

THE LAKSHMI MILLS COMPANY LIMITED

686, Avanashi Road, Pappanaickenpalayam, Coimbatore - 641 037

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CIN: L17111TZ1910PLC000093

NOTICE TO SHAREHOLDERS

Notice is hereby given that the HUNDRED AND THIRTEENTH ANNUAL GENERAL MEETING (AGM) of the Members of the Company will be held on Thursday, 21st September, 2023 at 11:00 A.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, 2023, 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 dividend on equity shares for the financial year ended March 31, 2023.
3. To appoint a Director in the place of Sri R. Santharam (DIN 00151333), 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 (the 'Act') read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification or re-enactment thereof, for the time being in force), the consent of the Shareholders of the Company, be and is hereby accorded for the

payment of remuneration to Sri Aditya Krishna Pathy (DIN: 00062224) Deputy Managing Director of the Company for a period of 2 years from 30th July 2023 till the remaining period of his present term (i.e., upto 29th July 2025) on the following terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee and Board of Directors at their meeting held on 29th May 2023, notwithstanding the fact that the annual remuneration payable to him in any financial year during his tenure along with the remuneration payable to Sri S Pathy, Chairman and Managing Director of the Company may exceed 5% of net profits of the Company (pursuant to Regulation 17(6)(e) of Listing Regulations) or any other limits as specified by the Listing Regulations or the Act for the time being in force.

MEMORANDUM OF TERMS AND CONDITIONS

- 1 Salary: Rs. 5,00,000/- per month with an annual increment of Rs. 75,000/-.
- 2 Commission:1% on the net profit of the Company.
- 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 Deputy 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 the Company. However, the aggregate of such perquisites shall not exceed Rs. 2,50,000/- 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.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the remuneration payable to the Deputy Managing Director of the Company shall be subject to the limits mentioned in Section II of Part II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to alter and vary the terms of remuneration payable to Sri Aditya Krishna Pathy (DIN: 00062224) Deputy Managing Director, as it may deem fit, proper and necessary, subject to the same not exceeding the above limits.

RESOLVED FURTHER THAT the Board of Directors be and are hereby severally authorized to take all such steps as may be necessary and/or give such directions as may be necessary, proper and expedient to give effect to the above resolution without being required to seek any further consent or approval of the members and the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

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., (Firm Registration No. 000514), Cost Accountants, Coimbatore, who were appointed as Cost Auditors 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 2023-24 on a remuneration of Rs.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
29.05.2023

By Order of the Board
N. SINGARAVEL
Company Secretary

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) and the Securities and Exchange Board of India (“SEBI”) vide their circulars issued during the year 2020, 2021 and 2022 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 113th 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.

THE LAKSHMI MILLS COMPANY LIMITED

4. Institutional/Corporate Members (i.e., other than Individuals/HUF/NRI) etc are required to send the scanned copy (PDF/ JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing their representatives to attend the AGM through VC/OAVM on their 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.com.
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. The Register of Members and Share Transfer Books of the Company will remain closed from Friday - 15.09.2023 to Thursday - 21.09.2023 (both days inclusive), in compliance with Regulation 42 of the SEBI (LODR) Regulations 2015 and Section 91 of the Companies Act, 2013.
7. 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 Thursday, 14th September, 2023.
8. **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.lakshmimills.com. 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.lakshmimills.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.lakshmimills.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.
9. Members are requested to make all correspondence in connection with shares held by them by addressing 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.
10. 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.
11. The International Securities Identification Number given to your company is INE938C01019.
12. 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.

13. A. Securities and Exchange Board of India (“SEBI”) had earlier 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.

B. Further, SEBI had mandated the listed entities to issue shares only in dematerialized mode, with effect from 25th January 2022 to Shareholder(s)/claimant(s) holding shares in physical mode, as against their service requests including for transmission or transposition of shares by providing letter of confirmation.

As per the said circular, the Company has opened a separate Escrow Demat Account for the purpose of crediting the shares of the Shareholders who fail to submit the letter of confirmation with the respective Depository Participant within the prescribed timeline.

