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

REPORT OF SCRUTINIZER

[Pursuant to the section 108 of the Companies Act, 2013 and rule 20(4) (xii) of the Companies (Management and Administration) Amendment Rules, 2015]

То

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

Dear Sir,

I, B. Krishnamoorthi, BSc, FCA Practicing Chartered Accountant, Coimbatore was appointed as Scrutinizer for the 109th (One Hundred and Nineth) Annual General Meeting of the Equity Shareholders of "**The Lakshmi Mills Company Limited**" held on 12th September 2019 at 4.30 pm at Nani Palkhivala Auditorium, Mani Higher Secondary School, Pappanaickenpalayam, Coimbatore 641037 for the purpose of scrutinizing the E-Voting process and Physical Ballot voting at the venue in a fair and transparent manner and ascertaining the requisite majority on E-Voting and Physical Ballot voting at venue carried out as per section 108 of the CompaniesAct,2013 and rule 20(4) (xii) of the Companies (Management and Administration) Amendment Rules, 2015 on the resolutions 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 16th August, 2019 to vote on the proposed 8 (Eight) Resolutions as mentioned in the Notice of the Annual General Meeting of "The Lakshmi Mills Company Limited" (Item No.1 (One) to 8 (Eight) of the Notice of Annual General Meeting of The Lakshmi Mills Company Limited. The Members holding equity shares as on the cut-off date i.e. 5th September, 2019 were only considered for e-voting and for voting at the meeting venue. Number of shareholders as on cut-off date is 5601.
- The E-Voting period remained open from 09.00 AM on Monday 9th September, 2019 upto 05.00 PM on Wednesday 11th September, 2019.
- The Chairman, at the Annual General Meeting, at the end of discussions on the Resolutions contained in the Notice, allowed voting at the venue of the Annual General Meeting on the Ballot Forms provided at the Meeting venue to all those members who were present at the Meeting but have not cast their votes by availing the remote e-voting.
- 4. After the conclusion of the Meeting, the Ballot Boxes were opened in my presence and the physical ballot forms were diligently scrutinized and reconciled with the records maintained by the Registrar and Transfer Agents of the Company. I thereafter first counted the votes cast at the Meeting through these Ballot Forms.

B.KRISHNAMOORTHI, F.C.A. Chartered Accountant Membership No: 20439 (UDIN! 190 20439 AAAA EW1233)

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

- The Votes cast through E-Voting were unblocked on 13th September, 2019 around 12.30 PM in the presence of two witnesses, namely Mr.K.Jayakumar and Mr.R.Sasidharan, who are not in employment of the Company.
- 6. In tune with the Instructions for e-voting, sent along with the Notice of the Annual General Meeting dated 06th August, 2019, in respect of members who have voted in both modes (i.e. E-Voting and Physical Ballot form voted at the venue), I have considered only E-Voting by not reckoning the voting done through Ballot Form.
- 7. 3 Ballot Forms involving 27 shares which was incomplete and / or were otherwise defective was treated as invalid.
- I have collated the votes received through E-Voting process and Physical Ballot forms voted at venue and the same have been furnished hereunder.

	Resolution	Mode	For			Against			
			No.of Members	No.of Votes	%	No.of Members	No.of Votes	%	
	Adoption of Annual	E-Voting	6	501	100.000	0	0	0.000	
1	Financial Statements as on 31.03.2019.	Ballot form at the AGM venue	63	472716	100.000	0	0	0.000	
	(Ordinary Resolution)	Total	69	473217	100.000	0	0	0.000	
	Declaration of Dividend for the year ended 31.03.2019. (Ordinary Resolution)	E-Voting	6	501	100.000	0	0	0.000	
2		Ballot form at the AGM venue	63	472716	100.000	0	0	0.000	
		Total	69	473217	100.000	0	0	0.000	
	Appointment of a Director in the place of Sri.Aditya Krishna Pathy (DIN	E-Voting	6	501	100.000	0	0	0.000	
3	00062224) who retires by rotation and being	Ballot form at the AGM venue	63	472716	100.000	0	0	0.000	
	eligible, offers himself for re-appointment. (Ordinary Resolution)	Total	69	473217	100.000	0	0	0.000	
	Appointment of Sri. Satish	E-Voting	6	501	100,000	0	0	0.000	
4	Ajmera (DIN 00208919) as an Independent Director.	Ballot form at the AGM venue	63	472716	100.000	0	0	0.000	
	(Special Resolution)	Total	69	473217	100.000	0	0	0.000	

