

THE LAKSHMI MILLS COMPANY LIMITED

686, Avanashi Road, Pappanaickenpalayam, Coimbatore - 641 037

Phone : 91- 0422 - 2245461 - 465, 4333700

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

CIN: L17111TZ1910PLC000093

NOTICE TO SHAREHOLDERS

Notice is hereby given that the **HUNDRED AND FOURTEENTH ANNUAL GENERAL MEETING (AGM)** of the Members of the Company will be held on Monday, 9th September, 2024 at 10:30 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, 2024, 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 appoint a Director in the place of Sri Sanjay Jayavarthanavelu (DIN 00004505), who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS

3. 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 S. Pathy (DIN: 00013899) Managing Director of the Company for

a period of 2 years from 24th April 2024 till the remaining period of his present term (i.e., upto 23rd April 2026) 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 8th February 2024, notwithstanding the fact that the annual remuneration payable to him in any financial year during his tenure along with the remuneration payable to Sri Aditya Krishna Pathy, Deputy 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. 9,00,000/- per month with an annual increment of Rs. 1,00,000/-.

2 Commission:

1% on the net profit of the Company, as maybe applicable.

3 Benefits:

Company's contribution to Provident Fund and Superannuation Fund as per rules of the Company to the extent, these either singly or put together do not exceed the limits fixed under the Income Tax Act, 1961.

4 Gratuity:

Shall not exceed half a month's salary for every completed year of service.

5 Leave Encashment:

Shall be entitled to encashment of Leave at the end of the tenure.

The items under Sl.Nos.3, 4 & 5 above, viz., Provident Fund, Superannuation Fund, Gratuity and Leave Encashment shall not be considered as perquisites.



Perquisites

In addition to the salary and commission, the Managing Director shall also be entitled to interchangeable perquisites like furnished accommodation, gas, electricity, water, medical reimbursement, LTA for self and family, club fees, medical insurance etc., in accordance with the rules of 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 during the aforesaid period, the above remuneration shall be payable as Minimum Remuneration to

Sri S. Pathy, Managing Director of the Company as specified in Schedule V of the Companies Act, 2013 (as amended).

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to alter and vary the terms of remuneration payable to Sri S. Pathy (DIN: 00013899) Managing Director, as it may deem fit, proper and necessary, subject to the same not exceeding the limits under Schedule V of the Companies Act, 2013.

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.”

4. To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and the applicable provisions of the SEBI

(Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (as amended) and the Articles of Association of the Company and upon the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Sri K. Murali Mohan (DIN:00626361), who had submitted a declaration that he meets the criteria for independence under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and whose name is included in the databank as required under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and who is eligible for appointment and in respect of whom the Company has received a Notice in writing under Section 160 of the Act from a Member signifying its intention to propose Sri K. Murali Mohan as a candidate for the office of Director of the Company, be and is hereby appointed as Non-Executive and Independent Director of the Company to hold office for an initial term of five (5) consecutive years from the conclusion of the 114th Annual General Meeting upto the date of completion of 5 years or the date of 119th Annual General Meeting whichever is earlier, and is not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised 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.”

5. To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (as

THE LAKSHMI MILLS COMPANY LIMITED

amended) and the Articles of Association of the Company and upon the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Sri R. Varadarajan (DIN:00001738), who had submitted a declaration that he meets the criteria for independence under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and whose name is included in the databank as required under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and who is eligible for appointment and in respect of whom the Company has received a Notice in writing under Section 160 of the Act from a Member signifying its intention to propose Sri R. Varadarajan as a candidate for the office of Director of the Company, be and is hereby appointed as Non-Executive and Independent Director of the Company to hold office for an initial term of five (5) consecutive years from the conclusion of the 114th Annual General Meeting upto the date of completion of 5 years or the date of 119th Annual General Meeting whichever is earlier, and is not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised 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.”

