

# 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@lakshimimills.com  
Website : www.lakshimimills.com  
CIN : L17111TZ1910PLC000093

Secy/Stock/2018/

21.09.2018

BSE Ltd  
Listing Department  
1<sup>st</sup> Floor, New Trading Ring,  
Rotunda Building, P. J. Towers  
Dalal Street, Fort,  
Mumbai - 400 001

**Security Code : 502958**

Dear Sirs,

Sub: Compliance of Regulation 30 - Part A Schedule III - Proceedings of the  
108<sup>th</sup> Annual General Meeting - Reg.

We enclose herewith the following documents in compliance of Regulation 30 -  
Part A Schedule III of SEBI (LODR) Regulation, 2015, for your records:

1. Copy of the proceedings of the 108th Annual General Meeting of the  
Company held on 20th September 2018.
2. Copy of the press clipping of Notice of the 108th Annual General Meeting  
published in Newspapers i.e. The Hindu Business Line and Dinamani (Tamil)  
on 30.08.2018.

Kindly acknowledge the receipt and take the same on record.

Thanking you

Faithfully

For The Lakshmi Mills Company Ltd,

  
N. SINGARAVEL  
Company Secretary

Encl: as above

GSTIN : 33AAACT7564R1ZO

## HUNDRED AND EIGHTH ANNUAL GENERAL MEETING

*Proceedings of the Hundred and Eighth Annual General Meeting of the members of the Company held on Thursday, the 20th September 2018 at 4.30 p.m at Nani Palkhivala Auditorium, Mani Higher Secondary School, Pappanaickenpalayam, Coimbatore – 641 037.*

Meeting Commenced at : 4.30 P.M

Meeting concluded at : 5.45 P.M

### DIRECTORS PRESENT

Sl. No.	Name	Designation
1.	Sri S. Pathy	Chairman and Managing Director
2.	Sri R. Santharam	Vice Chairman
3.	Sri Satish Ajmera	Director
4.	Sri Sanjay Jayavarthanavelu	Director
5.	Sri Aditya Krishna Pathy	Deputy Managing Director
6.	Sri Vijay Venkatasamy	Director
7.	Smt Suguna Ravichandran	Director

### IN ATTENDANCE

1.	Sri N. Singaravel	Company Secretary
----	-------------------	-------------------

### IN PRESENCE

1.	Sri V. Kannappan	Chief Financial Officer
2.	Sri M.V. JeganOathan	Statutory Auditor
3.	Sri B. Krishnamoorthi	Scrutiniser
4.	Sri M. D. Selvaraj	Secretarial Auditor

and

**162** Members were present in person and **17** Members holding **58,385** shares through proxies accounting for 8.39% of the paid up capital of the Company were also present.

Sri Satish Ajmera, Chairman of the Audit Committee of the Board and Sri R. Santharam, Chairman of the Stakeholders Relationship Committee were also present at the meeting.

Sri S. Pathy, Chairman and Managing Director presided over the meeting.

The requisite quorum being present, the Chairman declared the meeting as properly constituted and called the meeting to order.

The Chairman extended the warm welcome to the members for the 108<sup>th</sup> Annual General Meeting of the Company.

The Chairman introduced the Directors on the dais and informed that the Director - Sri D. Rajendran had requested for leave of absence as he was unable to be present due to prior commitments.

The Chairman delivered his speech as summarized herein.

The Chairman informed that the Notice of the Annual General Meeting, Annual Financial Statements, Auditors' Report, Directors' Report and annexures thereto were in the hands of the members for the statutory period, with the permission of the members present, they were taken as read.

The Chairman informed that the Statutory Auditors' Report and the Secretarial Auditors' Report were clean reports and there were no reservation, qualification or adverse remarks.

The Chairman requested the Deputy Managing Director to brief about the economic overview and industry review, power, operations, personnel and outlook for the current year.

The Deputy Managing Director briefed the members about the economic overview and industry review, power, operations, personnel and outlook for the current year, the current performance of Turnover and profitability and future prospects of the Company.

The Chairman stated that in Note No. 17 appended to the Notice of the Annual General Meeting, it was informed that a member requiring any clarification on accounts or operations of the Company shall write to the Company at least 7 days before the meeting and no query was received.

The Chairman informed that for the shareholders attending the AGM but had not cast their votes, ballot form for voting at the AGM was provided to cast their votes at the end of the proceedings, and after the voting at the AGM was over, the Scrutiniser Sri B. Krishnamoorthi, Practising Chartered Accountant, would scrutinize the votes cast by e - voting and by ballot and would submit his consolidated report on the result of e - voting and ballot, after the conclusion of the Meeting.