C. Further, SEBI vide its circular dated 3rd November 2021 and 16th March, 2023 has also mandated that the Shareholders holding shares in physical form are required to update their PAN, KYC details, bank details and nomination details with the RTA on or before 1st October 2023, failing which the securities held by such Shareholder will be frozen by the RTA. The securities once frozen will revert to normal status only upon receipt of requisite KYC documents or upon dematerialization of the said securities. Shareholders holding shares in physical form may also note that once the securities are frozen, the dividend payments will be processed only upon receipt of requisite KYC details and credited to the bank account of the Shareholder electronically.

D. Further, SEBI vide its circular dated 3rd November 2021 and 16th March 2023 has also mandated that the Shareholders holding shares in physical form are required to compulsorily link their PAN and Aadhaar. Accordingly, the physical folios in which PAN and Aadhaar are

not linked have been frozen by the RTA. The securities which have been frozen will revert to normal status only upon receipt of requisite KYC documents or upon dematerialization of the said securities.

Necessary prior intimation(s) in this regard was provided to the Shareholders. Therefore, Members holding share(s) in physical form are requested to immediately update their KYC details / dematerialize their shareholding in the Company. A copy of the said circular(s) is available on the Company’s website www.lakshminimills.com.

14. Shareholders holding shares in Demat form and who have not yet registered their e-mail address are requested to register their email address with their respective Depository Participant (DP) immediately. Shareholders holding shares in physical form are requested to dematerialize their shares and register their email address with our Registrars & Share Transfer Agents, S K D C Consultants Ltd., “Surya” 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore - 641028; email id: green@skdc-consultants.com.

15. 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.

16. Members who have not registered their Bank particulars with the Depository Participant(s) (“DP”) / Company are advised to utilise the electronic solutions provided by National Automated Clearing House (“NACH”) for receiving dividends. Members holding shares in electronic form are requested to contact their respective Depository Participant(s) for availing this facility. Members holding shares in physical form are requested to download the NACH form from the website of the Company viz.,

THE LAKSHMI MILLS COMPANY LIMITED

- www.lakshmill.com and the same, duly filled up and signed along with original cancelled cheque leaf may be sent to the Company or to the Registrar and Share Transfer Agent (“RTA”).
17. a. Members are requested to notify immediately any change in their address:
 - i. to their Depository Participant(s) (“DPs”) in respect of the shares held in electronic form, and
 - ii. to the Company or its RTA, in respect of the shares held in physical form together with a proof of address viz, Aadhar Card /Electricity Bill/ Telephone Bill/Ration Card/Voter ID Card/ Passport etc.
 - b. In case the registered mailing address is without the Postal Identification Number Code (“PIN CODE”), Members are requested to kindly inform their PIN CODE immediately to the Company/ RTA/ DPs.
18. As per the provisions of Section 72 of the Act, facility for making nominations is now available to individuals holding shares in the Company. Members holding shares in physical form may obtain the Nomination Form from the RTA of the Company or can download the form from the Company’s website namely www.lakshmill.com. Members holding shares in electronic form must approach their Depository Participant(s) for completing the nomination formalities.
 19. Details under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards issued by ICSI in respect of the Director seeking re-appointment / appointment / payment of remuneration at the Annual General Meeting is furnished and forms a part of the Notice.
 20. Soft copies of the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 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.
 21. A Member who needs any information/ clarification on accounts or operations of the Company shall send his/her queries addressed to the Company Secretary at csns@lakshmill.com, so as to reach him on or before Friday, 15th September, 2023. Such queries will be replied to by the Company suitably, during the AGM or later.
 22. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report for the year 2022-23 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. However, the same be sent to the Members on their request to the Company / RTA. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company’s website www.lakshmill.com and website of the Stock Exchange i.e., BSE Limited at www.bseindia.com and on the website of the NSDL at www.evoting.nsdl.com. Members can attend and participate in the Annual General Meeting through VC/OAVM facility only. The physical copies of the aforesaid documents will also be available at the Company’s Registered Office for inspection during normal business hours on working days.
 23. 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.



24. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
25. 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.
26. 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 their 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.
27. 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 and Share Transfer Agents (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 Rs.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 21st September, 2023. 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 21st September, 2023.

