



LAKSHMI AUTOMATIC LOOM WORKS LIMITED

CIN : L29269TZ1973PLC000680, Website: www.lakshmiautomatic.com
686, Avanashi Road, Pappanaickenpalayam, Coimbatore - 641 037
Phone No:+91 422 2245484-85, E-mail:contact@lakshmiautomatic.com

NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the Fiftieth Annual General Meeting of the Shareholders of the Company will be held on Tuesday, the 10th day of September, 2024 at 10.45 A.M. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) for transacting the following business:

AGENDA

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company comprising the Balance Sheet as at 31st March, 2024, the Statement of Profit and Loss (including other comprehensive income), the Statement of changes in Equity and the Cash Flow Statement for the Financial Year ended 31st March, 2024 and the Report of the Board of Directors and the Report of the Auditors thereon.
2. To declare a Dividend for the year ended 31st March 2024.
3. To appoint a Director in the place of Sri R.Santharam (DIN No.00151333) who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in the place of Sri N.Jayachandar (DIN No.00015091) who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

5. To consider and approve the change of name of the company and in this regard, if thought fit to pass with or without modification(s) the following Resolution as a Special Resolution.

RESOLVED THAT pursuant to Sections 4, 5, 13(2), 14, 15 and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant rules framed there under, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Regulation 45 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to the approval of BSE Limited, Central Government (power delegated to Registrar of Companies) and such other necessary approvals, consents, permissions and sanctions, as may be required in this regard from any appropriate authority and subject to such terms and condition(s), alteration(s), correction(s), change(s) and/or modification(s) as may be prescribed by any of them while granting such consent(s), permission(s) or approval(s), the consent of the Members of the Company be and is hereby accorded for changing the name of the Company from “LAKSHMI AUTOMATIC LOOM WORKS LIMITED” to “LAKSHMI ENGINEERING AND WAREHOUSING LIMITED”.

RESOLVED FURTHER THAT the new name of the Company be given effect to from the date of issue of the fresh Certificate of Incorporation by the Registrar of Companies, consequent to which the Memorandum of Association & Articles of Association of the Company be altered by deleting the existing name “LAKSHMI AUTOMATIC LOOM WORKS LIMITED” wherever appearing and substituting it with the new name “LAKSHMI ENGINEERING AND WAREHOUSING LIMITED”.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include any of its duly constituted Committee), be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary and to authorize/depute/delegate/appoint any official of the Company/consultants/ lawyers as may be required and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that



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may arise in this regard as the Board in its absolute discretion may deem necessary or desirable without being required to seek any further consent or approval of the Members and the approval of the Members shall be deemed to have given thereto by the authority of this Resolution.”

6. To consider the appointment of Sri M.V.Jagannathan (DIN:10722925) as Independent Director and if thought fit to pass with or without modification(s) the following Resolution as a Special Resolution.

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (as amended) and upon the recommendation of the Nomination and Remuneration Committee and the consent of the Board of Directors, Sri M.V.Jagannathan (DIN:10722925) as Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, Regulation 16(1) (b) of Listing Regulations and the Articles of Association of the Company 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 a notice in writing under Section 160 of the Companies Act, 2013 from a member has been received by the Company, proposing his candidature for the office of Independent Director and who is eligible for appointment as Independent Director of the Company, be and is hereby appointed to hold office for a consecutive period of 5 years from the conclusion of the ensuing 50th Annual General Meeting and upto the date of completion of 5 years or the date of the 55th Annual General Meeting, whichever is earlier and not liable to retire by rotation.”

7. To consider the appointment of Sri M.R.Thiagarajan (DIN 01629446) as Independent Director and if thought fit to pass with or without modification(s) the following Resolution as a Special Resolution.