The Chairman then, invited questions, if any, from the members relating to the performance of the Company. After answering the questions, Chairman briefed the items of business as proposed in the Notice of AGM and requested the members and proxies present, to cast their vote by ballot paper circulated to them and deposit the completed ballot papers in the ballot boxes.

After completion of the voting by ballot, the Chairman informed that the results of the voting on receipt of the Scrutiniser's Report would be announced by the Chairman or Deputy Managing Director or Company Secretary at the Registered Office of the Company and posted on the website of the Company and website of the National Securities Depository Limited and a copy of the same would be forwarded to the Stock Exchange on or before 5.00 PM on 22nd September 2018.

The Chairman thanked our valued customers, shareholders, bankers and colleagues on the Board for their valuable guidance.

The members and proxies present exercised their voting by ballot. On completion of voting, the meeting concluded with vote of thanks to the Chair.

## **OUTCOME OF THE AGM**

Sri B. Krishnamoorthi, Scrutiniser has submitted his report on the results of remote e - voting and voting through ballot paper held at the AGM. The Chairman has declared, at 4.00 P.M on 21.09.2018 at the Registered Office of the Company at 686, Avanashi Road, Coimbatore 641 037, that the following resolutions were duly passed with requisite majority at the Annual General Meeting held on 20.09.2018 and authorised the Company Secretary to communicate to the Stock Exchange and to post in the Company's Website.

## **BUSINESS TRANSACTED AT THE AGM**

### **ORDINARY BUSINESS**

#### **1. Adoption of Annual Financial Statements (Ordinary Resolution).**

##### **Resolution**

"Resolved that the Annual Financial Statements including Statement of Profit and Loss for the year ended 31<sup>st</sup> March 2018 and the Balance Sheet as on that date, 'Directors' Report and Auditors' Report, be and are hereby approved and adopted".

Number of shares voted for - 4,46,886

Number of shares voted against - 0

Based on Scrutinizers Report, the resolution was passed unanimously.

#### **2. Declaration of Dividend (Ordinary Resolution).**

##### **Resolution**

"Resolved that a dividend of Rs.9/- per equity share of Rs.100/- each fully paid up, be declared and paid out of the profits of Company for the financial year ended 31<sup>st</sup> March, 2018 to the shareholders whose names stand on the Register of Members of the Company as on 13th September 2018 and in respect of shares held in electronic form the dividend will be payable as per details furnished by depositories for this purpose as at the end of business hours on 13th September 2018 without deduction of tax."

Number of shares voted for - 4,46,886

Number of shares voted against - 0

Based on Scrutinizers Report, the resolution was passed unanimously.

#### **3. Re-appointment of retiring Director - Sri Sanjay Jayavarthanelu.**

##### **Resolution**

"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 - 4,46,886

Number of shares voted against - 0

Based on Scrutinizers Report, the resolution was passed unanimously.

#### **4. Appointment of Auditors and to fix their remuneration.**

##### **Resolution**

"Resolved that pursuant to the provisions of Sections 139 and 142 and other applicable provisions, of the Companies Act, 2013, if any, read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s. M.S. Jagannathan & Visvanathan (Firm Regn No. 001209S), Chartered Accountants, Coimbatore, be and are hereby appointed as Statutory Auditors of the Company and to hold office for a period of 5 years from the conclusion of this 107<sup>th</sup> Annual General Meeting till the conclusion of the 112<sup>th</sup> Annual General Meeting to be held during the year 2022, on a remuneration to be decided by the Board of Directors in consultation with the Auditors.

Further Resolved that the Board of Directors of the Company be and are hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which it may deem necessary in this behalf."

Number of shares voted for – 4,46,886

Number of shares voted against – 0

Based on Scrutinizers Report, the resolution was passed unanimously.

#### **5. Appointment of Independent Director of the Company.**

##### **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 thereunder (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 14th February 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 till the conclusion of the 109th Annual General Meeting, not liable to retire by rotation".

Number of shares voted for – 4,46,886

Number of shares voted against – 0

Based on Scrutinizers Report, the Ordinary resolution was passed unanimously.

#### **6. Ratification of remuneration payable to Cost Auditor.**

##### **Resolution**

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the


remuneration payable to M/s. A.R.Ramasubramania Raja & Co, Cost Accountants (Firm Regn. No.000514) appointed by the Board of Directors of the Company to conduct the audit of cost records of the Company for the financial year 2018 - 19, at a remuneration of Rs. 75,000/- (Rupees Seventy Five Thousand Only) plus applicable taxes and reimbursement of conveyance on actual basis as incurred by them in connection with the aforesaid audit, fixed by the Board of Directors be and is hereby ratified and confirmed".