28. Members holding shares in electronic form may please note that as per the regulations of Securities and Exchange Board of India (SEBI), National Securities Depository 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.
29. Members may note that M/s. Subbchar & Srinivasan, Chartered Accountants, Coimbatore (Firm Registration No. 0040835) were appointed as Statutory Auditors of the Company at the 112th Annual General Meeting (AGM) held on 9th September, 2022, to hold their office for a period of 5 consecutive years till the conclusion of the 117th AGM to be held during the year 2027. Hence, no resolution is being proposed for appointment of Statutory Auditors at this 113th Annual General Meeting.

30. Registration of email ID and Bank Account details:

In case the shareholder’s email ID is already registered with the Company/its Registrar and

THE LAKSHMI MILLS COMPANY LIMITED

Share Transfer Agents (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 (Bank Account Number, Name of the Bank, Branch, IFSC, MICR code and place with PIN Code), 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, Pappanaickenpalayam, 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.

Regular updation of bank particulars is intended to prevent fraudulent encashment of dividend warrants

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 the facility to cast their vote electronically from a place other than the 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 Thursday, 14th August, 2023, may refer to this Notice of the Annual General Meeting, posted on Company's website www.lakshnimills.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.

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 Monday - the 18th September 2023 at 9:00 AM (IST) and ends on Wednesday - the 20th September 2023 at 5:00 PM (IST). The e-voting module shall be disabled by NSDL for voting thereafter. During the remote e-voting period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Thursday, 14th September 2023, may cast their vote electronically. The voting right of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Thursday, 14th September 2023.

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: Access to NSDL e-Voting system:

A) Login method for e-Voting and joining virtual meeting for Individual Shareholders holding securities in demat mode:

Login method for Individual Shareholders holding securities in demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL viz., https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or visit the URL https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 3. 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speed-e” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center; margin-top: 10px;"> <p>NSDL Mobile App available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div> </div>

THE LAKSHMI MILLS COMPANY LIMITED

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com / myeasi / home / login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com / myeasi / Registration/ EasiRegistration. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participant(s)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at no.: 022-48867000 or 022-24997000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for Shareholders other than Individual Shareholders holding securities in demat mode and Shareholders holding securities in physical mode

How to Log-in to NSDL e-Voting website?

- 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.
- Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.



3. A new screen will open. You will have to enter your User ID, your Password/OTP 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 125249 followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 125249 then user ID is 125249001***

5. Password details for Shareholders other than Individual Shareholders are given below:

- a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the

system will force you to change your password.

- c. How to retrieve your 'initial password'?

- (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'

- (ii) If your email ID is not registered, 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

THE LAKSHMI MILLS COMPANY LIMITED

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and for casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution(s), you will not be allowed to modify your vote.

General Guidelines for shareholders:

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. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution/ Authority Letter” displayed under “e-Voting” tab in their login.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need

to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call 022-48867000 or 022-24997000 or send a request to evoting@nsdl.com

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. If you are an Individual Shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual Shareholders holding securities in demat mode.
3. Alternatively Shareholders/Members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

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 by following the steps mentioned above for access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM link” placed under “Join Meeting” menu against Company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. 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.
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. Shareholders who would like to express their views/ask questions during the AGM may register themselves as a speaker by sending their request mentioning their name, demat account number/ folio number, email id, mobile number to csns@lakshmill.com on or before 05.00 PM IST on Friday, 15th September, 2023. The same will be replied by the Company suitably during the AGM or later.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions only during the meeting (“AGM”).
7. Members can join the AGM in the VC/OAVM mode 15 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.
8. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. Further, the Members who have cast their vote by remote e-voting shall not vote by e-voting conducted during the Meeting.
9. 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.
10. 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. The remote e-voting module shall be disabled for voting thereafter.
11. The Scrutinizer shall after the conclusion of voting at the Annual General Meeting, will first count

THE LAKSHMI MILLS COMPANY LIMITED

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.

