

# THE LAKSHMI MILLS COMPANY LIMITED

686, Avanashi Road, Coimbatore - 641 037

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CIN: L17111TZ1910PLC000093

## NOTICE TO SHAREHOLDERS

Notice is hereby given that the **HUNDRED AND NINETH ANNUAL GENERAL MEETING** of the Members of the Company will be held at "Nani Palkhivala Auditorium", Mani Higher Secondary School, Pappanaickenpalayam, Coimbatore - 641 037, on **Thursday, the 12th September 2019 at 4.30 P.M** to transact the following businesses:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements including Balance Sheet as at 31st March, 2019, the Statement of Profit and Loss (including other comprehensive income), the Statement of Cash Flow and Changes in Equity for the year ended on that date together with the Directors' Report and the Auditors' Report thereon.
2. To declare a Dividend for the year ended 31<sup>st</sup> March, 2019.
3. To appoint a Director in the place of Sri Aditya Krishna Pathy (DIN 00062224), who retires by rotation and being eligible, offers himself for reappointment.

### SPECIAL BUSINESS:

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

"RESOLVED that pursuant to Sections 149, 150, 152, 160 and Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Regulation 16 (1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (as amended) and upon the recommendation of the Nomination and Remuneration Committee and Board of Directors, Sri Satish Ajmera (DIN 00208919), an Independent - Non Executive Director of the Company whose period of office is expiring on this date, who has given his consent for the re-appointment and has submitted a declaration that he meets the criteria for independence under Section 149(6) of the Act and who is eligible for reappointment, be and is hereby

reappointed as an Independent Non - Executive Director of the Company to hold office for a Second Term of 5 (FIVE) consecutive years w.e.f 12.09.2019 or the date of 114th Annual General Meeting, whichever is earlier and shall not be liable to retire by rotation.

RESOLVED FURTHER 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 SEBI (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 Satish Ajmera (DIN 00208919), who will be attaining the age of 75 years on October 26, 2019 as Non Executive Director of the Company as recommended by the Nomination and Remuneration Committee."

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

"RESOLVED that pursuant to Sections 149, 150, 152, 160 and Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Regulation 16 (1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (as amended) and upon the recommendation of the Nomination and Remuneration Committee and Board of Directors, Sri D. Rajendran (DIN 00003848), Independent - Non Executive Director of the Company whose period of office is expiring on this date, who has given his consent for the re-appointment and has submitted a declaration that he meets the criteria for independence under Section 149(6) of the Act and who is eligible for reappointment, be and is hereby reappointed as an Independent Non - Executive Director of the Company to hold office for a Second Term of 5 (FIVE) consecutive years w.e.f 12.09.2019 or the date of 114th Annual General Meeting,

whichever is earlier and shall not be liable to retire by rotation.

RESOLVED FURTHER 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 SEBI (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 D. Rajendran (DIN 00003848), who will be attaining the age of 75 years on December 17, 2023 as Non Executive Director of the Company as recommended by the Nomination and Remuneration Committee."

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

"RESOLVED that pursuant to Sections 149, 150, 152, 160 and Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Regulation 16 (1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (as amended) and upon the recommendation of the Nomination and Remuneration Committee and Board of Directors, Sri Vijay Venkatasamy (DIN 00002906), Independent - Non Executive Director of the Company whose period of office is expiring on this date, who has given his consent for the re-appointment and has submitted a declaration that he meets the criteria for independence under Section 149(6) of the Act and who is eligible for reappointment, be and is hereby reappointed as an Independent Non - Executive Director of the Company to hold office for a Second Term of 5 (FIVE) consecutive years w.e.f 12.09.2019 or the date of 114th Annual General Meeting, whichever is earlier and shall not be liable to retire by rotation.

RESOLVED FURTHER 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 SEBI (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 Vijay Venkatasamy (DIN 00002906), who will be attaining the age of 75 years on August 12, 2022 as Non Executive Director of the Company as recommended by the Nomination and Remuneration Committee."

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

"RESOLVED THAT pursuant to the provisions of Section 180 (i)(a) and other applicable provisions, if any, of the Companies Act, 2013, and the relevant Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the enabling provisions in the Memorandum of Association and Articles of Association of the Company, approval and consent of the Members of the Company be and is hereby granted to the Board of Directors to develop, lease the surplus Land & Buildings of the Company at a fair rental as prevailing in the area."

