

THE LAKSHMI MILLS COMPANY LIMITED

CIN: L17111TZ1910PLC000093

Regd. Off.: 686, Avanashi Road, Pappanaickenpalayam,
Coimbatore – 641 037, Tamil Nadu

Phone: 91 422 2245461- 465

Email: contact@lakshnimills.com Website: www.lakshnimills.com

NOTICE FOR POSTAL BALLOT / ELECTRONIC VOTING (E-Voting)

[Pursuant to Sections 108 & 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Shareholder(s),

Notice is hereby given pursuant to Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with the General Circular No. 3/2025 dated September 22, 2025 and other relevant circular(s) issued by the Ministry of Corporate Affairs ("MCA") from time to time (hereinafter collectively referred to as "MCA Circulars"), and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard – 2 ("SS-2") on General Meetings issued by the Institute of Company Secretaries of India and subject to other applicable laws, rules and regulations, if any, The Lakshmi Mills Company Limited ("the Company") hereby seeks the approval of the shareholders through Postal Ballot by way of voting through electronic means ("Remote e-voting") for the following special business as considered in the resolution set out hereinafter.

1. To consider and to grant approval for re-appointment and payment of remuneration to Sri Sundaram Pathy (DIN: 00013899) as Managing Director of the Company. (*Special Resolution*)

A statement pursuant to Section 102 and other applicable provisions, if any, of the Act, pertaining to the resolution appended below setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice. This Postal Ballot Notice is also being placed on the website of the Company at www.lakshnimills.com.

In compliance with the aforesaid MCA Circulars and pursuant to Section 110 of the Act read with the relevant rules made thereunder, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail address is registered with the Company / RTA / Depositories / Depository Participants and the communication of assent / dissent of the Members on the resolution proposed will take place through the remote e-voting system only. If your e-mail address is not registered with the Company / RTA / Depositories

/ Depository Participants, please follow the process provided in the Notes to receive this Postal Ballot Notice.

In compliance with the requirements of the MCA Circulars, hard copy of this Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders and hence the shareholders are requested to communicate their assent or dissent through remote e-voting system only.

Pursuant to Rule 22(5) & (6) of the Rules, the Board of Directors of the Company at their meeting held on 12th February 2026, has appointed Sri B. Krishnamoorthi (Memb. No. 20439), Practicing Chartered Accountant, Coimbatore as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner and for ascertaining the requisite majority.

The Company has engaged the services of National Securities Depository Limited (“NSDL”) to provide remote e-voting facility to the Members of the Company through their website at www.evoting.nsd.com. Please refer to the instructions for e-voting given hereinafter the proposed resolution, to cast votes through electronic voting means.

The remote e-voting period commences from 9.00 AM (India Standard Time [‘IST’]) on Wednesday, 25th February 2026, and ends at 5.00 PM (IST) on Thursday, 26th March 2026. The remote e-voting will be disabled by NSDL thereafter. Members are requested to read the instructions carefully while expressing their assent or dissent and cast votes via remote e-voting facility by not later than **5.00 PM (IST) on Thursday, 26th March 2026**.

The Scrutinizer shall submit the report to the Chairman or any other person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot e-voting will be announced within 2 working days from the conclusion of the e-voting and the same shall be displayed on the website of the Company at www.lakshimimills.com, the website of National Securities Depository Limited (“NSDL”) and the same will be communicated to BSE Limited (BSE), being the stock exchange where the equity shares of the Company are listed.

In the event, the resolution as set out under Item No. 1 below, are assented by the requisite majority of the members by means of the Postal Ballot process, it shall be deemed to have been duly passed at the General Meeting of the Company and it shall be deemed to have been passed on Thursday, 26th March 2026, being the last date specified by the Company for e-voting.

The resolution for the purpose as stated herein below is proposed to be passed by Postal Ballot / remote e-voting:

Item No.1:

Approval for re-appointment and payment of remuneration to Sri Sundaram Pathy as Managing Director of the Company

To consider and if thought fit, to give assent / dissent to the following resolution proposed to be passed as a **Special Resolution**:

RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17(6)(e) and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to Nomination and Remuneration Policy and the provisions of 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 Sundaram Pathy (DIN: 00013899), who has attained the age of 76 years, as Managing Director of the Company for a further period of 5 (five) years on payment of remuneration for a further period of 3 (Three) years with effect from 24th April 2026, on the following terms and conditions notwithstanding the fact that the aggregate annual remuneration payable to him in any year during his tenure together with the aggregate annual remuneration payable to other executive directors who are promoters or members of the promoter group, may exceed the limits as set out under the Listing Regulations or the Act for time being in force, as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee at their respective meetings held on 12th February 2026.