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

(UDIN: 19020439AAAAEW1233)

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

5	Appointment of Sri.	E-Voting	6	501	100.000	0	0	0.000
	D.Rajendran (DIN 00003848) as an Independent Director.	Ballot form at the AGM venue	63	472716	100.000	0	0	0.000
	(Special Resolution)	Total	69	473217	100.000	0	0	0.000
	Appointment of Sri. Vijay	E-Voting	6	501	100.000	0	0	0.000
6	Venkatasamy (DIN 00002906) as an	Ballot form at the AGM venue	63	472716	100.000	0	0	0.000
	Independent Director. (Special Resolution)	Total	69	473217	100.000	0	0	0.000
	Develop, lease the surplus	E-Voting	6	501	100.000	0	0	0.000
7	land and buildings of the Company.	Ballot form at the AGM venue	63	472716	100.000	0	0	0.000
	(Special Resolution)	Total	69	473217	100.000	0	0 0 0 0 0 0 0 0	0.000
8	Ratification of appointment of M/s. A.R.Ramasubramania	E-Voting	6	501	100.000	0	0	0.000
	Raja & Co., (Registration no.000514) Cost Accountants, Coimbatore appointed by the Board of	Ballot form at the AGM venue	63	472716	100.000	0	0	0.000
	Directors of the Company for the financial year 2019– 20 and fixing their remuneration. (Ordinary Resolution)	Total	69	473217	100.000	0	0	0.000

- All relevant records of electronic voting and ballot forms will remain in my custody until the Chairman considers, approves and signs the minutes of the 109th Annual General Meeting 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. KRISHNAMOORTHI) SCRUTINIZER

B.KRISHNA MOORTHI, F.C.A., Chartered Accountant Membership No: 20439 For The Lakshmi Mills Company Limited

(S. PATHY) Chairman & Managing Director.

(UPIN: 19020439AAAAEW1233)

