

LAKSHMI FINANCE & INDUSTRIAL CORPORATION LIMITED

(CIN: L65920TG1923PLC000044)

Regd. Off: Ist Floor, "Suryodaya" 1-10-60/3, Begumpet, HYDERABAD-500 016
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Website: www.lakshmifinance.org.in

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the Act and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), as amended from time to time, read with the General Circular Nos. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No.22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 and No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), relevant provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements Regulations) 2015 (**SEBI Listing Regulations**), Secretarial Standard-2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India and any other applicable laws and regulations, the Resolution(s) appended below for seeking your approval, is proposed to be passed by the Members through Postal Ballot only by voting through electronic means ("remote e-voting"). Communication of assent or dissent of the Members would take place only through the remote e-voting system.

An explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act pertaining to the resolution(s) setting out the material facts and reasons thereof is appended to this Postal Ballot Notice.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company at their Meeting held on November 8, 2024, have appointed Mrs. N.Madhavi, Practising Company Secretary (M.No. A16866 / CP No. 11732) and Proprietor of M/s. N.Madhavi & Associates, Practicing Company Secretaries, as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

The remote e-voting period commences from 9.00 a.m. (IST) on 21st December, 2024 and ends at 5.00 p.m. (IST) on 19th January, 2025. The Scrutinizer will submit the report to the Managing Director of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced on or before 21st January, 2025.

The said results along with the Scrutinizer's Report would be intimated to National Stock Exchange of India Limited (NSE), where the Equity Shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website www.lakshmifinance.org.in

SPECIAL BUSINESS:

Item No.1: Appointment of Smt. Bolleni Shanti Sree (DIN: 07092258) as an Independent Director of the Company

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (Act), the Companies (Appointment and Qualification of Directors) Rules, 2014 ('the Rules') and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, Smt. Bolleni Shanti Sree (DIN: 07092258) who was appointed as an Additional Director under Section 161 of the Act in the capacity of an Independent Director of the Company with effect from November 8, 2024, and in respect of whom, the Company has received a notice in writing from a member under section

160 of the Act, proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of five (5) consecutive years with effect from 8th November, 2024 upto 7th November, 2029.

FURTHER RESOLVED THAT the Directors, Company Secretary of the Company be and are hereby severally authorized to file necessary forms with the Registrar of Companies, Telangana and to do all such acts, deeds and things to give effect to the aforesaid resolution”.

For and on behalf of the Board
Lakshmi Finance & Industrial Corporation Limited

Sd/-
K.Harishchandra Prasad
Managing Director
DIN: 00012564

Place: Hyderabad

Date: 8th November 2024

Notes:

1. Explanatory Statement and reasons for the proposed special business pursuant to Section 102(1) read with Section 110 of the Companies Act, 2013 are given hereunder.
2. In compliance with MCA Circulars, this Postal Ballot Notice is being sent in electronic mode to those Members whose names appear in the Register of Members as received from the Depositories / Registrar & Share Transfer Agents (RTA) as on 13th December, 2024 ('**Cut-off date**') and whose e-mail addresses are registered with the Company / Depositories / RTA. Further, in respect of those Members who have not yet registered their e-mail addresses, physical copies of the Postal Ballot Notice are being sent so as to enable maximum participation of Members through voting in the decision-making process.
3. In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, Members can vote only through remote e-voting process. Accordingly, the Company has availed electronic voting platform of Central Depository Services Limited (“CDSL”) for facilitating e-voting. The procedure for remote e-voting is detailed in the subsequent paragraphs.
4. Members may note that this Postal Ballot Notice will also be available on the Company's website www.lakshmifinance.org.in and NSE website at www.nseindia.com.
5. A copy of each of the documents referred to in the accompanying Explanatory Statement is open for inspection at the Registered Office of the Company during business hours on all working days till the last date of remote e-voting.
6. The Special resolution, if passed by requisite majority, will be deemed to have been passed on the last date of remote e-voting i.e. Sunday, 19th January, 2025.

CDSL E - Voting System:

THE INSTRUCTIONS TO SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on 21.12.2024 at 9.00 A.M and ends on 19.01.2025 at 5.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form as on the '**cut-off date**' may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after end date.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode

- (ii) In terms of SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) 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. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by Company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual Meeting & voting during the Meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 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. 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is 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 3) 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 hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

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

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

Login type	Helpdesk details
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 at toll free no. 1800225533
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode

(iii) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user, follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat
PAN	Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> ◆ Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> ◆ If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (iv) After entering these details appropriately, click on “SUBMIT” tab.
- (v) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vii) Click on the EVSN for the relevant < **LAKSHMI FINANCE AND INDUSTRIAL CORPORATION LIMITED (EVSN.241216009)** > on which you choose to vote.
- (viii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The

option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (ix) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (x) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xiv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xv) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; lakshmi_lfic@yahoo.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHO'S EMAIL/MOBILE NUMBER ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES

1. For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company email id: lakshmi_lfic@yahoo.com**.
2. For Demat shareholders, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact attoll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33.

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

Item No. 1:

The Board of Directors of the Company, on the recommendations of the Nomination & Remuneration Committee, at their Meeting held on 08.11.2024 have appointed Smt. Bolleni Shanti Sree as Additional Director of the Company in 'Independent category' to hold office for a period of five years with effect from November 8, 2024 upto November 7, 2029, subject to the approval of the shareholders.

The Company has received notice in writing from a Member pursuant to section 160 of the Act proposing the candidature of Smt. Bolleni Shanti Sree for appointment as an 'Independent Director' on the Company's Board.

