at the applicable higher rate.

Non-resident Shareholders can avail beneficial rates under the relevant 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, Form No. 41, any other document which may be required to avail the tax treaty benefits by clicking on the link <https://web.in.mpms.mufg.com/client-downloads.html>. The aforesaid declarations and documents need to be submitted by a Shareholder on or before 24th July 2026.

Separate intimation in this regard will be given to the Shareholders.

24. Since the AGM will be held through VC / OAVM, the Route Map is not annexed to this Notice.
25. The Securities and Exchange Board of India ("SEBI") has mandated for submission of Permanent Account Number ("PAN") by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s) with whom they are maintaining their demat account(s). Members holding shares in physical form can submit their PAN details to the RTA.
26.
 - a. Members may kindly note that in accordance with SEBI circular dated 31st July 2023, the Company has registered on the SMART ODR (Securities Market Approach for Resolution through Online Disputes Resolution) Portal. This platform aims to enhance investor grievance resolution by providing access to Online Dispute Resolution institutions for addressing complaints. Members can access the SMART ODR Portal via: <https://smartodr.in/login>. Members may utilise this online conciliation and/or arbitration facility, as outlined in the circular, to resolve any outstanding disputes between Members and the Company (including RTA).
 - b. A Member shall first take up his / her / their grievance with the listed entity by lodging a complaint directly with the concerned listed entity and if the grievance is not redressed satisfactorily, the Member may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. Only after exhausting all available options for resolution of the grievance, if the Member is not satisfied with the outcome, he / she / they can initiate dispute resolution through the Online Dispute Resolution ("ODR") Portal. Members are requested to take note of the same. The aforesaid SEBI Circular can be viewed on the following link: <https://www.lmwglobal.com/pdf/investors1/contact-information/SEBI-Circulars.pdf>.
27. Brief resume, details of shareholding and Directors' inter-se relationship; for Directors seeking election / re-election as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2, are provided as Annexure to this Notice.

28. Shareholders are advised to register/update their e-mail address with the Company/RTA 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 mode.
29. Annual/provisional financial statements and related details of the wholly owned / step down subsidiary companies viz, LMW Holding Limited, United Arab Emirates (UAE), LMW Aerospace Industries Limited, India, LMW Textile Machinery (Suzhou) Co. Ltd., China, and LMW Global FZE, United Arab Emirates (UAE) are posted on the Company's website and are also kept for inspection at the Registered Office of the Company and at the respective offices of the subsidiary companies. A copy of the same will be provided to the Members on request.
30. Soft copies of the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 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 during the AGM.

VOTING THROUGH ELECTRONIC MEANS

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s), amendments, clarifications, exemptions or re-enactments thereof for the time being in force), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2), the Company is providing to its Members with the facility to cast their vote electronically from a place other than the venue of the Annual General Meeting ("remote e-voting") using an electronic voting system provided by National Securities Depository Limited ("NSDL") as an alternative, for all Members' of the Company to enable them to cast their votes electronically, on all the business items as set forth in the Notice of Annual General Meeting and the business may be transacted through such remote e-voting / e-voting during the AGM. Instructions to Shareholders provided hereinafter for e-voting explains the process and the manner for generating / receiving the password, and for casting of vote(s) in a secure manner.

However, the Members are requested to take note of the following items:

- I. Any person, who acquires the shares of the Company and becomes a Member of the Company after dispatch of the Annual General Meeting Notice and holding shares as of the cut-off date, i.e., Friday, 17th July 2026, may refer to this Notice of the Annual General Meeting, posted on Company's website www.lmwglobal.com for detailed procedure with regard to remote e-voting. Any person who ceases to be the Member of the Company as on the cut-off date and is in receipt of this Notice, shall treat this Notice for information purpose only.
- II. Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote(s) again.

Instructions for Shareholders voting electronically are as under:

The remote e-voting period begins on Tuesday, 21st July 2026 at 09:00 AM, India Standard Time ("IST") and ends on Thursday, 23rd July 2026 at 05:00 PM, IST. The remote e-voting module shall be disabled by NSDL for voting thereafter. Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, 17th July 2026, may cast their vote electronically. The voting rights 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 Friday, 17th July 2026.

How do I vote electronically using NSDL e-Voting system?





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 and joining virtual meeting for Individual Shareholders holding securities in demat mode

In terms of SEBI Master Circular dated 30th January 2026, 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 the National Securities Depository Limited ("NSDL") | <ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. 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 the e-Voting page. 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 or joining virtual meeting & voting during the meeting. Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a Mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' 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 "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 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 (i.e. your sixteen digit demat account number held 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 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 or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speed-e" facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on :</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="border: 1px solid black; padding: 5px; text-align: center;">  <p>App Store</p>  </div> <div style="border: 1px solid black; padding: 5px; text-align: center;">  <p>Google Play</p>  </div> </div> |
| Individual Shareholders holding securities in demat mode with the Central Depository Services (India) Limited ("CDSL") | <ol style="list-style-type: none"> 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 to Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use their existing Myeasi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where e-Voting is in progress as per the information provided by the Company. On clicking the e-Voting 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 or joining virtual meeting & voting during the meeting. Additionally, there are 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. |

| | |
|--|---|
| | <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p> |
| 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 or joining virtual meeting & voting during the meeting. |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot Password option available at the above mentioned 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 to Ms Pallavi Mhatre, Senior Manager at evoting@nsdl.com or call at +91 22 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 helpdesk.evoting@cdslindia.com or contact the toll free number: 1800-21-09911 |

B) Login Method for e-Voting and joining virtual meeting 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?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
3. 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.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com> with your existing IDEAS login. Once you log-in to NSDL e-services 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, 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, 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, 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:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) 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.
 - c) How to retrieve your 'initial password'?
 - (i) 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'.
 - (ii) 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:
 - a) 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.
 - b) Click on **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) 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 and join the General Meeting 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 and/or casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
 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 authorised signatory(ies) who are authorised to vote, to the Scrutiniser by e-mail to lmw@mdsassociates.in with a copy marked to 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 to reset the password.

