



(formerly Lakshmi Machine Works Limited)

Our Ref: Sec/270/2025

Date: 27th May 2025

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 Sirs,

Sub: Secretarial Compliance Report of the Company for the year ended 31st March 2025 as required under Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements Regulations, 2015

We are enclosing herewith the Secretarial Compliance Report of the Company for the year ended 31st March 2025 as required under Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as provided by MDS & Associates LLP, Company Secretaries, Coimbatore.

Kindly take the same on record and acknowledge receipt.

Thanking you,

Yours faithfully,

For LMW LIMITED

C R SHIVKUMARAN
COMPANY SECRETARY & COMPLIANCE OFFICER

Encl: As above



MDS & Associates LLP

Company Secretaries

Secretarial Compliance Report of M/s. LMW Limited

(Formerly Lakshmi Machine Works Limited)

for the financial year ended 31st March 2025

[Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November 2024 (as amended) read with relevant circulars issued by the Stock Exchange(s)]

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **M/s. LMW Limited** (Formerly Lakshmi Machine Works Limited (CIN: L29269TZ1962PLC000463) (hereinafter referred as 'the listed entity'), having its Registered Office at SRK Vidyalaya Post, Perianaickenpalayam, Coimbatore – 641 020, Tamil Nadu. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the financial year ended on 31st March 2025, complied with the statutory provisions listed hereunder, in the manner and subject to the reporting made hereinafter:

We, **MDS & Associates LLP, Company Secretaries**, have examined:

- (a) all the documents and records made available to us, and explanation provided by **M/s. LMW Limited**,
- (b) the filings/ submissions made by the listed entity to BSE Limited and National Stock Exchange of India Limited ("the stock exchanges"),
- (c) website of the listed entity
- (d) any other document / filing, as may be relevant, which has been relied upon to make this report.

for the financial year ended 31st March 2025 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and



- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI")

The specific Regulations as applicable to the listed entity, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

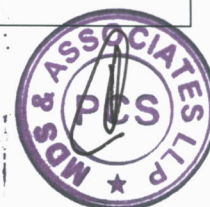
- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
- (d) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client
- (e) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and
- (f) circulars/ guidelines issued thereunder

and based on the above examination, we hereby report that, during the review period,

- I. (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.

- (b) The listed entity has taken the following actions to comply with the observations made in the previous report for the year ended 31st March 2024.

Sr. No.	1
Observations / Remarks of the Practicing Company Secretary in the previous reports	The proceedings of the 60 th annual general meeting held on 31 st July 2023 were submitted to the stock exchanges beyond the prescribed time.



Observations made in the secretarial compliance report for the year ended	The aforementioned observation was made in the secretarial compliance report for the year ended 31 st March 2024.
Compliance Requirement (Regulations/ Circulars/ guidelines including specific clause)	The proceedings of the Annual General Meeting must be submitted to the Stock Exchanges within 12 hours from the conclusion of the meeting as required under Regulation 30(6) read with Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13 th July 2023 read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11 th November 2024
Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	The proceedings of the 60 th annual general meeting held on 31 st July 2023 were submitted to the stock exchanges beyond the prescribed time. No penalty was imposed on the listed entity.
Remedial actions, if any, taken by the listed entity	The listed entity has submitted the explanation for delay as required under second proviso to Regulation 30(6) to the stock exchanges on 8 th April 2024.
Comments of the PCS on the actions taken by the listed entity.	The listed entity has submitted that the delay was on account of inadvertence. The listed entity further informed that they shall ensure that there are no such instances going forward and have further undertaken to comply with the applicable provision in future.

(c) We hereby report that, during the review period, the compliance status of the listed entity with the following requirements is appended as below:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/ Remarks by PCS
1.	<u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	Yes	Nil



Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/ Remarks by PCS
2.	<u>Adoption and timely updation of the Policies:</u> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.	Yes	Nil
	All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/ circulars/ guidelines issued by SEBI	Yes	Nil
3.	<u>Maintenance and disclosures on Website:</u> The Listed entity is maintaining a functional website	Yes	Nil
	Timely dissemination of the documents/ information under a separate section on the website	Yes	Based on the representation received from the management, it is noted that the documents/ information has been disseminated in a timely manner.
	Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website	Yes	Nil
4.	<u>Disqualification of Director:</u> None of the Director(s) of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity	Yes	Nil



Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/ Remarks by PCS
5.	<u>Details related to subsidiaries of listed entities have been examined with respect to:</u> a) Identification of material subsidiary companies b) Disclosure requirements of material as well as other subsidiaries	Yes Yes	The listed entity does not have any material subsidiaries The listed entity does not have any material subsidiaries
6.	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	Nil
7.	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees during the financial year as prescribed in SEBI Regulations	Yes	Nil
8.	<u>Related Party Transactions:</u> a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions. b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee, in case no prior approval has been obtained.	Yes Yes	Nil Nil



Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/ Remarks by PCS
9.	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	Nil
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	Nil
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	Yes	Nil
12.	<u>Resignation of Statutory Auditors from the listed entity or its material subsidiaries:</u> In case of resignation of Statutory Auditors from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	NA	There was no resignation of statutory auditors during the review period



Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/ Remarks by PCS
13.	<u>Additional non-compliances, if any:</u> No additional non-compliances observed for any SEBI regulation/ circular/ guidance note etc.	Yes	There are no additional non-compliances during the year

Note: There was no appointment / re-appointment / resignation of statutory auditors of the Company during the period under review. Further, the terms of appointment of its existing auditors are in compliance of Para 6.1 and 6.2 of Section V-D of Chapter V of Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November 2024 issued by the Securities and Exchange Board of India.

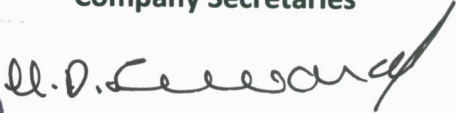
We further report that the compliance with the disclosure requirements of Employee Benefit Scheme Documents on the website in terms of Regulation 46(2)(za) of the LODR Regulations is not applicable to the listed entity.

Assumptions & Limitation of scope and Review:

- 1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
- 2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
- 3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
- 4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: Coimbatore
Date: 14.05.2025

For MDS & Associates LLP
Company Secretaries



M D Selvaraj
Managing Partner
FCS No.: 960 | C P No.: 411
Peer Review No. 6468/2025
UDIN: F000960G000304725