6. To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (as amended) and the Articles of Association of the Company and upon the recommendation of the

Nomination and Remuneration Committee and the Board of Directors, Sri Ashwin Chandran (DIN:00001884), who had submitted a declaration that he meets the criteria for independence under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and whose name is included in the databank as required under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and who is eligible for appointment and in respect of whom the Company has received a Notice in writing under Section 160 of the Act from a Member signifying its intention to propose Sri Ashwin Chandran as a candidate for the office of Director of the Company, be and is hereby appointed as Non-Executive and Independent Director of the Company to hold office for an initial term of five (5) consecutive years from the conclusion of the 114th Annual General Meeting upto the date of completion of 5 years or the date of 119th Annual General Meeting whichever is earlier, and is not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised 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.”

7. 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 2024-25 on a remuneration of Rs.1,50,000/- 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
09.08.2024

By Order of the Board
N. SINGARAVEL
Company Secretary

NOTES:

1. The General Circulars issued by the Ministry of Corporate Affairs (“MCA”) during the year 2020, 2021, 2022 and 2023 and latest being Circular No. 09/2023 dated 25th September, 2023 and the same has been acknowledged by the Securities and Exchange Board of India (“SEBI”) vide its circulars issued during the year 2020, 2021, 2022 and 2023 and latest being 07th October, 2023, have permitted to 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 114th AGM of the Company is being held through VC/OAVM. Members desirous of participating in the meeting through VC/OAVM, may refer to the procedures mentioned below.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. **Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.**
3. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
4. Institutional/Corporate Members (i.e., other than Individuals/HUF/NRI) etc are required to send the scanned copy (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 Tuesday - 03.09.2024 to Monday - 09.09.2024 (both days inclusive), in compliance with Regulation 42 of the SEBI (LODR) Regulations 2015 and Section 91 of the Companies Act, 2013.
7. The Board of Directors has not recommended any dividend for the year ended 31st March, 2024.
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.lakshimimills.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

THE LAKSHMI MILLS COMPANY LIMITED

Government under Section 125 of the Companies Act, 2013. The details of unpaid / unclaimed dividend can be viewed on the Company's website www.lakshmill.com. As per the provisions of Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules 2016, the Company will be transferring the share(s) on which the beneficial owner has not encashed any dividend during the last seven years to the IEPF demat account as identified by the IEPF Authority. Details of shareholders whose shares are liable to be transferred to IEPF are available at the Company website: www.lakshmill.com. The shareholders whose unclaimed dividend / share has been transferred to the 'Investor Education and Protection Fund' may claim the same from IEPF authority by filing Form IEPF-5 along with requisite documents. Sri N. Singaravel, Company Secretary, is the Nodal Officer of the Company for the purpose of verification of such claims.

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. Link Intime India Private Limited (Erstwhile 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, as per SEBI's Master circular dated 17th May 2023 and amendment circular dated 17th November 2023 and 7th May 2024 Members holding shares in physical form, whose folio(s) lack PAN, nomination details, contact details, Bank Account details or updated specimen signature, will only be eligible for payment of dividend, through electronic mode effective from 1st April 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. 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.lakshmill.com.

D. The shareholders are requested to co-ordinate with the Company's RTA. The shareholders may also note that as per advisory of SEBI, the Company's RTA has launched an investors' self-service portal 'SWAYAM' to access investor requests / services <https://swayam.linkintime.co.in>

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, M/s. Link Intime India Private Limited, "Surya" 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore - 641028; email id: coimbatore@linkintime.co.in.

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. Link Intime India Private Limited.
16. Members may kindly note that in accordance with SEBI circular dated 31st July 2023, the Company has registered on the SMART ODR (Securities Market Approach for Resolution through Online Disputes Resolution) Portal. This platform aims to enhance investor grievance resolution by providing access to Online Dispute Resolution institutions for addressing complaints. Members can access the SMART ODR Portal via: <https://smartodr.in/login>. Members may utilise this online conciliation and/or arbitration facility, as outlined in the circular, to resolve any outstanding disputes between Members and the Company (including RTA).
17. 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., www.lakshnimills.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").
18. 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.
19. 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.lakshnimills.com. Members holding shares in electronic form must approach their Depository Participant(s) for completing the nomination formalities.
20. 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.
21. 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.

