

THE LAKSHMI MILLS COMPANY LIMITED

686, Avanashi Road, Coimbatore - 641 037

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

CIN: L17111TZ1910PLC000093

NOTICE TO SHAREHOLDERS

Notice is hereby given that the HUNDRED AND ELEVENTH ANNUAL GENERAL MEETING (AGM) of the Members of the Company will be held on Friday, 24th September, 2021 at 12:05 P.M. IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) without the in-person presence of shareholders to transact the following businesses. The venue of the meeting shall be deemed to be the Registered Office of the Company at 686, Avanashi Road, Pappanaickenpalayam, Coimbatore 641 037.

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements including Balance Sheet as at 31st March, 2021, 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 31st March 2021.
3. To appoint a Director in the place of Sri Sanjay Jayavarthnavelu (DIN 00004505), 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 the provisions of Section 196, 197, 198, 203, Schedule V and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Articles of Association of the Company, the consent of the Shareholders of the Company, be and is hereby accorded to the re-appointment of Sri S. Pathy (DIN 00013899) as Managing Director of the Company for a further period of 5 years and

payment of remuneration for a period of 3 years with effect from 24.04.2021 on the following terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee and the Board of Directors at their respective meetings held on 10th February 2021.”

MEMORANDUM OF TERMS AND CONDITIONS

- 1 Salary : ₹ 7,00,000/- per month with an annual increment of ₹ 50,000/- every year.
- 2 Commission : 1% on the net profit 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.

Perquisites

In addition to the salary and commission, the Managing Director shall also 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 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.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the salary and perquisites mentioned above shall be the minimum remuneration payable to Sri S. Pathy (DIN: 00013899) Managing Director of the Company.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to alter and vary the terms of appointment and / or remuneration payable to Sri S. Pathy, Managing Director, as it may deem fit, subject to the same not exceeding the limit as approved by the shareholders.

5. 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 2021-22 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.”

By Order of the Board
N. SINGARAVEL
Company Secretary

Coimbatore
28.06.2021

NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020 and January 13, 2021 (collectively referred to as “MCA Circulars”) and the Securities and Exchange Board of India vide their circulars dated May 12, 2020 and January 15, 2021 (collectively referred to as “SEBI Circulars”) permitted the conduct of the Annual General Meeting (“AGM”) through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”), without the physical presence of the Members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) MCA Circulars and SEBI Circulars, the 111th AGM of the Company is being held through VC / OAVM. Members desirous of participating in the meeting through VC/OAVM, may refer to the procedures mentioned below.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
4. Institutional/Corporate Members (i.e., other than Individuals/HUF/NRI) etc are required to send the scanned copy of the Board Resolution (pdf or jpg format) authorizing their representatives to attend the meeting through VC/OAVM on their

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behalf and to vote through remote e-voting. The said Resolution/Authorisation shall be sent to the Scrutinizer by email through its registered email address to bk.scrutiniser@gmail.com with a copy marked to evoting@nsdl.co.in.

5. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. Members may note that M/s. M.S.Jagannathan & Visvanathan, Chartered Accountants, (Firm Registration No. 001209S), Coimbatore, the statutory auditors of the Company were appointed by the shareholders at 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 111th Annual General Meeting.
7. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday - 18.09.2021 to Friday - 24.09.2021 (both days inclusive), in compliance with Regulation 42 of the SEBI (LODR) Regulations 2015 and Section 91 of the Companies Act, 2013.
8. Dividend as recommended by the Board of Directors, if declared at the Annual General Meeting will be paid within 30 days from the date of declaration to those Members whose names appear on the Register of Members in respect of shares held in physical form as well as in respect of shares held in electronic form as per the details received from the depositories for this purpose as at the close of the business hours on Friday, 17th September, 2021.
9. Compulsory transfer of Equity Shares to Investor Education and Protection Fund (IEPF) Authority:
Pursuant to the provisions of Section 124(6) of the Act and Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit,

Transfer and Refund) Rules, 2016, (“the IEPF Rules”) and amendments thereto, the Company has transferred the shares in respect of Members who have not claimed/encashed dividend for the last seven consecutive years to the Demat Account of the IEPF Authority. Details of the Members whose shares have been transferred to the Demat account of the IEPF Authority are available at the Company’s website at www.lakshmill.com.

