



The Lakshmi Mills Company Limited

Regd. Office :
Post Box No. 6301,
686, Avanashi Road,
Pappanaickenpalayam,
Coimbatore - 641 037.
INDIA

Telephone : 91 - 422 - 2245461 to 2245465, 4333700
E-mail : contact@lakshnimills.com
Website : www.lakshnimills.com
CIN : L17111TZ1910PLC000093
GSTIN : 33AAACT7564R1ZO

SECR / SE / AGM / 2024

10.09.2024

BSE Limited
Listing Department / Corporate Relationship Department
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai - 400 001

Scrip Code: 502958

Dear Sirs,

Sub: Outcome of 114th Annual General Meeting of the Company held on 09.09.2024.

As per the provisions of Companies Act, 2013 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 the Company had provided facility for remote e - voting to the shareholders to cast their vote electronically on the resolutions proposed in the Notice of 114th Annual General Meeting. The e-voting facility was opened from 06.09.2024 (9.00 am) to 08.09.2024 (5.00 pm).

The Company had also provided facility for e - voting for the shareholders present at the meeting and who had not cast their vote through remote e- voting.

The Board of Directors had appointed Sri B. Krishnamoorthi, Chartered Accountant, Coimbatore as the Scrutiniser for overseeing remote e-voting and also e-voting at the AGM.

The Scrutiniser had carried out the scrutiny of the votes cast by remote e-voting and submitted his consolidated report. The Scrutiniser's report was duly countersigned by Sri S. Pathy, Chairman and Managing Director and declared that all the resolutions mentioned in the Notice of AGM dated 09.08.2024 have been unanimously passed. The Scrutiniser's Report is enclosed herewith for your records.

Thanking you,
For The Lakshmi Mills Company Limited

Digitally signed by
NACHIMUTHU
NACHIMUTHU
SINGARAVEL
SINGARAVEL Date: 2024.09.10
12:50:50 +05'30'

N. SINGARAVEL
Company Secretary

Encl: as above

Voting Result + Proceedings with scrutinizer report

The Lakshmi Mills Company Limited

Resolution Required :Ordinary			1 - Ordinary Resolution - 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					
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	452772	434302	95.9207	434302	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		434302	95.9207	434302	0	100.0000	0.0000
Public Institutions	E-Voting	23756	1566	6.5920	1566	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1566	6.5920	1566	0	100.0000	0.0000
Public Non Institutions	E-Voting	219022	50530	23.0707	50530	0	100.0000	0.0000
	Poll		99	0.0452	99	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		50629	23.1159	50629	0	100.0000	0.0000
Total		695550	486497	69.9442	486497	0	100.0000	0.0000

For The Lakshmi Mills Company Ltd,


 N. SINGARAVEL
 Company Secretary

The Lakshmi Mills Company Limited

Resolution Required :Ordinary

2 - Ordinary Resolution - To appoint a Director in the place of Sri Sanjay Jayavarthanavelu (DIN: 00004505), who retires by rotation and being eligible, offers himself for reappointment.

Whether promoter/ promoter group are interested in the agenda/resolution?

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
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	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		50629	23.1159	50629	0	100.0000	0.0000
Total		695550	486497	69.9442	486497	0	100.0000	0.0000


For The Lakshmi Mills Company Ltd,


 N. SINGARAVEL
 Company Secretary

The Lakshmi Mills Company Limited

Resolution Required :Special		3 - Special Resolution – Seeking consent of the Shareholders for the payment of remuneration to Sri S. Pathy (DIN: 00013899), Managing Director of the Company.						
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
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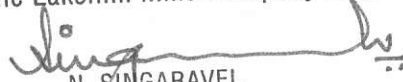
For The Lakshmi Mills Company Ltd,


