



## The Lakshmi Mills Company Limited

Registered Office: 686, Avanashi Road, Coimbatore 641 037

CIN: L17111TZ1910PLC000093;

Tel: 91 422 2245461-65; Fax: 91422 2246508

E-mail: [secretarial@lakshmill.com](mailto:secretarial@lakshmill.com); Website: [www.lakshmill.com](http://www.lakshmill.com)

### Postal Ballot Notice

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

Dear Members,

NOTICE is hereby given pursuant to Sections 108, 110 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), as amended from time to time and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, that the Resolutions appended below, are proposed to be passed as Special Resolution(s) by the Members of The Lakshmi Mills Company (the "Company") by way of Postal Ballot including voting by electronic means ("e-voting").

An Explanatory Statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the resolution(s) setting out the material facts and the reasons thereof, is appended along with a postal ballot form ("Postal Ballot Form"). Postal Ballot Notice dated 12<sup>th</sup> February 2019 is placed in the website of the Company [www.lakshmill.com](http://www.lakshmill.com). In terms of Rule 22(5) of the Rules, the Board of Directors of your Company, at its meeting held on 12.02.2019, has appointed Sri B. Krishnamoorthi, (Membership No. 20439) Practicing Chartered Accountant, as the Scrutinizer to conduct the Postal Ballot and e-voting process in a fair and transparent manner.

The Members are requested to carefully read the instructions indicated in the Notice and printed overleaf of the Postal Ballot Form and record their assent (for) or dissent (against) in the Postal Ballot Form and return the same, in original duly completed and signed, in the enclosed postage prepaid self addressed business reply envelope, so as to reach the Scrutinizer, on or before 5.00 p.m. (IST) on Saturday, March 23, 2019. Postal Ballot Forms received after that date will be strictly treated as if no reply from such Member has been received.

In compliance with the provisions of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Rules and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is also offering facility of e-voting to all its Members to enable them to cast their votes electronically. Members are requested to follow the procedure as stated in the Notes and printed overleaf of the Postal Ballot Form for casting of votes by e-voting.

Upon completion of the scrutiny of the Postal Ballot Forms and votes cast through e-voting in a fair and transparent manner, the Scrutinizer will submit his report to the Chairman or any person authorized by him. The results of the Postal Ballot will be announced on or before the close of business hours (i.e. 5.00 p.m.) on Monday the 25<sup>th</sup> March 2019. The said results would be displayed at the Registered Office of the Company and intimated to BSE Limited where the shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website – [www.lakshmill.com](http://www.lakshmill.com) and on the website of National Securities Depository Limited (NSDL) [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

#### RESOLUTION:

**1. Approval for continuation of Sri R. Santharam as Director who has attained more than 75 years of age.**

To consider and, if thought fit, to give assent / dissent to the following resolution to be passed as a Special Resolution:

**"RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification or re-enactment thereof, for the time being in force) and Regulation 17 (1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (As amended), the consent of the members of the Company be and is hereby accorded to continue the office of directorship of Sri R. Santharam, (DIN: 00151333), who has already attained the age of 75 years as Non Executive Director of the Company on or after April 1, 2019 as recommended by the Nomination and Remuneration Committee.

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

## 2. Approval for payment of remuneration to Sri S. Pathy, (DIN 00013899) Managing Director of the Company.

To consider and, 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 197, 198, Schedule V and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), the consent of the members of the Company be and is hereby accorded for the payment of remuneration to Sri S. Pathy, (DIN 00013899) Managing Director of the Company for a period of 2 years with effect from April 24, 2019 on the following terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee:

### MEMORANDUM OF TERMS AND CONDITIONS

1. Salary : ₹ 6,50,000/- per month with an annual increment of ₹ 50,000/- per month
2. Commission : 1% on the net profits of the Company, as may be applicable.
3. Benefits : Company's contribution to Provident Fund and Superannuation Fund as per rules of the Company to the extent, these either singly or put together do not exceed the limits fixed under the Income Tax Act, 1961.
4. Gratuity : Shall not exceed half a month's salary for every completed year of service.
5. Leave Encashment : Shall be entitled to encashment of Leave at the end of the tenure.

The items under Sl. Nos. 3, 4 & 5 above, viz., Provident Fund, Superannuation Fund, Gratuity and Leave Encashment shall not be considered as perquisites, for the computation of ceiling on remuneration.