10. Members who wish to claim dividends, which remain unclaimed, are requested to correspond with the Company/Registrar & Share Transfer Agent of the Company. Members are requested to note that pursuant to Section 124 of the Companies Act, 2013 dividends not claimed within seven years from the date of transfer to the Company’s Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund (“IEPF”) established by the Central Government under Section 125 of the Companies Act, 2013. The details of unpaid/ unclaimed dividend can be viewed on the Company’s website www.lakshmill.com. As per the provisions of Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules 2016, the Company will be transferring the share(s) on which the beneficial owner has not encashed any dividend during the last seven years to the IEPF demat account as identified by the IEPF Authority. Details of shareholders whose shares are liable to be transferred to IEPF are available at the Company website: www.lakshmill.com. The shareholders whose unclaimed dividend/share has been transferred to the ‘Investor Education and Protection Fund’ may claim the same from IEPF authority by filing Form IEPF-5 along with requisite documents. Sri N. Singaravel, Company Secretary, is the Nodal Officer of the Company for the purpose of verification of such claims.
11. Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Company Secretary of the Company or its RTA - M/s. S.K.D.C. Consultants Limited, “Surya”, 35, May Flower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore 641 028, by quoting their Folio Number or the

Client ID No. with DP ID No.

12. It is reiterated that the request for Dematerialisation and Rematerialisation are to be made only to the Depository Participant (DP) with whom you have opened an account and not to the Company or its Transfer Agent.
13. International Securities Identification Number given to your company is INE938C01019.
14. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Registrar and Share Transfer Agent, for consolidation into a single folio.
15. Securities and Exchange Board of India has mandated that the transfer of securities held in physical form, except in case of transmission or transposition, shall not be processed by the listed entities / Registrar and Share Transfer Agents with effect from 1st April, 2019. Therefore, members holding share(s) in physical form are requested to immediately dematerialize their shareholding in the Company. Necessary prior intimation in this regard was provided to the shareholders.
16. 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 Limited, 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.
17. 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 Limited.
18. 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 along with the original cancelled cheque leaf to the Company's Registrar and Share Transfer Agents M/s. S.K.D.C. Consultants Ltd, "Surya", 35, May Flower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore 641 028.
19. Change of Address: Members are requested to notify any change of address and bank details to their Depository Participants in respect of their holdings in electronic form and in respect of shares held in physical form, to the Secretarial Department at the registered office of the Company or to M/s. S.K.D.C. Consultants Limited, "Surya", 35 May Flower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore - 641028, the Registrar and Share Transfer Agent of the Company.
20. 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 and Share Transfer Agents in the prescribed statutory form. Should any assistance be desired, Members should get in touch with the Company's Registrar and Share Transfer Agents.
21. Brief resume, details of shareholding and Directors/KMP inter-se relationship of Director seeking election/re-election, as required under Reg. 36 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards 2 issued by the Institute of Company Secretaries of India are provided as Annexure to this Notice.
22. Soft copies of the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act,

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- 2013 and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members who request for the same, during the AGM.
23. Members desirous of receiving any information on the accounts or operations of the Company are requested to forward his/her queries to the Company seven working days prior to the meeting. The same will be replied by the Company suitably.
24. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report for the year 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the physical copy of the Annual Report will not be sent. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website www.lakshmillms.com and website of the Stock Exchange i.e., BSE Limited at www.bseindia.com and on the website of the NSDL at <https://www.evoting.nsdl.com>. Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.
25. The Company has entered into agreements with National Securities Depository Limited (NSDL) and Central Depository Service Limited (CDSL). The Depository System envisages the elimination of several problems involved in the script based system such as bad deliveries, fraudulent transfers, fake certificates, thefts in postal transit, delay in transfers, mutilation of share certificates, etc. Simultaneously, Depository System offers several advantages like exemption from stamp duty, elimination of concept of market lot, elimination of bad deliveries, reduction in transaction costs, improved liquidity, etc. Members, therefore, now have the option of holding and dealing in the shares of the Company in electronic form through NSDL or CDSL. Members are encouraged to convert their holdings to electronic mode.
26. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
27. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of Dividend. The Company or its Registrar and Share Transfer Agents, M/s. S.K.D.C. Consultants Limited cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of Dividend are requested to write to the Company or its Registrar and Share Transfer Agents.
28. Non-Resident Indian ("NRI") Members are requested to inform the Company or its RTA or to the concerned Depository Participants, as the case may be, immediately:
- the change in the residential status on return to India for permanent settlement or
 - the particulars of the NRE/NRO Account with a Bank in India, if not furnished earlier.
29. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of Shareholders with effect from 1st April, 2020 and the Company is required to deduct tax at source from dividend paid to Shareholders at the prescribed rates. For the prescribed rates for various categories, the Shareholders are requested to refer to the Finance Act, 2020 and amendments thereof.
- The Shareholders are requested to update their Residential Status, Category as per Income Tax Act, 1961 ("IT Act"), Permanent Account Number ("PAN") with the Company/Registrar & Share Transfer Agent (in case of shares held in physical mode) and depositories (in case of shares held in demat mode) immediately. A resident individual Shareholder having PAN and entitled to receive dividend amount exceeding ₹ 5,000/- and who is not liable to pay income tax, can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to info@skdc-consultants.com on or before 24th