 N. SINGARAVEL
 Company Secretary

The Lakshmi Mills Company Limited

Resolution Required :Special		4 - Special Resolution – Seeking consent of the Shareholders for the appointment of Sri K. Murali Mohan (DIN: 00636261) as Independent Director of the Company.						
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
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Promoter and Promoter Group	E-Voting	452772	434302	95.9207	434302	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
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	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
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Public Non Institutions	E-Voting	219022	50530	23.0707	50530	0	100.0000	0.0000
	Poll		99	0.0452	99	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
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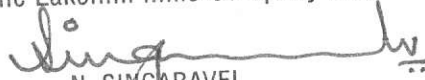
For The Lakshmi Mills Company Ltd,


 N. SINGARAVEL
 Company Secretary

The Lakshmi Mills Company Limited

Resolution Required :Special		5 - Special Resolution – Seeking consent of the Shareholders for the appointment of Sri R. Varadarajan (DIN: 00001738) as Independent Director of the Company.						
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	452772	434302	95.9207	434302	0	100.0000	0.0000
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	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		434302	95.9207	434302	0	100.0000	0.0000
Public Institutions	E-Voting	23756	1566	6.5920	1566	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1566	6.5920	1566	0	100.0000	0.0000
Public Non Institutions	E-Voting	219022	50530	23.0707	50530	0	100.0000	0.0000
	Poll		99	0.0452	99	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
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Total		695550	486497	69.9442	486497	0	100.0000	0.0000

For The Lakshmi Mills Company Ltd,


 N. SINGARAVEL
 Company Secretary

The Lakshmi Mills Company Limited

Resolution Required :Special		6 - Special Resolution – Seeking consent of the Shareholders for the appointment of Sri Ashwin Chandran (DIN: 00001884) as Independent Director of the Company.						
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	452772	434302	95.9207	434302	0	100.0000	0.0000
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	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
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Public Non Institutions	E-Voting	219022	50530	23.0707	50530	0	100.0000	0.0000
	Poll		99	0.0452	99	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		50629	23.1159	50629	0	100.0000	0.0000
Total		695550	486497	69.9442	486497	0	100.0000	0.0000

For The Lakshmi Mills Company Ltd,

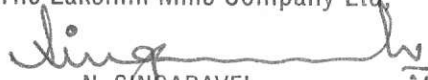


N. SINGARAVEL
Company Secretary

The Lakshmi Mills Company Limited

Resolution Required :Ordinary		7 - Ordinary Resolution – Reappointment of M/s. A. R. Ramasubramania Raja & Co., (Firm Registration No. 000519), Cost Accountants, Coimbatore, as Cost Auditors of the Company and to fix their remuneration.						
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
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	Poll		99	0.0452	99	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		50629	23.1159	50629	0	100.0000	0.0000
Total		695550	486497	69.9442	486497	0	100.0000	0.0000

For The Lakshmi Mills Company Ltd.


 N. SINGARAVEL
 Company Secretary

B. Krishnamoorthi B.Sc., F.C.A.
Chartered Accountant

September 09, 2024

REPORT OF SCRUTINIZER

[Pursuant to the section 108 of the Companies Act, 2013 and rule 20(4) (xii) of the Companies (Management and Administration) Amendment Rules, 2015]

To

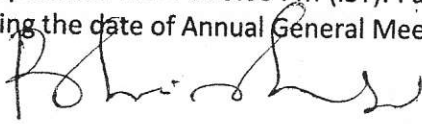
The Chairman
The Lakshmi Mills Company Limited
686, Avanashi Road
Coimbatore - 641 037

Dear Sir,

I, B. Krishnamoorthi, BSc, FCA Practicing Chartered Accountant, Coimbatore was appointed as Scrutinizer for the 114th (One Hundred and Fourteenth) Annual General Meeting of the Equity Shareholders of "The Lakshmi Mills Company Limited" held on 09th September 2024 at 10.30 A.M IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") for the purpose of scrutinizing the E-Voting process in a fair and transparent manner and ascertaining the requisite majority on E-Voting carried out as per section 108 of the Companies Act, 2013 and rule 20 (4) (xii) of the Companies (Management and Administration) Amendment Rules, 2015 on the resolutions referred to in this report.