3. In case of any queries, you may refer to the Frequently Asked Questions ("FAQs") for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call: +91 22 - 4886 7000 or send a request to Ms Pallavi Mhatre, Senior Manager at 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 the PAN card), Aadhar (self-attested scanned copy of Aadhar Card) by email to investors@lmw.co.in.
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 investors@lmw.co.in. 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 and joining virtual meeting for Individual Shareholders holding securities in demat mode.**
3. Alternatively, Shareholders/Members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/Shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. Details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of **"VC/OAVM"** placed under **"Join meeting"** menu against Company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting.
4. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at investors@lmw.co.in. The same will be replied by the Company suitably.
6. Members who would like to express their views/ask questions during the AGM may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id, mobile number to investors@lmw.co.in on or before 5.00 PM IST on Friday, 17th July 2026.
7. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting ("AGM").
8. Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 Members on a

- first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- III. The voting rights of Shareholders shall be in proportion of their shares to the paid-up equity share capital of the Company reckoned as on the cut-off date, which is, Friday, 17th July 2026.
 - IV. Once the vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Further, the Members who have cast their vote by remote e-Voting shall not vote by e-Voting conducted during the Meeting.
 - V. The Company has appointed Sri M D Selvaraj, Managing Partner of MDS & Associates LLP, Company Secretaries, as the Scrutiniser to scrutinise the remote e-Voting process and the vote by e-Voting conducted during the Meeting, in a fair and transparent manner.
 - VI. The Chairman, at the Annual General Meeting, at the end of discussion on the Resolutions on which voting is to be held, shall allow e-Voting for all those Members who are present at the Annual General Meeting by electronic means but have not already cast their votes by availing the remote e-Voting facility. The e-Voting module shall be disabled for voting thereafter.
 - VII. The Scrutiniser shall after the conclusion of voting at the Annual General Meeting, will first count the votes cast by e-Voting during the AGM and thereafter unblock the votes cast through remote e-Voting in the presence of at least two witnesses who are not in the employment of the Company and shall make, not later than two working days of the conclusion of the AGM, a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the results of the voting forthwith.
 - VIII. The Results declared along with the report of the Scrutiniser shall be placed on the website of the Company www.lmwglobal.com and on the website of NSDL immediately after the declaration of the results by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to the Stock Exchanges, where the shares of the Company are listed.

Explanatory Statement in terms of Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Item No. 4

M/s SKrishnamoorthy & Co., Chartered Accountants, Coimbatore (Firm Registration No. : 0014965), were re-appointed as the Statutory Auditors at the 58th Annual General Meeting of the Company held on 21st July 2021, for a period of 5 (Five) i.e., from financial year 2021-22 to financial year 2025-26, to hold office till the conclusion of the 63rd Annual General Meeting of the Company. As such, their tenure as Statutory Auditors expires at this AGM.

Pursuant to Section 139(2) of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, an audit firm cannot be re-appointed if it has completed two terms of 5 (Five) consecutive years. Accordingly, M/s S Krishnamoorthy & Co., would be completing their second term as the Statutory Auditors of the Company on conclusion of this Annual General Meeting and are not eligible for re-appointment.

Pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014, and upon the recommendation of the Audit Committee, the Board of Directors of the Company at their Meeting held on 20th May 2026, have also recommended, the appointment of M/s Brahmayya & Co., Chartered Accountants, Chennai (Firm Registration No. 0005115), as the Statutory Auditors of the

Company. M/s Brahmayya & Co., have confirmed their eligibility for appointment under Section 139 read with Section 141 of the Companies Act, 2013. M/s Brahmayya & Co., will be the Statutory Auditors of the Company for the first term of 5 (Five) consecutive financial years commencing from the financial year 2026-27 and will hold office till the conclusion of the 68th Annual General Meeting, subject to the approval by the Shareholders at the ensuing Annual General Meeting.

The Audit Committee and Board of Directors of the Company have considered the following credentials of M/s Brahmayya & Co., Chartered Accountants, while considering their appointment.

M/s Brahmayya & Co., Chennai is a Chartered Accountants Firm registered with the Institute of Chartered Accountants of India ("ICAI") with Firm Registration No. 0005115. The Firm has vast experience in audit of corporates and non-corporates engaged in engineering, manufacturing, BFSI sector, service industries etc. The Firm provides a range of services which include Audit & Assurance, Taxation, Valuation & Corporate Advisory, Management Consultancy etc. With over 94 years of experience, M/s Brahmayya & Co., is led by experienced partners across India, each of whom have commendable professional standing, experience and exposure in various fields associated with the audit profession.

M/s Brahmayya & Co., has confirmed that they hold a valid certificate issued by the Peer Review Board of ICAI.

The Board of Directors propose to pay a fee of ₹30,00,000/- (Rupees Thirty Lakhs Only) per annum, exclusive of taxes and other out of pocket expenses incurred in connection with the audit, to the Statutory Auditors during the tenure of their appointment. The terms of appointment of the Statutory Auditors will be as specified by the Audit Committee & the Board of Directors of the Company in line with the Act.

LMW Limited is a major Company with an annual turnover of more than ₹3,000 Crores. The statutory audit fees of ₹15,00,000/- per annum, which was fixed in the year 2016-17 is being revised to ₹30,00,000/- per annum considering the growth in business volumes, regulatory and reporting requirements. The increase also factors the overall increase in costs and the increase in time required.

Considering the above, the Board recommends the Ordinary Resolution as set out in Item No. 4 of the Notice for the approval of the Members.

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 as set out in Item No. 4 of the Notice.

Explanatory statement in terms of Section 102 of the Companies Act, 2013

Item No. 5

Sri Sanjay Jayavarthanavelu (DIN: 00004505) was re-appointed as the Managing Director of the Company for a period of 5 (Five) years commencing from 1st April 2022 and until 31st March 2027 on the terms and conditions as approved by the Shareholders at the 58th Annual General Meeting held on 21st July 2021. Accordingly, the present tenure of his office is valid up to 31st March 2027.

Sri Sanjay Jayavarthanavelu has been a Director in the Company since 1993. He has a rich and varied experience profile and has led the Company with his leadership and vision.