September, 2021. Shareholders are requested to note that in case their PAN is not registered with the Depository Participant / Company, the tax will be deducted at a higher rate of 20%. Non-resident Shareholders can avail beneficial rates under the relevant tax treaty between India and their country of residence, subject to providing necessary documents such as No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to info@skdc-consultants.com. The aforesaid declarations and documents need to be submitted by the Shareholders on or before 24th September, 2021. Separate intimation in this regard to Shareholders will be given on or before 24th September, 2021.

30. Members holding shares in electronic form may please note that as per the regulations of Securities and Exchange Board of India (SEBI), National Security Depository Services Limited (NSDL) and Central Depository Services (India) Limited (CDSL), the Company is obliged to print the bank details on the Cheques/Pay Orders as furnished by these depositories to the Company and the Company cannot entertain any request for deletion/change of Bank details already printed on Cheques/Pay Orders as per the information received from the concerned depositories. In this regard, Members should contact their Depository Participants (DP) and furnish particulars of any changes desired by them.

31. Registration of email ID and Bank Account details:

In case the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent (RTA)/Depositories, log in details for e-voting are being sent on the registered email address.

In case the shareholders has not registered his/her/their email address with the Company/its RTA/ Depositories and or not updated the Bank Account mandate for receipt of dividend, the following instructions are to be followed:

(i) In case of shares held in physical form, kindly provide the required details to M/s S.K.D.C

Consultants Limited, "Surya", 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore - 641028 or to the Company at 686, Avanashi Road, Coimbatore - 641037.

(ii) In the case of Shares held in Demat mode, the shareholder may please contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.

Voting through Electronic Means

i. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, (as amended) (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force), Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meetings (SS - 2), the Company is providing its Members with the facility to cast their vote electronically from a place other than venue of the Annual General Meeting ("remote e-voting") using an electronic voting system provided by National Securities Depository Limited ('NSDL'), for all members of the Company to enable them to cast their votes electronically, on all the business items set forth in the Notice of Annual General Meeting and the business may be transacted through such remote e-voting. The instructions to e-voting, as given below, explain the process and manner for casting of vote(s) in a secure manner.

Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of Annual General Meeting Notice and holding shares as on Friday, 27th August, 2021, may refer to this Notice of the Annual General Meeting, posted on Company's website www.lakshimills.com for detailed procedure with regard to remote e-voting. Any person, who ceases to be the member of the Company as on the cut-off date and is in receipt of this Notice, shall treat this Notice for information purpose only.

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The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again. Once the vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

- ii. The remote e-voting period begins on Tuesday the 21st September 2021 at 9:00 AM (IST) and ends on Thursday the 23rd September 2021 at 5:00 PM (IST). During this period, Shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 17th September 2021, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

The instructions for members for voting electronically are as under: -

Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email ID in their demat accounts to access e-Voting facility.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are 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.nsdl.com> either on a Personal Computer or on a mobile.
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 User ID, 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.nsdl.com> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-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 113137 then user ID is 113137001***

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



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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, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

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.

b. "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

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

d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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 are given below:

How to cast your vote electronically on NSDL e-Voting system?

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 company for which you wish to cast your vote

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(s), you will not be allowed to modify your vote.