THE LAKSHMI MILLS COMPANY LIMITED

22. 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 5.00 P.M on Monday, 2nd September, 2024. Such queries will be replied by the Company suitably, during the AGM or later.
23. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report for the year 2023-24 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 2023-24 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.
24. 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.
25. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
26. 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. Link Intime India Private 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.
27. 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.
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. 004083S) 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 114th 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 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. Link Intime India Private 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 with the facility to cast their vote electronically from a place other than venue of the Annual General Meeting ("remote e-voting") using an electronic voting system provided by National Securities Depository Limited ('NSDL'), for all members of the Company to enable them to cast their votes electronically, on all the business items set forth in the Notice of Annual General Meeting and the business may be transacted through such remote e-voting. The instructions to e-voting, as given below, explain the process and manner for casting of vote(s) in a secure manner.

Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of Annual General Meeting Notice and holding shares as on Saturday, 17th August, 2024 may refer to this Notice of the Annual General Meeting, posted on Company's website www.lakshimimills.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 Friday - the 6th September 2024 at 9:00 AM (IST) and ends on Sunday - the 8th September 2024 at 5:00 PM (IST). The e-voting module shall be disabled by NSDL for voting thereafter. During the remote e-voting period, Shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Monday, 2nd September 2024, may cast their vote electronically. The voting right of Shareholders

THE LAKSHMI MILLS COMPANY LIMITED

shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday, 2nd September 2024.

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">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.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.

Type of Shareholders	Login Method
	<p>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.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speed-e” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. 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/myeasitoken/Home/Login or www.cdslindia.com and click on New System Myeasi. 2. 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. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration. 4. 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.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participant(s)</p>	<p>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.</p>

THE LAKSHMI MILLS COMPANY LIMITED

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
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 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?

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 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 129757 followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 129757 then user ID is 129757001***

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.com 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

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.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.

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

THE LAKSHMI MILLS COMPANY LIMITED

“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 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 coimbatore@linkintime.co.in.
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 coimbatore@linkintime.co.in. 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.com 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 Monday, 2nd September, 2024. 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.
- The Company has appointed Sri B. Krishnamoorthi, Practicing Chartered Accountant (Membership No. 20439), as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
 - 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.
 - The Scrutinizer shall after the conclusion of voting at the Annual General Meeting, will first count the votes casted during the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes

cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

- 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 results 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. 3

The members of the Company at the Annual General Meeting held on 24th September 2021 have approved the appointment of Sri S. Pathy (DIN: 00013899) as Managing Director of the Company for a period of 5 years and payment of remuneration for a period of 3 years from 24.04.2021. The remuneration payable to the Managing Director was fixed at Rs.7,00,000/- with an annual increment of Rs.50,000/- and the last drawn remuneration was Rs.8,00,000/- per month.

Sri S. Pathy is a B. Com Graduate and has intensive experience of about 50 years 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 S. Pathy as 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 8th February 2024 had recommended / approved the payment of the remuneration to Sri S. Pathy for the remaining tenure

THE LAKSHMI MILLS COMPANY LIMITED

as Managing Director of the Company with effect from 24th April 2024 to 23rd April 2026 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, the Board of Directors, at their meeting held on 8th February 2024, has approved the payment of remuneration to Sri S. Pathy (DIN: 00013899), for the remaining tenure as Managing Director of the Company with effect from 24th April 2024.

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 Managing Director, as set out under Item No. 3 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 S. Pathy and other disclosures as per Secretarial Standard 2 are furnished and forms a part of this notice.

Except Sri S. Pathy, being the beneficiary and Sri Aditya Krishna Pathy, Deputy 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.3.

Item No. 4

Pursuant to the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on 9th August 2024 have recommended the appointment of Sri K. Murali Mohan (DIN: 00626361), as Non Executive Independent Director of the Company for a term of five (5) consecutive years with effect from the conclusion of the 114th Annual General Meeting. A notice in writing under Section 160 of the Companies Act, 2013, has been received from a Member proposing Sri K. Murali Mohan as a candidature for the office of Independent Director of the Company.

Sri K. Murali Mohan is not disqualified from being appointed as a Director in terms of Section 164 of the Act, and is not debarred from holding the office of Director by virtue of any Order of the Securities and Exchange Board of India ("SEBI") or any other such authority.