### Perquisites

The Managing Director shall be entitled to interchangeable perquisites like furnished accommodation, gas, electricity, water, medical reimbursement, LTA for self and family, club fees, medical insurance etc., in accordance with the rules of the Company. However, the aggregate of such perquisites shall not exceed ₹ 3,60,000/- per annum. The perquisites shall be evaluated as per Income Tax Rules wherever applicable.

Provision of a 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.

The above salary (excluding commission) and perquisites shall be paid / allowed as Minimum Remuneration in the event of absence or inadequacy of profits of the Company, subject to the limits prescribed in Section II of Part II of Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 196(3), the consent of the members is also accorded for the continuance of employment of Sri S. Pathy, (DIN 00013899), who will attain the age of 70 years on November 17, 2019 as Managing Director of the Company till the end of his tenure.

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

### EXPLANATORY STATEMENT

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

#### Item No. 1

Sri R. Santharam (DIN: 00151333) appointed as Non Executive Director at the Annual General Meeting held on 26.07.2017 is liable to retire by rotation at the Annual General Meeting to be held in the year 2020, has attained the age of more than 75 years. In order to continue his directorship on and after April 1, 2019 in accordance with Regulation 17 (1A) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (as amended), the approval of the Members by way of a special resolution is necessary.

Sri R. Santharam (DIN: 00151333) aged about 81 years, is qualified in Textile Management from USA and has experience in textile and textile machinery manufacturing industry for more than 50 years in the fields of production, marketing, finance and administration, etc.,

The Company is benefited immensely of his long experience, in-depth knowledge in Textile and Textile Machinery Manufacturing Industry and by his active participation in the Board and Committee meetings. His contribution as a Member of the Board and Committees of the Board are highly advantageous to the Company. He was the Chairman of Textile Machinery Manufacturers Association (India). On his continuation as a Member of the Board, the Company will be benefitted of his valuable advice.

Except Sri R. Santharam, being the appointee Director none of the other Directors or Key Managerial Personnel of the Company or their respective relatives is in anyway, concerned or interested, either directly or indirectly in passing of the said Resolution.

**Item No. 2**

Sri S. Pathy (DIN 00013899) was appointed as Managing Director of the Company for a period of 5 years from 24.04.2016 and the terms and conditions for payment of remuneration for a period of three years upto 23.04.2019 was duly approved by the Members of the Company at the Annual General Meeting held on 04.09.2015. The remuneration payable for the services of the Managing Director was fixed at ₹ 5,00,000/- with an annual increment of ₹ 50,000/- per month for a period of 3 years from 24.04.2016 and the last drawn remuneration was ₹ 6,00,000/- per month.

Sri S. Pathy is a commerce graduate from the University of Madras and has intensive experience in various fields of Management. He has been associated with the Textile and Textile Machinery Manufacturing Industry for more than 40 years. He was a Member of the Executive Council of the Textile Machinery Manufacturers' Association (India). During his tenure as a Managing Director, the Company has made improvements in its product line. With the proposed new line of business, the Company is expected to register growth both in top line and bottom line. He is holding 1,13,570 Equity Shares comprising 16.33% of the Paid up Capital of the Company.

Sri S. Pathy is on the Board of Lakshmi Automatic Loom Works Ltd., as Non Executive Chairman and is also a Director in Lakshmi Machine Works Ltd., and a Member of the Nomination & Remuneration Committee of Lakshmi Machine Works Ltd.

Sri S. Pathy has been untiringly working towards better prospects of the Company and therefore the Board of Directors are of the view that the continuation of Sri S. Pathy as Managing Director of the Company would be in the best interests of the Company.

In view of the qualification, experience, past performance, increased responsibilities and time spent by Sri S. Pathy, Managing Director, for the prospects of the Company, the Board of Directors of the Company recommend for an increase in the remuneration payable to him, commensurate with the trend in the industry levels while compared to the remuneration paid to the Managing Director of Companies of similar size and responsibilities shouldered by him as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee of the Company at their meeting held on 12.02.2019.