12. The Results shall be declared within 2 days of 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.lakshmill.com and on the website of the NSDL immediately after the declaration of the result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchange - BSE Limited, where the shares of the Company are listed.

ANNEXURE TO NOTICE

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

The members of the Company at the Annual General Meeting held on 23rd September 2020 have approved the appointment of Sri Aditya Krishna Pathy (DIN: 00062224) as Deputy Managing Director of the Company for a period of 5 years and payment of remuneration for a period of 3 years from 30.07.2020. The remuneration payable to the Deputy Managing Director was fixed at Rs.3,90,000/- with an increment of Rs.39,000/- every year and the last drawn remuneration was Rs.4,68,000/- per month.

Sri Aditya Krishna Pathy is a Business Management Graduate and has intensive experience in various fields of Management. With the proposed new line of business, the Company is expected to register growth both in top line and bottom line.

In view of the qualification, experience, past performance, increased responsibilities and time spent by Sri Aditya Krishna Pathy as Deputy Managing Director, for the prospects of the Company, pursuant to

Section 178 & 177 of the Companies Act, 2013 and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Nomination and Remuneration Committee & Audit Committee at their meetings held on 29th May 2023 had recommended / approved the payment of the remuneration to Sri Aditya Krishna Pathy for the remaining tenure as Deputy Managing Director of the Company with effect from 30th July 2023 to 29th July 2025 on the terms and conditions as set out in the Notice, and the same is within the limits specified in Part II of Schedule V to the Companies Act, 2013.

Accordingly, based on the recommendation of the Nomination and Remuneration Committee and the approval of the Audit Committee, the Board of Directors, at their meeting held on 29th May 2023, has approved the payment of remuneration to Sri Aditya Krishna Pathy (DIN: 00062224), for the remaining tenure as Deputy Managing Director of the Company with effect from 30th July 2023.

Pursuant to Section(s) 196(4) and 197 read with Schedule V of the Companies Act, 2013, and Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Special Resolution for payment of remuneration to the Deputy Managing Director, as set out under Item No. 4 of the Notice, is placed before the members for approval.

The general information as required under Part II of Section II of Schedule V of the Companies Act, 2013 (as amended) and the details as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, brief bio-data of Sri Aditya Krishna Pathy and other disclosures as per Secretarial Standard 2 are furnished and forms a part of this notice.

Except Sri Aditya Krishna Pathy, being the beneficiary and Sri S. Pathy, Chairman and Managing Director being his relative, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolutions set out at Item No.4.

Item No. 5

The Board of Directors of the Company, at their meeting



held on 29th May 2023 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 (Audit and Auditors) Rules, 2014, as amended for the financial year 2023-24 at a remuneration of Rs.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 Auditors as determined by the Board is required to be ratified by the Members of the Company. The 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. 5.

General information as required under Part II of Section II of Schedule V of the Companies Act, 2013 (as amended) relating to the Special Resolution under Item No. 4:

A. General information:			
Nature of industry	The Company is manufacturing Cotton and Synthetic yarn and outsourcing cloth. The installed capacity is 1,33,392 Ring spindles. The Company presently has two manufacturing Units, one at Palladam and another at Kovilpatti.		
Date or expected date of commencement of commercial production	01.04.1910		
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable		
Financial performance based on given indicators	Particulars	2022-2023 (₹ in lakhs)	2021-2022 (₹ in lakhs)
	Sales & other income	24,445.17	34,931.33
	Profit/ (Loss) before tax	(677.86)	3,293.39
	Profit/ (Loss) after tax	(501.20)	2,406.37
	Paid-up equity capital	695.55	695.55
	Reserves and Surplus	13,906.17	14,581.25
	Basic Earnings Per Share	(72.06)	345.97
Foreign investments or collaborations, if any	Nil		