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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 business transacted at the Annual General meeting held on 12th September, 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
		Promoter - E-Voting			<u>2</u>	2	12		-
		Promoter - Poll at AGM	428,715	410252	95.693	410252	0	100.000	
		Promoter - Ballot by Post		-	2		-	-	-
		Total (A)	428,715	410,252	95.693	410,252	-	100.000	
	Adoption of Annual Financial	Public - Institutions - E-Voting		-	-		-	-	0-0
	Statements as on	Public - Institutions - Poll at AGM	43032	-		-	-		
1	1 (1) (1) (1) (1) (1) (1) (1) (1) (1) (1	Public - Institutions - Ballot by Post		-	-	-	-	(-
	31.03.2019. (Ordinary	Total (B)	43,032		-			-	
	Resolution)	Public - Non Institutions - E-Voting		501	0.224	501	0	100.000	-
		Public - Non Institutions - Poll at AGM	223803	62464	27.910	62464	0		-
		Public - Non Institutions - Ballot by Post	-	-	-	02101	-	100.000	
		Total (C)	223,803	62,965	28.134	62,965	-	100.000	
		Total (A+B+C)	695,550	473,217	68.035	473,217		100.000	The state of the s
			000,000		00.035	475,227		100.000	
	Declaration of Dividend for the year ended 31.03.2019. (Ordinary Resolution)	Promoter - E-Voting		-	-	1.2	-	-	
		Promoter - Poll at AGM	428,715	410252	95.693	410252	0		
		Promoter - Ballot by Post		-		410232			
		Total (A)	428,715	410,252	95.693	410,252		100.000	
		Public - Institutions - E-Voting	43032		-	410,252	-	100.000	
		Public - Institutions - Poll at AGM			-				
2		Public - Institutions - Ballot by Post				-		-	
-		Total (B)	43,032	1000		-	2100	(T)	-
		Public - Non Institutions - E-Voting	223803	501	0.224	501	0	- 100.000	-
		Public - Non Institutions - Poll at AGM		62464	27.910	62464	0		-
		Public - Non Institutions - Ballot by Post		02404	27.910	02404		100.000	
		Total (C)	223,803	62,965	1	-	-	-	-
		Total (A+B+C)			28.134	62,965		100.000	
		Total (A+B+C)	695,550	473,217	68.035	473,217		100.000	
		Promoter - E-Voting			-	-	-	-	
	Appointment of a Director in the place of Sri.Aditya Krishna Pathy (DIN 00062224) who retires by rotation and being eligible,	Promoter - Poll at AGM	428,715	410252	95.693	410252	0	100.000	-
		Promoter - Ballot by Post		-	-	-		100.000	-
		Total (A)	428,715	410,252	95.693	410,252	-	100.000	
		Public - Institutions - E-Voting	120,120	-	-		-	-	-
		Public - Institutions - Poll at AGM	43032	-					
3		Public - Institutions - Ballot by Post				-			
		Total (B)	43,032	_			-		
	offers himself for re-	Public - Non Institutions - E-Voting	+3,032	501	0.224	501	-	100.000	-
	appointment. (Ordinary	Public - Non Institutions - Poll at AGM	223803	62464	27.910	62464	0	100.000	
	Resolution)	Public - Non Institutions - Ballot by Post	-	02404	27.910	02404	-		
		Total (C)	223,803	62,965	28.134	62,965	-	100.000	-
		Total (A+B+C)	695,550	473,217	68.035	473,217	-	100.000	For The Laksh

hmi Mills Company Ltd, . N. S NGARAVEL Company Secretary

		Promoter - E-Voting					- [-
		Promoter - Poll at AGM	428,715	410252	95.693	410252	0	100.000	
		Promoter - Ballot by Post		-	-	-	-	100.000	-
		Total (A)	428,715	410,252	95.693	410,252	terinina posta la s	100.000	-
		Public - Institutions - E-Voting		-	-	-	-	-	-
	Appointment of Sri. Satish	Public - Institutions - Poll at AGM	43032	-	-		-		
4 1	Ajmera (DIN 00208919) as an	Public - Institutions - Ballot by Post		(<u>-</u>	_	-	-	-	
	Independent Director.	Total (B)	43,032			-		-	
1	(Special Resolution)	Public - Non Institutions - E-Voting		501	0.224	501	0	100.000	-
		Public - Non Institutions - Poll at AGM	223803	62464	27.910	62464	0	100.000	
		Public - Non Institutions - Ballot by Post		-	-	-	-	-	_
		Total (C)	223,803	62,965	28.134	62,965	- 10	100.000	
		Total (A+B+C)	695,550	473,217	68.035	473,217	-	100.000	
						() Operation		100.000	
		Promoter - E-Voting		-	-	-	-	-	
		Promoter - Poll at AGM	428,715	410252	95.693	410252	0	100.000	
	Appointment of Sri. D.Rajendran (DIN 00003848) as an Independent Director. (Special Resolution)	Promoter - Ballot by Post		-		-		100.000	-
		Total (A)	428,715	410,252	95.693	410,252		100.000	
		Public - Institutions - E-Voting	43032	-	-	-	-		-
		Public - Institutions - Poll at AGM		-	-	-	-	-	
5		Public - Institutions - Ballot by Post		-			-	-	
1.2		Total (B)	43,032						
0		Public - Non Institutions - E-Voting	223803	501	0.224	501	0	100.000	-
		Public - Non Institutions - Poll at AGM		62464	27.910	62464	0	100.000	
		Public - Non Institutions - Ballot by Post		-				100.000	
		Total (C)	223,803	62,965	28.134	62,965	-	100.000	
		Total (A+B+C)	695,550	473,217	68.035	473,217		100.000	
					00.000	(10,221)		100.000	
		Promoter - E-Voting		-	-	- 1		-	
		Promoter - Poll at AGM	428,715	410252	95.693	410252	0	100.000	
		Promoter - Ballot by Post	1	-	-	-	-		
		Total (A)	428,715	410,252	95.693	410,252		100.000	
		Public - Institutions - E-Voting		-	-	-	-	100.000	
	Appointment of Sri. Vijay	Public - Institutions - Poll at AGM	43032	-	-		-	-	-
h l	Venkatasamy (DIN 00002906)	Public - Institutions - Ballot by Post		-			-		
1.1	as an Independent Director.	Total (B)	43,032				-		-
((Special Resolution)	Public - Non Institutions - E-Voting	10,002	501	0.224	501	0	100.000	
		Public - Non Institutions - Poll at AGM	223803	62464	27.910	62464	0	100.000	
		Public - Non Institutions - Ballot by Post		02-104	27.510	02404		100.000	-
		Total (C)	223,803	62,965	28.134	62,965		100.000	-
		Total (A+B+C)	225,005	02,505	20.134	02,905		100.000	· · · · · · · · · · · · · · · · · · ·