Terms of Remuneration:

1. **Salary:** Rs. 15,00,000/- per month with an annual increment of Rs. 1,00,000/-
2. **Commission:** 1% on the net profit of the Company, as may be applicable.
3. **Benefits:** Company's contribution to 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 S. Nos. 3, 4 & 5 above, viz., 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 medical reimbursement, LTA for self, club fees, medical

insurance etc., in accordance with the rules of the Company. However, the aggregate of such perquisites shall not exceed Rs. 5,00,000/- per annum. The perquisites shall be evaluated as per Income Tax Rules wherever applicable.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, the above remuneration shall be payable as minimum remuneration (except commission) to Sri Sundaram Pathy (DIN: 00013899), Managing Director of the Company in compliance with Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors (including its Committees thereof) be and are hereby authorized to alter and vary the terms of re-appointment and/or remuneration payable to Sri Sundaram Pathy (DIN: 00013899), Managing Director of the Company, as it may deem fit, subject to the same not exceeding the above limits.

RESOLVED FURTHER THAT Sri Sundaram Pathy (DIN: 00013899), Managing Director of the Company, shall not be entitled to receive sitting fees for attending the meetings of the Board of Directors or any Committees thereof and is not liable to retire by rotation during his tenure of appointment.

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 or 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.”

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

The members of the Company at the Annual General Meeting held on 24th September 2021 have approved the appointment of Sri Sundaram Pathy (DIN: 00013899) as the Managing Director of the Company for a period of 5 years with effect from 24th April 2021 and accordingly, the present tenure of his office as the Managing Director of the Company expires on 23rd April, 2026.

Pursuant to Section 178 & 177 of the Companies Act, 2013 ('the Act') and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Nomination and Remuneration Committee and Audit Committee at their respective meeting(s) held on 12th February 2026 had recommended / approved the reappointment of Sri Sundaram Pathy, as Managing Director of the Company for a further period of 5 (five) years on payment of remuneration for a further period of 3 (Three) years with effect from 24th April 2026 on the terms and conditions as set out in Item No.1 of the Notice and the same is within the limits as specified in Part II of Schedule V to the Companies Act, 2013.

In accordance with the provisions of Section 196, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendation of the Nomination and Remuneration Committee and the approval of the Audit Committee, the Board of Directors, at their meeting held on 12th February 2026 has approved the re-appointment of Sri Sundaram Pathy, who has attained the age of 76 years, as Managing Director of the Company for a further period of five (5) years with effect from 24th April 2026 on the terms and conditions as set out under Item No.1 of this notice, subject to the approval of the members of the Company by means of passing a special resolution.

Sri Sundaram Pathy is a commerce graduate from the University of Madras and has intensive experience in various fields of Management. He has been associated with the Textile and Textile Machinery Manufacturing Industry for more than 5 decades. He was a Member of the Executive Council of the Textile Machinery Manufacturers' Association (India). During his tenure as a Managing Director, the Company has made improvements in its product line. With the proposed new line of business, the Company is expected to register growth both in top line and bottom line. He is holding 1,13,570 Equity Shares comprising 16.33% of the Paid up Capital of the Company.

Sri Sundaram Pathy is on the Board of Lakshmi Engineering and Warehousing Limited, as Non Executive Chairman and is also a Director in LMW Limited, and a Member of the Nomination & Remuneration Committee and Stakeholders Relationship Committee of LMW Limited.

In view of the qualification, experience, past performance, increased responsibilities and time spent by Sri Sundaram Pathy, as Managing Director, and untiringly working towards better prospects of the Company, the Board of Directors are of the view that the continuation and re-appointment of Sri Sundaram Pathy, who has attained the age of 76 years, as Managing Director for a further period of 5 years would be in the best interests of the Company. His re-appointment is expected to be greatly beneficial to the future growth plans of the Company.