**8. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of section 148(3) and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s. A. R. Ramasubramania Raja & Co., (Registration No. 000514), Cost Accountants, Coimbatore, 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 2019-20 on a remuneration of ₹ 1,00,000/- exclusive of applicable taxes and reimbursement of out of pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified and confirmed."

Coimbatore  
06.08.2019

By Order of the Board  
**N. SINGARAVEL**  
Company Secretary

# THE LAKSHMI MILLS COMPANY LIMITED

## NOTES:

The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed hereto.

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (the AGM) IS ENTITLED TO APPOINT A PROXY AND VOTE INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. THE INSTRUMENTS APPOINTING THE PROXY DULY COMPLETED MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM FOR THE MEETING IS ENCLOSED.
3. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER.
4. Members may note that M/s. M. S. Jagannathan and Visvanathan, Chartered Accountants, (Firm Registration No. 001209S), Coimbatore, the statutory auditors of the company were appointed by the shareholders at the 107th Annual General Meeting (AGM) held on 26.07.2017, to hold office for a period of 5 years till the conclusion of AGM to be held during the year 2022, subject to ratification by the shareholders at every AGM. However, the Ministry of Corporate Affairs vide its notification dated 07.05.2018 has amended Section 139 of the Companies Act, 2013 by omitting the requirement of seeking ratification of the members for appointment of statutory auditors at every AGM. Hence, no resolution is being proposed for ratification of appointment of statutory auditors at this 109th Annual General Meeting.
5. Members / Proxies should bring duly filled Attendance Slips sent herewith to attend the meeting.
6. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.
8. The Register of Members and Share Transfer Books of the Company will remain closed from Friday - 06.09.2019 to Thursday - 12.09.2019 (both days inclusive).
9. Subject to the provisions of the Companies Act, 2013, dividend as recommended by the Board of Directors, if declared at the meeting, will be paid within a period of 30 days from the date of declaration, in respect of those members who hold shares in physical form, whose names appear on the Register of Members as on 05.09.2019 and for those who hold shares in electronic form as per the details furnished by the Depositories for this purpose as at the close of the business hours on 05.09.2019.
10. Pursuant to Section 124 (5) of the Companies Act, 2013, all unclaimed dividends shall be transferred to the 'Investor Education and Protection Fund' of the Central Government after a period of 7 years from the date of declaration. Shareholders who have not encashed the dividend warrants for the years 2012-2013, 2013-14, 2014-15, 2015-16, 2016-17 & 2017-18 are requested to write to the Registrar and Share Transfer Agents of the Company, M/s. S.K.D.C. Consultants Limited, Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore - 641 006 for claiming the dividend.
11. The Company had not paid any dividend for the financial year 2011 - 2012 and hence no dividend or unclaimed shares are required to be transferred to the Investor Education and Protection Fund or to the IEPF Suspense Account respectively after conclusion of this Annual General Meeting under the provisions of Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.
12. The shareholders, whose unclaimed shares or unpaid amount stand already transferred to the IEPF Authority Account, may claim the same from the IEPF Authority by filing Form IEPF - 5 along with requisite documents.
13. Company's share transfer work and dematerialisation of shares, is done by Registrar and Share Transfer

Agents - M/s. S.K.D.C. Consultants Ltd., Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore - 641 006.