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (as amended) and upon the recommendation of the Nomination and Remuneration Committee and the consent of the Board of Directors, Sri M.R.Thiagarajan (DIN 01629446) as Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, Regulation 16(1) (b) of Listing Regulations and the Articles of Association of the Company 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 a notice in writing under Section 160 of the Companies Act, 2013 from a member has been received by the Company, proposing his candidature for the office of Independent Director and who is eligible for appointment as Independent Director of the Company, be and is hereby appointed to hold office for a consecutive period of 5 years from the conclusion of the ensuing 50th Annual General Meeting and upto the date of completion of 5 years or the date of the 55th Annual General Meeting, whichever is earlier and not liable to retire by rotation.”

8. To consider the appointment of Sri B.Sriram (DIN 00151097) as Independent Director and if thought fit to pass with or without modification(s) the following Resolution as a Special Resolution.

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



being in force) read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (as amended) and upon the recommendation of the Nomination and Remuneration Committee and the consent of the Board of Directors, Sri B.Sriram (DIN 00151097) as Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, Regulation 16(1) (b) of Listing Regulations and the Articles of Association of the Company 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 a notice in writing under Section 160 of the Companies Act, 2013 from a member has been received by the Company, proposing his candidature for the office of Independent Director and who is eligible for appointment as Independent Director of the Company, be and is hereby appointed to hold office for a consecutive period of 5 years from the conclusion of the ensuing 50th Annual General Meeting and upto the date of completion of 5 years or the date of the 55th Annual General Meeting, whichever is earlier and not liable to retire by rotation.”

By Order of the Board of Directors

(Sd.) R.Muthukumar
Company Secretary and
Compliance Officer

Place : Coimbatore

Date : 07.08.2024

EXPLANATORY STATEMENT (PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“THE ACT”))

ITEM NO.5

The Company for the past 50 years was the key player in the manufacture of Weaving and Knitting Machines under the name Lakshmi Automatic Loom Works Limited. The Company’s present Business activities being Warehousing Rental Services and manufacture of Spares and Accessories for Engineering and Automotive Industries it is proposed by the Board of Directors to change the name of the Company as “LAKSHMI ENGINEERING AND WAREHOUSING LIMITED” in line with the existing Business activities of the Company.

Pursuant to the provisions of Sections 13 and 14 of the Companies Act, 2013 the alteration of the name clause of the Memorandum of Association and Articles of Association requires the approval of the Members of the Company by way of a Special Resolution subject to the approval of the Registrar of Companies. The proposed change in name of the Company will not affect any of the rights of the Company or of the shareholders / stakeholders of the Company.

The Company is in compliance with the conditions provided under Regulation 45(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to the change of name of the listed entity, to the extent they are applicable. A Certificate obtained from M/s.Subbarchar & Srinivasan, Chartered Accountants (Firm Registration Number 0040835) dated 7th August 2024 to this effect is annexed hereto and forms part of this Notice and explanatory statement and is available for inspection by the Members of the Company on any working day between 10.00 A.M. and 1.00 P.M. up to 10th September, 2024 (Tuesday) at the Registered Office of the Company.

None of the Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Directors or KMPs, are concerned or interested in the proposed Special Resolution.

Accordingly, the Board recommends the Special Resolution set forth in Item No. 5 of the Notice for approval of the Members.



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ITEM NO.6

Sri M.V.Jagannathan has given his consent to act as a Director along with the declaration stating that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and that his name is included in the databank of Independent Directors as required under Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

Sri M.V.Jagannathan fulfills the conditions for appointment as Independent Director as specified in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Sri M.V.Jagannathan is independent of the Management.

Save and except Sri M.V.Jagannathan, none of the other Directors/Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested financially or otherwise, in the resolution.

Brief resume of Sri M.V.Jagannathan, 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 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms a part of this Notice.

The Board recommends the Special Resolution set out at Item No.6 of the Notice for approval by the Shareholders.