Considering the above facts, the Board of Directors have recommended the Special Resolution as set out in Item No. 1 of the Notice for approval of the Members.

The general information as required under Part II of Section II of Schedule V of the Companies Act, 2013 (as amended) and the disclosure as required in accordance with Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2) issued by the ICSI has been annexed and forms part of this notice.

Except Sri Sundaram 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, financially or otherwise, in the resolution.

By Order of the Board
For **The Lakshmi Mills Company Limited**

Place: Coimbatore
Date: 12th February 2026

N. Singaravel
Company Secretary

Notes:

1. Members may note that the Postal Ballot Notice has been placed on the Company's website www.lakshnimills.com and on the website of BSE Limited, i.e., www.bseindia.com, being the stock exchange where the equity shares of the Company are listed/ traded and on the website of National Securities Depository Limited ("NSDL"), www.evoting.nsdl.com.
2. The brief profile, details of shareholding, other directorships, and inter-se relationship of the Directors seeking appointment as required under Regulation 36(3) of the Listing Regulations, and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India is attached and forms part of this notice.
3. The Notice is being sent only by email to all those Members of the Company, whose names appear in the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") as on Friday, February 20th, 2026 ("cut-off date") and who have registered their email address in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, MUFG Intime India Private Limited ("RTA") in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and MCA Circulars.
4. In terms of the MCA Circulars, the Company will send this Notice in electronic form only and a hard copy of this Notice along with postal ballot forms and pre-paid business envelope will not be sent to the shareholders for this postal ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the remote e-voting system. Therefore, those Shareholders who have not yet registered their e-mail address are requested to get their e-mail address submitted by following the procedure given below:
 - i. In light of the MCA Circulars, for remote e-voting for this Postal Ballot, the Shareholders whether holding equity shares in dematerialised form or in physical form and who have not submitted their email address and in consequence to whom the Postal Ballot notice could not be served, may temporarily get their e-mail address registered with the Company's Registrar and Share Transfer Agent, MUFG Intime India Private Limited by submitting

necessary request form(s) along with supporting documents. Post successful registration of the e-mail address, the Shareholder would get a soft copy of this Notice and the procedure for e-voting along with the user-id and the password to enable e-voting for this Postal Ballot. In case of any queries, Shareholders may write to the Company at csns@lakshimimills.com or to the RTA at coimbatore@in.mpms.mufg.com .

- ii. Those Shareholders who have already registered their e-mail address are requested to keep their e-mail address validated with their depository participant(s) / the Company's Registrar and Share Transfer Agent, MUFG Intime India Private Limited to enable serving of notices / documents / annual reports electronically to their e-mail address.
5. Any query/grievance may please be addressed to Mr. N. Singaravel, Company Secretary with respect to this Postal Ballot at Email ID: csns@lakshimimills.com, or may contact Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Limited at the email id: evoting@nsdl.com or call NSDL at 022 4886 7000.
 6. Members are requested to carefully read the instructions while expressing their assent or dissent and to cast their vote(s) via e-voting by not later than 5:00 PM ("IST") on Thursday, March 26, 2026.
 7. Members are further requested to:
 - Quote folio number / DP ID / Client ID in all correspondence with the Company or its Registrar & Share Transfer Agent.
 - Intimate about consolidation of folios to Registrar & Share Transfer Agent, if your shareholding is under multiple folios.
 - Note that Securities and Exchange Board of India ("SEBI") had 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 April 1, 2019. Further, SEBI had mandated the listed entities to issue shares only in dematerialized mode, with effect from January 25, 2022, to shareholder(s)/ claimant(s) holding shares in physical mode, as against their service requests including for transmission or transposition of shares. In view of this Members are requested to convert their physical share certificate into Demat form.
 - Further, as per SEBI's Master circular dated May 17, 2023, and amendment circular dated November 17, 2023, May 7, 2024 and June 23, 2025, Members holding shares in physical form, whose folio(s) lack PAN, nomination details, contact details, Bank Account details or updated specimen signature, will not be eligible for payment of dividend, through electronic mode effective from April 1, 2024. Therefore, Members holding shares in physical form are requested to update the mentioned details by providing the appropriate requests through ISR forms with the Registrar and Share Transfer Agent to ensure receipt of dividend.