THE LAKSHMI MILLS COMPANY LIMITED

B.Information about the appointee:	
Background details	Sri Aditya Krishna Pathy was appointed as Deputy Managing Director for a period of 5 years with effect from 30.07.2020. He takes care of day-to-day operations of the Company including diversification and global export market.
Past remuneration	Rs. 56,66,000/-
Recognition or awards	Nil
Job profile and his suitability	Sri Aditya Krishna Pathy as Deputy Managing Director of the Company shall have all powers and duties as the Board may determine from time to time subject to the provisions of the Companies Act, 2013 and SEBI Regulations.
Remuneration proposed	As set out in Item No. 4 of the Notice
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Taking into consideration the profile of Sri Aditya Krishna Pathy, responsibility shouldered by him, the industry standard and the size of the Company, the remuneration paid is commensurate with the remuneration packages paid to Managerial Personnel in similar other companies.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Sri Aditya Krishna Pathy, Deputy Managing Director of the Company, is one of the promoters of the Company. He is related to Sri S Pathy, Chairman and Managing Director of the Company. Besides the remuneration being received, he does not have any pecuniary relationship with the company.
C.Other information	
Reasons of loss or inadequate profits	Due to recession in clothing industry and financial hardships, the profits are inadequate.
Steps taken or proposed to be taken for improvement	The Company is continuously taking various cost control measures which would result in increased profitability in the ensuing years.
Expected increase in productivity and profits in measurable terms	The expected increase in productivity and profits in measurable terms at this stage is difficult to ascertain by the Company.

D. Disclosures

The following disclosures shall be mentioned in the Board of Director's report under the heading "Corporate Governance", if any, attached to the financial statement:

a. All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors

b. Details of fixed component and performance linked incentives along with the performance criteria

c. Service contracts, notice period, severance fees

d. 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 same is mentioned in the Corporate Governance report which forms a part of the Annual Report.

THE LAKSHMI MILLS COMPANY LIMITED

Details of Director seeking appointment / re-appointment at the Annual General Meeting pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 - Clause 1.2.5 issued by the Institute of Company Secretaries of India

Name	Sri R. Santharam	Sri Aditya Krishna Pathy
Director Identification Number	00151333	00062224
Date of Birth / Nationality	21.03.1937* / Indian	31.07.1986 / Indian
Date of Appointment on the Board	27.03.2002	11.06.2009
Inter-se relationship with other Directors / Key Managerial Personnel	Not related to any other Director	Related to Sri S. Pathy - Chairman & Managing Director of the Company.
Qualification	Textile Management (USA)	Business Management
Expertise in area/ Experience	53 years	15 years
No of Shares held in the Company (including shareholding as a beneficial owner)	Nil	86,026 Shares
Board Position held	Non-Executive - Non - Independent Director	Deputy Managing Director
No. of Board Meeting attended during the year	3	4
Terms and conditions of appointment	Retires by rotation and eligible for re-appointment	Payment of revised remuneration as set out in Item No. 4 of the Notice
Remuneration last drawn	Sitting fees of Rs.1,20,000/-	Rs. 56,66,000/-
Remuneration proposed to be paid	Sitting Fees for attending the Board and Committee Meetings	As set out in Item No. 4 of the Notice
List of Directorships held in other companies	Listed: Lakshmi Automatic Loom Works Ltd Others: Lakshmi Card Clothing Mfg. Co Pvt Ltd LCC Investments Pvt Ltd R. Santharam Marketing & Services Pvt Ltd Sri Revati Spinning Mills Ltd	Listed: Nil Others: Sans Craintes Livestock Pvt Ltd Sans Craintes Stud Farm Pvt Ltd Coimbatore Lakshmi Cotton Press Pvt Ltd Lakshmi Card Clothing Mfg. Co Pvt Ltd Sans Craintes Racing And Blood Stock Pvt Ltd RSCL Properties Pvt Ltd LCC Investments Pvt Ltd Cocca Art and Design Institute Pvt Ltd
Chairman / Membership in other committees of the Board	Lakshmi Automatic Loom Works Ltd Audit Committee - Member Nomination and Remuneration Committee - Member Stakeholders Relationship Committee - Chairman	NIL
Names of the listed entities from which the person has resigned in the past 3 years	NIL	NIL

- Sri R. Santharam having attained the age of 75 years, approval of the shareholders by Special Resolution dated 23.03.2019 has been granted for continuation of the office of directorship.

Coimbatore
29.05.2023

By Order of the Board
N. SINGARAVEL
Company Secretary