Number of shares voted for - 4,46,886

Number of shares voted against - 0

Based on Scrutinizers Report, the Ordinary resolution was passed unanimously.

**Recorded on 21.09.2018**

A handwritten signature in black ink, appearing to read 'S. Pathy', is written over a horizontal line.

**S. PATHY  
CHAIRMAN**



## THE LAKSHMI MILLS COMPANY LIMITED

CIN : L17111TZ1910PLC000093

Regd. Office : 686, Avanashi Road, Coimbatore - 641 037  
Ph : 0422-2245461- 65 E-mail : contact@lakshmillmills.com  
www.lakshmillmills.com

### NOTICE OF THE ANNUAL GENERAL MEETING AND REMOTE E-VOTING INFORMATION

Notice is hereby given that the 108th Annual General Meeting of the Company will be held on Thursday, 20th September 2018 at 4.30 PM at "Nani Palkhivala Auditorium", Mani Higher Secondary School, Pappanaickenpalayam, Coimbatore 641037 to transact the businesses as indicated in the notice of the AGM which has been despatched to all the members of the Company.

The Notice convening the meeting along with the Annual Report for the year 2017 - 18 has been sent through electronic mode to the members whose e-mail ID's are registered with the Company/Depository Participants and physical copies of the same to all other members by registered parcel at their registered address on 28.08.2018.

The members are hereby informed that under section 91 and other applicable provisions of the Companies Act, 2013 the Register of Members and Share Transfer Books of the Company will remain closed from 14.09.2018 to 20.09.2018 (both days inclusive) for the purpose of AGM. Dividend of Rs.9/- (9%) for the year ended 31.03.2018 if approved at the AGM, shall be paid to those members registered in the Register of Members as on 13.09.2018.

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide Electronic Voting (remote e-voting) facility to its members for transacting all the business as mentioned in the notice, through e-voting services provided by the NSDL and has appointed Sri B.Krishnamoorthi, Chartered Accountant, Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore - 641 006 as the scrutinizor to scrutinize the voting and remote e-voting process.

All Members are informed that

a. The business as stated in the notice of 108th AGM may be transacted through voting by electronic means.

b. The remote e-voting shall commence on 17.09.2018 (Monday) at 9.00 A.M and ends on 19.09.2018 (Wednesday) at 5.00 PM

c. The cut off date for determining the eligibility to vote by electronic means or at the AGM is 13.09.2018.

d. Any person who acquires shares of the Company and becomes member of the company after despatch of the notice and holds shares as on 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 or to the RTA M/s S.K.D.C Consultants Ltd at email id: info@skdc-consultants.com or contact them at the address as mentioned hereunder.

e. Members may note that -

1. The remote e-voting module will be disabled on Wednesday, 19.09.2018 at 05.00 PM and will not be allowed beyond the said date and time.

2. Once the e-vote on a resolution is cast by the members, they shall not be allowed to change it subsequently.

3. The facility for voting through ballot paper shall be made available at the AGM for the members who have not cast their votes by remote e-voting.

4. The members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be allowed to cast their vote again in the meeting.

5. The 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 shall be entitled to avail the facility of remote e-voting or voting at the AGM through ballot paper.

f. The notice of the AGM along with the Annual Report is available on the Company's website - www.lakshmillmills.com and also available on the website www.evoting.nsdl.com. The member, who wishes to receive physical copies of the Annual Report, may e-mail their request to the Company at secretarial@lakshmillmills.com or to RTA - green@skdc-consultants.com.

Any query /grievances relating to e-voting /ballot form shall be addressed to the RTA - M/s S.K.D.C Consultants Ltd, Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore - 641, 006, Phone No. 91-422-6549995, 2539835, 2539836 and email id: info@skdc-consultants.com.

Any query relating to the resolutions and Annual Accounts, if any, shall be addressed to the Company Secretary of the Company at the address given above at least 7 days in advance of the meeting so that the information can be made available at the meeting.

The result of voting on the resolutions shall be announced after the conclusion of the Annual General Meeting. The results declared along with the Scrutinizer's Report shall be placed on the Company's Website www.lakshmillmills.com and on the Website of NSDL i.e. http://www.nsdl.co.in and communicated to Stock Exchanges.

For THE LAKSHMI MILLS CO. LTD.