Considering the above, the Nomination and Remuneration Committee at their meeting held on 20th May 2026, proposed the re-appointment of Sri Sanjay Jayavarthanavelu as Managing Director of the Company for a further period of 5 (Five) years commencing from 1st April 2027 and determined his remuneration as set out in the Resolution and recommended the same to the Board.

Pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") the Audit Committee of the Board of Directors at their meeting held on 20th May 2026 have also approved

the remuneration payable to Sri Sanjay Jayavarthanavelu as Managing Director of the Company for a period of first 3 (Three) years and have recommended the same to the Board.

Considering his professional commitment to the Company, the results which have been achieved by him as a Managing Director and based on the inputs received from the performance evaluation exercise as carried out by the Independent Directors of the Company, and upon recommendation of the Nomination and Remuneration Committee and approval of the Audit Committee, the Board of Directors of the Company ("Board") at their meeting held on 20th May 2026 have, subject to the approval of the Members at the ensuing Annual General Meeting, re-appointed Sri Sanjay Jayavarthanavelu (DIN: 00004505) as the Managing Director, for a further period of 5 (Five) years on such remuneration as set out in the Resolution for a period of first 3 (Three) years with effect from 1st April 2027. His re-appointment is expected to be greatly beneficial to the future growth plans of the Company. Further, Sri Sanjay Jayavarthanavelu is presently the Chairman of the Company.

Pursuant to Sections 196, 197, 198, 203, Schedule V and other applicable provisions of the Companies Act, 2013, the re-appointment of Managing Director shall be subject to the approval of the Shareholders of the Company in the General Meeting. Hence, the necessary Resolution has been set out as Item No. 5 of the Notice for the approval of the Members.

Further, Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") also requires approval of the Shareholders by way of Special Resolution in the General Meeting, if the fees or compensation payable per annum to Executive Director who is a Promoter or Member of the Promoter Group exceeds ₹5,00,00,000/- (Rupees Five Crores only) or 2.50% of the Net Profits of the Company, whichever is higher. As the remuneration payable to Sri Sanjay Jayavarthanavelu during his tenure as Managing Director may exceed the limits prescribed above, the approval of the Shareholders is also being sought vide a Special Resolution in accordance with the Regulation 17(6)(e) of Listing Regulations. Further, the consent of the Members is also being sought for payment of remuneration to Sri Sanjay Jayavarthanavelu, as the same may be in excess of the 10% of Net Profits of the Company as enumerated in Section 197 of the Companies Act, 2013.

Further, pursuant to Section 197 and Schedule V of the Companies Act, 2013, the managerial personnel are eligible to receive minimum remuneration and remuneration in excess of the limits as specified in Companies Act, 2013 upon receipt of approval of the Shareholders by means of a Special Resolution. In this regard, considering the dynamic economic and ever-changing business conditions/scenarios, the Company may be in a situation of having inadequacy or absence of profits for payment of remuneration to the Directors. Thus, to ensure payment of minimum remuneration to Sri Sanjay

Jayavarthanelu, approval of the Shareholders is being sought. Further, as on 31st March 2026 the Company has no debts.

Sri Sanjay Jayavarthanelu, is not disqualified from being appointed as a Director in terms of Section 164 of the Act and is not debarred from holding the office of Director by virtue of any Securities and Exchange Board of India ("SEBI") order or any other such authority.

The disclosure as required under Schedule V of the Companies Act, 2013, Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") has been annexed and forms part of this Notice.

Based on the above points, the Board recommends the Resolution as set out in Item No. 5 of the Notice for approval of the Members as a Special Resolution.

Interest of Directors:

Except Sri Sanjay Jayavarthanelu, being the appointee, and Sri Jaidev Jayavarthanelu, Director, being his relative, none of the other Directors and 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. 5 of the accompanying Notice of the AGM.

ITEM No. 6

Sri M Sankar (DIN: 10362673) was appointed as a Whole-time Director (designated as Director Operations) of the Company for a period of three years commencing from 25th October 2023 on the terms and conditions as approved by the Shareholders through a Postal Ballot conducted by the Company during the year 2023. Accordingly, the present tenure of his office is valid up to 24th October 2026.

Sri M Sankar has four decades of experience in Strategic Management, Sales, Marketing, Manufacturing, R&D and Supply Chain Management.

Considering the above, the Nomination and Remuneration Committee at their Meeting held on 20th May 2026, proposed the re-appointment of Sri M Sankar as a Whole-time Director (designated as Director Operations) of the Company for a period of 3 (Three) years with effect from 25th October 2026 and determined his remuneration as set out in the Resolution and recommended the same to the Board.

Considering the dedication and excellent work done by Sri M Sankar over the past four decades, and based on the inputs received from the performance evaluation exercise as carried out by the Independent Directors of the Company and upon the recommendation by the Nomination and Remuneration Committee, the Board of Directors at their meeting held on 20th May 2026 have, subject to approval of the Members at the ensuing AGM, re-appointed Sri M Sankar as a Whole-time

Director (designated as Director Operations) of the Company for a further period of 3 (Three) years with effect from 25th October 2026 on the terms and conditions as set out in the Resolution given under Item No.6 of the Notice.

Pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions of the Companies Act, 2013, the re-appointment of Whole-time Director shall be subject to the approval of the Shareholders of the Company at the General Meeting. Hence, necessary Resolution has been set out in Item No. 6 of the Notice for the approval of the Members.

Further, pursuant to Section 197 and Schedule V of the Companies Act, 2013, the managerial personnel are eligible to receive minimum remuneration and remuneration in excess of the limits as specified in the Companies Act, 2013 upon receipt of approval of the Shareholders by means of a Special Resolution. In this regard, considering the dynamic economic and ever-changing business conditions/scenarios, the Company may be in a situation of inadequacy or absence of profits for payment of remuneration to the Directors. Thus, to ensure payment of minimum remuneration to Sri M Sankar, approval of the Shareholders is also being sought. Further, as on 31st March 2026, the Company has no debts.

