



**Secretarial Compliance Report of M/s. The Lakshmi Mills Company Limited
for the financial year ended 31st March 2024**

[Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February 2019 (as amended) read with relevant circulars issued by Stock Exchanges]

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **M/s. The Lakshmi Mills Company Limited** (CIN: L17111TZ1910PLC000093) (hereinafter referred as 'the listed entity'), having its Registered Office at Old No. 1100, New No. 686, Avanashi Road, Papanayakanpalayam, Coimbatore - 641037. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the financial year ended on 31st March 2024, complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

We, **MDS & Associates LLP, Company Secretaries**, have examined:

- (a) all the documents and records made available to us, and explanation provided by **M/s. The Lakshmi Mills Company Limited**,
- (b) the filings/ submissions made by the listed entity to BSE Limited ("the stock exchange"),
- (c) website of the listed entity
- (d) any other document / filing, as may be relevant, which has been relied upon to make this report,

for the financial year ended 31st March 2024 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI")



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The specific Regulations as applicable to the listed entity, whose provisions and the circulars/guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
- (d) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client
- (e) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and
- (f) circulars/ guidelines issued thereunder;

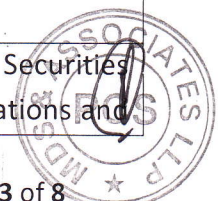
and based on the above examination, we hereby report that, during the Review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder except, in respect of matters specified below.

Sr.No.	1
Compliance Requirement (Regulations/Circulars/guidelines including specific clause)	The proceedings of the Annual General Meeting must be submitted to the Stock Exchanges within 12 hours from the conclusion of the meeting as required under Regulation 30(6) read with Part A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13 th July 2023
Regulation / Circular No.	Regulation 30(6) read with Part A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13 th July 2023
Deviations	The proceedings of 113 th Annual General Meeting held on 21 st September 2023 were submitted to the Stock Exchange beyond the prescribed time.

Actions Taken by	Nil
Type of Action	Not Applicable
Details of Violation	The proceedings of 113 th Annual General Meeting held on 21 st September 2023 were submitted to the Stock Exchange beyond the prescribed time.
Fine amount	Nil
Observation / Remarks of the Practising Company Secretary	During the year under review, the Company had made a delayed submission of proceedings of the Annual General Meeting. However, the Company has submitted an explanation for delay as required under second proviso to Regulation 30(6)(c) to the Stock Exchange(s) on 8 th April 2024, in reply to the e-mail received from BSE dated 06 th April 2024.
Management Response	The management informed that due to the short business hours available, there was an inadvertent delay of 12 hours in submission of proceedings of 113 th Annual General Meeting (AGM) held on 21 st September 2023. Further, the management informed that the items discussed in the AGM were in the normal course of its business and no unpublished material information was part of the proceedings of the AGM. The Company has submitted the explanation for delay as required under second proviso to Regulation 30(6) to the stock exchanges on 8 th April 2024.
Remarks	Nil

Sr.No.	2
Compliance Requirement (Regulations/Circulars/guidelines including specific clause)	The listed entity shall comply with the procedural requirements specified in Regulation 39(4) read with Schedule VI of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) while dealing with securities issued pursuant to the public issue or any other issue, physical or otherwise, which remain unclaimed and/or are lying in the escrow account as applicable.
Regulation / Circular No.	Regulation 39(4) read with Schedule VI of Securities and Exchange Board of India (Listing Obligations and