ITEM NO.7

Sri M.R.Thiagarajan has given his consent to act as a Director along with the declaration stating that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and that his name is included in the databank of Independent Directors as required under Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

Sri M.R.Thiagarajan fulfills the conditions for appointment as Independent Director as specified in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Sri M.R.Thiagarajan is independent of the Management.

Save and except Sri M.R.Thiagarajan, none of the other Directors/Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested financially or otherwise, in the resolution.

Brief resume of Sri M.R.Thiagarajan, 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 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms a part of this Notice.

The Board recommends the Special Resolution set out at Item No.7 of the Notice for approval by the Shareholders.

ITEM NO.8

Sri B.Sriram has given his consent to act as a Director along with the declaration stating that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and that his name is included in the databank of Independent Directors as required under Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014.



Sri B.Sriram fulfills the conditions for appointment as Independent Director as specified in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Sri B.Sriram is independent of the Management.

Save and except Sri B.Sriram, none of the other Directors/Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested financially or otherwise, in the resolution.

Brief resume of Sri B.Sriram, 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 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms a part of this Notice.

The Board recommends the Special Resolution set out at Item No.8 of the Notice for approval by the Shareholders.

By Order of the Board of Directors

(Sd.) R.Muthukumar

Company Secretary and
Compliance Officer

Place : Coimbatore

Date : 07.08.2024

NOTES:

1. The Ministry of Corporate Affairs (MCA) vide the General Circulars dated 05.05.2020, 05.05.2022, 28.12.2022 and 25.09.2023 (referred to as "MCA Circular") has permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circular through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Institutional / Corporate Members intending to authorize their representatives to attend the AGM through VC/ OAVM on its behalf and to vote through remote e-voting are requested to send a scanned copy (PDF/ JPG Format) of the Board Resolution to the Scrutinizer by email through its registered email address to bk.scrutiniser@gmail.com with a copy marked to evoting@nsdl.com
4. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. In case of joint holders attending the meeting through VC/OAVM, only such joint holder who is higher in the order of names will be entitled to vote.
6. Information of Directors proposed to be appointed/re-appointed: Brief resume, nature of their expertise in specific functional areas, names of Companies / Chairmanships of Board Committees, shareholding and relationships between Directors inter-se as stipulated under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, provided on Page No.16 forms part of the Notice.



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7. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the Members at the Registered Office of the Company on all working days, during business hours up to the date of the Meeting.
8. The Company has notified closure of Register of Members and Share Transfer Books from Wednesday, 04th September, 2024 to Tuesday, 10th September, 2024 (both days inclusive).
9. Dividend as recommended by the Board of Directors, if declared at the Annual General Meeting will be paid within 30 days from the date of declaration to those Members whose names appear on the Register of Members in respect of shares held in physical form as well as in respect of shares held in electronic form as per the details received from the depositories for this purpose as at the close of the business hours on Tuesday, 03rd September, 2024.
10. Pursuant to Finance Act 2020, Dividend income will be taxable in the hands of Shareholders with effect from 1st April, 2020 and the Company is required to deduct tax at source from Dividend paid to Shareholders at the prescribed rates. For the prescribed rates for various categories, the Shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The Shareholders are requested to update their Residential Status, Category as per Income Tax Act, 1961 ("IT Act"), Permanent Account Number ("PAN") with the Company/Registrar & Share Transfer Agent (in case of shares held in physical mode) and depositories (in case of shares held in demat mode) immediately. A resident individual Shareholder having PAN and entitled to receive Dividend amount exceeding ₹ 5,000/- and who is not liable to pay income tax, can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to contact@lakshmiautomatic.com on or before 10th September 2024, Shareholders are requested to note that in case their PAN is not registered with the Depository Participant / Company, the tax will be deducted at a higher rate of 20%. Non-resident Shareholders can avail beneficial rates under the relevant tax treaty between India and their country of residence, subject to providing necessary documents such as No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to contact@lakshmiautomatic.com. The aforesaid declarations and documents need to be submitted by the Shareholders on or before 10th September, 2024.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN and KYC Compliance to the Company / RTA M/s.Link Intime India Pvt. Ltd.
12. Members whose shareholding is in the electronic mode are requested to update Bank Account details (Bank Account No., Name of the Bank, Branch, IFSC code, MICR code and Place with Pincode) to their respective Depository Participants. Members whose shareholding is in the physical mode are requested to send the above details to the Company or to the RTA.
13. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The Nomination Form can be downloaded from the Company's website at www.lakshmiautomatic.com under the Section "Investors".
14. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the Share Certificates to RTA M/s.Link Intime India Pvt. Ltd., for consolidation into a single folio.