I submit my report as under:

1. The Notice was sent by email to all the members, whose names appeared in the Register of Members, on 17th August, 2024 and whose email addresses are registered with the Company/Depositories, to vote on the proposed 7 (Seven) Resolutions as mentioned in the Notice of the Annual General Meeting of The Lakshmi Mills Company Limited (Item No.1 (One) to 7 (Seven)) dated 09.08.2024. The Members holding equity shares as on the cut-off date i.e. 02nd September, 2024 were considered for e-voting. Number of shareholders as on cut-off date is 5,601.
2. The Company had appointed National Securities Depository Limited (NSDL), as the Service Provider, for extending the facility for the Electronic Voting to the shareholders of the Company. M/s. Link Intime India Private Limited, Coimbatore is the Registrar and Share Transfer Agent of the Company.
3. As a Scrutinizer, I report that in compliance of the provisions of Rule 20 (4) (vi) of the Companies (Management and Administration) Rules 2014, as amended, the above Remote Electronic Voting remained open to the members from Friday – the 6th September 2024 at 9:00 AM (IST) and ends on Sunday - the 8th September 2024 at 5:00 PM (IST). Further the Remote E-Voting period was completed on the date preceding the date of Annual General Meeting.



B. KRISHNAMOORTHI, F.C.A.
Chartered Accountant
Membership No: 20439

Office : 'Kanapathy Towers' III Floor, No. 1391/A-1, Sathy Road, Ganapathy, Coimbatore 641 006

Phone : 0422 4039900. Fax : 0422 - 2536673 E-mail : bkcacbe@gmail.com

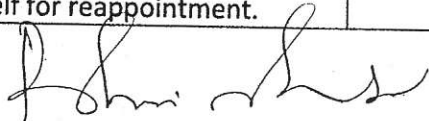
Resi : "Shreekara" No. 9, Right House, Rajarajeshwari Estates, Mullai Nagar, Marudhamalai Road, Coimbatore 641 041, Phone : 0422 4512371

B. Krishnamoorthi B.Sc., F.C.A.
Chartered Accountant

4. At the Annual General Meeting, the Company facilitated the members present in meeting through VC/OAVM facility and have not cast their votes through Remote E-voting facility to cast their vote through E-voting facility provided during the Annual General Meeting in compliance with the provisions of Rule 20 (4) (viii) of the Companies (Management and Administration) Rules, 2014, as amended.
5. On completion of the E-Voting, in compliance of the provisions of Rule 20 (4) (viii) and (xii) of the companies (Management and Administration) Rules 2014, as amended, I have unblocked the votes on 09st September 2024 around 11.53 Am in the presence of two witnesses, namely Mrs. Divya Sukumar and Mrs. V Visalakshi, who are not in employment of the Company.
6. In the case of Resolution No. 3 - no of votes cast by interested director and his relatives are 2,44,790 votes.
7. The votes cast by one shareholder for 1,566 shares have been considered as invalid, as the scanned copies of the relevant Power of Attorney provided for exercising their votes is dated 11th November, 2016

The following is the summary of e-voting result:

Resolution	For			Against		
	No.of Members	No.of Votes	%	No.of Members	No.of Votes	%
1 Ordinary Resolution - Adoption of 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.	54	4,84,931	100	-	-	-
2 Ordinary Resolution - To appoint a Director in the place of Sri Sanjay Jayavarthanelu (DIN: 00004505), who retires by rotation and being eligible, offers himself for reappointment.	54	4,84,931	100	-	-	-



B. KRISHNAMOORTHI, F.C.A.
Chartered Accountant
Membership No: 20439

Office : 'Kanapathy Towers' III Floor, No. 1391/A-1, Sathy Road, Ganapathy, Coimbatore 641 006

Phone : 0422 4039900 Fax : 0422 - 2536673 E-mail : bkcacbe@gmail.com

Resi : "Shreekara" No. 9, Right House, Rajarajeshwari Estates, Mullai Nagar, Marudhamalai Road, Coimbatore 641 041, Phone : 0422 4512371

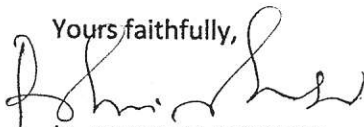
B. Krishnamoorthi B.Sc., F.C.A.
Chartered Accountant

