

March 23, 2019

**REPORT OF SCRUTINIZER  
[E-VOTING]**

[Pursuant to section 110 of the Companies Act, 2013 and rule 20 & 22 of the  
Companies (Management and Administration) Rules, 2014]

To


The Chairman  
The Lakshmi Mills Company Limited  
686, Avanashi Road  
Coimbatore - 641 037

Dear Sir,

I, B. Krishnamoorthi, BSc, FCA Practicing Chartered Accountant, was appointed was appointed by the Board of Directors of the Company at their meeting held on 12<sup>th</sup> February, 2019 to act as Scrutinizer for conducting the Postal Ballot and e-voting process and to ascertain the requisite majority in a fair and transparent manner on the votes cast through Ballot forms received through post and E-Voting in respect of Postal Ballot carried out as per section 110 of the Companies Act, 2013 and rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 on the resolution referred to in this report.

I submit my report as under:

1. The Notice was sent to all the Members, whose names appeared in the Register of Members as on 15<sup>th</sup> February, 2019 (cut-off date), who were entitled to vote on the proposed 2 (Two) Resolutions as mentioned in the Notice of the Postal Ballot dated 12<sup>th</sup> February, 2019 of "The Lakshmi Mills Company Limited", by email to those shareholders who had registered their email id's and by registered post to other shareholders to their registered address.
2. The E-Voting period remained open from 09.00 AM on Friday 22<sup>nd</sup> February, 2019 up to 05.00 PM on Saturday 23<sup>th</sup> March, 2019.
3. The Votes cast through E-Voting were unblocked on 23<sup>rd</sup> March, 2019 around 05.15 pm in the presence of two witnesses, namely Mr.K.Jayakumar and Mr.R.Sasidharan, who are not in employment of the Company.
4. The Company had provided to the shareholders, an option to send their assent or dissent in writing on a postal ballot or through electronic means. The postal ballot forms were dispatched to the shareholders along with the Notice of Postal Ballot and a self addressed Business Reply Envelope. Voting rights reckoned on the shareholding as on the above mentioned cut-off date i.e. 15<sup>th</sup> February, 2019. The last date for receipt of the physical ballot forms was on 23<sup>rd</sup> March, 2019. The physical ballot forms received up to the last date stated above, were diligently scrutinized and reconciled with the records maintained by the Registrars and Share Transfer Agents of the Company viz. S.K.D.C. Consultants Limited, Coimbatore.

  
B. KRISHNAMOORTHY, F.C.A.,  
Chartered Accountant  
Membership No: 20439

Office : 'Kanapathy Towers' III Floor, No. 1391/A-1, Sathy Road, Ganapathy, Coimbatore 641 006

Phone : 0422 4039900 Fax : 0422 - 2536673 E-mail : bkcacbe@gmail.com

Resi : "Shreekara" No. 9, Right House, Rajarajeshwari Estates, Mullai Nagar, Marudhamalai Road, Coimbatore 641 041, Phone : 0422 4512371

**B. Krishnamoorthi** B.Sc., F.C.A.  
Chartered Accountant

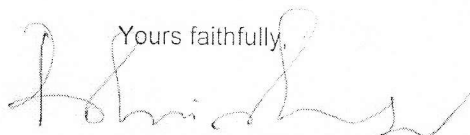
5. In tune with the Instructions for e-voting, sent along with the Notice dated 12<sup>th</sup> February, 2019, in respect of members who have voted in both modes (i.e. E-Voting and Physical Ballot form), I have considered only E-Voting by not reckoning the voting done through Ballot Form.
6. 2 Ballot Forms involving 8 shares which were incomplete and / or were otherwise defective were treated as invalid.
7. One shareholder holding 2 shares had abstained from voting for resolution no.2,
8. I have collated the votes cast through remote E-Voting and votes cast through Ballot forms (received by post / hand delivery) and the same have been furnished hereunder.

|   | Resolution  | Mode          | For            |              |         | Against        |              |       |
|---|---|---------------|----------------|--------------|---------|----------------|--------------|-------|
|   |   |               | No. of Members | No. of Votes | %       | No. of Members | No. of Votes | %     |
| 1 | Continuation of the appointment of Sri.R.Santharam (DIN:00151333) as a Non Executive Non Independent Director. (Special resolution) | E-Voting      | 14             | 37912        | 99.913  | 2              | 33           | 0.087 |
|   |   | Postal Ballot | 114            | 326491       | 99.990  | 3              | 32           | 0.010 |
|   |   | Total         | 128            | 364403       | 99.982  | 5              | 65           | 0.018 |
| 2 | Payment of remuneration to Sri.S.Pathy (DIN:00013899) Managing Director of the Company. (Special resolution)                        | E-Voting      | 16             | 37945        | 100.000 | 0              | 0            | 0.000 |
|   |   | Postal Ballot | 114            | 326498       | 99.993  | 2              | 23           | 0.007 |
|   |   | Total         | 130            | 364443       | 99.994  | 2              | 23           | 0.006 |

9. All relevant records of electronic voting and ballot forms will remain in my custody until the Chairman considers, approves and signs the minutes and thereafter the said records will be handed over to the Company Secretary of The Lakshmi Mills Company Limited, for safe custody.

