LAKSHMI
AUTOMATIC LOOM WORKS
LIMITED
LALW
Website : www.lakshmiautomatic.com CIN : L29269TZ1973PLC000680

REGISTERED OFFICE : 686, AVINASHI ROAD PAPPANAICKENPALAYAM COIMBATORE - 641 037
PH : 2245484-85 FAX : 0422-2244887 E-mail : contact@lakshmiautomatic.com TAMILNADU, INDIA

LAL:CS:BSE:AGM: :2020-21 25-08-2020

The Secretary
BSE Ltd
Rotunda Building, P J Towers
Dalal Street, Fort,
Mumbai - 400 001

Dear Sirs,

Scrip Code: 505302

Sub: Notice of 46th Annual General Meeting of the Company - Reg.

We are enclosing herewith the Notice of 46th Annual General Meeting of the Company to be held 16.09.2020 at 11.00 A.M. through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

The above may please be taken on record.

Thanking you,

Yours faithfully,
For Lakshmi Automatic Loom Works Ltd.,

Company Secretary.

LAKSHMI AUTOMATIC LOOM WORKS LIMITED
CIN : L29269TZ1973PLC000680, Website: www.lakshmiautomatic.com
686, Avanashi Road, Pappanaickenpalayam, Coimbatore – 641037
Phone No:+91 422 2245484-485, Fax : +91 422 2244887,
E-mail:contact@lakshmiautomatic.com

Notice to the Shareholders

Notice is hereby given that the Forty Sixth Annual General Meeting of the Shareholders of the Company will be held on Wednesday, the 16th day of September, 2020 at 11.00 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, 2020, 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, 2020 and the Report of the Board of Directors and the Report of the Auditors thereon.
2. 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.
3. To appoint a Director in the place of Sri N.Jaychander (DIN No. 00015091) who retires by rotation and being eligible offers himself for re-appointment.
4. To modify the terms of appointment of the Statutory Auditors of the Company in line with the SEBI Circular No. CIR/CFD/CMD1/114/2019 dated 18-10-2019 and in this regard to pass the following resolution as an Ordinary Resolution:

   "Resolved that pursuant to the SEBI Circular No. CIR/CFD/CMD1/114/2019 dated 18-10-2019, the terms of appointment of the Statutory Auditors of the Company M/s. Subbachar & Srinivasan (Firm Regn. No. 004083S), Chartered Accountants, Coimbatore, be and is hereby partially modified as below:

   A. Conditions to be complied with upon resignation:

   1. If the Statutory Auditor resigns within 45 days from the end of a quarter of a Financial Year, then the Auditor shall, before such resignation, issue the Limited Review/ Audit Report for such quarter;
   2. If the Statutory Auditor resigns after 45 days from the end of a quarter of a Financial Year, then the Auditor shall, before such resignation, issue the Limited Review / Audit Report for such quarter as well as the next quarter;
   3. Notwithstanding the above, if the Auditor has signed the Limited Review / Audit Report for the first three quarters of a Financial Year, then the Auditor shall, before such resignation, issue the Limited Review / Audit Report for the last quarter of such Financial Year as well as the Audit Report for such Financial Year.

   B. Other conditions relating to resignation:

   (i) Reporting of concerns with respect to the Company / its material subsidiary, if any, to the Audit Committee:

   1. In case of any concern with the Management of the Company or its material subsidiary, if any, such as non-availability of information / non-cooperation by the Management which may hamper the audit process, the Auditor shall approach the Chairman of the Audit Committee and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee Meetings.

2. In case the Statutory Auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents shall be brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the Company, the Auditor shall inform the Audit Committee of the details of information / explanation sought and not provided by the Management, as applicable.
3. On receipt of such information from the Auditor relating to the proposal to resign as mentioned above, the Audit Committee / Board of Directors, as the case may be, shall deliberate on the matter and communicate its views to the Management and the Auditor.

(ii) Disclaimer in case of non-receipt of information:

In case the Company / its material subsidiary, if any, does not provide information required by the Auditor, to that extent, the Auditor shall provide an appropriate disclaimer in the Audit Report, which may be in accordance with the Standards of Auditing as specified by ICAI/NFRA.

Resolved further that the above modification in terms of the appointment shall form part of the original appointment letter dated 31-07-2017 and it shall be effective from 18th October, 2019 till the completion of the remaining tenure of your office as the Statutory Auditors of the Company."