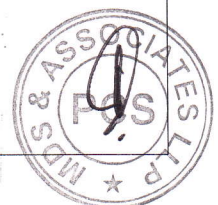


	Disclosure Requirements) Regulations, 2015
Deviations	The Company has not complied with the procedural requirements specified in Schedule VI of SEBI (Listing Obligations and Disclosure Requirements Regulations, 2015 in respect of unclaimed shares held in physical mode.
Actions Taken by	Nil
Type of Action	Not Applicable
Details of Violation	The Company has not complied with the procedural requirements specified in Schedule VI of SEBI (Listing Obligations and Disclosure Requirements Regulations, 2015 in respect of unclaimed shares held in physical mode.
Fine amount	Nil
Observation / Remarks of the Practising Company Secretary	The listed entity has not yet transferred the Unclaimed Shares held in physical mode into "Unclaimed Suspense Account"
Management Response	The Company is in the process of complying with the procedural requirements specified in Regulation 39(4) read with Schedule VI of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of Unclaimed Shares held in physical mode and the same is yet to be transferred into "Unclaimed Suspense Account".
Remarks	Nil

b) There were no observations made in the previous report pertaining to the financial year ended 31st March 2023 and hence, reporting under this clause (b) does not arise.

I. We hereby report that, during the review period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/Remarks by PCS*
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the	Yes	Nil

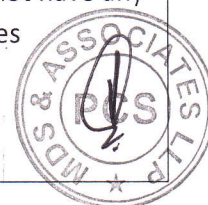


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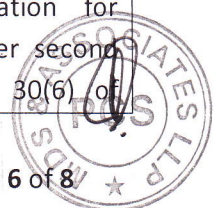
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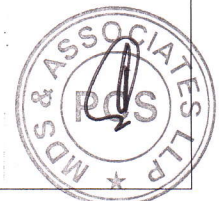
	Institute of Company Secretaries India (ICSI) as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.		
2.	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. 	Yes	Nil
	<ul style="list-style-type: none"> All the policies are in conformity with SEBI Regulations and has been reviewed & updated on time, as per the regulations/ circulars/ guidelines issued by SEBI 	Yes	Nil
3.	<u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none"> The listed entity is maintaining a functional website 	Yes	Nil
	<ul style="list-style-type: none"> Timely dissemination of the documents/ information under a separate section on the website 	Yes	Based on the representation received from the management, it is noted that the documents/ information has been disseminated in a timely manner
	<ul style="list-style-type: none"> Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website 	Yes	Nil
4.	<u>Disqualification of Director:</u> None of the Director(s) of the listed entity are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity	Yes	Nil
5.	<u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u>		
	a) Identification of material subsidiary companies	NA	The Company does not have any subsidiaries
	b) Disclosure requirement of material as well as other subsidiaries	NA	



6.	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	Nil
7.	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/ during the financial year as prescribed in SEBI Regulations	Yes	Nil
8.	<u>Related Party Transactions:</u> a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions; or b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee, in case no prior approval has been obtained	Yes	Nil
9.	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes, except in 1 case	<p>The Company has submitted the proceedings of the 113th Annual General Meeting held on 21st September, 2023 to the Stock Exchange beyond the prescribed time and stipulated under Regulation 30(6) read with Schedule III of SEBI (LODR) 2015 (as amended) and SEBI Circular No. SEBI/ HO/ CFD/ CFD-PoD-1/ P/ CIR/ 2023/ 123 dated 13th July, 2023.</p> <p>However, the Company has submitted an explanation for delay as required under second proviso to Regulation 30(6) of</p>



			Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) to the Stock Exchange on 8 th April 2024, in reply to the e-mail received from BSE dated 06 th April 2024.
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	Nil
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder; or	Yes	Nil
	The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.	NA	Nil
12.	<u>Resignation of Statutory Auditors from the listed entity or its material subsidiaries:</u> In case of resignation of Statutory Auditors from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	NA	Nil



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13.	Additional non-compliances, if any: No additional non-compliances observed for any regulation/ circular/ guidance SEBI note etc. except as reported above.	Yes	Nil
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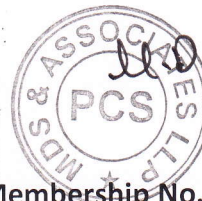
Assumptions & Limitation of Scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place : Coimbatore

Date : 28.05.2024

For MDS & Associates LLP
Company Secretaries



M.D. Selvaraj

Managing Partner

Membership No.: FCS 960 C P No.: 411

Peer Review No. 3030/2023

UDIN: F000960F000441290