



# 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@lakshmill.com](mailto:contact@lakshmill.com)  
Website : [www.lakshmill.com](http://www.lakshmill.com)  
CIN : L17111TZ1910PLC000093

SECR / BSE / 2018 /

29.08.2018

BSE Limited  
Corporate Relations Department  
Phiroze Jeejeebhoy Towers  
Dalal Street,  
Mumbai - 400 001

**Scrip Code: 502958**

Dear Sirs,

Sub: Furnishing of Notice of 108<sup>th</sup> Annual General Meeting of the Company -  
Reg.

We are enclosing herewith the Notice of the 108<sup>th</sup> Annual General Meeting of the Company to be held on 20<sup>th</sup> September 2018 at 4.30 P.M at "Nani Palkhivala Auditorium", Mani Higher Secondary School, Pappanaickenpalayam, Coimbatore 641 037, for your records and reference.

The above may please be taken on record.

Thanking you

Faithfully

**For The Lakshmi Mills Company Ltd,**

  
N. SINGARAVEL  
Company Secretary

# THE LAKSHMI MILLS COMPANY LIMITED

686, Avanashi Road, Coimbatore - 641 037  
Phone : 91- 0422 - 2245461 to 2245465, 4333700 Fax : 91- 0422 - 2246508  
E-mail : contact@lakshmill.com Website : www.lakshmill.com  
CIN: L17111TZ1910PLC000093

## NOTICE TO SHAREHOLDERS

Notice is hereby given that the **HUNDRED AND EIGHTH ANNUAL GENERAL MEETING** of the Members of the Company will be held at "Nani Palkhivala Auditorium", Mani Higher Secondary School, Pappanaickenpalayam, Coimbatore - 641 037, Thursday, the 20th September 2018 at 4.30 PM to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements including Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss (including other comprehensive income), the Statement of Cash Flow and the Statement of Changes in Equity for the year ended on that date together with the Directors' Report and the Auditors' Report thereon.
2. To declare a Dividend for the year ended 31st March, 2018.
3. To appoint a Director in the place of Sri Sanjay Jayavarthanelu (DIN 00004505), who retires by rotation and being eligible, offers himself for reappointment.
4. To continue the appointment of Statutory Auditors of the Company without ratification at every Annual General Meeting and to fix their remuneration and in this regard to pass the following Resolution as an **Ordinary Resolution**.

RESOLVED THAT, in partial modification of the Ordinary Resolution passed at the Annual General Meeting held on 26<sup>th</sup> July 2017 and in accordance with the amended Section 139 and other applicable provisions of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014 including any statutory enactments or modifications thereof, the approval of the Members be and is hereby accorded to continue the appointment of M/s. M. S. Jagannathan & Visvanathan (Firm Registration No.0012095), Chartered Accountants, Coimbatore at such remuneration as may be fixed by the Board of Directors as per the recommendations of the Audit Committee, to hold office till the conclusion of the Annual General Meeting to be held in the year 2022 and that the said appointment shall not be subject to ratification at every subsequent Annual General Meeting.

### SPECIAL BUSINESS

5. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, 161 and other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory

modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, **Sri Vijay Venkatasamy (DIN: 00002906)** who was appointed by the Board of Directors as an Additional Director of the Company at the Board Meeting held on 14.02.2018 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company for a period of One year or the date of 109<sup>th</sup> Annual General Meeting whichever is earlier, not liable to retire by rotation.

6. 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 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. 000514), 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 2018-19 on a remuneration of ₹75,000/- 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  
13<sup>th</sup> August, 2018

By Order of the Board  
**N. SINGARAVEL**  
Company Secretary

### NOTES:

The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed hereto.

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (the AGM) IS ENTITLED TO APPOINT A PROXY AND VOTE INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. THE INSTRUMENTS APPOINTING THE PROXY DULY COMPLETED MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM FOR THE MEETING IS ENCLOSED.

3. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER.
4. Members / Proxies should bring duly filled Attendance Slips sent herewith to attend the meeting.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Friday - 14.09.2018 to Thursday - 20.09.2018 (both days inclusive).
6. Subject to the provisions of the Companies Act, 2013, dividend as recommended by the Board of Directors, if declared at the meeting, will be paid within a period of 30 days from the date of declaration, in respect of those members who hold shares in physical form, whose names appear on the Register of Members as on 13.09.2018 and for those who hold shares in electronic form as per the details furnished by the Depositories for this purpose as at the close of the business hours on 13.09.2018.
7. Pursuant to Section 124 (5) of the Companies Act, 2013, all unclaimed dividends shall be transferred to the 'Investor Education and Protection Fund' of the Central Government after a period of 7 years from the date of declaration. Shareholders who have not encashed the dividend warrants for the years 2010-2011, 2012-2013, 2013-14, 2014-15, 2015-16 & 2016-17 are requested to write to the Registrar and Share Transfer Agents of the Company, M/s. S.K.D.C. Consultants Limited, Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore - 641 006 for claiming the dividend.
8. ***Dividend declared in the year 2011 for the financial year 2010 - 2011 and remaining unclaimed will be transferred to Investor Education and Protection Fund after conclusion of this Annual General Meeting. 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 unclaimed share on which the owner has not encashed any dividend warrant during the last 7 years to the IEPF Suspense Account. Details of shares due for transfer are available at the website of the Company - [www.lakshnimills.com](http://www.lakshnimills.com).***  
***The shareholders, whose unclaimed shares or unpaid amount has been transferred to the IEPF Authority Account, may claim the same from the IEPF Authority by filing Form IEPF - 5 along with requisite documents.***
9. Company's share transfer work and dematerialisation of shares, is done by M/s. S.K.D.C. Consultants Ltd., Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore - 641 006.
10. It is reiterated that the request for Dematerialisation and Rematerialisation are to be made only to the DP with whom you have opened an account and not to the Company or its depository / transfer agent.
11. International Securities Identification Number given to your company is INE938CO1019.
12. Members who are holding shares in the same name in more than one folio may please advise the Registrar and Share Transfer Agents for consolidating into single folio.
13. Securities and Exchange Board of India (SEBI) and the Ministry of Corporate Affairs have made it mandatory for all the listed Companies to offer Electronic Clearing Service (ECS) facilities for payment of dividend, wherever applicable. In view of this provision, Shareholders who are interested to avail the facility of Dividend payment by National Electronic Clearing Service (NECS) are requested to fill the NECS Mandate in the prescribed form (enclosed) and send it to the company's Registrar and Share Transfer Agents M/s. S,K.D.C. Consultants Ltd, "Kanapathy Towers", 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore 641 006 - email ID: [info@skdc-consultants.com](mailto:info@skdc-consultants.com).
14. Members holding shares in Physical form are requested to intimate the email id, change of address and their bank account details such as bank name, branch with address and account number for incorporating the same in Dividend Warrant / Cheque to Company's Registrar and Share Transfer Agents - M/s. S.K.D.C. Consultants Limited quoting their respective folio number. Members holding shares in Demat form are requested to intimate the email id, change of address notifications and updates of bank account details to their respective Depository Participants.
15. Securities and Exchange Board of India vide its notification dated 8th June, 2018 has 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 or Share Transfer Agent with effect from 5th December 2018. Therefore, the members holding share certificates in physical form are requested to immediately dematerialise their shareholding in the Company.

# THE LAKSHMI MILLS COMPANY LIMITED

16. Brief resume, details of shareholding and Directors inter-se relationship of Directors seeking election / re-election, as required under Reg. 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards issued by the Institute of Company Secretaries of India are provided as Annexure to this Notice.
17. Any member who needs any clarification on accounts or operations of the Company shall write to the Company Secretary, so as to reach him at least 7 days before the meeting, so that the information required can be made available at the meeting.
18. Members are requested to bring their copy of the Annual Report with them to the Annual General Meeting.
19. Electronic copy of the Annual Report and AGM Notice are being sent to all the members whose e-mail id is registered with the Company / Depository Participants unless any such member has requested for a hard copy of the same. For members who have not registered their e-mail id, physical copies of Annual Report and AGM Notice for the year 2017-18 are sent through the permitted mode separately.
20. The Notice of the Annual General Meeting and this communication are also available on the website of the Company and of the RTA - [www.skdc-consultants.com](http://www.skdc-consultants.com)
21. Members are requested to note that the venue of the 108th Annual General Meeting is "Nani Palkhivala Auditorium", Mani Higher Secondary School, Pappanaickenpalayam, Coimbatore - 641 037 and route map containing the complete particulars of the venue is printed on the backside of the Attendance Slip.

## Voting through Electronic Means

- i. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to the members, the facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
  - ii. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
  - iii. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
  - iv. The remote e-voting period commences on 17th September, 2018 (9:00 am) and ends on 19th September, 2018 (5:00 pm). During this period, members' of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of 13th September, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
  - v. The process and manner for remote e-voting are as under:
    - A. In case a member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)] :
      - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
      - (ii) Launch internet browser by typing the following URL: [https:// www.evoting.nsdl.com/](https://www.evoting.nsdl.com/)
      - (iii) Click on Shareholder - Login
      - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
      - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
      - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
      - (vii) Select "EVEN" of "The Lakshmi Mills Company Limited".

- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) 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 through e-mail to [bkcacbe@gmail.com](mailto:bkcacbe@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy] :
- (i) Initial password is provided as below/at the bottom of the Proxy Form for the AGM:  
EVEN (Remote e-voting Event Number)  
USER ID PASSWORD/PIN
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- vi. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and remote e-voting user manual for members available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- vii. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password / PIN for casting your vote.
- viii. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- ix. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 13th September, 2018.
- x. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 13.09.2018, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [info@skdc-consultants.com](mailto:info@skdc-consultants.com).
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
- xi. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- xii. Sri B. Krishnamoorthi, Chartered Accountant (Membership No. 20439) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- xiii. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" or "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- xiv. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting 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 two days 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.
- xv. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company - [www.lakshminmills.com](http://www.lakshminmills.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

## ANNEXURE TO NOTICE

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

#### Item No. 5:

Sri Vijay Venkatasamy (DIN 00002906) was appointed by the Board of Directors at their meeting held on 14.02.2018 as an Additional Director of the Company. Pursuant to the provisions of Section 161(1) of the Companies Act 2013 and the Articles of Association of the Company, Sri Vijay Venkatasamy holds office upto the date of the ensuing Annual General Meeting.

Further, a notice has been received from a member signifying his intention to propose Sri Vijay Venkatasamy, as a candidate for the office of the Director of the Company.

The Company has received from Sri Vijay Venkatasamy - (i) consent in writing to act as an Independent Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment &

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Qualification of Directors) Rules 2014; (ii) intimation in Form DIR - 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013; and (iii) a declaration to the effect that he meets the criteria of Independence as provided in sub-section (6) of Section 149 of the companies Act, 2013 and Regulation 26 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Resolution seeks the approval of members for the appointment of Sri Vijay Venkatasamy as an Independent Director of the Company for a period of ONE year or the date of 109<sup>th</sup> Annual General Meeting, whichever is earlier from the date of the ensuing Annual General Meeting.

In the opinion of the Board, Sri Vijay Venkatasamy fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and Regulation 25 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his appointment as an Independent Director of the Company and is independent of the Management.

Brief resume of Sri Vijay Venkatasamy, nature of his expertise in specific functional areas and name of Companies in which he holds directorships and memberships / Chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Regulation 25 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, has been detailed in the annexure attached.

Copy of the draft letter for appointment as Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at

the Registered Office of the Company between 10.00 A.M and 03.00 P.M on any day, excluding Saturday and Sunday.

The Board recommends the resolution relating to appointment of Independent Director in Item No. 5, for the approval by the shareholders of the Company.

Except Sri Vijay Venkatasamy, being the appointee, none of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

## Item No. 6:

The Board of Directors of the Company, at their meeting held on 18th May, 2018 on the recommendation of the Audit Committee, has approved the appointment of and remuneration payable to M/s. A. R. Ramasubramania Raja & Co., Cost Accountants for the audit of cost accounting records of the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended, for the financial year 2018 - 19 at a remuneration of ₹ 75,000/- 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 Auditor as determined by the Board is required to be ratified by the members of the Company. 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. 6.

Coimbatore  
13<sup>th</sup> August, 2018

By Order of the Board  
**N. SINGARAVEL**  
Company Secretary

Details of Director(s) seeking re-appointment at the Annual General Meeting in pursuance of Secretarial Standards (SS-2) and Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Name	Sri Sanjay Jayavarthanavelu	Sri Vijay Venkatasamy
DIN	00004505	00002906
Date of Birth	15.06.1968	12.08.1947
Date of appointment on the Board	30.07.2010	14.02.2018
Relationship with other Directors	None	None
Qualifications	MBA (Philadelphia University, USA)	Textile Technology
Experience	27 years	40 years
Number of Shares held	13,213	Nil
Number of Board Meetings attended during the year	4	1
Terms and conditions of appointment	Retires by rotation and eligible for re-appointment.	Proposed to be appointed as an Independent Director - Not liable to retire by rotation
Remuneration sought to be paid	Nil	Nil
Remuneration last drawn	Nil	Nil
Directorships held in other companies	Lakshmi Machine Works Ltd Super Sales India Ltd Lakshmi Electrical Control System Ltd Carborundum Universal Ltd Lakshmi Cargo Company Ltd Lakshmi Life Sciences Ltd	Sara Elgi Textiles (International) Ltd Coimbatore Pioneer Fertilizers Ltd Primo Aqua Green Pvt Ltd The Coimbatore Cosmopolitan Club
Committee Chairmanship/ Membership held in other companies	Audit Committee - Member Carborundum Universal Ltd Lakshmi Cargo Company Ltd	