Further, pursuant to the provisions of Section 196(3) of the Companies Act, 2013, a Whole-time Director of the Company who has attained the age of 70 years cannot continue to act as a Whole-time Director in the Company unless the approval of the Members is obtained through a Special Resolution.

Sri M Sankar will be attaining the age of 70 years on 13th December 2027, and accordingly, pursuant to the above said provisions, the approval of the Members by a Special Resolution is required to be obtained to enable Sri M Sankar to continue his directorship in the Company.

Considering his rich experience and valuable contribution made to the Company over the past four decades, the Board of Directors have recommended to continue the Directorship of Sri M Sankar, beyond the age of 70 years.

Sri M Sankar is not disqualified from being appointed as a Director in terms of Section 164 of the Act and is not debarred from holding the office of Director by virtue of any Securities and Exchange Board of India ("SEBI") order or any other such authority.

The disclosure as required under Schedule V of the Companies Act, 2013, Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India has been annexed and forms part of this Notice.

Considering the above, the Board recommends the Special Resolution as set out in Item No. 6 of the Notice for the approval of the Members.

Interest of Directors:

Except Sri M Sankar, being the appointee, none of the other Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, in the Resolution as set out in Item No. 6 of this Notice.

ITEM No. 7

Sri Aroon Raman (DIN: 00201205) was appointed as an Independent Director of the Company by the Shareholders at the 59th Annual General Meeting held on 25th July 2022 to hold office for a term of 5 (Five) consecutive years up to 10th May 2027 ("first term").

As per Section 149 (10) of the Companies Act, 2013 ("the Act"), an Independent Director shall hold office for a term of up to 5 (Five) consecutive years ("first term") on the Board of a Company and shall further be eligible for re-appointment upon passing a Special Resolution by the Company for another term of up to 5 (Five) consecutive years ("second term").

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the performance evaluation report of Sri Aroon Raman, has recommended his re-appointment as an Independent Director for a second term of 5 (Five) consecutive years with effect from 11th May 2027. Further, the Board of Directors considering the experience and expertise of Sri Aroon Raman, are of the opinion that his continued association would be immensely beneficial to the Company.

Sri Aroon Raman is not disqualified from being appointed as a Director in terms of Section 164 of the Act and is not debarred from holding the office of Director by virtue of any Order issued by the Securities and Exchange Board of India ("SEBI") or any other such authority. He has given his consent to act as a 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 ("Listing Regulations") and that his name is included in the databank of Independent Director's as required under Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

In the opinion of the Board, Sri Aroon Raman fulfils the conditions as specified under the Act read with the Rules made thereunder and the Listing Regulations for his re-appointment as an Independent Director of the Company and is also independent of the Management.

The Company has also received a notice in writing from a Member as specified under Section 160 of the Act proposing the candidature of Sri Aroon Raman for the office of Independent Director of the Company.

A copy of the draft Appointment Letter to be issued to Sri Aroon Raman upon his re-appointment as an Independent Director, containing the terms and conditions of such re-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 disclosure as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India has been annexed and forms part of this Notice.

Accordingly, the Board recommends the Special Resolution as set out in Item No. 7 in relation to eligibility and re-appointment of Sri Aroon Raman as an Independent Director for another term of 5 (Five) consecutive years ("second term"), for approval by the Shareholders of the Company.

Interest of Directors:

Except Sri Aroon Raman being 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

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on 20th May 2026, have recommended the appointment of Sri Narayanan Vellayan (DIN: 07774406), as an Independent Director of the Company, to hold office for the first term of 5 (Five) consecutive years with effect from 25th July 2026. Further, the Company has received a Notice in writing from a Member under Section 160 of the Companies Act, 2013 ('the Act'), proposing his candidature for the office of Independent Director of the Company.

Further, pursuant to Regulation 25(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the appointment of Sri Narayanan Vellayan as an Independent Director of the Company shall require the approval of the Members of the Company by means of a Special Resolution.

Sri Narayanan Vellayan is not disqualified from being appointed as a Director in terms of Section 164 of the Act and is not debarred from holding the office of Director by virtue of any Securities and Exchange Board of India ("SEBI") order or any other such authority.

Sri Narayanan Vellayan has given his consent to act as a 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 ("Listing Regulations") and that his name is included in the databank of Independent Director's as required under Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014. He also has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company.

In the opinion of the Board, Sri Narayanan Vellayan fulfils 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 Narayanan Vellayan with his experience and expertise will be of immense value addition to the Company.

Sri Narayanan Vellayan is an accomplished industry professional with over 16 years of leadership experience at Coromandel International Limited, spanning the full breadth of the agricultural inputs segment — complex fertilisers, speciality nutrients, organic fertilisers and new-generation products including nano fertilisers. Recognised for managing large-scale P&L responsibilities and driving cross-functional execution across the value chain.

A legally trained executive (LLB Hons, University of Bristol) who combines commercial depth with a strong orientation towards corporate governance, regulatory compliance and stakeholder engagement. Brings expertise in global commodity sourcing, international contracting, supply-chain risk management and government advocacy.

A copy of the draft appointment letter to be issued to Sri Narayanan Vellayan 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 (SS-2) issued by the Institute of Company Secretaries of India are furnished and form a part of this Notice.

Accordingly, the Board recommends the Special Resolution in relation to eligibility and appointment of Sri Narayanan Vellayan as an Independent Director for the first term of 5 (Five) consecutive years, for approval by the Members of the Company.

Interest of Directors:

Except Sri Narayanan Vellayan, 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. 8 of the Notice.

ITEM No. 9

The Board of Directors, on the recommendation of the Audit Committee, had approved the appointment of and remuneration payable to Sri A N Raman, 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 2026-27 at a remuneration of ₹7,00,000/- (Rupees Seven Lakhs Only) per annum 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 being sought for passing an Ordinary Resolution as set out in Item No. 9 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year 2026-27.

Considering the above, the Board recommends the Ordinary Resolution as set out in Item No. 9 of the Notice for the approval of the Members.

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 as set out in Item No. 9 of the Notice.