General Guidelines for shareholders:

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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to bk.scrutiniser@gmail.com with a copy marked to 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

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“Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

3. 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 or call on toll free no.: 1800-222-990.
4. 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).
5. 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 17.09.2021.
6. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e., 17.09.2021, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or info@skdc-consultants.com.
7. 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” or “Physical User Reset Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800 222 990 and 1800 224 430. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as on the cut-off date i.e. 17.09.2021 may follow steps mentioned in the Notice of the AGM under “How to Log-in to NSDL e-Voting website”.

Process for those shareholders whose email ids are not registered with the Depositories/Company for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of the shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by

email to info@skdc-consultants.com.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to info@skdc-consultants.com.
3. Alternatively member may send an email request to evoting@nsdl.co.in for obtaining user id and password by providing the details mentioned in point (1) or (2) as the case may be.

Instructions for Members for e-voting on the day of the AGM are as under:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote in the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

Instructions for Members for Attending the AGM through VC/OAVM are as under:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/Members login by using the remote e-voting credentials. The link for VC/OAVM will be available in Shareholder/ Member’s login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following

the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further Members can also use the OTP based login for logging into the e-Voting system of NSDL.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
5. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in or call on toll free no. 1800-222-990 and 1800 224 430.
6. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID demat account number/folio number, PAN, mobile number at csns@lakshimills.com on or before 05.00 PM IST on Friday, 17th September, 2021.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 Members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination

and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

32. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Friday, 17th September, 2021.
33. The Company has appointed Sri B. Krishnamoorthi, Chartered Accountant (Membership No. 20439), as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
34. The Chairman shall, at the Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow e-voting for all those Members who are present at the Annual General Meeting by electronic means but have not cast their votes by availing the remote e-voting facility.
35. The Scrutinizer shall after the conclusion of voting at the Annual General Meeting, will first count the votes casted during the AGM 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 48 hours 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.
36. The results shall be declared within 2 days from the conclusion of the Annual General Meeting. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.lakshimills.com and the website of the NSDL and communicated to the Stock Exchange - BSE Limited, where the shares of the Company are listed, by the Chairman or a person authorized by him.

THE LAKSHMI MILLS COMPANY LIMITED

ANNEXURE TO NOTICE

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

The Board of Directors of the Company at their meeting held on 10th February 2021 have, subject to the approval of the shareholders, re-appointed Sri S. Pathy as Managing Director of the Company for a further period of 5 years with effect from 24th April 2021 on such terms and conditions set out in Item No. 4 of the Notice.

Sri S. Pathy has been tirelessly working towards improving the prospects of the Company and therefore the Board of Directors are of the view that the re-appointment of Sri S. Pathy as the Managing Director for a further period of 5 years would be in the best interests of the Company.

As per Section 178 of the Companies Act, 2013 the Nomination and Remuneration Committee at their meeting held on 10th February 2021 had, taking into consideration the factors detailed above, proposed the appointment of Sri S. Pathy as the Managing Director of the Company for a period of 5 years with effect from 24th April, 2021 and determined his remuneration as set out in the resolution and recommended the same to the Board. The proposed remuneration is well within the limits prescribed in the Companies Act, 2013, the Schedule and Rules made thereunder.

As per Section 177 of the Companies Act, 2013 and pursuant to the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Audit Committee at the meeting held on 10th February 2021 had also approved the remuneration payable to Sri S. Pathy as the Managing Director of the Company for a period of 5 years and recommended the same to the Board.

Pursuant to the provisions of Section 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 the re-appointment and payment of remuneration to the Managing Director shall be subject to the approval of the shareholders of the Company in the ensuing General Meeting. Hence the necessary resolution has been set out in Item No. 4 of the Notice for the approval of the Members.

The details as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, brief bio-data of Sri S. Pathy and other disclosures as per Secretarial Standard 2 are furnished and form a part of this notice.

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, financial or otherwise, in the resolutions set out at Item No. 4.

Item No. 5

The Board of Directors of the Company, at their meeting held on 28th June, 2021 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 2021-22 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, financial or otherwise, in the Resolution set out at Item No. 5.

I. General Information

1. Nature of Industry:

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

The Company has also entered into Rental Services on development of Coimbatore Unit and letting out the properties.