14. It is reiterated that the request for Dematerialisation and Rematerialisation are to be made only to the DP with whom you have opened an account and not to the Company or its depository / transfer agent.
15. International Securities Identification Number given to your company is INE938CO1019.
16. Members who are holding shares in the same name in more than one folio may please advise the Registrar and Share Transfer Agents for consolidating into single folio.
17. In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, securities of listed companies can only be transferred in dematerialized form with effect from April 1st, 2019. In view of the above, members are advised to dematerialise shares held by them in physical form.
18. As per the green initiative taken by the Ministry of Corporate Affairs, members are advised to register their email address with the Registrar and Share Transfer Agents M/s. S.K.D.C. Consultants Ltd., in respect of shares held in physical form and with the concerned depository participant in respect of shares held in demat form to enable the company to serve documents in electronic form.
19. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat account(s). Members holding shares in physical form can submit their PAN details to the company or to the Registrar and Share Transfer Agents - M/s. S.K.D.C. Consultants Ltd.
20. Securities and Exchange Board of India (SEBI) and the Ministry of Corporate Affairs have made it mandatory for all the listed Companies to offer Electronic Clearing Service (ECS) facilities for payment of dividend, wherever applicable. In view of this provision, Shareholders who are interested to avail the facility of Dividend payment by National Electronic Clearing Service (NECS) are requested to fill the NECS Mandate in the prescribed form (enclosed) and send it to the company's Registrar and Share Transfer Agents M/s. S.K.D.C. Consultants Ltd, "Kanapathy Towers", 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore 641 006 - email ID: info@skdc-consultants.com.
21. Members holding shares in Physical form are requested to intimate the email id, change of address and their bank account details such as bank name, branch with address and account number for incorporating the same in Dividend Warrant / Cheque to Company's Registrar and Share Transfer Agents - M/s. S.K.D.C. Consultants Limited quoting their respective folio number. Members holding shares in Demat form are requested to intimate the email id, change of address notifications and updates of bank account details to their respective Depository Participants.
22. Pursuant to the provisions of Section 72 of the Companies Act, 2013, members may file nomination forms in respect of their physical shareholdings. Any member wishing to avail this facility may submit to the Company's Registrar & Share Transfer Agent in the prescribed statutory form. Should any assistance be desired, members should get in touch with the Company's Registrar & Share Transfer Agents.
23. Brief resume, details of shareholding and Directors inter-se relationship of Directors seeking election / re-election, as required under Reg. 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards issued by the Institute of Company Secretaries of India are provided as Annexure to this Notice.
24. Any member who needs any clarification on accounts or operations of the Company shall write to the Company Secretary, so as to reach him at least 7 days before the meeting, so that the information required can be made available at the meeting.
25. Members are requested to bring their copy of the Annual Report with them to the Annual General Meeting.
26. Electronic copy of the Annual Report and AGM Notice are being sent to all the members whose e-mail id is registered with the Company / Depository Participants unless any such member has requested for a hard copy of the same. For members who have not registered their e-mail id, physical copies of



# THE LAKSHMI MILLS COMPANY LIMITED

Annual Report and AGM Notice for the year 2018-19 are sent through the permitted mode separately.

27. The Notice of the Annual General Meeting and this communication are also available on the website of the Company and of the RTA - [www.skdc-consultants.com](http://www.skdc-consultants.com)
28. Members are requested to note that the venue of the 109th Annual General Meeting is "Nani Palkhivala Auditorium", Mani Higher Secondary School, Pappanaickenpalayam, Coimbatore - 641 037 and route map containing the complete particulars of the venue is printed on the backside of the Attendance Slip.

## Voting through Electronic Means

- i. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the members, the facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- ii. Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- iii. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- iv. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- v. The remote e-voting period commences on 09.09.2019 (9:00 AM) and ends on 11.09.2019 (5:00 PM). During this period, members' of the Company holding shares either in physical form or in

dematerialized form, as on the cut-off date of 05.09.2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

- vi. The process and manner for remote e-voting are as under:

- A. In case a member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)] :
  - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
  - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
  - (iii) Click on Shareholder - Login
  - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
  - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
  - (vii) Select "EVEN" of "The Lakshmi Mills Company Limited".
  - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
  - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.

- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [bkcacbe@gmail.com](mailto:bkcacbe@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy] :
- (i) Initial password is provided as below/at the bottom of the Proxy Form for the AGM:  
**EVEN (Remote e-voting Event Number)**  
**USER ID PASSWORD/PIN**
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- vii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and remote e-voting user manual for members available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. : 1800-222-990.
- viii. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password / PIN for casting your vote.
- ix. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- x. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 05.09.2019.
- xi. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 05.09.2019, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [info@skdc-consultants.com](mailto:info@skdc-consultants.com). However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no. : 1800-222-990.
- xii. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- xiii. Sri B. Krishnamoorthi, Chartered Accountant (Membership No. 20439) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- xiv. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" or "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- xv. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and 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 shall make, not later than two days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- xvi. The results shall be declared within 2 days of the conclusion of the 109th Annual General Meeting. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company - [www.lakshmimills.com](http://www.lakshmimills.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
- Coimbatore  
06.08.2019
- By Order of the Board  
**N. SINGARAVEL**  
 Company Secretary

# THE LAKSHMI MILLS COMPANY LIMITED

## ANNEXURE TO NOTICE

### EXPLANATORY STATEMENT

#### Pursuant to Section 102 of the Companies Act, 2013 Item No. 4, 5 & 6

Sri SATISH AJMERA (DIN: 00208919) and Sri D. RAJENDRAN (DIN: 00003848), were appointed as an Independent - Non-Executive Directors of the Company by the Members at the 104th Annual General Meeting held on 15th September 2014 to hold office for a term of 5 (FIVE) consecutive years till the conclusion of the 109th Annual General Meeting or 14.09.2019, whichever is earlier and Sri VIJAY VENKATASAMY (DIN: 00002906) was appointed as an Independent - Non-Executive Director of the Company by the Members at the 108th Annual General Meeting held on 20th September 2018 to hold office for a term of 1 (ONE) year till the conclusion of the 109th Annual General Meeting or 19.09.2019, whichever is earlier.