ITEM No. 10

Pursuant to Regulation 23 (1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, ("Listing Regulations") a transaction with a related party shall be considered "material", if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds 10% of the annual consolidated turnover of the Company as per the last audited financial statements as specified in Schedule XII of the Listing Regulations.

LMW Limited has a significant global presence in the business verticals of Textile Machinery, Machine Tools, high-precision Foundry Castings and components for the Aerospace industry. During the course of operations, the Company also leverages the capabilities, uniqueness and resources available with the related party entities.

It is expected that the demand for the various products of the Company is expected to increase in the forthcoming period. In this scenario, the Company may be in a situation wherein the transactions with a related party namely, Lakshmi Electrical Control Systems Limited (LECS) in the forthcoming period may be in excess of the limit as stated above.

Pursuant to Master Circular No. HO/49/14/14(7)2025-CFD-POD2/1/3762/2026 dated 30th January 2026 issued by SEBI, read with the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions", necessary disclosures are given in **Annexure - 1** to this Notice for the reference of the Members for approving the transactions with a related party namely, Lakshmi Electrical Control Systems Limited (LECS).

Pursuant to Regulation 23(4) of the 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 party in excess of 10% of the annual consolidated turnover of Company as per the last audited financial statements ("material related party

transaction"). Further, pursuant to third proviso to Regulation 23(4) of the Listing Regulations and SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated 30th January 2026, the omnibus approval granted by the Shareholders for the material related party transactions in an Annual General Meeting shall be valid up to the date of next Annual General Meeting.

The Audit Committee has reviewed the certificate provided by the Whole-time Director and the Chief Financial Officer of the Company as required under the aforesaid Industry Standards and has granted their approval for the related party transactions to be entered into by the Company with the above-mentioned related party.

Accordingly, the Board recommends and seeks the approval of the Members for the transactions proposed to be entered

into with the above-mentioned related party as per the details given above and such approval shall be valid up to the date of next Annual General Meeting.

Interest of Directors:

Except Sri Sanjay Jayavarthanavelu, Chairman and Managing Director, Sri Jaidev Jayavarthanavelu, Director and their relatives, none of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the Resolution as set out in Item No. 10 of the Notice.

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 Resolution under Item No. 10 of the Notice.

PROFILE OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT

(Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 – Clause 1.2.5 issued by the Institute of Company Secretaries of India)

Sri Sanjay Jayavarthanelu

| | |
|---|---|
| Name | Sanjay Jayavarthanelu |
| Director Identification Number (DIN) | 00004505 |
| Date of Birth / Age / Nationality | 15 th June 1968 / 57 years / Indian |
| Date of appointment on the Board | 24 th February 1993 |
| Inter-se relationship with other Directors / Key Managerial Personnel | Sri Sanjay Jayavarthanelu is the father of Sri Jaidev Jayavarthanelu, Non-Executive and Non-Independent Director of the Company. |
| Qualification | Postgraduate in Business Administration from Philadelphia University, USA with specialisation in Management and Finance. |
| Expertise in area / Experience | He has nearly three decades of experience in the fields of textile, textile engineering, machine tools, foundry, aerospace, logistics, finance and administration. Also refer to the section on skill sets as contained in the Corporate Governance Report. |
| Number of Shares held in the Company (including shareholding as a beneficial owner) | 1,42,291 Equity Shares of ₹10 each. Further, he holds 16.60% of beneficial interest in the Company along with others. |
| Board Position held | Chairman and Managing Director. |
| Terms and conditions of appointment / re-appointment | As specified in Item No. 5 of the Notice. |
| Remuneration paid during the financial year 2025-26 | Information disclosed in the Corporate Governance Report annexed to the Annual Report. |
| Remuneration proposed to be paid | As specified in the Item No. 5 of the Notice. |
| Number of Board Meetings attended during the year | Information disclosed in the Corporate Governance Report annexed to the Annual Report. |
| Directorships held in other companies | <p>Listed:</p> <ol style="list-style-type: none"> 1. The Lakshmi Mills Company Limited. 2. Super Sales India Limited. <p>Others:</p> <ol style="list-style-type: none"> 1. Lakshmi Cargo Company Limited. 2. Lakshmi Technology and Engineering Industries Limited. 3. Lakshmi Ring Travellers (Coimbatore) Private Limited. 4. Lakshmi Life Sciences Private Limited. 5. Chakradhara Aerospace and Cargo Private Limited. 6. Petrus Technologies Private Limited. 7. Rhodius Abrasives GmbH, Germany. |

| | |
|---|---|
| Membership/ Chairmanship of Committees of other Boards | <ol style="list-style-type: none"> 1. Super Sales India Limited. Member of Share Transfer Committee. 2. The Lakshmi Mills Company Limited. Member of Nomination and Remuneration Committee. 3. Chakradhara Aerospace and Cargo Private Limited. Member of Corporate Social Responsibility Committee. |
| Names of the listed entities from which the Director has resigned in the past 3 years | Was a Non-Executive and Non-Independent Director at Lakshmi Electrical Control Systems Limited (LECS) and at LECS Annual General Meeting held on 25 th August 2025 had retired by rotation, though being eligible for re-appointment had not sought re-appointment. |

Sri M Sankar

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| Name | M Sankar |
| Director Identification Number (DIN) | 10362673 |
| Date of Birth / Age / Nationality | 13 th December 1957 / 68 years / Indian |
| Date of appointment on the Board | 25 th October 2023 |
| Inter-se relationship with other Directors / Key Managerial Personnel | Not related to any of the other Directors or Key Managerial Personnel of the Company. |
| Qualification | B Tech., |
| Expertise in area / Experience | He has four decades of experience in Strategic Management, Sales, Marketing, Manufacturing, R&D and Supply Chain Management. |
| Number of Shares held in the Company (including shareholding as a beneficial owner) | Nil. Further, he does not hold any beneficial interest in the equity shares of the Company. |
| Board Position held | Whole-time Director (designated as Director Operations). |
| Terms and conditions of appointment / re-appointment | As specified in Item No. 6 of the Notice. |
| Remuneration paid during the financial year 2025-26 | Information disclosed in the Corporate Governance Report annexed to the Annual Report. |
| Remuneration proposed to be paid | As specified in Item No. 6 of the Notice. |
| Number of Board Meetings attended during the year | Information disclosed in the Corporate Governance Report annexed to the Annual Report. |
| Directorships held in other companies | Listed: Nil. Others: LMW Global FZE, United Arab Emirates. |
| Membership/ Chairmanship of Committees of other Boards | Nil. |
| Names of the listed entities from which the person has resigned in the past 3 years | Nil. |