Sri K. Murali Mohan has given his consent to act as a Director along with the declaration to the effect that he meets the criteria of independence as prescribed under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and that his name is included in the databank of Independent Directors as required under Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

In the opinion of the Board of Directors, Sri K. Murali Mohan (DIN: 00626361) fulfils the conditions specified in the Companies Act, 2013 read with Rules made thereunder and the Listing Regulations for his reappointment as an Independent Director of the Company and is independent of the Management. The Nomination and Remuneration Committee and the Board of Directors have reviewed / evaluated the skills, knowledge and experience on the Board and identified the role and capabilities required of an Independent Director and considered that the appointment of Sri K. Murali Mohan with his experience and expertise will be beneficial and value to the Company. During his tenure of appointment, he shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

Sri K. Murali Mohan also serves on the boards of other unlisted Public Limited Companies.

A copy of the draft letter for appointment of the Independent Director setting out the terms and conditions of his appointment would be available for inspection by the Members at the Registered Office of the Company during the normal business hours of the Company, other than Saturdays and Sundays, without payment of fee.

The disclosures as required under Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are furnished and form a part of this Notice.



Accordingly, the Board recommends the Special Resolution in relation to eligibility and appointment of Sri K. Murali Mohan as an Independent Director for a term of five (5) consecutive years for approval by the Members of the Company.

Interest of Directors:

Except Sri K. Murali Mohan being the proposed appointee, none of the Directors and the Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolution as set out in Item No. 4 of the Notice.

Item No. 5

Pursuant to the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on 9th August 2024 have recommended the appointment of Sri R. Varadarajan (DIN: 00001738), as Non Executive Independent Director of the Company for a term of five (5) consecutive years with effect from the conclusion of the 114th Annual General Meeting. A notice in writing under Section 160 of the Companies Act, 2013, has been received from a Member proposing Sri R. Varadarajan as a candidature for the office of Independent Director of the Company.

Sri R. Varadarajan is not disqualified from being appointed as a Director in terms of Section 164 of the Act, and is not debarred from holding the office of Director by virtue of any Order of the Securities and Exchange Board of India (“SEBI”) or any other such authority.

Sri R. Varadarajan has given his consent to act as a Director along with the declaration to the effect that he meets the criteria of independence as prescribed under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and that his name is included in the databank of Independent Directors as required under Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

In the opinion of the Board of Directors, Sri R. Varadarajan (DIN: 00001738) fulfils the conditions specified in the Companies Act, 2013 read with Rules made thereunder and the Listing Regulations for his reappointment as an Independent Director of the

Company and is independent of the Management. The Nomination and Remuneration Committee and the Board of Directors have reviewed / evaluated the skills, knowledge and experience on the Board and identified the role and capabilities required of an Independent Director and considered that the appointment of Sri R. Varadarajan with his experience and expertise will be beneficial and value to the Company. During his tenure of appointment, he shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

Sri R. Varadarajan also serves on the boards of other Listed Companies, Unlisted Public Limited Companies and Private Limited Companies.

A copy of the draft letter for appointment of the Independent Director setting out the terms and conditions of his appointment would be available for inspection by the Members at the Registered Office of the Company during the normal business hours of the Company, other than Saturdays and Sundays, without payment of fee.

The disclosures as required under Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are furnished and form a part of this Notice.

Accordingly, the Board recommends the Special Resolution in relation to eligibility and appointment of Sri R. Varadarajan as an Independent Director for a term of five (5) consecutive years for approval by the Members of the Company.

Interest of Directors:

Except Sri R. Varadarajan being the proposed appointee, none of the Directors and the Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolution as set out in Item No. 5 of the Notice.

Item No. 6

Pursuant to the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on 9th August 2024 have recommended the appointment of Sri Ashwin Chandran (DIN: 00001884), as Non Executive Independent Director of the Company for a term of five (5) consecutive years with effect from the conclusion of

THE LAKSHMI MILLS COMPANY LIMITED

the 114th Annual General Meeting. A notice in writing under Section 160 of the Companies Act, 2013, has been received from a Member proposing Sri Ashwin Chandran as a candidature for the office of Independent Director of the Company.