15. Non-Resident Indian Members are requested to inform RTA M/s.Link Intime India Pvt. Ltd., immediately of:
 - a) Change in their residential status on return to India for permanent settlement.
 - b) Particulars of their Bank Account maintained in India with complete Name, Branch, Account type, Account number and Address of the Bank with Pin Code Number, if not furnished earlier.
16. No unpaid and unclaimed Dividend amounts as referred to in sub section (5) of Section 124 of the Companies Act, 2013 for a period of 7 years, remain to be transferred by the Company to the Investor Education and Protection Fund (IEPF) established by the Central Government.
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 who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc., from the Company electronically.
19. As per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the transfer of shares in physical mode is not allowed from 1st April, 2019. Members are requested to dematerialize their shares. However, transmission / transposition of Shareholders name are allowed by following due process and documentation. Necessary intimation has been sent to the concerned Shareholders in this regard.
20. In line with the MCA Circular and SEBI Circular dated 13th May 2022, 05th January 2023 and 07th October 2023, the Notice calling the AGM and Annual Report 2023-2024 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that Notice and Annual Report 2023-2024 will also be made available on the Company's website at www.lakshmiautomatic.com, website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (Agency for providing the Remote e-voting facility) i.e. www.evoting.nsdl.com
21. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

A. VOTING THROUGH ELECTRONIC MEANS

- I. 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 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide Members the facility to exercise their votes by electronic means for all the resolutions detailed in the Notice of the 50th Annual General Meeting scheduled to be held on Tuesday, the 10th day of September, 2024 at 10.45 AM. The Company has engaged the services of National Securities Depository Limited (NSDL) as the authorized agency to provide the Remote e-voting facilities as per instructions below.
- II. Shareholders holding multiple folios / demat account shall choose the voting process separately for each of the folios / demat account.



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III. VOTE BY REMOTE E-VOTING AND E-VOTING DURING THE AGM

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.

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. 03rd September, 2024, may obtain the login ID and password by sending a request at evoting@nsdl.com or coimbatore@linkintime.co.in. 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.

Sri B.Krishnamoorthi, Chartered Accountant (Membership No.20439) has been appointed as the Scrutinizer to scrutinize the voting and Remote e-voting process in a fair and transparent manner.

The Scrutinizer shall after the conclusion of the Annual General Meeting, unblock the votes cast through Remote e-voting in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, within 2 days of conclusion of the meeting to the Chairman of the Company who shall countersign the same and declare the results of the voting forthwith.

The results declared along with the Scrutinizer's Report shall be available on the Company's website: www.lakshmiautomatic.com and on the website of NSDL and communicated to the BSE Limited, Mumbai immediately after the declaration of the result by the Chairman or the person authorized in this regard.

A Member even after exercising his right to vote through Remote e-voting may attend the Annual General Meeting through VC/OAVM but shall not be allowed to vote again.

IV. THE INSTRUCTIONS FOR THE MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

The Remote e-voting period begins at 9.00 A.M. on 07-09-2024 and ends on 09-09-2024 at 05.00 P.M. The Remote e-voting module shall be disabled by NSDL thereafter. The Shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 03-09-2024 may cast their vote electronically.