Sri Aroon Raman

| | |
|---|--|
| Name | Aroon Raman |
| Director Identification Number (DIN) | 00201205 |
| Date of Birth / Age / Nationality | 21 st March 1960 / 66 years / Indian |
| Date of appointment on the Board | 11 th May 2022 |
| Inter-se relationship with other Directors / Key Managerial Personnel | Not related to any of the other Directors or Key Managerial Personnel of the Company. |
| Qualification | M.A. from Jawaharlal Nehru University and M.B.A. from University of Pennsylvania, USA. |
| Expertise in area / Experience | Has over three decades of experience in varied fields of technology, operations, general management, research & development. |
| The skills and capabilities required for the role and the manner in which the proposed person meets such requirements | Refer to the explanatory statement for Item No. 7 of the Notice. |
| Number of Shares held in the Company (including shareholding as a beneficial owner) | Nil. Further, he does not hold any beneficial interest in the equity shares of the Company. |
| Board Position held | Independent Director. |
| Terms and conditions of appointment / re-appointment | As per the Resolution as stated in Item No. 7 of the Notice. |
| Remuneration paid during the financial year 2025-26 | Information disclosed in the Corporate Governance Report annexed to the Annual Report. |
| Remuneration proposed to be paid | He is entitled for payment of sitting fees for attending the Meetings of the Board and its Committees. He shall also be paid a Commission on the Net Profits of the Company as decided by the Board of Directors within the limits as approved by the Shareholders. |
| Number of Board Meetings attended during the year | Information disclosed in the Corporate Governance Report annexed to the Annual Report. |
| Directorships held in other companies | Listed: Nil Others: 1. Nettur Technical Training Foundation. 2. TVS Automobile Solutions Private Limited. 3. Trichur Sundaram Santhanam & Family Private Limited. 4. Telos Investments & Technologies Private Limited. 5. Edutech NTTF India. 6. TASL Automobile Solutions Private Limited. |
| Membership/ Chairmanship of Committees of other Boards | Nil. |
| Names of the listed entities from which the person has resigned in the past 3 years | Nil. |

Sri Narayanan Vellayan

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|---|---|
| Name | Narayanan Vellayan |
| Director Identification Number (DIN) | 07774406 |
| Date of Birth / Age / Nationality | 7 th February 1986 / 40 years / Indian |
| Date of appointment on the Board | Proposed to be appointed as an Independent Director of the Company, subject to approval of the Shareholders with effect from 25 th July 2026. |
| Inter-se relationship with other Directors / Key Managerial Personnel | None of the Directors and/or Key Managerial Personnel of the Company and their relatives are related to Sri Narayanan Vellayan. |
| Qualification | LLB (Hons) from University of Bristol, United Kingdom. |
| Expertise in area / Experience | <p>An accomplished industry professional with over 16 years of leadership experience at Coromandel International Limited, spanning the full breadth of the agricultural inputs segment — complex fertilisers, speciality nutrients, organic fertilisers and new-generation products including nano fertilisers. Recognised for managing large-scale P&L responsibilities and driving cross-functional execution across the value chain.</p> <p>A legally trained executive who combines commercial depth with a strong orientation towards corporate governance, regulatory compliance and stakeholder engagement. Brings particular expertise in global commodity sourcing, international contracting, supply-chain risk management and government advocacy.</p> |
| The skills and capabilities required for the role and the manner in which the proposed person meets such requirements | Refer to the explanatory statement for Item No. 8 of the Notice. |
| Number of Shares held in the Company (including shareholding as a beneficial owner) | Nil. Further, he does not hold any beneficial interest in the equity shares of the Company. |
| Board Position held | Proposed to be appointed as an Independent Director of the Company, subject to approval of Shareholders with effect from 25 th July 2026. |
| Terms and conditions of appointment | As per the Resolution as stated in Item No. 8 of the Notice. |
| Remuneration paid during the financial year 2025-26 | Nil. |
| Remuneration proposed to be paid | He is entitled for payment of sitting fees for attending the Meetings of the Board and its Committees. He shall also be paid a Commission on the Net Profits of the Company as decided by the Board of Directors within the limits as approved by the Shareholders. |
| Number of Board Meetings attended during the year | Not applicable. |

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| Directorships held in other companies | <p>Listed:</p> <ol style="list-style-type: none"> 1. Coromandel International Limited. <p>Others:</p> <ol style="list-style-type: none"> 1. Stuccoedge India Private Limited. 2. Southern India Chamber of Commerce & Industry. |
| Membership/ Chairmanship of Committees of other Boards | <ol style="list-style-type: none"> 1. Coromandel International Limited. <p>Member of the Stakeholders Relationship Committee.</p> |
| Names of the listed entities from which the person has resigned in the past 3 years | Nil. |

By order of the Board

C R Shivkumaran

Company Secretary

ICSI Membership No: A38813

Place : Coimbatore
Date : 20th May 2026

Statement of information as per Schedule V of the Companies Act, 2013

Relevant to the re-appointment of Sri Sanjay Jayavarthanavelu as the Managing Director and Sri M Sankar as the Whole-time Director of the Company and the payment of remuneration to the Executive Directors of the Company.

I. GENERAL INFORMATION

1. Nature of Industry

Engineering Industry.

2. Date or expected date of commencement of commercial production

The Company was incorporated on 14th September 1962 and commenced commercial production subsequently in the same year.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus

Not applicable.