(Sd) N.SINGARAVEL  
Company Secretary

Coimbatore  
29.08.2018



## தி லக்ஷ்மி மில்ஸ் கம்பெனி லிமிடெட்

CIN : L17111TZ1910PLC000093

பதிவு அலுவலகம் : 686, அவனாசி சாலை, கோயமுத்தூர் - 641 037.  
Ph : 0422-2245461-65 E-mail : contact@lakshmillmills.com  
www.lakshmillmills.com

### வருடாந்திர மகாசபைக் கூட்ட அறிவிப்பு

நமது கம்பெனியின் 108-வது வருடாந்திர மகாசபைக் கூட்டம் (AGM) 2018-ம் ஆண்டு செப்டம்பர் மாதம் 20-ம் தேதி வியாழக்கிழமை மாலை 4.30 மணியளவில் கோவை பதிவு அலுவலகப்பாளையம், மணி மேல்நிலைப்பள்ளி, நானி பல்கிவாலா கலையரங்கில் நடைபெற உள்ளது.

2017-18-ம் ஆண்டிற்கான கணக்கறிக்கை மற்றும் மகாசபைக் கூட்டத்தில் தீர்மானம் நிறைவேற்றப்பட வேண்டிய நடவடிக்கைகள் குறித்த பங்குதாரர்களுக்கான அறிக்கை ஆகியவை மின் அஞ்சல் மூலமாக மின் அஞ்சல் முகவரியை பதிவு செய்த பங்குதாரர்களுக்கும், இதர பங்குதாரர்களுக்கு பதிவு பார்சல் மூலமாகவும், பதிவு செய்யப்பட்டுள்ள முகவரிக்கு 28.08.2018 அன்று அனுப்பி வைக்கப்பட்டுள்ளது.

கம்பெனிகள் சட்டம் 2013, பிரிவு 91 மற்றும் கம்பெனிகள் (அதிகாரம் மற்றும் நிர்வாகம்) விதிகள் 2014, விதி 10-ன் கீழ் மற்றும் இந்திய காப்பாவணங்கள் மற்றும் பரிமாற்று வாரியம் (பட்டியல் கூடமை மற்றும் வெளியீட்டுத் தேவை) ஒழுங்குமுறை 2015, ஒழுங்குமுறை எண் 44-ன் படியும், பங்குதாரர்கள் பேரேடு, பங்கு மாற்றுப்புத்தகமும் 2018-ம் செப்டம்பர் மாதம் 14-ம் தேதி முதல் 20-ம் தேதி வரை (இரு நாட்களும் உட்பட) மூலவைக்கப்பட்டுள்ள மற்றும் 31.03.2018 அன்று முடிவடைந்த ஆண்டிற்கான பங்கு ஈவுத்தொகை ரூ.9/- (9%), 13.09.2018 தேதியில் பங்குதாரர்கள் பதிவுபட்டிருள்ளவர்களுக்கு மட்டும் செலுத்தப்படும் என்று அறிவிக்கப்பட்டுள்ளது.

கம்பெனிகள் சட்டம் 2013, பிரிவு 91 மற்றும் கம்பெனிகள் (அதிகாரம் மற்றும் நிர்வாகம்) விதிகள் 2014, விதி 10-ன் கீழ் மற்றும் இந்திய காப்பாவணங்கள் மற்றும் பரிமாற்று வாரியம் (பட்டியல் கூடமை மற்றும் வெளியீட்டுத் தேவை) ஒழுங்குமுறை 2015, ஒழுங்குமுறை எண் 44-ன் படியும், பங்குதாரர்களுக்கு NSDL நிறுவன மின்னமைப்பு மூலமாக, மகாசபைக் கூட்டத்தில் தீர்மானங்கள் நிறைவேற்ற மின்வழி வாக்கு வசதி செய்யப்பட்டுள்ளது. மின்வழி மற்றும் நேரடி வாக்குப்பதிவு நடவடிக்கைகளை கண்காணிக்க நமது கம்பெனி திரு. B. சிறுவண்ணமூர்த்தி, கணக்கு தணிக்கையாளர், கணபதி டவர்ஸ், 3-வது தளம், 1391/A-1, சத்தி ரோடு, கணபதி, கோயமுத்தூர் - 641 006 என்பவரை கண்காணிப்பாளராக நியமித்துள்ளது.