3	Special Resolution – Seeking consent of the Shareholders for the payment of remuneration to Sri S. Pathy (DIN: 00013899), Managing Director of the Company.	54	4,84,931	100	-	-	-
4	Special Resolution – Seeking consent of the Shareholders for the appointment of Sri K. Murali Mohan (DIN: 00636261) as Independent Director of the Company.	54	4,84,931	100	-	-	-
5	Special Resolution – Seeking consent of the Shareholders for the appointment of Sri R. Varadarajan (DIN: 00001738) as Independent Director of the Company.	54	4,84,931	100	-	-	-
6	Special Resolution – Seeking consent of the Shareholders for the appointment of Sri Ashwin Chandran (DIN: 00001884) as Independent Director of the Company.	54	4,84,931	100	-	-	-
7	Ordinary Resolution – Reappointment of M/s. A. R. Ramasubramania Raja & Co., (Firm Registration No. 000519), Cost Accountants, Coimbatore, as Cost Auditors of the Company and to fix their remuneration.	54	4,84,931	100	-	-	-

All resolutions stand passed under E-voting with requisite majority as specified under the Companies Act, 2013.

Thanking you,

Yours faithfully,



(B. KRISHNAMOORTHI)

SCRUTINIZER

UDIN: 24020439BKABGS4771

B. KRISHNAMOORTHI, F.C.A.
Chartered Accountant
Membership No: 20439

For The Lakshmi Mills Company Limited



(S. PATHY)
Chairman & Managing Director.

Office : 'Kanapathy Towers' III Floor, No. 1391/A-1, Sathy Road, Ganapathy, Coimbatore 641 006

Phone : 0422 4039900 Fax : 0422 - 2536673 E-mail : bkcacbe@gmail.com

Resi : "Shreekara" No. 9, Right House, Rajarajeshwari Estates, Mullai Nagar, Marudhamalai Road, Coimbatore 641 041, Phone : 0422 4512371

Proceedings of the HUNDRED AND FOURTEENTH ANNUAL GENERAL MEETING of the Members of The Lakshmi Mills Company Limited held on Monday, the 9th September, 2024 at 10.30 A.M through Video Conferencing (VC) or Other Audio Visual Means (OAVM) at the Deemed Venue - Registered Office of the Company - 686, Avanashi Road, Pappanaickenpalayam, Coimbatore - 641 037.

DIRECTORS PRESENT AT THE VENUE

Sl. No.	Name	Designation	Attended from
1.	Sri S. Pathy	Chairman and Managing Director	Registered Office - Coimbatore
2.	Sri Aditya Krishna Pathy	Deputy Managing Director	
3.	Smt Suguna Ravichandran	Independent Director	

DIRECTORS PRESENT THROUGH VIDEO CONFERENCING

4.	Sri R. Santharam	Non - Executive - Non - Independent - Vice Chairman	Coimbatore
5.	Sri Satish Ajmera	Independent Director	Jaipur
6.	Sri D. Rajendran	Independent Director	Coimbatore
7.	Sri Sanjay Jayavarthanavelu	Non - Executive - Non - Independent Director	Coimbatore

IN ATTENDANCE

8.	Sri N. Singaravel	Company Secretary	Registered Office - Coimbatore
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IN PRESENCE

9.	Sri A. Doraiswamy	Chief Financial Officer	Registered Office - Coimbatore
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PRESENT THROUGH VIDEO CONFERENCING

10.	Sri T.S.V. Rajagopal	Statutory Auditor	Coimbatore
11.	Sri M. D. Selvaraj	Secretarial Auditor	Coimbatore
12.	Sri B. Krishnamoorthi	Scrutiniser	Coimbatore

MEMBERS PRESENT:

44 Members were present through VC / OAVM holding 4,85,522 shares. (69.80%)

Sri S. Pathy, Chairman presided over the meeting through Video Conferencing.