The voting right of Shareholders shall be in proportion to their share in the paid-up Equity Share Capital of the Company as on the cut-off date, being 03rd September, 2024.

The way to vote electronically on NSDL e-voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-voting system

A) Login method for e-voting and joining virtual meeting for Individual Shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.



Login method for Individual Shareholders holding securities in demat mode is given below:

| Type of Shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com/either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. Click on options available against Company name or e-voting service provider - NSDL and you will be re-directed to NSDL e-voting website for casting your vote during the Remote e-voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on options available against Company name or e-voting service provider - NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the Remote e-voting period or joining virtual meeting & voting during the meeting. |
| Individual Shareholders holding securities in demat mode with CDSL | <ol style="list-style-type: none"> 1. Existing users who have opted for Easi/Easiest, they can login through their user id and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the e-voting Menu. The Menu will have links of e-voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-voting is in progress. |



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| Type of Shareholders | Login Method |
|--|---|
| Individual Shareholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. Once login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on options available against Company name or e-voting service provider-NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the Remote e-voting period or joining virtual meeting & voting during the meeting. |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

| Login type | Helpdesk details |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at no.: +91 22 4886 7000 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911 |

B) Login Method for e-voting and joining Virtual Meeting for Shareholders other than Individual Shareholders holding securities in demat mode and Shareholders holding securities in physical mode.

How to Log-in to NSDL e-voting website?

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

| | |
|--|---|
| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |



| | |
|--|---|
| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12***** |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Password details for Shareholders other than Individual Shareholders are given below:
- If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in process for those Shareholders whose email ids are not registered
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
- Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com
 - Physical User "Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-voting will open.



LAKSHMI AUTOMATIC LOOM WORKS LIMITED

Step 2: Cast your vote electronically and join General Meeting on NSDL e-voting system.

How to cast your vote electronically and join General Meeting on NSDL e-voting system?

1. After successful login at Step 1, you will be able to see all the Companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of Company for which you wish to cast your vote during the Remote e-voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote

General Guidelines for Shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to bk.scrutiniser@gmail.com with a copy marked to evoting@nsdl.com
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call 022-48867000 or send a request to evoting@nsdl.com.

Process for those Shareholders whose email ids are not registered with the Company/Depositories/ Participants for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of Shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to coimbatore@linkintime.co.in (or) contact@lakshmiautomatic.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to evoting@nsdl.com. If you are an Individual Shareholder holding securities in demat mode, you are requested to refer to the login method explained at Step 1 (A) i.e. Login method for e-voting and joining virtual meeting for Individual Shareholders holding securities in demat mode.
3. Alternatively Shareholder/Members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.



4. In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-voting facility.

V. THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those Members / Shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through Remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.
3. Members who have voted through Remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

VI. THE INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system. Members may access by following the steps mentioned above for Access to NSDL e-voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General Meeting" menu against Company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the Remote e-voting instructions mentioned in the notice to avoid last minute rush.
2. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the Meeting.
3. Members are encouraged to join the Meeting through Laptops for better experience.
4. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/Folio Number, PAN, Mobile Number at cs@lakshmiautomatic.com before 03-09-2024. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

By Order of the Board of Directors

Place : Coimbatore
Date : 07-08-2024

(Sd.) R.Muthukumar
Company Secretary and
Compliance Officer



LAKSHMI AUTOMATIC LOOM WORKS LIMITED

Details of Directors seeking Appointment/Re-appointment at the ensuing Annual General Meeting.

[Pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

| | | |
|--|--|--|
| Name of Director | Sri R.Santharam | |
| DIN | 00151333 | |
| Date of Birth | 21-03-1937 * | |
| Date of appointment on the Board | 21-02-2003 | |
| Relationship with other Directors | Related to Sri S.Pathy, Chairman | |
| Qualifications | Textile Management in USA | |
| Experience | 58 Years | |
| Nature of Expertise | Vast Experience in Textile Industry in various fields of Management including Production, Personnel, Finance and Marketing. | |
| Number of Shares held | Nil | |
| Number of Board Meetings attended during the year | 4 | |
| Terms and Conditions of appointment | Retires by rotation and is eligible for re-appointment. | |
| Remuneration sought to be paid | Nil - Other than Sitting Fees | |
| Remuneration last drawn | Nil - Sitting Fees paid ₹ 96,000/- | |
| Directorships held in other Companies | 1. The Lakshmi Mills Company Limited 2. Lakshmi Card Clothing Mfg. Company Private Limited 3. LCC Investments Private Limited 4. Sri Revati Spinning Mills Limited 5. R.Santharam Marketing and Services Private Limited | |
| Committee Chairmanship / Memberships held in other Companies | Audit Committee: Lakshmi Automatic Loom Works Limited -Member The Lakshmi Mills Company Limited -Member Stakeholders Relationship Committee: Lakshmi Automatic Loom Works Limited -Chairman The Lakshmi Mills Company Limited -Chairman Nomination and Remuneration Committee: Lakshmi Automatic Loom Works Limited -Member The Lakshmi Mills Company Limited -Member | |

- Sri R.Santharam has attained the age of more than 75 years. The age restriction in terms of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, (as amended) ("SEBI Listing Regulations") is not applicable to Sri R.Santharam in view of the exemption of the said Regulation available to the Company pursuant to Regulation 15(2)(a) of SEBI Listing Regulations.



| | | |
|--|--|---|
| Name of Director | Sri N.Jayachandar | Sri M.V.Jagannathan |
| DIN | 00015091 | 10722925 |
| Date of Birth | 08-04-1961 | 12.07.1963 |
| Date of appointment on the Board | 30-05-1996 | - |
| Relationship with other Directors | None | None |
| Qualifications | Post Graduate in Business Administration | B.Sc., MBA., FCA |
| Experience | 35 Years | 23 years |
| Nature of Expertise | Intensive experience in various fields of Management and has been associated with the Textile Industry for the past 35 years and possesses Management and Financial expertise. | More than 15 years of diversified audit experience in various fields and with expertise in various skills and expertise in the field of Business Management is the Managing Partner of M S Jagannathan and Visvanathan, Chartered Accountants, one of the oldest Audit firms in Coimbatore. |
| Number of Shares held | 185 Shares | NIL |
| Number of Board Meetings attended during the year | 3 | -- |
| Terms and Conditions of appointment | Retires by rotation and is eligible for re-appointment | Appointed as Independent Director for a term of 5 years w.e.f.10.09.2024 and not liable to retire by rotation. |
| Remuneration sought to be paid | Nil - Other than Sitting Fees | Nil - Other than Sitting Fees |
| Remuneration last drawn | Nil - Sitting Fees paid ₹ 38,000/- | Nil |
| Directorships held in other Companies | None | None |
| Committee Chairmanship / Memberships held in other Companies | Stakeholders Relationship Committee: Lakshmi Automatic Loom Works Limited - Member | None |