அனைத்து உறுப்பினர்களுக்கும் பின்வரும் தகவல்கள் தெரிவிக்கப்படுகின்றன.

a. பொதுக்குழுவின் அலுவலகம் மின்னணு வாக்களிப்பு மூலமாக செயல்படுத்தப்படும்.

b. 17.09.2018 காலை 9.00 மணிக்கு தொலைதூர மின்னணு வாக்குப்பதிவு துவங்கி 19.09.2018 மாலை 5.00 மணிக்கு முடிவடையும்.

c. வாக்குப்பதிவு உரிமம் பெறநின்று தேதி (Cut off date) 13.09.2018

d. AGM-ன் அறிவிப்பு அனுப்பிய பின்பு, எவரேயும் பங்குகளை வாங்கியிருந்து அதை நிர்ணய தேதி வரை வைத்திருந்தால் அவரும் மின்னணு வாக்குப்பதிவில் பங்கேற்கலாம். அத்தகைய உறுப்பினர்கள் தங்களது மின்னணு வாக்குகளை பதிவு செய்ய வேண்டிய தகவல்களை பின்வரும் மின்னஞ்சல் முகவரியில் பெற்றுக்கொள்ளலாம். evoting@nsdl.co.in அல்லது info@skdc-consultants.com

e. உறுப்பினர்கள் கவனத்திற்கு :

1. தொலைதூர மின்னணு வாக்குப்பதிவை 19.09.2018 மாலை 5.00 மணிக்கு மேல் NSDL அனுமதிக்காது.

2. தொலைதூர மின்னணு வாக்களிப்பு மூலம் பதிவு செய்த பின் அதை மாற்ற இயலாது.

3. தொலைதூர மின்னணு வாக்குப்பதிவில் பங்கேற்காத உறுப்பினர்கள், வாக்குப்பதிவு மூலமாக AGM-ல் வாக்களிக்க இயலும்.

4. தொலைதூர மின்னணு வாக்களிப்பு மூலம் தமது வாக்குரிமையை பயன்படுத்திய பின்பும் உறுப்பினர்கள் AGM-ல் கலந்து கொள்ளலாம். ஆனால் கூட்டத்தில் மீண்டும் வாக்களிக்க அனுமதிக்கப்பட மாட்டார்கள்.

5. நிர்ணய தேதி அன்று உறுப்பினர்கள் பதிவேட்டில் பதிவாகியுள்ள நபர்கள் அல்லது டொபாசிட்டியில் பதிவாகியுள்ள நபர்கள் மட்டுமே தொலைதூர மின்னணு வாக்களிப்பு மற்றும் AGM-ல் வாக்களிக்க உரிமை பெறுவர்.

f. AGM-ன் அறிவிப்பு மற்றும் ஆண்டு கணக்கறிக்கை www.lakshmillmills.com இணைய தளத்தில் பதிவேற்றம் செய்யப்பட்டுள்ளது. ஆண்டு கணக்கறிக்கை நகல் வேண்டும் நபர்கள் மின் அஞ்சல் மூலம் பின்வரும் இணைய தளங்களில் விண்ணப்பிக்கலாம். secretarial@lakshmillmills.com, green@skdc-consultants.com

மின்னணு வாக்குப்பதிவு குறித்து சந்தேகம் இருப்பின் பின்வரும் முகவரியில் தொடர்பு கொள்ளலாம். SKDC கன்சல்டன்ட்ஸ் லிமிடெட், கணபதி டவர்ஸ், 3 வது தளம், 1391/A-1, சத்தி ரோடு, கணபதி, கோயமுத்தூர் - 641 006, தொலைபேசி எண் 91-422-6549995, 2539835, 2539836 and e-mail id : info@skdc-consultants.com

பங்குதாரர்கள் கணக்கறிக்கை மற்றும் தீர்மானங்கள் குறித்த வினாக்கள் மற்றும் சந்தேகங்களை கம்பெனி செயலாளருக்கு மேற்குறிப்பிட்ட கம்பெனி முகவரியில் மகாசபைக் கூட்டத்திற்கு முன்னிட்ட 7 நாட்களுக்குள் அனுப்பி வைக்குமாறு கேட்டுக் கொள்ளப்படுகிறார்கள். அவர்களின் வினா மற்றும் சந்தேகங்கள் குறித்த பதிலை மகாசபை கூட்டத்தில் தெரிவிக்கப்படும்.

AGM கூட்டம் முடிவற்ற 2 திணைகளுக்குள் தீர்மானங்கள் மீதான வாக்களிப்பின் முடிவுகள் அறிவிக்கப்படும் மேற்கண்ட வாக்களிப்பின் முடிவுகள் கண்காணிப்பாளரின் அறிக்கையுடன் கம்பெனியின் இணைய தளத்திலும், NSDL இணைய தளத்திலும் பதிவேற்றம் செய்யப்படும். பங்கு சந்தைகளுக்கும் அறிவிக்கப்படும்.

தி லக்ஷ்மி மில்ஸ் கம்பெனி லிமிடெட்டுக்காக  
கோயமுத்தூர்  
29.08.2018  
நா. சிங்காரவேல்  
கம்பெனி செயலாளர்