Your Board hereby confirms that the Company has received necessary declaration(s) / disclosure(s) from Smt. Bolleni Shanti Sree as under:

- Declaration pursuant to Section 152(4) of the Act confirming that she is not disqualified to become a Director under the Act;
- Consent to act as director in the prescribed form DIR-2 pursuant to Sec 152(5) read with Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014
- Declaration pursuant to section 149(7) of the Act (read with regulation 25(8) of the SEBI (LODR) Regulations), that she meets the criteria of independence prescribed under section 149(6) of the Act (read with regulation 16(1)(b) of the SEBI (LODR))
- Confirmation that she is registered in the Independent Director's databank in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

In terms of proviso to section 152(5) of the Act, the Board is of the opinion that Smt. Bolleni Shanti Sree fulfils the conditions specified in the Act and the rules made thereunder for the said appointment.

Pursuant to circular dated June 20, 2018 issued by the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed Companies, Smt. Bolleni Shanti Sree has confirmed that she is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority.

Brief profile and justification for proposing Smt. Bolleni Shanti Sree as Independent Director pursuant to section 150(2) of the Act is as under:

Smt. Bolleni Shanti Sree, aged about 62 years, is a Fellow Member of the Institute of Chartered Accountants of India (ICAI) holding Certificate of Practice since August, 1984 and Designated Partner of M/s. Tukaram & Co LLP, Chartered Accountants, Hyderabad, with a rich experience of over three decades. She is an Independent Director and a Nominee Director in few other reputed Companies including listed Companies. The details of her other directorships are given in the Annexure to the Notice.

She had also served "The Andhra Pradesh Tax Bar Association" as council Member from 2008 to 2012 and as President for the year 2010-11. She was an External Member, Department of Commerce, OU College for Women, Hyderabad. She is also associated with many charitable trusts and societies as auditor and advisor.

In view of above, the Board considers that the appointment of Smt. Bolleni Shanti Sree on the Company's Board would be of benefit to the Company and it is desirable to avail her services as Independent Director.

Pursuant to regulation 17(1C) read with regulation 25(2A) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the appointment of an Independent Director is required to be approved by the Members at the next general Meeting or within three months from the date of appointment, whichever is earlier, by way of a special resolution.

Accordingly, the Board recommends the resolution set out at item No.1 of the Notice, in relation to appointment of Smt. Bolleni Shanti Sree as an Independent Director, for the approval by the shareholders as a special resolution.

Except Smt. Bolleni Shanti Sree, being the appointee, none of the other Directors or Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in this resolution.

For and on behalf of the Board
Lakshmi Finance & Industrial Corporation Limited

Sd/-
K.HARISHCHANDRA PRASAD
MANAGING DIRECTOR
DIN:00012564

Place: Hyderabad
Date : 8th November, 2024

Particulars of the Director seeking appointment as required pursuant to Section 196(4) of the Companies Act, 2013, Regulation 36(3) of SEBI Listing Regulations, 2015 and SS-2 on General Meetings

Name of the Director	Smt. Bolleni Shanti Sree
DIN	07092258
Date of Birth & Age	May 17, 1962 (62 years)
Date of Appointment	November 8, 2024
Qualifications	Fellow Member of ICAI
No. of Shares held in the Company	Nil
Terms and conditions of Appointment	Appointment as Independent Director of the Company for a term of five consecutive years commencing from November 8, 2024 upto November 7, 2029
Relationship between Directors, Manager and other KMP inter-se	None
Remuneration proposed to be paid	Sitting fees for attending Board / Committee Meetings
Remuneration (including sitting fees, if any) last drawn in financial year 2023-24	NA
Directorships held in other Companies (excluding Private Limited and Foreign Companies)	<ol style="list-style-type: none"> 1. BN Rathi Securities Ltd * 2. NAVA Ltd * 3. Nava Bharat Energy India Ltd 4. Rain Cements Ltd 5. Rain CII Carbon (Vizag) Ltd 6. Rain Industries Ltd * 7. Nava Bharat Projects Ltd 8. SMS Pharmaceuticals Ltd * 9. Nile Ltd* <p><i>* Listed companies</i></p>
Positions held in mandatory committees of other companies	<ol style="list-style-type: none"> 1. Nava Limited <ul style="list-style-type: none"> • Member of Audit Committee, Corporate Social Responsibility Committee & Risk Management Committee 2. Nava Bharat Energy India Limited <ul style="list-style-type: none"> • Member of Audit Committee, Nomination & Remuneration Committee & Corporate Social Responsibility Committee 3. Nava Bharat Projects Limited <ul style="list-style-type: none"> • Chairperson of Nomination & Remuneration Committee • Member of Audit Committee & Corporate Social Responsibility Committee 4. B.N.Rathi Securities Limited <ul style="list-style-type: none"> • Chairperson of Audit Committee & Stakeholders' Relationship Committee • Member of Nomination & Remuneration Committee 5. Rain Industries Limited <ul style="list-style-type: none"> • Member of Audit Committee • Chairperson of Nomination & Remuneration Committee 6. SMS Pharmaceuticals Limited <ul style="list-style-type: none"> • Chairperson of Nomination & Remuneration Committee • Member of Stakeholders' Relationship Committee 7. Nile Limited <ul style="list-style-type: none"> • Member of Audit Committee and Nomination & Remuneration Committee • Chairperson of Stakeholders' Relationship Committee
Listed entities from which the Director has resigned from Directorship in last 3(three) years	1. Hariom Pipe Industries Limited
No. of Board Meetings Attended during the year 2023-24	NA