Further, Sri S. Pathy will attain the age of 70 years on November 17, 2019. Pursuant to the provisions of Section 196 and other applicable provisions, if any, of the Companies Act, 2013, the continuation of a Director upon attaining more than 70 years of age shall be subject to the approval of the shareholders of the Company. Accordingly, the Board of Directors of the Company at their meeting held on 12.02.2019 have accorded their approval and recommended for the continuation of directorship of Sri S. Pathy (DIN 00013899) as Managing Director of the Company on his attaining of more than 70 years of age on November 17, 2019.

The approval of the Shareholders for the remuneration payable to Sri S. Pathy and continuation of his appointment after attainment of 70 years are to be accorded by means of a Special Resolution.

Except Sri S. Pathy, being the appointee director and Sri Aditya Krishna Pathy being his relative, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution.

**NOTES:**

1. Details under Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards issued by ICSI in respect of the Director seeking appointment/re-appointment at the General Meeting is furnished and forms a part of the Postal Ballot Notice.
2. This Notice along with the Postal Ballot Form is being sent by electronic mode to those Members, whose e-mail addresses are registered with the Company/ Depositories, unless any Member has registered for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent to them by the permitted mode. Members may note that this Notice will be available on the Company's website, [www.lakshnimills.com](http://www.lakshnimills.com) and on the website of National Securities Depository Limited (NSDL) [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
3. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on Friday, February 15, 2019 (cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by Postal Ballot or e-voting.
4. In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide voting by electronic means ("e-voting") facility to the Members, to enable them to cast their votes electronically. The Company has engaged the services of NSDL to provide e-voting facility to its Members.

5. The members whose names appear in the Register of Members / Record of Depository Participant as on 15<sup>th</sup> February 2019 will only be considered for voting. In case a person who is not a member of the Company as on the cut-off date receive this Notice, the same should be treated as being sent for informative purposes.
5. Members can opt for only one mode of voting i.e. either Postal Ballot Form or e-voting. In case any Member cast his votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through Postal Ballot Form shall be considered invalid.
6. The Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for receipt of duly completed Postal Ballot Form or e-voting i.e. Saturday, March 23, 2019.
7. A member cannot exercise his vote by proxy on Postal Ballot.
8. Members desiring to exercise their vote by physical Postal Ballot are requested to carefully read the instructions printed overleaf on the Postal Ballot Form and return the said Form duly completed and signed, in the enclosed postage prepaid self-addressed business reply envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than by 5.00 p.m. (IST) on Saturday, March 23, 2019. The postage will be borne by the Company. However, envelopes containing Postal Ballot Forms, if sent by courier or registered / speed post or deposited personally at the address given on the self addressed Business Reply Envelope, at the expense of the Members will also be accepted. If any Postal Ballot Form is received after 5.00 p.m. (IST) on Saturday, March 23, 2019, it will be considered that no reply from the Member has been received. Additionally, please note that the Postal Ballot Forms shall be considered invalid if (i) it is not possible to determine without any doubt the assent or dissent of the Member, and/or (ii) a competent authority has given directions in writing to the Company to freeze the voting rights of the Member, and/or (iii) it is defaced or mutilated in such a way that its identity as a genuine form cannot be established; and/ or (iv) the Member has made any amendment to the resolution set out herein or imposed any condition while exercising his vote.
9. Members who have received the Postal Ballot Notice by e-mail and who wish to vote through Physical Form may download the Postal Ballot Form attached in the e-mail or from the link [www.evoting.nsd.com](http://www.evoting.nsd.com) or from the Company's website – [www.lakshimills.com](http://www.lakshimills.com) and send the duly completed and signed Postal Ballot Form to the Scrutinizer so as to reach on or before 5.00 p.m. (IST) Saturday, March 23, 2019.
10. In case a Member is desirous of obtaining duplicate Postal Ballot Form, the Member may write to the Company at its registered office or download the Postal Ballot Form from the Company's website, - [www.lakshimills.com](http://www.lakshimills.com) or from the website of NSDL, [www.evoting.nsd.com](http://www.evoting.nsd.com)
11. The instructions for e-voting are as under:  
The details of the process and manner for remote e-voting are explained herein below:  
Step 1: Log-in to NSDL e-voting system at <https://www.evoting.nsd.com/>  
Step 2: Cast your vote electronically on NSDL e-voting system.  
Details on Step 1 is mentioned below:  
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.nsd.com/> either on a Personal Computer or on a mobile phone.
  2. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
  3. A new screen will open. You will have to enter your UserID, your Password and a Verification Code as shown on the screen.  
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click one-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. Your password details 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, your 'initial password' is communicated to you on your postal address.
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](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.