The Company Secretary informed that the Annual General Meeting was being conducted through Video Conferencing facility in accordance with the Circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

He further stated that the proceedings of this meeting were being recorded and the recorded video / transcript would be posted on the website of the Company.

He then proceeded to introduce the Members of the Board & Key Managerial Personnel present at the venue and through video conference and requested them to confirm their attendance. Thereafter, Sri R. Santharam, Sri Satish Ajmera, Sri D. Rajendran, Sri Sanjay Jayavarthanavelu, Smt Suguna Ravichandran and Sri Aditya Krishna Pathy - Directors and Sri A. Doraiswamy - Chief Financial Officer individually identified themselves.

He further informed that M/s. Subbachar & Srinivasan, Statutory Auditors represented by Sri T.S.V. Rajagopal, MDS & Associates LLP, Secretarial Auditors represented by Sri M.D. Selvaraj and Sri B. Krishnamoorthi, Practicing Chartered Accountant as Scrutiniser were also participating in the meeting through video conferencing.

He further informed that Sri Vijay Venkataswamy had requested for leave of absence and was not attending the Annual General Meeting.

He further informed the Members that the Registers as required under the Companies Act, 2013 were made available electronically for inspection by the Members during the AGM.

The requisite quorum having been present through video conference, the Chairman declared the Meeting to order and the proceedings of the meeting commenced.

The Chairman identified himself to the participants of the meeting by stating his name and that he was attending the meeting from the Registered Office of the Company located at 686, Avanashi Road, Coimbatore 641 037 and extended a warm welcome to the Members attending the 114th Annual General Meeting of the Company.

The Chairman briefed to the Members on the economic overview, of the Textile industry and performance of the Company.

Thereafter, he requested the Deputy Managing Director to brief about the operations of the Company.

The Deputy Managing Director briefed to the Members about the operations of the Company regarding Raw Material, Personnel, Power, Finance, Corporate Social Responsibility and outlook of the financial year.

Thereafter the Chairman continued that the Notice of the Annual General Meeting, Annual Financial Statements, Auditors' Report, Directors' Report and



annexures thereto sent through electronic mode to the Members were taken as read.

The Chairman then mentioned the business in the Agenda in seriatim and informed that the Company had provided remote e-voting facility from 9.00 A.M on 06.09.2024 till 5.00 P.M on 08.09.2024 and for the shareholders present at the meeting through video conference and have not cast their votes, the facility of e-voting is provided for 15 minutes at the end of the proceedings, through the NSDL e - voting platform.

Then the Company Secretary referred to Note No. 22 appended to the Notice of the Annual General Meeting that it was informed that a Member requiring any clarification on accounts or operations of the Company had to write to the Company atleast 7 days before the meeting so that the details required by the shareholders would be provided at the end of the meeting.

Thereafter the Deputy Managing Director clarified in detail, to the Shareholders who had registered themselves as speakers.

The Chairman then informed that the proceedings having been over, the shareholders present at the meeting and have not voted earlier can cast their vote through e-voting facility.

The Chairman further informed that Sri B. Krishnamoorthi, Practising Chartered Accountant, was appointed by the Board of Directors of the Company to scrutinize the votes cast by e - voting / remote e - voting process in a fair and transparent manner and the results would be declared, after considering both remote e-voting and e-voting during the meeting, not later than two working days of the closure of AGM and the consolidated Scrutinisers' Report would be placed in the Company's website and in the NSDL website and the results would also be intimated to the Stock Exchange - BSE Ltd., in which the Company's shares are listed.

The Chairman also informed that the Resolutions as set forth in the Notice shall be deemed to be passed on the date of the AGM subject to the requisite number of votes had been cast.

The Chairman thanked the valued customers, shareholders, bankers, colleagues on the Board for their valuable guidance and employees and declared the Meeting as closed at 11.30 A.M (IST).



Scrutiniser's Report

Sri B. Krishnamoorthi, Scrutiniser has submitted his report on the results of remote e - voting and e - voting at the AGM. The Chairman has declared, at 11.00 A.M on 10.09.2024 at the Registered Office of the Company at 686, Avanashi Road, Coimbatore 641 037, that the following resolutions were unanimously passed at the Annual General Meeting held on 09.09.2024 and authorised the Company Secretary to communicate to the Stock Exchange - BSE Ltd and to post in the Company's Website.