LAKSHMI AUTOMATIC LOOM WORKS LIMITED

| | | |
|--|--|---|
| Name of Director | Sri M.R.Thiagarajan | Sri B. Sriram |
| DIN | 01629446 | 00151097 |
| Date of Birth | 15.09.1954 | 08.12.1970 |
| Date of appointment on the Board | - | - |
| Relationship with other Directors | None | None |
| Qualifications | M.Com., ACS., LL.B | Bachelor of Engineering-Mechanical |
| Experience | 40 Years | 24 years |
| Nature of Expertise | More than four decades of Corporate Experience with more than 20 years in reputed organisations as Company Secretary in employment and 20 years of experience as Company Secretary in Practice specialising particularly in Corporate Restructuring. | Vast experience and technical knowledge in the field of manufacturing Industry in building Machines, Research and Development of Components, Spares and Accessories for Textile and Engineering industries. For over 24 years associated with M/s. Lakshmi Card Clothing Mfg. Company Private Limited under various capacities as President Operations, Director- Technical and on the Board as an Independent Director and Member on the Board of Engineering and Textile Industries |
| Number of Shares held | Nil | Nil |
| Number of Board Meetings attended during the year | Nil | Nil |
| Terms and Conditions of appointment | Appointed as Independent Director for a term of 5 years w.e.f.10.09.2024 and not liable to retire by rotation. | Appointed as Independent Director for a term of 5 years w.e.f. 10.09.2024 and not liable to retire by rotation. |
| Remuneration sought to be paid | Nil - Other than Sitting Fees | Nil - Other than Sitting Fees |
| Remuneration last drawn | Nil | Nil |
| Directorships held in other Companies | None | Lakshmi Card Clothing Mfg. Company Private Limited Prathishta Knitting & Weaving Company Private Limited Veejay Lakshmi Engineering Works Limited |
| Committee Chairmanship / Memberships held in other Companies | None | None |



The Board of Directors,
Lakshmi Automatic Loom Works Limited,
(CIN: L29269TZ1973PLC000680)
686, Avanashi Road
Coimbatore - 641 037

Dear Sirs,

Sub: Certificate under Regulation 45 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

This Certificate is required in connection with the proposed change of name of Lakshmi Automatic Loom Works Limited (hereinafter referred to as 'the listed Company') to "**LAKSHMI ENGINEERING AND WAREHOUSING LIMITED**" for shareholders of the listed Company and BSE Limited ("BSE"), Registrar of Companies, Ministry of Corporate Affairs ("MCA") and such other regulatory authorities regarding compliance with the provisions of Regulation 45(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Management's Responsibility:

The Management of the Company is responsible for ensuring that the listed Company complies with the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provides all relevant information.

Auditor's Responsibility:

1. Our responsibility, for this certificate, is to obtain assurance that (a) a period of at least one year has elapsed from the last name change and (b) more than fifty percent of the total revenue in the preceding one-year period has been accounted for by the new activity suggested by the new name or (c) the amount invested in the new activity / project is at least fifty percent of the assets of the listed Company.
2. We have conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by ICAI.
3. We have complied with the relevant applicable requirements of the Standard on Quality Control ("SQC") 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

We hereby certify that:

- a. The listed Company was incorporated on 12th December 1973 under the name and style "Lakshmi Automatic Loom Works Limited" and there has been no change in the name of the listed Company since incorporation. In view of the same, complying with the condition of a time period of at least one year being elapsed from the last name change does not arise.
- b. The listed Company has proposed to change its name to "**LAKSHMI ENGINEERING AND WAREHOUSING LIMITED**" ("New name") from its present name "Lakshmi Automatic Loom Works Limited". The new name is intended to reflect the new Warehousing Rental activity being carried on by the listed Company.



LAKSHMI AUTOMATIC LOOM WORKS LIMITED

- c. For the preceding Financial Year ended 31st March 2024, the Warehousing Rental Services Revenue (“new activity”) accounted for 55.13% of the total revenue and the amount of investment in the new Warehousing Rental activity as on 31.03.2024 is 77.42% of the assets of the listed Company as defined in the Explanation to Regulation 45(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Restriction on use:

This certificate is provided solely to enable compliance with the requirements of the Regulation 45 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for Shareholders of the listed Company and BSE, MCA and other regulatory authorities and should not be used by any other person or for any other purpose, other than during the regulatory process for change of name of the listed Company.

Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or whose hands it may come without our prior consent inwriting.

For M/s Subbachar & Srinivasan
Chartered Accountants
Firm Registration No.0040835

(Sd.) ABHINAV VENKATESH
Partner

(Membership No. 263357)

UDIN : 24263357BKFIPM8497

Place : Coimbatore

Date : 07-08-2024