Sri Satish Ajmera (DIN: 00208919) and Sri D Rajendran (DIN: 00003848) Independent Directors shall be completing their first term of appointment upon completion of five years & Sri Vijay Venkatasamy (DIN: 00002906) shall be completing his first term of appointment upon completion of one year from the respective dates of their appointment during the current year, they are eligible for re-appointment for another term of five consecutive years subject to approval of the Members by way of passing a Special Resolutions.

The Nomination and Remuneration Committee of the Board has recommended the reappointment of Sri Satish Ajmera (DIN: 00208919), Sri D. Rajendran (DIN: 00003848) and Sri Vijay Venkatatsamy (DIN: 00002906), as Independent Directors for a second term of five (5) consecutive years from the date of conclusion of this Annual General Meeting. The Board of Directors of the Company are of the opinion that the continuation of Sri Satish Ajmera (DIN: 00208919), Sri D. Rajendran (DIN: 00003848) and Sri Vijay Venkatatsamy (DIN: 00002906), as Directors of the Company would be immeasurably beneficial to the Company.

As per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, ("Amendment Regulations, 2018"), inter alia, provides that "no listed Company shall appoint a person or continue the directorship of any person as a non executive director who has attained the age of 75

(seventy five) years unless it is approved by the members by passing a special resolution to that effect". Accordingly, Sri Satish Ajmera (DIN:00208919), Sri D. Rajendran (DIN:00003848) and Sri Vijay Venkatasamy (DIN:00002906) will attain the age of 75 years on 26th October 2019, 17th December 2023 and 12th August 2022 respectively and hence, continuation of their directorship beyond the age of 75 years requires the approval of members by way of a special resolutions.

Sri Satish Ajmera (DIN: 00208919), Sri D. Rajendran (DIN: 00003848) and Sri Vijay Venkatatsamy (DIN: 00002906) are not disqualified from being appointed as Directors in terms of Section 164 of the Companies Act, 2013 and not debarred from holding the office of Director by virtue of any SEBI order or any other such Regulatory Authority. They have given their consent to act as Directors along with the declaration that they meet the criteria of independence as prescribed under the Companies Act 2013 and the SEBI (LODR) Regulations, 2015.

In the opinion of the Board of Directors, Sri Satish Ajmera (DIN: 00208919), Sri D. Rajendran (DIN: 00003848) and Sri Vijay Venkatatsamy (DIN: 00002906) fulfil the conditions specified in the Companies Act, 2013 read with Rules made thereunder and the SEBI (LODR) Regulations, 2015 for their reappointment as Independent - Non Executive Directors of the Company and are independent of the management.

A notice in writing under Section 160 of the Companies Act, 2013, has been received from the member proposing Sri Satish Ajmera (DIN: 00208919), Sri D. Rajendran (DIN: 00003848) and Sri Vijay Venkatatsamy (DIN: 00002906) as a candidature for the office of Independent Directors of the Company. During their tenure of appointment, they shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

The Board of Directors recommends Special Resolutions for the reappointment of Sri Satish Ajmera (DIN: 00208919), Sri D. Rajendran (DIN: 00003848) and Sri Vijay Venkatatsamy (DIN: 00002906) as Independent Directors for another term of 5 (FIVE) consecutive years for approval by the Members of the Company.

The disclosures as required under Regulation 36 of the SEBI (LODR) Regulations, 2015 and Secretarial Standards 2 are furnished and forms part of this Notice of AGM.

A copy of the draft letter for re-appointment of the Independent Directors setting out the terms and conditions of their re-appointment would be available for inspection by the Members at the Registered Office of the Company during the normal business hours of the Company, other than Saturdays and Sundays, till the date of the ensuing Annual General Meeting.

Except the appointee Directors, Sri Satish Ajmera, Sri D. Rajendran and Sri Vijay Venkatasamy, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4, 5 & 6 of the Notice of the AGM.