Declaration of Results

The Chairman announced that Sri B. Krishnamoorthi, Scrutiniser, has submitted his consolidated report dated 09.09.2024, on the votes cast through remote e-voting process on the Resolutions set out in Item Nos. 1 to 7 of the Notice convening the 114th Annual General Meeting held on 09.09.2024.

On the basis of the Scrutiniser's Report dated 09.09.2024, the Chairman declared that the Resolutions set out in item nos. 1 to 7 of the Notice are deemed to have been duly passed on 09.09.2024, being the date of the 114th Annual General Meeting, containing the results of the votes cast "in favour" and the votes cast "against" for each of the Resolution, as recorded hereunder.

1. Adoption of the Audited Financial Statements for the financial year ended 31st March 2024 and the Reports of the Board of Directors and the Auditors thereon.

"Resolved that 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 Auditors' Report thereon, be and are hereby approved and adopted".

Number of shares voted for - 4,84,931

Number of shares voted against - NIL

Based on Scrutinizers Report, the resolution was unanimously passed.

2. Re-appointment of retiring Director - Sri Sanjay Jayavarthanelu (DIN: 00004505).

"Resolved that the retiring Director Sri Sanjay Jayavarthanelu (DIN: 00004505) be and he is hereby re-appointed as a Director liable to retirement by rotation."

Number of shares voted for - 4,84,931

Number of shares voted against - NIL

Based on Scrutinizers Report, the resolution was unanimously passed.



SPECIAL BUSINESS

3. Payment of Remuneration to Sri S. Pathy, Managing Director of the Company.

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 may be applicable.
3. Benefits : Company's contribution to Provident Fund and Superannuation Fund as per rules of the Company to the extent, these either singly or put together do not exceed the limits fixed under the Income Tax Act, 1961.
4. Gratuity : Shall not exceed half a month's salary for every completed year of service.
5. Leave Encashment : Shall be entitled to encashment of Leave at the end of the tenure.

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

Perquisites

In addition to the salary and commission, the Deputy Managing Director shall also be entitled to interchangeable perquisites like furnished accommodation,



gas, electricity, water, medical reimbursement, LTA for self and family, club fees, medical insurance etc., in accordance with the rules of the Company. However, the aggregate of such perquisites shall not exceed Rs. 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."

Number of shares voted for - 4,84,931

Number of shares voted against - NIL

Based on Scrutinizers Report, the resolution was unanimously passed.

4. Appointment of Sri K. Murali Mohan as Independent Director of the Company.

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."

Number of shares voted for - 4,84,931

Number of shares voted against - NIL

Based on Scrutinizers Report, the resolution was unanimously passed.

5. Appointment of Sri R. Varadarajan as Independent Director of the Company.

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 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."



Number of shares voted for – 4,84,931

Number of shares voted against – NIL

Based on Scrutinizers Report, the resolution was unanimously passed.

6. Appointment of Sri Ashwin Chandran as Independent Director of the Company.

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."

Number of shares voted for – 4,84,931

Number of shares voted against – NIL

Based on Scrutinizers Report, the resolution was unanimously passed.

7. Ratification of remuneration payable to Cost Auditor.

Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of section 148(3) and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory



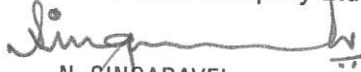
modification(s) or re-enactment(s) thereof for the time being in force), M/s. A. R. Ramasubramania Raja & Co., (Registration No. 000519), Cost Accountants, Coimbatore, who was appointed as Cost Auditor by the Board of Directors of the Company on the recommendation of the Audit Committee, to conduct the audit of the cost accounting records of the Company for the financial year 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."

Number of shares voted for – 4,84,931

Number of shares voted against – NIL

Based on Scrutinizers Report, the resolution was unanimously passed.

For The Lakshmi Mills Company Ltd,



N. SINGARAVEL
Company Secretary