Thanking you,

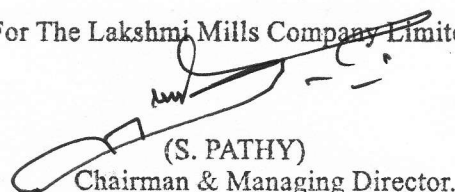
Yours faithfully,



(B. KRISHNAMOORTHY)  
SCRUTINIZER

B.KRISHNAMOORTHY, F.C.A.,  
Chartered Accountant  
Membership No: 20438

For The Lakshmi Mills Company Limited

(S. PATHY)  
Chairman & Managing Director.

Office : 'Kanapathy Towers' III Floor, No. 1391/A-1, Sathy Road, Ganapathy, Coimbatore 641 006

Phone : 0422 4039900 Fax : 0422 - 2536673 E-mail : bkcacbe@gmail.com

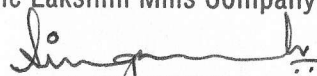
Resi : "Shreekara" No. 9, Right House, Rajarajeshwari Estates, Mullai Nagar, Marudhamalai Road, Coimbatore 641 041, Phone : 0422 4512371

The Lakshmi Mills Company Limited

Voting details for the postal ballot voting ended on 23rd March, 2019

|      |   |  | 1                      | 2                       | 3   | 4                          | 5                        | 6  | 7  |
|------|---|--|------------------------|-------------------------|---|----------------------------|--------------------------|--|--|
| SLNO | RESOLUTION  | Promoter/ Public                           | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes in favour (4) | No. of Votes against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| 1    | Continuation of the appointment of Sri.R.Santharam (DIN:00151333) as a Non Executive Non Independent Director. (Special resolution) | Promoter - E-Voting                        | 427,595                | -                       | -   | -                          | -                        | -  | -  |
|      |   | Promoter - Poll at AGM                     |                        | -                       | -   | -                          | -                        | -  | -  |
|      |   | Promoter - Ballot by Post                  |                        | 295,236                 | 69.05   | 295,236                    | -                        | 100.00   | -  |
|      |   | Total (A)                                  |                        | 295,236                 | 69.05   | 295,236                    | -                        | 100.00   | -  |
|      |   | Public - Institutions - E-Voting           | 43,032                 | 37,600                  | 87.38   | 37,600                     | -                        | 100.00   | -  |
|      |   | Public - Institutions - Poll at AGM        |                        | -                       | -   | -                          | -                        | -  | -  |
|      |   | Public - Institutions - Ballot by Post     |                        | -                       | -   | -                          | -                        | -  | -  |
|      |   | Total (B)                                  |                        | 37,600                  | 87.38   | 37,600                     | -                        | 100.00   | -  |
|      |   | Public - Non Institutions - E-Voting       | 224,923                | 345                     | 0.15  | 312                        | 33                       | 90.44  | 9.57   |
|      |   | Public - Non Institutions - Poll at AGM    |                        | -                       | -   | -                          | -                        | -  | -  |
|      |   | Public - Non Institutions - Ballot by Post |                        | 31,287                  | 13.91   | 31,255                     | 32                       | 99.90  | 0.10   |
|      |   | Total (C)                                  |                        | 31,632                  | 14.06   | 31,567                     | 65                       | 99.79  | 0.21   |
|      |   | Total (A+B+C)                              | 695,550                | 364,468                 | 52.40   | 364,403                    | 65                       | 99.98  | 0.02   |
| 2    | Payment of remuneration to Sri.S.Pathy (DIN:00013899) Managing Director of the Company. (Special resolution)                        | Promoter - E-Voting                        | 427,595                | -                       | -   | -                          | -                        | -  | -  |
|      |   | Promoter - Poll at AGM                     |                        | -                       | -   | -                          | -                        | -  | -  |
|      |   | Promoter - Ballot by Post                  |                        | 295,236                 | 69.05   | 295,236                    | -                        | 100.00   | -  |
|      |   | Total (A)                                  |                        | 295,236                 | 69.05   | 295,236                    | -                        | 100.00   | -  |
|      |   | Public - Institutions - E-Voting           | 43,032                 | 37,600                  | 87.38   | 37,600                     | -                        | 100.00   | -  |
|      |   | Public - Institutions - Poll at AGM        |                        | -                       | -   | -                          | -                        | -  | -  |
|      |   | Public - Institutions - Ballot by Post     |                        | -                       | -   | -                          | -                        | -  | -  |
|      |   | Total (B)                                  |                        | 37,600                  | 87.38   | 37,600                     | -                        | 100.00   | -  |
|      |   | Public - Non Institutions - E-Voting       | 224,923                | 345                     | 0.15  | 345                        | -                        | 100.00   | -  |
|      |   | Public - Non Institutions - Poll at AGM    |                        | -                       | -   | -                          | -                        | -  | -  |
|      |   | Public - Non Institutions - Ballot by Post |                        | 31,285                  | 13.91   | 31,262                     | 23                       | 99.93  | 0.07   |
|      |   | Total (C)                                  |                        | 31,630                  | 14.06   | 31,607                     | 23                       | 99.93  | 0.07   |
|      |   | Total (A+B+C)                              | 695,550                | 364,466                 | 52.40   | 364,443                    | 23                       | 99.99  | 0.01   |

For The Lakshmi Mills Company Ltd,

  
N. SINGARAVEL  
Company Secretary