**Item No. 7:**

Members of the Company are requested to note that Section 180 (i)(a) of the Companies Act, 2013 mandates that the Board of Directors of a Company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of any undertakings(s) of the Company with the approval of the Members of the Company by way of Special Resolution. Explanation (i) to Section 180(i)(a) of the Companies Act, 2013 defines an "undertaking" in which the investment of a Company exceeds twenty percent of the Company's networth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty percent of the total income of the Company during the previous financial year. Explanation (i) to Section 180(i)(a) of the Companies Act, 2013 states that the meaning of substantially the whole of the undertaking for the purpose of Section 180(i)(a) is, in any financial year, twenty percent or more of the value of the undertaking as per the audited balance sheet of the preceding financial year.

During the last quarter of the financial year ended 31.03.2019, the Company is structured into two reportable business segments - "Textiles" and "Rental Services". Textiles consist of manufacturing and sale of yarn and trading in cloth and garments. Rental Services consist of letting out of properties. Accordingly, pursuant to Section 180(i)(a) of the Companies Act, 2013, Members of the Company are requested to accord their consent by way of a Special Resolution to develop, lease

the surplus Land and Buildings of the Company at a fair rental as prevailing in the area.

None of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 7.

**Item No. 8:**

The Board of Directors of the Company, at their meeting held on 22nd May, 2019 on the recommendation of the Audit Committee, has approved the appointment of and remuneration payable to M/s. A. R. Ramasubramania Raja & Co., Cost Accountants for the audit of cost accounting records of the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended for the financial year 2019 - 20 at a remuneration of ₹ 1,00,000/- per annum excluding the applicable taxes and reimbursement of out of pocket expenses incurred by them in connection with the audit.

As per Section 148(3) of the Companies Act, 2013 read with Rule 14(a) of the Companies (Audit & 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. Board recommends this resolution for the approval of the members.

None of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 8.



# THE LAKSHMI MILLS COMPANY LIMITED

## Details of Director(s) seeking re-appointment at the Annual General Meeting in pursuance of Secretarial Standards (SS-2) and Regulation 36 of SEBI (LODR) Regulations, 2015.

Name	Sri Aditya Krishna Pathy	Sri Satish Ajmera	Sri D. Rajendran	Sri Vijay Venkatasamy
DN	00062224	00208919	00003848	00002906
Date of Birth / Age	31.07.1986 / Indian	26.10.1944 / Indian	17.12.1948 / Indian	12.08.1947 / Indian
Date of Induction on the Board	11.06.2009	26.05.2010	14.12.2006	14.02.2018
Relationship with other director	Sri S. Pathy - Son	None	None	None
Qualification	Business Management	B.Sc., F.C.A	Higher National Diploma in BM (UK)	MBA
Experience	12 years	52 Years in Finance and Accounts Financial and other allied functions	40 Years in Textile Management	40 years in Textile Industry
Shareholding	67,625	Nil	Nil	7
Board Position held	Executive Director	Independent Director	Independent Director	Independent Director
No. of Board Meeting attended during the year	4	4	3	4
Terms and conditions of appointment	Retires by rotation and eligible for re-appointment	Proposed to be re-appointed for a second term of 5 consecutive years		
Remuneration last drawn	Information disclosed in the Corporate Governance Report annexed to the Annual Report			
Remuneration sought to be paid	Salary - ₹ 3,90,000/- pm & perquisites ₹ 17,000/- pm	Sitting Fees for attending the Board and Committee Meetings		
List of Directorships held in other companies	<b>Listed : Nil</b> <b>Others :</b> Lakshmi Card Clothing Mfg. Co Pvt Ltd LCC Investments Pvt Ltd The Coimbatore Lakshmi Cotton Press Pvt Ltd Space Ventures India Pvt Ltd Sans Craintes Stud Farm Pvt Ltd Sans Craintes Livestock Pvt Ltd Sans Craintes Racing and Bloodstock Pvt. Ltd The Cotton Textile Export Promotion Council Confederation of Indian Textile Industry	<b>Listed : Nil</b> <b>Others :</b> PCS Technology Ltd Wires & Fabriks (SA) Ltd <b>Others:</b> S. Ajmera Finance P Ltd SRP Infosystems P Ltd A & A Mines and Minerals Private Ltd GKD India Ltd	<b>Listed : Nil</b> <b>Others :</b> Premier Spinning & Weaving Mills Pvt Ltd Premier Mills Pvt. Ltd Premier Fine Linens Pvt Ltd Prima Products Pvt Ltd Coimbatore Polytex Pvt Ltd Sree Narasimha Textiles Pvt Ltd	<b>Listed : Nil</b> <b>Others :</b> Vantex Ltd Coimbatore Pioneer Fertilizers Ltd Primo Aqua Green Pvt Ltd Super Sara Textiles Ltd The Coimbatore Cosmopolitan Club
Other Committee Memberships Audit Committee	Nil	<b>Chairman</b> Wires and Fabriks (SA) Ltd PCS Technology Ltd	Nil	Nil
Nomination and Remuneration Committee	Nil	<b>Member</b> Wires and Fabriks (SA) Ltd PCS Technology Ltd	Nil	Nil
Stakeholders Relationship Committee	Nil	<b>Chairman</b> Wires and Fabriks (SA) Ltd PCS Technology Ltd	Nil	Nil