4. Financial performance based on given indicators

(₹ in Crores)

| Particulars | 2025-26 | 2024-25 |
|---|----------|----------|
| Total Income | 3,221.40 | 3,033.79 |
| Profit/ (Loss) before tax after exceptional items | 207.88 | 286.87 |
| Profit/ (Loss) after tax | 153.92 | 238.24 |
| Paid-up equity capital | 10.68 | 10.68 |
| Reserves and Surplus* | 2,959.96 | 2,861.15 |
| Basic Earnings Per Share | 144.08 | 223.01 |

*Forms part of Other Equity

5. Foreign Investments or collaborations, if any

Refer to Note Number 5 of the Standalone Financial Statements.

II. INFORMATION ABOUT THE APPOINTEE

| Particulars | Sri Sanjay Jayavarthanavelu |
|-----------------------------|--|
| Background Details | Sri Sanjay Jayavarthanavelu is the Chairman and Managing Director of the Company. His present tenure as Managing Director commenced from 1 st April 2022 and is until 31 st March 2027. Currently, he is responsible for overall management and operations of the entire organisation. |
| Past Remuneration | Kindly refer to the Corporate Governance Report. |
| Recognition/Awards | For nearly three decades, Sri Sanjay Jayavarthanavelu has been both a member and/ or Chairman of various prestigious industrial bodies / association. He has also been suitably recognised by various forums/ industrial bodies/ association(s) for his contribution towards industrial growth and development. |
| Job Profile and Suitability | Sri Sanjay Jayavarthanavelu as Chairman and Managing Director shall have all the powers and duties as the Board may determine from time to time. He has nearly three decades of suitable experience in the fields of textile, textile engineering, machine tools, foundry, aerospace, logistics, finance and administration. |
| Remuneration Proposed | The details of the remuneration proposed to be paid to Sri Sanjay Jayavarthanavelu has been set out in Item No. 5 of the Notice. |

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| Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his/her origin) | Taking into consideration the size of the Company, the responsibility shouldered and the industry standard, the remuneration paid / proposed to be paid is commensurate with the remuneration package paid to Managerial Personnel in a similar role in other companies. |
| Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel, if any | Sri Sanjay Jayavarthanavelu is the Promoter of the Company and father of Sri Jaidev Jayavarthanavelu (Non-Executive and Non-Independent Director of the Company). He is not related to any other Director and/or Key Managerial Personnel of the Company. |

| Particulars | Sri M Sankar |
|---|---|
| Background Details | Sri M Sankar is the Whole-time Director of the Company. He was appointed as the Whole-time Director of the Company for a period of 3 (Three) years commencing from 25 th October 2023. Currently, he is responsible for the overall operations of the entire organisation. |
| Past Remuneration | Kindly refer to the Corporate Governance Report. |
| Recognition/Awards | Sri M Sankar has held Membership in CII's Textile Sub Committee, Southern Region, and in the National Committee. He held the position of Chairman, Textile Machinery Manufacturers Association (TMMA) India for the period 2023-25. |
| Job Profile and Suitability | Sri M Sankar as Whole-time Director (designated as Director Operations) shall have all the powers and duties as the Board may determine from time to time. He has over four decades of suitable experience in the fields of Strategic Management, Sales, Marketing, Manufacturing, R&D and Supply Chain Management. |
| Remuneration Proposed | The details of the remuneration proposed to be paid to Sri M Sankar has been set out in Item No. 6 of the Notice. |
| Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his/her origin) | Taking into consideration the size of the Company, the profile of Sri M Sankar, responsibility shouldered by him and the industry standard, the remuneration proposed to be paid is commensurate with the remuneration packages payable to Managerial Personnel in similar Companies. |
| Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel, if any | Besides the remuneration being received, the Whole-time Director (designated as Director Operations) does not have any pecuniary relationship with the Company. |

III. OTHER INFORMATION

1. Reasons for loss or inadequate profits

Not applicable, as the Company has earned a profit for the financial year ended 31st March 2026. However, loss or inadequacy of profits may arise in future owing to economic and business slowdown caused by various external factors beyond the control of the Company.

2. Steps taken or proposed to be taken for improvement

Not applicable.

3. Expected increase in productivity and profits in measurable terms

Not applicable.

IV. DISCLOSURES

- (i) **All elements of remuneration package such as salary, benefits, bonuses, stock options, pension etc. of all the directors:**

Please refer to the Section titled "Directors Remuneration" as contained in the Corporate Governance Report.

- (ii) **Details of fixed component and performance linked incentives along with the performance criteria:**

Please refer to the Section titled "Directors Remuneration" as contained in the Corporate Governance Report.

- (iii) **Service contracts, notice period, severance fees:**

Please refer to the Section titled "Directors Remuneration" as contained in the Corporate Governance Report.

- (iv) **Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable:**

The Company has not issued any Stock Options.

Details as required under SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated 30th January 2026 read with the 'Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" (RPT Industry Standards)' are given below:

- a) Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable

Part - A

A(1). Basic details of the related party

| S. No | Particulars of the information | Information provided by the management |
|-------|---|---|
| 1 | Name of the related party | Lakshmi Electrical Control Systems Limited. |
| 2 | Country of incorporation of the related party | India. |
| 3 | Nature of business of the related party | Manufacturing and selling of control panels and plastic components. |

A(2). Relationship and ownership of the related party

| S. No | Particulars of the information | Information provided by the management |
|-------|---|--|
| 1 | <p>Relationship between the listed entity / subsidiary (in case transaction involving the subsidiary) and the related party - including nature of its concern (financial or otherwise) and the following:</p> <p>Shareholding of the listed entity / subsidiary (in case of transaction involving the subsidiary), whether direct or indirect in the Related Party.</p> <p>Shareholding of the related party, whether direct or indirect, in the listed entity / subsidiary (in case of transaction involving the subsidiary).</p> <p>Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity / subsidiary / related party has control.</p> <p>While calculating indirect shareholding, shareholding held by relatives shall also be considered.</p> | <p>The related party is a listed entity and is a member of the promoter group of the Company. The nature of interest is financial.</p> <p>The Company does not hold any shares directly in the related party. However, Smt Nethra JS Kumar, who is a relative of Sri Sanjay Jayavarthanelu, Chairman and Managing Director, is a Director and holds 7,60,903 shares in Lakshmi Electrical Control Systems Limited, the Related Party.</p> <p>Lakshmi Electrical Control Systems Limited, the related party holds 88,800 shares in the Company. Further, Smt Nethra JS Kumar, who is a member of the Promoter group of the Company and a relative of Sri Sanjay Jayavarthanelu, Chairman and Managing Director holds 720 shares in the Company.</p> |