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.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-votingsystem?

1. After successful login at Step 1, you will be able to see the Home page of e-voting. Click on e-voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of the Company, which is **110467**.
4. Now you are ready for e-voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for Members**

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 authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [bkcacbe@gmail.com](mailto:bkcacbe@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
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](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

12. Other Instructions:

- i. The e-voting period commences from 9.00 a.m. (IST) Friday, February 22, 2019 to 5.00 p.m. (IST) Saturday, March 23, 2019. During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, February 15, 2019 i.e. Cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently or cast vote again.
- ii. The Scrutinizer shall, immediately after the conclusion of voting through Postal Ballot, count the votes cast, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of voting through Postal Ballot, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or any person authorised by him, who shall countersign the same. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final and binding.
- iii. The results declared along with the Scrutinizer's Report shall be displayed at the Registered Office of the Company, placed on the Company's website – [www.lakshmill.com](http://www.lakshmill.com) and on the website of NSDL, [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.

By Order of the Board

Coimbatore  
February 12, 2019

N. Singaravel  
Company Secretary

**Notes**

**I. General Information and disclosure as required under Section II, Part II of Schedule V of the Companies Act, 2013 is furnished below:**

**1. Nature of Industry:**

The Company is manufacturing Cotton and Synthetic yarn and outsourcing cloth. The installed capacity is 1,33,392 Ring spindles. The Company presently has two manufacturing Units, one at Palladam and another at Kovilpatti.

**2. Date of commencement of Commercial Production:**

The Company was incorporated on 01<sup>st</sup> April 1910 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 of the year - 2017 – 18**

₹ in lakhs

Turnover	23,668.46
Profit Before Tax	273.00
Profit After Tax	142.29
Paid up Capital	695.55
Other Equity	48,437.11
Basic Earnings per Share	20.46

**5. Export Performance and Net foreign exchange earnings:**

Yarn	1,884.84
Cloth	1,360.02

**6. Foreign Investments or Collaborators:**

**NIL**

**II. Information about the appointee Sri S. Pathy, Managing Director**

**1. Background details:**

Sri S. Pathy is a commerce graduate from the University of Madras and has intensive experience in various fields of Management. He has been associated with the Textile and Textile Machinery Manufacturing Industry for more than 40 years. He was a Member of the Executive Council of the Textile Machinery Manufacturers' Association (India).

**2. Past Remuneration** : ₹ 5,00,000/- per month with an annual increment of ₹ 50,000/- per month.

**3. Recognition or awards** : Nil

**4. Job profile and his suitability** : During his tenure as a Managing Director, the Company has made improvements in its product line. With the proposed new line of business, the Company is expected to register growth both in top line and bottom line.

**5. Remuneration Proposed** : As disclosed in Item No.2.

**6. 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 origin)**

The proposed remuneration package commensurate with his experience and responsibility shouldered by him in the Company and also with the trend in the industry levels while compared to the remuneration paid to the Managing Director of Companies of similar size and responsibilities.

**7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:**

Except for receiving remuneration Sri S. Pathy has no pecuniary relationship with the Company. Sri S. Pathy is related to Sri Aditya Krishna Pathy, Deputy Managing Director.

**III. Other information**

**1. Reasons of loss or inadequacy of profits**

The Company is one of the leading textile mills in South India, established in the year 1910. The Company has a track record of paying dividend to the shareholders regularly. The Equity Shares of Rs. 100/- each of the Company are quoted at about Rs. 2,900/- per share. Due to market fluctuation for yarn as well as raw materials, the profitability of the Company is affected.

**2. Steps taken or proposed to be taken for improvement**

The Company has made improvements in its product line and with the proposed new line of business, the Company is expected to register growth both in top line and bottom line.

**3. Expected increase in productivity and profits in Measurable terms**

The working of the Company for the Financial Year 2017-18 has resulted in a Net Profit of Rs. 142.29 Lakhs and is expected to improve on implementation of the new business development proposals.