## THE LAKSHMI MILLS COMPANY LIMITED

Registered Office: 686, Avanashi Road, Coimbatore - 641 037

Phone : 91-0422-2245461 to 2245465 Fax : 91-0422-2246508

E-mail : contact@lakshmimills.com web : www.lakshmimills.com

CIN: L17111TZ1910PLC000093

FORM NO. MGT - 11

### PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name & Address of  
the member(s):  
Folio No./Client ID  
DP ID  
E-mail ID:

I/We being the member(s) holding ..... shares of the above named Company, hereby appoint:

- 1) Name : .....  
Address : .....  
Email ID : ..... Signature ..... or failing him/her
- 2) Name : .....  
Address : .....  
Email ID : ..... Signature ..... or failing him/her
- 3) Name : .....  
Address : .....  
Email ID : ..... Signature ..... or failing him/her

As our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 109th Annual General Meeting of the Company to be held on Thursday, the 12th September 2019 at 4.30 p.m at "Nani Palkhivala Auditorium", Mani Higher Secondary School, Pappanaickenpalayam, Coimbatore - 641 037, Tamilnadu and at any adjournment thereof in respect of such resolutions as are indicated below:

✂ Cut here

P.T.O.

#### Electronic Voting Particulars

EVEN (Electronic Voting Event Number)	USER ID	PASSWORD
111352		

✂ Cut here



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CIN: L17111TZ1910PLC000093

#### ATTENDANCE SLIP

Attendance by  
Please ✓ the  
appropriate box

- ☐ Member  
☐ Proxy  
☐ Authorised  
☐ Representative

Folio No. / Demat ID :

No. of Shares held :

I hereby record my presence at the 109th Annual General Meeting of the Company being held on Thursday, the 12th September 2019 at 4.30 p.m at "Nani Palkhivala Auditorium", Mani Higher Secondary School, Pappanaickenpalayam, Coimbatore - 641 037, Tamilnadu.

Signature of Member / Proxy\*

Note: Shareholder / Proxy holder must bring the admission slip to the meeting and hand over at the entrance duly signed

Resolution Number	Resolution	Vote (Optional see Note 2) (Please mention no. of shares)		
		For	Against	Abstain
Ordinary Business				
1	Adoption of Annual Financial Statements as on 31.3.2019.			
2	Declaration of Dividend for the year ended 31.3.2019.			
3	Appointment of a Director in the place of Sri Aditya Krishna Pathy (DIN 00062224), who retires by rotation and being eligible offers himself for re - appointment.			
Special Business				
4	Appointment of Sri Satish Ajmera (DIN 00208919) as an Independent Director			
5	Appointment of Sri D. Rajendran (DIN 00003848) as an Independent Director			
6	Appointment of Sri Vijay Venkatasamy (DIN 00002906) as an Independent Director			
7	Develop, lease the surplus land and buildings of the Company.			
8	Ratification of appointment of M/s. A.R.Ramasubramania Raja & Co, Cost Accountants, (Registration. No. 000514), Cost Accountants, Coimbatore, appointed by the Board of Directors of the Company for the financial year 2019-20 and fixing their remuneration.			

Signed this ..... day of ..... 2019

Signature of the Shareholder : .....

Signature of Proxy holder(s) : .....

Affix ₹1/-  
Revenue  
Stamp

**Note :**

1.

This form of proxy, in order to be effective should be duly stamped, completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2.

Those members who have multiple folios with different joint holders may use copies of this attendance slip/proxy form.