Necessary prior intimation(s) in this regard was provided to the Shareholders. A copy of the required circular(s) is/are available on the Company's website www.lakshimimills.com

INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MEANS:

- i. In compliance with the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), the Company is pleased to provide remote e-voting facility to all its Members, to enable them to cast their votes electronically. The Company has engaged the services of National Securities Depository Limited (“NSDL”) to provide remote e-voting facility to its members.
- ii. The voting period begins from 9.00 AM (IST) on Wednesday, 25th February 2026, and ends at 5.00 PM (IST) on Thursday, 26th March 2026. During this period, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Friday, February 20th, 2026, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting after 5.00 PM (IST) on Thursday, 26th March 2026.
- iii. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Friday, February 20th, 2026 (“Cut-off date”). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by remote e-voting. A person who is not a member as on the Cut-off date should treat this Postal Ballot Notice for information purposes only.
- iv. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently.
- v. A member cannot exercise his vote by proxy on Postal Ballot.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING ARE AS UNDER:

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 for Individual shareholders holding securities in demat mode

In terms of SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, on e-Voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participant(s). Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-Voting facility.

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.	<p>For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN, Verification code and generate OTP. Enter the OTP received on registered email ID/mobile number and click on login. 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.</p> <p>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. On the e-Services home page 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.</p> <p>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 click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing</p>

Type of shareholders	Login Method
	<p>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.</p> <p>Shareholders/ Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="743 898 1192 1171" style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach the e-Voting page without any further authentication. The users of Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by the company. On clicking the e-voting option, the user will be able to see the e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the

Type of shareholders	Login Method
	<p>user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and Permanent Account Number (PAN) from an e-Voting link available on 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 able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	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 the 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.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned 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 022 - 4886 7000

Login type	Helpdesk details
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 toll free no. 1800 21 09911

B. Login Method for e-Voting 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?

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 '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 e-services i.e., IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services 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 101456 then user ID is 101456001***

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 the steps mentioned below in process for those shareholders whose email is 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) Click on **"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 the aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - 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, the Home page of e-Voting will open.

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

How to cast your vote electronically 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 is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote(s) 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, 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. 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.com. 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.
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 “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 Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Assistant Vice President at evoting@nsdl.com .

Process for those shareholders whose email ids are not registered with the depositories/ company / Registrar and Share Transfer Agent for procuring user id and password and registration of e-mail ids for e-voting for the resolution set out in this notice:

In light of the MCA Circulars, for remote e-voting for this Postal Ballot, the Shareholders whether holding equity shares in dematerialised form or in physical form and who have not submitted their email address and in consequence to whom the Postal Ballot notice could not be served, may temporarily get their e-mail address registered by following the procedure given below:

- i. In case shares are held in physical mode please provide Folio No., Name of 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 the Company at csns@lakshminimills.com or to the Company's Registrar and Share Transfer Agent, MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) by submitting necessary request form(s) along with supporting documents.
- ii. 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 csns@lakshminimills.com or to the Company's Registrar and Share Transfer Agent, MUFG Intime India Private Limited (Formerly Link Intime India Private Limited). 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, for Individual shareholders holding securities in demat mode.
- iii. Alternatively, shareholders/members may send a request to evoting@nsdl.com for procuring user ID and password for e-voting by providing above mentioned documents.

It is clarified that for permanent submission of e-mail address, the Shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participant(s) and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, MUFG Intime India Private Limited (Formerly Link Intime India Private Limited), by following the due procedure.

VOTING RESULTS

1. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as of the cut-off date Friday, 20th February 2026.
2. The Company has appointed Sri B. Krishnamoorthi, Practicing Chartered Accountant, Coimbatore, as the Scrutinizer to scrutinise the remote e-voting in a fair and transparent manner and to ascertain the majority.
3. The Results shall be declared within 2 working days of the conclusion of the postal ballot and the same shall be placed on the website of the Company www.lakshminimills.com and the website of National Securities Depository Limited

("NSDL") and communicated to the BSE Limited (BSE), being the stock exchange where the equity shares of the Company are listed.