**IV. Disclosures**

The following disclosures shall be mentioned in the Board of Directors' Report under the heading "Corporate Governance" if any, attached to the Financial Statement:-

1. all elements of remuneration package such as salary, benefits, bonuses, stock options, pension etc. of all the Directors;
2. details of fixed component and performance linked incentives along with the performance criteria;
3. service contracts, notice period, severance fees;
4. 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 shall make requisite disclosures on the remuneration of the appointee Managing Director in the Board of Directors' Report under the heading "Corporate Governance" for the relevant financial year.

The disclosure in accordance with Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards issued by ICSI.

Name	R. Santharam	S. Pathy
DIN	00151333	00013899
Date of Birth / Nationality	21.03.1937 - Indian	17.11.1949 – Indian
Age	81 years	69 years
Educational Qualification	Textile Management	B. Com
Experience	50 years	40 years
Area of Expertise	More than 50 years of experience in Textile and Textile Machinery Manufacturing Industry	More than 40 years of experience in Textile and Textile Machinery Manufacturing Industry
Date of first appointment on the Board	27.03.2002	27.09.1995
Inter-se relationship with other Director / Manager and other KMP	None	Sri S. Pathy is related to Sri Aditya Krishna Pathy, Deputy Managing Director
No. of shares held in the Company	Nil	1,13,570 Equity shares of Rs. 100/- each
Board Position held	Vice Chairman	Chairman and Managing Director
Terms and Conditions of Appointment / Re-appointment	As specified in Item No.1 of the Postal Ballot Notice	As specified in Item No.2 of the Postal Ballot Notice

Remuneration sought to be paid	Sitting Fees for attending the Committee / Board Meetings	As specified in Item No. 2 of the Postal Ballot Notice
Remuneration last drawn (if applicable)	Sitting Fees for attending the Committee / Board Meetings	Gross remuneration drawn as on 31.03.2018 – Rs. 86.93 Lakhs as Chairman and Managing Director
Number of Board Meetings attended during the year	2	3
Other Directorships held, if any	<ol style="list-style-type: none"> <li>1. The Lakshmi Card Clothing Mfg. Co. Pvt. Ltd</li> <li>2. Lakshmi Automatic Loom Works Ltd</li> <li>3. LCC Investments Ltd</li> <li>4. R. Santharam Marketing &amp; Services Pvt. Ltd</li> <li>5. Sri Revati Spinning Mills Ltd</li> </ol>	<ol style="list-style-type: none"> <li>1. Lakshmi Automatic Loom Works Ltd</li> <li>2. Lakshmi Machine Works Ltd</li> <li>3. LCC Investments Ltd</li> <li>4. The Lakshmi Card Clothing Mfg. Co. Pvt. Ltd</li> <li>5. The Coimbatore Lakshmi Cotton Press Pvt. Ltd</li> <li>6. Sans Craintes Stud Farm Pvt. Ltd</li> <li>7. Sans Craintes Livestock Pvt. Ltd</li> <li>8. Sans Craintes Racing &amp; Bloodstock Pvt. Ltd</li> <li>9. Rasakondalu Developers Pvt. Ltd</li> <li>10. Sans Craintes Power Pvt. Ltd</li> </ol>
Chairmanship / Membership in the Committees of the Board of Other Companies	<p>Member – Audit Committee Lakshmi Automatic Loom Works Ltd</p> <p>Chairman – Stakeholders' Relationship Committee Lakshmi Automatic Loom Works Ltd</p>	<p>Member – Nomination and Remuneration Committee Lakshmi Machine Works Ltd</p>





ESTD - 1910

## The Lakshmi Mills Company Limited

Registered Office: 686, Avanashi Road, Coimbatore 641 037

CIN: L17111TZ1910PLC000093;

Tel: 91 422 2245461-65; Fax: 91422 2246508

E-mail: secretarial@lakshmill.com; Website: www.lakshmill.com

### POSTAL BALLOT FORM

(Please read the instruction printed overleaf carefully before completing this Form)

1. Registered Folio No./ DP ID No. & Client ID No*/ :	
*(Applicable to investors holding shares in dematerialized form)	
2. Name and Registered Address of the sole/first named Member :	
3. Name(s) of the Joint-Holder(s)/ Member(s), if any :	
4. Number of shares held :	

I/We hereby exercise my/our vote in respect of the Special Resolutions to be passed through Postal Ballot for the business set out in the Notice of the Company dated 12.02.2019 by conveying my/our assent or dissent to the said Resolutions by putting a tick (✓) mark at the appropriate box :

Item No	Description	Type of Resolution	No of Equity Shares held	I / We assent to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
1	Continuation of the appointment of Sri R. Santharam (DIN:00151333) as a Non Executive Non Independent Director	Special			
2	Payment of remuneration to Sri S. Pathy (DIN 00013899) Managing Director of the Company.	Special			

Place :

Date :

\_\_\_\_\_  
Signature of the Shareholder

(Please read the instructions printed overleaf carefully before exercising your vote)

### E-VOTING PARTICULARS

If desirous of E- Voting, please read the instructions given in the Postal Ballot Notice before exercising.

