

LAKSHMI AUTOMATIC LOOM WORKS LIMITED

Proceedings of the 45th Annual General Meeting of the Shareholders of the Company held at the Registered Office of the Company at 686, Avanashi Road, Pappanaickenpalayam, Coimbatore – 641 037 on Monday, the 16th day of September, 2019 at 4.00 P.M.

No. of Shareholders present	:	42 for 13,02,805 Shares
No. of proxies received	:	13 for 19,53,354 Shares
No. of proxies attended	:	13 for 19,53,354 Shares

DIRECTORS PRESENT

Sri R.Santharam	-	Chairman – Stakeholders Relationship Committee
Sri R.C.H.Reddy Independent Director	-	Chairman – Audit Committee and Nomination and Remuneration Committee
Smt Aishwarya Pathy	-	Vice Chairperson
Sri R.Varadarajan	-	Independent Director
Sri C.Kamatchisundaram	-	Independent Director
Sri N.Jaychander	-	Director
Sri R.R.Balasundharam	-	Independent Director

IN ATTENDANCE

Mr.J.Balasubramaniam	-	Chief Executive Officer
Mr.K.P.Krishnakumar	-	Chief Financial Officer
Mr.R.Muthukumar	-	Company Secretary

The Chairman, Sri S.Pathy presided over the Meeting.

The Chairman welcomed the Members for the 45th Annual General Meeting of the Company and introduced the Directors on the dais.

The Chairman acknowledged the presence of the Statutory Auditors M/s.Subbachar & Srinivasan (Firm Registration No. 004083S), Chartered Accountants represented by Senior Partner Sri T.S.V.Rajagopal and the Secretarial Auditor Mr.M.R.L.Narasimha,

The Chairman informed that the Register of Members, Register of Directors' Shareholdings and Other Statutory Registers and documents are kept open for inspection by the Shareholders at the venue of the meeting.

The requisite quorum being present, the Chairman declared the meeting to order and commenced the proceedings of the meeting. The Chairman invited Smt Aishwarya Pathy, Vice Chairperson to brief on the Company's performance and future outlook.

The Vice Chairperson delivered her speech stating that the economy is growing though the rate of growth has slowed down. It is a setback to the country which requires accelerated growth. However, the current GDP figures have no indication of any impending recession but it indicates a decline in the country's economic growth in the last two consecutive quarters. The small and medium scale businesses are adversely hit in the wake of less money flowing into the market system.

The Vice Chairman highlighted on the Company's performance during the year, future outlook and the completion of the conversion of Preference Shares into Equity Shares and thanked the Shareholders for their continued support and Members of the Board for their valuable guidance and support.

The Chairman on referring to Note No. 13 appended to the Notice of the Annual General Meeting stated that no queries from the Members requiring any clarification on accounts or operations of the Company were received.

The Chairman informed that the shareholders attending the AGM but not cast their votes by remote e-voting, Ballot Papers are provided for voting at the AGM to cast their votes. The Chairman also said that Sri B.Krishnamoorthi, Practicing Chartered Accountant, Coimbatore (Membership No.20439), appointed as the Scrutinizer would scrutinise the votes cast by e-voting and by Ballot Papers and submit his consolidated Report on the result of e-voting and Ballot Papers, within two days from the conclusion of this Meeting.

The Members present confirmed having received the Notice of the Meeting and the Chairman took up the business as mentioned in the Notice to the Forty Fifth Annual General Meeting of the Company.

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2019 and the Report of the Board of Directors and the Report of the Auditors thereon.

The Chairman said that the Notice for the meeting, Directors' Report, the Audited Financial Statements for the Financial year ended 31.03.2019 and the Auditor's Report thereon have been circulated and have been in the hands of the Shareholders for the statutory period. The Report of the Statutory Auditors have no adverse comments.

The Chairman invited queries, if any, from the Members present, on the Accounts or operations of the Company. No query was raised by the Members present.

Since the Chairman was interested in the next two resolutions, Sri R.C.H.Reddy, Independent Director was entrusted as interim Chairman with the consent of the Members present to conduct the proceedings of the next two subjects.

2. To Appoint a Director in the place of Sri S.Pathy who retires by rotation and being eligible offers himself for re-appointment.

The Interim Chairman informed that Sri S.Pathy (DIN No.00013899) has been on the Board of Directors of the Company from inception and was holding offices as Joint Managing Director, Managing Director and Vice Chairman and is presently the Chairman of the Company. He has intensive experience in various fields of Management and has been associated with the Textile Machinery Manufacturing Industry for more than 46 years.

The Chairman said that Sri S.Pathy retires by rotation at this AGM and being eligible offers himself for re-appointment.

3. To Appoint a Director in the place of Smt.Aishwarya Pathy who retires by rotation and being eligible offers herself for re-appointment.

The Interim Chairman informed that Smt. Aishwarya Pathy (DIN No.00062114) is well acquainted with Business Management Practices including Financial Management and has been on the Board from 23.05.2012. Presently she is the Vice Chairperson of the Company and Chief Operating Officer of M/s.Rajshree Sugars and Chemicals Ltd, Coimbatore.

The Chairman said that Smt. Aishwarya Pathy retires by rotation at this AGM and being eligible offers herself for re-appointment.

Sri R.C.H. Reddy, interim Chairman vacated the Chair and Sri S. Pathy, Chairman presided over the meeting.

4. To Continue the Appointment of M/s.Subbachar & Srinivasan., Chartered Accountants, Coimbatore as Statutory Auditors of the Company and fixing their Remuneration.

In partial modification of the ordinary resolution passed at the AGM held on 28.07.2017 and in accordance with the amended Section 139 of the Companies Act, 2013, the approval of the Members be and is hereby accorded to continue the appointment of M/s.Subbachar & Srinivasan (Firm Registration No. 004083S), 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. Re-appointment of Sri R.C.H.Reddy, as Non Executive Independent Director to hold office for a second term from the date of this Annual General Meeting.

from the date of this Annual General Meeting up to the expiry of 5 (five) consecutive years or the date of Fiftieth Annual General Meeting whichever is earlier and whose term shall not be subject to retirement by rotation.

9. Approval to the Board of Directors to let out / grant on lease the Land and Buildings of the Company at Hosur.

The Company has been letting out its idle buildings in augmenting its revenue in accordance with the scheme sanctioned by BIFR. in view of the demand for Building space at Hosur on account of the proximity to Bangalore, the Company has taken up construction of additional Buildings for leasing it out in furtherance of the Company's revenue. Accordingly, pursuant to Section 180(1)(a) of the Companies Act, 2013 and the enabling provisions in the Memorandum and Articles of Association of the Company, approval and consent of the Members of the Company be and is hereby granted to the Board of Directors to let out / grant on lease the Land and Buildings of the Company at Hosur as well as the Buildings being constructed thereat, on a fair rental as prevailing in the area.

The Chairman stated that the results of the voting on receipt of the Scrutinizer's Report will be announced at the Registered Office of the Company on or before 5.00 PM on 18th September, 2019 and posted on the website of the Company and the website of the National Securities Depository Limited and a copy of the same would be forwarded to the Stock Exchange.

The Members and proxies present but had not cast their votes earlier exercised their voting by Ballot Paper. On completion of voting the Meeting concluded with a vote of thanks to the Chair at 5.00 P.M.

For Lakshmi Automatic Loom Works Ltd.,

Company Secretary.