A(3). Details of previous transactions with the related party

| S. No | Particulars of the information | Information provided by the management | | |
|-------|--|---|-------------------------------|-------------------------------------|
| 1 | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. | S. No | Nature of Transactions | FY 2025-26 (₹ in Crores) |
| | | 1 | Receiving of Services | 2.10 |
| | | 2 | Purchase of Goods | 162.76 |
| | | 3 | Sale of Goods | 9.30 |
| 2 | Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought. | Not applicable. | | |
| 3 | Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year. | There were no instances of defaults made by the related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the Company during the last financial year. | | |

A(4). Amount of the proposed transaction(s):

| S. No | Particulars of the information | Information provided by the management | | |
|-------|--|--|--|---------------------------------|
| 1 | Amount of proposed transactions being placed for approval in the meeting of the Audit Committee / Shareholders. | Up to ₹450 Crores. | | |
| 2 | Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a Material Related Party Transaction? | Yes. | | |
| 3 | Value of the proposed transactions as a percentage of the listed entity's Annual Consolidated Turnover for the immediately preceding financial year. | 14.03%. | | |
| 4 | Value of the proposed transactions as a percentage of Subsidiary's Annual Standalone Turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction). | Not applicable. | | |
| 5 | Value of the proposed transactions as a percentage of the Related Party's Annual Consolidated Turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available. | 211.95% (based on the latest Audited Financial Statements for the FY 2024-25). | | |
| 6 | Financial performance of the related party for the immediately preceding financial year: Explanations: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis. | Particulars | | FY 2024-25 (₹ in Crores) |
| | | Turnover | | 212.31 |
| | | Profit after Tax | | 3.47 |
| | | Net worth | | 155.90 |

A(5). Basic details of the proposed transaction

| S. No | Particulars of the information | Information provided by the management |
|-------|--|--|
| 1 | Specific type of the proposed transaction (e.g. sale of goods / services, purchase of goods / services, giving loan, borrowing etc.). | Sale of goods / services, purchase of goods / services. |
| 2 | Details of each type of the proposed transaction. | Receiving of Services - Operational & Engineering services. Purchase of Goods - Textile machinery parts & Components. Sale of Goods - Sale of spares. Rendering of Service - Administrative & operational services. Sale of Asset - Assets scrap. |
| 3 | Tenure of the proposed transaction (tenure in number of years or months to be specified). | From the conclusion of 63 rd Annual General Meeting till the conclusion of 64 th Annual General Meeting to be held in the year 2027 which is approximately 13 months. |
| 4 | Whether omnibus approval is being sought? | Yes. |
| 5 | Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up Financial Year-wise. | The proposed transaction is sought from the conclusion of 63 rd Annual General Meeting till the conclusion of 64 th Annual General Meeting of the Company for an amount of up to ₹450 Crores as set out below: In the financial year 2026-27: ₹275 Crores. In the financial year 2027-28: ₹175 Crores. Provided that the aforementioned year wise estimated limits shall be fungible and can be utilised flexibly between the two financial years, provided that the total amount does not exceed ₹450 Crores in aggregate. |
| 6 | Justification as to why the Related Party Transactions proposed to be entered into are in the interest of the listed entity. | The transaction is proposed to be undertaken on an arms' length basis in accordance with the business requirements of the Company and in the normal course of business. Nature and scope of transaction are proper considering the operations of the Company. Size of the transaction is reasonable in relation to the prevailing market / Industry trend. |
| 7 | Details of the Promoter(s) / Director(s) / key Managerial Personnel of the listed entity who have interest in the transaction, whether directly or indirectly. Explanation: Indirect interest shall mean interest held through any person over which an individual has control. | W |
| | a. Name of the Director / Key Managerial Personnel. | Sri Sanjay Jayavarthanavelu, Chairman and Managing Director. |
| | b. Shareholding of the Director / Key Managerial Personnel, whether direct or indirect, in the related party. | Sri Sanjay Jayavarthanavelu does not hold any shares directly in the related party. However, Smt Nethra J S Kumar, who is a relative of Sri Sanjay Jayavarthanavelu, Chairman and Managing Director, holds 7,60,903 shares in Lakshmi Electrical Control Systems Limited, the Related Party. |
| 8 | A copy of the valuation or other external party report, if any, shall be placed before the Audit Shareholders. | Not applicable. |
| 9 | Other information relevant for decision making. | Nil. |

Part - B

B(1). Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

| S. No | Particulars of the information | Information provided by the management |
|-------|---|--|
| 1 | Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services. | Not applicable, as the related party provides customised / tailor made products / services / solutions to the Company. |
| 2 | Basis of determination of price. | Cost Plus Margin Method / Comparable Uncontrolled Price Method. |
| 3 | In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following: | Nil. |
| | a. Amount of Trade advance | |
| | b. Tenure | |
| | c. Whether same is self-liquidating? | |

b) Justification as to why the proposed transactions are in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT.

As stated above and in the explanatory statement to Item No. 10 of the Notice.

c) Whether the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole-time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards.

The Audit Committee has reviewed the certificate provided by the Whole-time Director and Chief Financial Officer as required under the RPT Industry Standards.

d) Whether the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the Shareholders for approval.

The Material Related Party Transactions with Lakshmi Electrical Control Systems Limited has been approved by the Audit Committee, and the Board of Directors recommend the proposed transaction for the approval of the Shareholders.

e) Web-link and QR Code, through which Shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT.

Not applicable, as no such valuation report or other reports by external parties have been relied upon by the Audit Committee while approving the transaction.

f) Affirmation that, in its assessment, the redacted disclosures still provides all the necessary information to the public Shareholders for informed decision-making.

Not applicable, as there is no information which has been redacted by the Audit Committee and the Board of Directors.

g) Any other information that may be relevant.

Nil.