Sri Ashwin Chandran is not disqualified from being appointed as a Director in terms of Section 164 of the Act, and is not debarred from holding the office of Director by virtue of any Order of the Securities and Exchange Board of India ("SEBI") or any other such authority.

Sri Ashwin Chandran has given his consent to act as a Director along with the declaration to the effect that he meets the criteria of independence as prescribed under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and that his name is included in the databank of Independent Directors as required under Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

In the opinion of the Board of Directors, Sri Ashwin Chandran (DIN: 00001884) fulfils the conditions specified in the Companies Act, 2013 read with Rules made thereunder and the Listing Regulations for his reappointment as an Independent Director of the Company and is independent of the Management. The Nomination and Remuneration Committee and the Board of Directors have reviewed / evaluated the skills, knowledge and experience on the Board and identified the role and capabilities required of an Independent Director and considered that the appointment of Sri Ashwin Chandran with his experience and expertise will be beneficial and value to the Company. During his tenure of appointment, he shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

Sri Ashwin Chandran has more than 25 years of experience in the textile industry and also serves on the boards of other Listed and Unlisted Public Limited Companies.

A copy of the draft letter for appointment of the Independent Director setting out the terms and conditions of his appointment would be available for inspection by the Members at the Registered Office of the Company during the normal business hours of the Company, other than Saturdays and Sundays, without payment of fee.

The disclosures as required under Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are furnished and form a part of this Notice.

Accordingly, the Board recommends the Special Resolution in relation to eligibility and appointment of Sri Ashwin Chandran as an Independent Director for a term of five (5) consecutive years for approval by the Members of the Company.

Interest of Directors:

Except Sri Ashwin Chandran being the proposed appointee, none of the Directors and the Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolution as set out in Item No. 6 of the Notice.

Item No. 7

The Board of Directors of the Company, at their meeting held on 28th May 2024 on the recommendation of the Audit Committee, has approved the appointment and remuneration payable to M/s. A. R. Ramasubramania Raja & Co., (Firm Registration No. 000519) 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 2024-25 at a remuneration of Rs.1,50,000/- 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. 7 of the Notice.



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. 3:

A. General information:			
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.		
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 (in lakhs)	Particulars	2023-2024	2022-2023
	Sales & other income	26,101.04	24,445.17
	Profit/ (Loss) before tax	(2,020.87)	(677.86)
	Profit/ (Loss) after tax	(1,379.29)	(501.20)
	Paid-up equity capital	695.55	695.55
	Reserves and Surplus	12,464.28	13,906.17
	Basic Earnings Per Share	(198.30)	(72.06)
Foreign investments or collaborations, if any	Nil		
B. Information about the appointee:			
Background details	Sri S. Pathy was appointed as Managing Director for a period of 5 years with effect from 24.04.2021. He takes care of day-to-day operations of the Company.		
Past remuneration	Rs. 99,21,667/-		
Recognition or awards	Nil		
Job profile and his suitability	Sri S. 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.		
Remuneration proposed	As set out in Item No. 3 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 S. 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.		

THE LAKSHMI MILLS COMPANY LIMITED

Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Sri S. 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.
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 and with rental income 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:	The same is mentioned in the Corporate Governance report which forms a part of the Annual Report.
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	None
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	None