EVEN (Electronic Voting Event Number)	USER ID	PASSWORD
110467		

## INSTRUCTIONS

### Process and manner for Member opting to vote by using the Postal Ballot Form

1. Please complete and sign the ballot form and sent it, so as to reach the scrutinizer appointed by the Board of Directors of the Company, Sri B. Krishnamoorthi, Practicing Chartered Accountant, (Membership No. 20439) not later than the close of working hours (5.00 P.M) on 23.03.2019. For this purpose, a self addressed business reply envelope is enclosed and postage will be paid by the Company, if posted in India. The envelope bears the name and address of the Scrutinizer. However, envelopes containing the Ballot Form, if deposited in person or sent by courier or registered / speed post at the expense of the Member, will also be accepted. Ballot Forms received after 23.03.2019 (5.00 P.M) will be strictly treated as if the reply from the Member has not been received.
2. The form should be signed by the Member as per the specimen signature registered with the Company / Depository Participants. In case of joint holding, the form should be completed and signed by the first named Member and in his / her absence, by the next named joint holder. There will be one form for every Folio / Client ID irrespective of the number of joint holders. A Power of Attorney (POA) holder may vote on behalf of a Member, mentioning the registration number of the POA or enclosing an attested copy of the POA. Exercise of vote is not permitted through proxy.
3. For shares held by Companies, Body Corporate, Trusts, Societies, etc., the duly completed form should be accompanied by a certified true copy of the board resolution / authorization together with attested specimen signature(s) of the duly authorized signatory (ies).
4. Votes should be cast, either in favour or against by putting the tick (✓) mark in the column provided for assent / dissent. Member may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR / AGAINST" taken together should not exceed the Member's total shareholding. If the shareholder does not indicate either "FOR" or "AGAINST" in case of the resolution, it will be treated as "ABSTAIN" for the resolution and the shares held will not be counted under either head.
5. The voting rights of the shareholders shall be in proportion to their shares of the paid - up equity share capital of the Company as on 15.02.2019 (cut off date) as per the Register of Member of the Company and as informed to the Company by the depositories in case of dematted shares.
6. A Member may request for duplicate ballot form, if so required. However, the duly filled in and signed duplicate form should reach the Scrutinizer not later than the date specified in Sr. No. 1 above.
7. Unsigned, incomplete, improperly or incorrectly tick marked ballot forms will be rejected. A form will also be rejected if it is received in torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or the number of votes or as to whether the votes are in favour or against or if the signature cannot be verified.
8. The Scrutinizer's decision on the validity of the ballot will be final.
9. Members are requested not to send any other paper along with the ballot form in the enclosed self addressed business reply envelope and any other paper found in such envelope would be destroyed. Members are also requested not to write anything on the ballot form except giving their name, registered address, No. of shares, assent or dissent and putting their signature.
10. The results of the voting shall be declared within 7 days of the last date of receipt of the Postal Ballot. The results declared, along with the Scrutinizer's report, shall be placed on the Company's website - [www.lakshminimills.com](http://www.lakshminimills.com) and on the website of NSDL and communicated to the Mumbai Stock Exchange - BSE Ltd., where the Company's shares are listed, immediately after the Chairman declares the result.

#### Notes:

1. This ballot form is provided for the benefit of the Member who do not have access to e - voting facility, to enable them to send their assent or dissent by post.
2. A Member can opt for only one mode of voting i.e., either by post or through e - voting. If a Member casts votes by both modes, then voting done through e - voting shall prevail and Postal Ballot Form of that Member shall be treated as invalid.
3. For detailed instructions on e - voting, please refer to the notes appended to the notice pursuant to Section 110 of the Companies Act, 2013.