For The Lakshmi Mills Company Ltd, . Shin ~ a N. SINGARAVEL Company Secretary ---

		Promoter - E-Voting		a) /	(17.)	-	-	-	-
		Promoter - Poll at AGM	428,715	410252	95.693	410252	0	100.000	-
		Promoter - Ballot by Post		-	-	-	-	-	
		Total (A)	428,715	410,252	95.693	410,252		100.000	-
	Develop, lease the surplus	Public - Institutions - E-Voting	1	-		-	-		-
	land and buildings of the	Public - Institutions - Poll at AGM	43032	-	87.4			· · ·	-
7		Public - Institutions - Ballot by Post		1 L 1		-		2	
	Company. (Special Resolution)	Total (B)	43,032		- 10 E		-		1.54
	Resolution	Public - Non Institutions - E-Voting		501	0.224	501	0	100.000	-
		Public - Non Institutions - Poll at AGM	223803	62464	27.910	62464	0	100.000	
		Public - Non Institutions - Ballot by Post		-	-	-	-	-	-
		Total (C)	223,803	62,965	28.134	62,965	-	100.000	-
		Total (A+B+C)	695,550	473,217	68.035	473,217		100.000	-
	1	Promoter - E-Voting	1		- 1		- 1		
	Ratification of appointment of M/s. A.R.Ramasubramania Raja & Co., (Registration no.000514) Cost		428,715	410252	95.693	410252	-	100.000	
				410252	55.055	410232	0	100.000	
		Total (A)	428,715	410,252	95.693	410,252	-	100.000	
		Public - Institutions - E-Voting	420,715	-	-		-	-	_
225	Accountants, Coimbatore	Public - Institutions - Poll at AGM	43032	-	-		-	-	
8	appointed by the Board of	Public - Institutions - Ballot by Post		-		-	-	-	-
	Directors of the Company for		43,032	-	-	100 100 100 100 100 100 100 100 100 100			1
	the financial year 2019-20	Public - Non Institutions - E-Voting		501	0.224	501	0	100.000	-
	and fixing their	Public - Non Institutions - Poll at AGM	223803	62464	27.910	62464	0	100.000	
	[1] A Sector Se Sector Sector Sect	Public - Non Institutions - Ballot by Post		-	-	-	-	-	-
	Resolution)	Total (C)	223,803	62,965	28.134	62,965		100.000	
	(inconstruction)								

For The Lakshmi Mills Company Ltd,

10 h. N. SINGARAVEL Company Secretary