



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
Telegram : "LAKSHMI"
Fax No. : 91 - 422 - 2246508
E-mail : contact@lakshnimills.com
Website : www.lakshnimills.com

RESULTS OF E-VOTING / POSTAL BALLOT CONDUCTED IN CONNECTION WITH THE 104TH ANNUAL GENERAL MEETING HELD ON 15TH SEPTEMBER 2014

Pursuant to the provisions of the Section 108 of the Companies Act, 2013 read with Clause 35B of the Listing Agreement entered into with the Stock Exchanges, the Company has arranged for electronic voting through Central Depository Services India Ltd. To enable those shareholders who do not have electronic voting facilities to participate in the voting process, as required under Clause 35 B of the Listing Agreement, the Company has also arranged voting facility through postal ballot.

The Postal Ballot Notice together with the Annual Report was sent to all the shareholders on 16.08.2014. E - Voting was made available to members for 3 days from 9.00 AM on 09.09.2014 to 5.00 PM on 11.09.2014 and the last date of receipt of postal ballot forms duly completed, from the shareholders, was upto 5.00 PM on 11.09.2014.

B. Krishnamoorthi, FCA, Practising Chartered Accountant was appointed as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. The Scrutinizer had scrutinised the votes cast through E - voting and postal ballot and combined the votes cast under both method and submitted his report dated 12.09.2014.

The Results of results of E - voting and postal ballot was announced by the Chairman and Managing Director at the Annual General Meeting held on 4.35 PM on 15.09.2014 at Nani Palkhivala Auditorium, Mani Higher Secondary School, Pappanaickenpalayam, Coimbatore - 641 037.



ESTD - 1910

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
Telegram : "LAKSHMI"
Fax No. : 91 - 422 - 2246508
E-mail : contact@lakshnimills.com
Website : www.lakshnimills.com

Based on the Scrutinizer's Report, the results of the Postal Ballot on the said resolutions are declared as under:

Sl. No.	Nature of business	No. of shares		Remarks
		Voted for	Voted against	
1	To consider and adopt the Statement of Profit and Loss for the financial year ended 31.03.2014, the Balance Sheet as at that date and the Report of the Board of Directors and also the Report of the Auditors thereon.	4,67,903	0	PASSED
2	To declare a Dividend.	4,67,903	0	PASSED
3	To appoint a Director in the place of Sri R.Santharam, who retires by rotation and being eligible offers himself for re - appointment.	4,67,903	0	PASSED
4	To appoint Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and fix their remuneration.	4,67,903	0	PASSED
5	To consider payment of managerial remuneration to Sri S. Pathy, Chairman and Managing Director.	4,67,903	0	PASSED
6	To consider appointment of Independent Director Sri V.S.Velayutham.	4,67,903	0	PASSED
7	To consider appointment of Independent Director Sri V.Jagannathan.	4,67,903	0	PASSED
8	To consider appointment of Independent Director Sri D.Rajendran.	4,67,903	0	PASSED
9	To consider appointment of Independent Director Sri Satish Ajmera.	4,67,873	30	PASSED
10	To consider borrowing powers of the Company.	4,67,880	23	PASSED
11	To consider creation of Mortgage, Charge, etc on the assets of the Company.	4,67,880	23	PASSED
12	To amend Articles of Association of the Company.	4,67,903	0	PASSED

Accordingly, we hereby report that all the resolutions moved at the 104th Annual General Meeting held on 15.08.2014 were passed with requisite majority.

Place: Coimbatore

Date: 16.09.2014

For The Lakshmi Mills Company Ltd,


(N. SINGAREVELU)
Company Secretary.

September 12, 2014

REPORT OF SCRUTINIZER
[E-VOTING]

[Pursuant to section 108 of the Companies Act, 2013 and rule 20(3) (xi) of the
Companies (Management and Administration) Rules, 2014]

To
The Chairman
The Lakshmi Mills Company Limited
Regd.office: 686 Avanashi Road
Coimbatore 641037

Dear Sir,

I, B. Krishnamoorthi, BSc, FCA Practicing Chartered Accountant, Coimbatore was appointed as Scrutinizer for the 104th (Hundred and Fourth) Annual General Meeting of the Equity Shareholders of "**The Lakshmi Mills Company Limited**" to be held on 15th September 2014 at 4.35 pm at "Nani Palkhivala Auditorium", Mani Higher Secondary School, Pappanaickenpalayam, Coimbatore 641037 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(3)(xi) of the Companies (Management and Administration) Rules, 2014 on the resolutions referred to in this report.

I submit my report as under:

1. The E-Voting period remained open from 09.00 AM on Tuesday 9th September, 2014 upto 05.00 PM on Thursday 11th September, 2014.
2. The Notice was sent to all the Members, whose names appeared in the Register of Members as on 8th August, 2014 (cut-off date), who were entitled to vote on the proposed 12 (Twelve) Resolutions as mentioned in the Notice of the Annual General Meeting of "The Lakshmi Mills Company Limited" (Item No.1 (One) to 12 (Twelve) of the Notice of Annual General Meeting of The Lakshmi Mills Company Limited.
3. The Votes cast through E-Voting were unblocked on 12th September, 2014 around 11.00 AM in the presence of two witnesses, namely K. Jayakumar and R. Sasidharan, who are not in employment of the Company.
4. Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the E-Voting website of Central Depository Services (India) Limited (<https://www.evotingindia.com>).
5. In terms of the mandatory provisions of Clause 35B of the Listing Agreement entered into with the Bombay Stock Exchange Limited and Madras Stock Exchange, the Company has provided to the shareholders, who do not have access to the E-Voting facility, an option to send their assent or dissent in writing on a postal ballot. The postal ballot forms were dispatched to the shareholders along with the Notice of 104th Annual General Meeting of the Company and a self addressed Business Reply Envelope. Voting rights reckoned on the shareholding as on the above mentioned cut-off date i.e. 8th August, 2014. The last date for receipt of the physical ballot forms was on 11th September 2014. The physical ballot forms received upto the last date stated above, were diligently scrutinized and reconciled with the records maintained by the Registrars and Share Transfer Agents of the Company viz. S.K.D.C. Consultants Limited, Coimbatore.



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

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

Chartered Accountant

6. In tune with the Instructions contained in the instructions given for e-voting and postal ballot voting sent along with the Notice dated 25th July, 2014, in respect of members who have voted in both modes (i.e. Postal Ballot Form and through E-Voting), I have considered only E-Voting by not reckoning the voting done through Postal Ballot Form.
7. 1 shareholder holding 15 shares has not voted either For or Against and abstained from voting.
8. No Ballot Form, was incomplete and/ or were otherwise defective.
9. I have collated the votes received through E-Voting and through Postal Ballot Process and the same have been furnished hereunder.

	Particulars	Mode	For			Against		
			No. of Members	No. of Votes	%	No. of Members	No. of Votes	%
1	Adoption of Financial Statements for the year ended 31.03.2014 (Ordinary resolution)	E-Voting	5	216	100.000	0	0	0.000
		Postal Ballot	124	467687	100.000	0	0	0.000
		Total	129	467903	100.000	0	0	0.000
2	Approval of dividend for the year ended 31.03.2014 (Ordinary resolution)	E-Voting	5	216	100.000	0	0	0.000
		Postal Ballot	124	467687	100.000	0	0	0.000
		Total	129	467903	100.000	0	0	0.000
3	Reappointment of the Director Sri R.Santharam, who retires by rotation (Ordinary resolution)	E-Voting	5	216	100.000	0	0	0.000
		Postal Ballot	124	467687	100.000	0	0	0.000
		Total	129	467903	100.000	0	0	0.000
4	Appointment of Auditors and to fix their remuneration (Ordinary resolution)	E-Voting	5	216	100.000	0	0	0.000
		Postal Ballot	124	467687	100.000	0	0	0.000
		Total	129	467903	100.000	0	0	0.000
5	Approval of terms of appointment of Sri S. Pathy, Chairman and Managing Director (Special resolution)	E-Voting	5	216	100.000	0	0	0.000
		Postal Ballot	124	467687	100.000	0	0	0.000
		Total	129	467903	100.000	0	0	0.000
6	Appointment of Sri.V.S.Velayutham, who retire by rotation, as an Independent Director (Ordinary resolution)	E-Voting	5	216	100.000	0	0	0.000
		Postal Ballot	124	467687	100.000	0	0	0.000
		Total	129	467903	100.000	0	0	0.000
7	Appointment of Sri.V.Jagannathan, as an Independent Director (Ordinary resolution)	E-Voting	5	216	100.000	0	0	0.000
		Postal Ballot	124	467687	100.000	0	0	0.000
		Total	129	467903	100.000	0	0	0.000



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

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

Chartered Accountant

8	Appointment of Sri.D.Rajendran, as an Independent Director (Ordinary resolution)	E-Voting	5	216	100.000	0	0	0.000
		Postal Ballot	124	467687	100.000	0	0	0.000
		Total	129	467903	100.000	0	0	0.000
9	Appointment of Sri Satish Ajmera, as an Independent Director (Ordinary resolution)	E-Voting	5	216	100.000	0	0	0.000
		Postal Ballot	123	467657	99.994	1	30	0.006
		Total	128	467873	99.994	1	30	0.006
10	Special Resolution under Section 180 (1) (c) of the Companies Act, 2013, to borrow money upto Rs. 300 Crores over and above the aggregate of the Paid up Capital and Free Reserves of the Company (Special resolution)	E-Voting	5	216	100.000	0	0	0.000
		Postal Ballot	121	467664	99.995	3	23	0.005
		Total	126	467880	99.995	3	23	0.005
11	Special Resolution under Section 180 (1) (a) of the Companies Act, 2013, to mortgage, charge, hypothecate all any of the movable and immovable properties of the Company, upto the overall limit of Rs. 300 Crores. (Special resolution)	E-Voting	5	216	100.000	0	0	0.000
		Postal Ballot	121	467664	99.995	3	23	0.005
		Total	126	467880	99.995	3	23	0.005
12	Amendment of Articles of Association (Special resolution)	E-Voting	5	216	100.000	0	0	0.000
		Postal Ballot	124	467687	100.000	0	0	0.000
		Total	129	467903	100.000	0	0	0.000

10. All relevant records of electronic voting and ballot forms will remain in my custody until the Chairman considers, approves and signs the minutes of the 104th Annual General Meeting and thereafter the said records will be handed over to the Company Secretary of The Lakshmi Mills Company Limited, for safe custody.

Thanking you,

Yours faithfully,



(B. KRISHNAMOORTHI)
SCRUTINIZER

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