Details of Directors 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 S. Pathy	Sri Sanjay Jayavarthanavelu	Sri Ashwin Chandran
Director Identification Number	00013899	00004505	00001884
Date of Birth / Nationality	17.11.1949 / Indian	15.06.1968 / Indian	30.05.1976 / Indian
Date of Appointment on the Board	27.09.1995	30.07.2010	NIL
Inter-se relationship with other Directors/ Key Managerial Personnel	Related to Sri Aditya Krishna Pathy	Not related to any other Director	
Qualification	B.Com	MBA (Philadelphia University, USA)	B.Sc (Hons) - University of Manchester, UK, MBA - University of Illinois, USA
Expertise in area/ Experience	50 Years	33 Years	25 Years
No of Shares held in the Company (including shareholding as a beneficial owner)	1,13,570	13,213	NIL
Board Position held	Executive - Chairman and Managing Director	Non Executive - Non Independent Director	NIL
No. of Board Meeting attended during the year	4	4	NIL
Terms and conditions of appointment	Payment of revised remuneration as set out in item No. 3 of the Notice	Retires by rotation and eligible for re-appointment	Appointment for a term of 5 years and not liable to retire by rotation
Remuneration last drawn	Rs. 99,21,667/-	Nil	NIL
Remuneration proposed to be paid	As set out in the item No. 3 of the Notice	Sitting fees for attending the Board and Committee Meetings	
List of Directorships held in other companies	Lakshmi Automatic Loom Works Ltd Lakshmi Machine Works Ltd Lakshmi Card clothing Mfg. Co. Pvt Ltd LCC Investments Pvt. Ltd The Coimbatore Lakshmi Cotton Press Pvt Ltd Sans Craintes Stud Farm Pvt Ltd Sans Craintes Livestock Pvt Ltd Sans Craintes Racing & Bloodstock Pvt Ltd Rasakondalu Developers Pvt Ltd Sans Craintes Power Pvt Ltd	Lakshmi Machine Works Ltd Super Sales India Ltd Lakshmi Electrical Control System Ltd Carborandum Universal Ltd Lakshmi Cargo Company Ltd Lakshmi Life Sciences Ltd Lakshmi Tech & Engg Ind Ltd Lakshmi Ring Travellers (Cbe) P Ltd Chakradhara Aerospace P Ltd Alampara Hotels & Resorts P Ltd	Precot Ltd Kovilpatti Lakshmi Roller Flour Mills Ltd The Cotton Textiles Export Promotion Council PC Racing Foundation Confederation of Indian Textile Industry Textile Sector Skill Council
Committee Chairmanship/ Membership held in other companies			
Audit Committee	NIL	Member Carborandum Universal Ltd Lakshmi Cargo Company Ltd	Member Kovilpatti Lakshmi Roller Flour Mills Ltd
Nomination and Remuneration Committee	Member Lakshmi Machine Works Ltd	Member Carborandum Universal Ltd The Lakshmi Mills Company Ltd	Chairman Kovilpatti Lakshmi Roller Flour Mills Ltd
Stakeholders Relationship Committee	Member Lakshmi Machine Works Ltd	NIL	Member Precot Ltd Kovilpatti Lakshmi Roller Flour Mills Ltd
Names of the listed entities from which the person has resigned in the past 3 years	NIL	NIL	NIL

THE LAKSHMI MILLS COMPANY LIMITED

Name	Sri Murali Mohan	Sri R. Varadarajan
Director Identification Number	00626361	00001738
Date of Birth / Nationality	12.03.1948 / Indian	22.04.1958 / Indian
Date of Appointment on the Board	NIL	NIL
Inter-se relationship with other Directors/ Key Managerial Personnel		Not related to any other Director
Qualification	B.E. (Elec), FCA	M.B.M., M.A (English Lit)
Expertise in area/ Experience	51 Years	37 Years
No of Shares held in the Company (including shareholding as a beneficial owner)	NIL	NIL
Board Position held	NIL	NIL
No. of Board Meeting attended during the year	NIL	NIL
Terms and conditions of appointment	Appointment for a term of 5 years and not liable to retire by rotation	
Remuneration last drawn	Nil	NIL
Remuneration proposed to be paid	Sitting fees for attending the Board and Committee Meetings	
List of Directorships held in other companies	The Bhavani Tea & Produce Co. Ltd Be Be Rubber Estates Ltd	Rajshree Sugars & Chemicals Ltd Lakshmi Automatic Loom Works Ltd Sri Krishna Potable Products Pvt Ltd COCCA Art & Design Institute Pvt Ltd
Committee Chairmanship/ Membership held in other companies		
Audit Committee	NIL	Member Rajshree Sugars & Chemicals Ltd Lakshmi Automatic Loom Works Ltd
Nomination and Remuneration Committee	NIL	Member Lakshmi Automatic Loom Works Ltd
Stakeholders Relationship Committee	NIL	Member Rajshree Sugars & Chemicals Ltd
Names of the listed entities from which the person has resigned in the past 3 years	NIL	NIL

Coimbatore
09.08.2024

By Order of the Board
N. SINGARAVEL
Company Secretary