By Order of the Board

For **The Lakshmi Mills Company Limited**

Place: Coimbatore

N. Singaravel

Date: 12th February 2026

Company Secretary

I. General information as required under Section II of Part II of Schedule V of the Companies Act, 2013 (as amended) relating to the Special Resolution under Item No. 1

1. Nature of Industry:

The Company is structured into two reportable business segments – “Textiles” and “Rental Services”. Textiles consists of manufacturing and sale of yarn and trading in cloth and garments. Rental services consists of letting out of properties. The installed capacity is 1,44,432 Ring spindles. The Company presently has two manufacturing Units, one at Palladam and another at Kovilpatti and Rental Services at Lakshmi Mills – Urban Centre, Coimbatore.

2. Date of commencement of Commercial Production:

The Company was incorporated on 01st April 1910 and commenced commercial production subsequently in the same year.

3. In case of new Companies, expected date of commencement of Activities as per project approved by financial institutions appearing In the prospectus.

Not Applicable

4. Financial Performance based on given indicators

(Rs. in lakhs)

Particulars	2024-25	2023-24
Total income	26,953.50	26,101.04
Profit/ (Loss) before tax	(718.91)	(2,020.87)
Profit/ (Loss) after tax	(467.53)	(1,379.29)
Paid-up share capital	695.55	695.55
Reserves and Surplus	11,996.75	12,464.28
Basic Earnings per share	(67.22)	(198.30)

5. Foreign Investments or Collaborators: Nil

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

S.No.	Particulars	Sri Sundaram Pathy
1	Background details	Sri Sundaram Pathy is a B. Com graduate from the University of Madras and has intensive experience in various fields of Management. He has been associated with the Textile and Textile Machinery Manufacturing Industry for more than 5 decades.
2	Past Remuneration	During the financial year ended 31 st March 2025, Sri Sundaram Pathy has received a remuneration of Rs. 1,12,15,000/-
3	Recognition or awards	Nil
4	Job Profile and his suitability	Sri Sundaram Pathy as 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.
5	Remuneration proposed	Details of remuneration proposed has been disclosed in Item No. 1 of the Notice
6	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 Sundaram 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.
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Sri Sundaram Pathy, Managing Director of the Company, is one of the promoters of the Company. He is related to Sri Aditya Krishna Pathy, Deputy Managing Director of the Company. Besides the remuneration being received, he does not have any pecuniary relationship with the company.

III. Other information

1. Reasons for loss or inadequate profits

Due to recession in clothing industry and financial hardships, the Company has incurred losses.

2. Steps taken or proposed to be taken for improvement.

The Company is continuously taking various cost control measures and with rental income would result in increased profitability in the ensuing years.

3. 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.

IV. Disclosures

The Company shall include the following requisite disclosures of the appointee Whole-Time Director designated as Executive Director in the Board of Director's report under the heading "Corporate Governance", of financial year ended 31.03.2026:

1. all elements of remuneration package such as salary, benefits, bonuses, stock options, pension etc. of all the Directors;
2. details of fixed component and performance linked incentives along with the performance criteria;
3. service contracts, notice period, severance fees;
4. 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 disclosure in accordance with Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards issued by ICSI.

Name	Sri Sundaram Pathy
Director Identification Number (DIN)	00013899
Date of Birth	17.11.1949
Nationality	Indian
Date of appointment on the Board	27.09.1995
Inter-se relationship with other directors or Key Managerial Personnel of the Company	Related to Sri Aditya Krishna Pathy
Qualification	B.Com
Expertise in area / experience	51 Years
No. of shares held (including shareholding as	1,13,570 Equity Shares of 100 each. Further

a beneficial owner)	he does not hold beneficial interest in the equity shares of the Company other than the above.
Board position held	Executive - Chairman and Managing Director
Terms and conditions of appointment / re-appointment	As specified in Item No. 1 of the Notice
Remuneration last drawn	Rs. 11215000
Remuneration proposed to be paid	As specified in Item No. 1 of the Notice
Number of Board meetings attended during the year	4 (four)
List of Directorships held in other companies	Lakshmi Engineering and Warehousing Limited LMW Limited 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
Committee Chairmanship / Membership held in other Companies	
Audit Committee	Nil
Nomination and Remuneration Committee	Member LMW Limited
Stakeholders Relationship Committee	Member LMW Limited
Names of the listed entities from which the person has resigned in the past 3 years	Nil