2. Date of commencement of Commercial Production: 01.04.1910

3. Financial Performance: ₹ in lakhs

Particulars	2020-2021	2019-2020
Sales	18,586.37	21,268.50
Profit before Interest, Depreciation and Taxation	2,405.73	1,036.06
Net Profit	366.96	42.60
Effective Capital	4,432.10	23,986.09

4. Export Performance and Net foreign exchange earnings:

Particulars	2020-2021	2019-2020
Yarn	287.24	2,300.59
Cloth and Garments	2,033.75	1,879.23

5. Foreign Investments or Collaborators: Nil

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

Sri S. Pathy was re-appointed as Managing Director by the Board of Directors at their meeting held on 10.02.2021 for a period of 5 years effective from 24.04.2021. He takes care of the day to day operations of the Company including modernization and global export market and Rental Services.

Past Remuneration	₹ 6,00,000/- per month with an annual increment of ₹ 50,000/- every year
Remuneration Proposed	₹ 7,00,000/- per month with annual increment of ₹ 50,000/- every year
Commission	1% on the Net Profit of the Company
Relationship with the managerial personnel	Sri S. Pathy is related to Sri Aditya Krishna Pathy, Deputy Managing Director

The remuneration proposed is commensurate with the size of the Company, the responsibilities and the industry norms.

III. Other information

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 continuously for the last 80 years excepting the year 2011-12 and the year 2019-20. The equity shares of ₹ 100/- each of the Company were quoted at around ₹ 2,314/- per share on 31.03.2021. The working of the Company for the financial year 2020-21 has resulted in a net profit of ₹ 366.96 Lakhs and is expected to grow in future years considering the development in Rental Services and Textiles.

IV. Disclosures

The following disclosures have been mentioned in the Board of Directors' Report under the heading "Corporate Governance" attached to the financial statements

- All elements of remuneration package such as salary, benefits, bonuses, stock options, pension etc. of all the directors:
- Details of fixed component and performance linked incentives along with the performance criteria.
- Service contracts, notice period, severance fees.
- 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 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 S. Pathy	Sri Sanjay Jayavarthanavelu
DIN	00013899	00004505
Date of Birth	17.11.1949	15.06.1968
Nationality	Indian	Indian
Date of appointment on the Board	27.09.1995	30.07.2010
Relationship with other Directors	Sri Aditya Krishna Pathy	Not related to any other Directors of the Company
Qualifications	B.Com	MBA
Experience	48 Years	31 years
Number of Shares held	1,13,570	13,213
Board Position held	Executive - Chairman and Managing Director	Non Executive - Non Independent Director
No. of Board Meeting attended during the year	4	4
Terms and conditions of appointment	Re-appointment for a period of 5 years.	Liable to retire by rotation.
Remuneration last drawn	Information disclosed in the Corporate Governance Report annexed to the Annual Report	
Remuneration sought to be paid	₹ 7,00,000/- per month with an annual increment of ₹ 50,000/- every year.	Sitting Fees for attending the Board and Committee Meetings
Directorships held in other companies	Lakshmi Automatic Loom Works Ltd Lakshmi Machine Works Ltd Lakshmi Card clothing Mfg. Co. Pvt Ltd LCC Investments Pvt. Ltd The Coimbatore Lakshmi Cotton Press Pvt Ltd Sans Craintes Stud Farm Pvt Ltd Sans Craintes Livestock Pvt Ltd Rasakondalu Developers Pvt Ltd Sans Craintes Power Pvt Ltd	Lakshmi Machine Works Ltd Super Sales India Ltd Lakshmi Electrical Control System Ltd Carborandum Universal Ltd Lakshmi Cargo Company Ltd Lakshmi Life Sciences Ltd Lakshmi Tech & Engg Ind Ltd Lakshmi Ring Travellers (Cbe) P Ltd Chakradhara Aerospace P Ltd Alampara Hotels & Resorts P Ltd
Committee Membership held in other companies		
Audit Committee	Nil	Member Carborandum Universal Ltd
Nomination and Remuneration Committee	Member Lakshmi Machine Works Ltd	Member Carborandum Universal Ltd The Lakshmi Mills Company Ltd
Stakeholders Relationship Committee	Member Lakshmi Machine Works Ltd	Nil