By Order of the Board of Directors
(Sd.) R. MUTHUKUMAR
Company Secretary and
Compliance Officer

Place : Coimbatore
Date : 10-08-2020

Notes:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") 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 Circulars 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. 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.co.in.
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 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.9 forms part of the Notice.
7. Members may note that M/s.Subbachar & Srinivasan, Chartered Accountants, (Firm Registration No. 004083S), Coimbatore, the Statutory Auditors of the Company were appointed by the Members at the 43rd Annual General Meeting (AGM) held on 28-07-2017, to hold office for a period of 5 years till the conclusion of AGM to be held during the year 2022, subject to ratification by the Members at every AGM. However, the Ministry of Corporate Affairs vide its notification dated 07-05-2018 has amended Section 139 of the Companies Act, 2013 by omitting the requirement of seeking ratification of the Members for appointment of Statutory Auditors at every AGM. Hence, no resolution is being proposed for ratification of appointment of Statutory Auditors at this 46th Annual General Meeting. However the terms of their appointment requires modification to give effect to the conditions specified under Clause 6 (A) and (B) of the SEBI Circular No. CIR/CFD/CMD1/114/2019 dated 18-10-2019 for which the requisite Resolution is brought before the Members at the ensuing AGM.
8. 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.
9. The Company has notified closure of Register of Members and Share Transfer Books from Thursday, September 10, 2020 to Wednesday, September 16, 2020 (both days inclusive).
10. 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 to the Company / RTA M/s.S.K.D.C. Consultants Ltd.
11. 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 sent the above details to the Company or to the RTA.
12. 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”.
13. 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.S.K.D.C.Consultants Ltd. for consolidation into a single folio.
14. Non-Resident Indian Members are requested to inform RTA M/s.S.K.D.C. Consultants 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 Pincode Number, if not furnished earlier.

15. 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.

16. 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.

17. **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.**

18. 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.

19. In line with the MCA Circulars and SEBI Circular dated 12th May, 2020, the Notice calling the AGM and Annual Report 2019-20 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 2019-20 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.

20. 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 46th Annual General Meeting scheduled to be held on Wednesday, the 16th day of September 2020 at 11.00 A.M. 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.

III. 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. Instructions to Members for e-voting are as under:

(a) Date and time of commencement of voting through electronic means: 13th September, 2020 at 9.00 A.M.

(b) Date and time of end of voting through electronic means beyond which voting will not be allowed : 15th September, 2020 at 5.00 P.M.

(c) Details of Website : www.evoting.nsdl.com

(d) Details of persons to be contacted for issues relating to e-voting:

S.K.D.C. Consultants Ltd,
Kanapathy Towers, 3rd Floor,
1391/A-1, Sathy Road, Ganapathy, Coimbatore - 641 006
Phone : +91 422 4958995, 2539835-36 Fax : +91 422 2539837,
Email Id: info@skdc-consultants.com Website: www.skdc-consultants.com

The Remote e-voting module shall be disabled for voting on 15th September, 2020 at 5.00 P.M. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting right of Members shall be in proportion to their share in the paid up Equity Share Capital of the Company as on 9th September, 2020 (cut-off date).

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/

(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 “Lakshmi Automatic Loom Works 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 bk.scrutiniser@gmail.com with a copy marked to evoting@nsdl.co.in

B. In case of a Member whose email IDs are not registered with the Company / Depository Participant(s) for procuring User id and password and registration of email ids for e-voting for the Resolutions set out in this Notice:

(i) 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), Aadhaar (self-attested scanned copy of Aadhaar Card) by email to green@skdc-consultants.com.

(ii) 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), Aadhaar (self-attested scanned copy of Aadhaar Card) to evoting@nsdl.co.in.

(iii) Please follow all steps from Sl. No. (i) 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 downloads section of www.evoting.nsdl.com or call on Toll Free No.: 1800-222-990.

VII. 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).

VIII. 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 9th September, 2020, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or 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 or contact NSDL at the following Toll Free No.: 1800-222-990 or you can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.

IX. 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.

X. Sri B.Krishnamoorthi, Practising 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.

XI. The Scrutinizer shall after the conclusion of voting at the Annual General Meeting, will first count the votes casted during the AGM 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 make a consolidated scrutinizer's report of the total votes cast in favour or against, if any, within 2 days of the conclusion of the AGM, to the Chairman of the Company who shall countersign the same and declare the result of the voting forthwith.

XII. 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.

B. INSTRUCATIONS 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, 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.

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

1. Members will be able to attend the AGM through VC or OAVM can view the live webcast of AGM provided by NSDL at https://www.evoting.nsdl.com by using their remote e-voting login credentials and selecting the EVEN for Company's AGM.

   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. Further Members can also use the OTP based login for logging into the e-voting system of NSDL.
2. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.
3. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in/ 1800 222 990 or contact Ms. Pallavi Mhatre, Manager – NSDL at +91 22 2499 4545.
4. 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 09.09.2020. 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
(Sd.) R. MUTHUKUMAR
Company Secretary and
Compliance Officer

Place : Coimbatore
Date : 10-08-2020

Details of Directors seeking 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	55 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 eligible for re-appointment.
Remuneration sought to be paid	Nil - Other than Sitting Fees
Remuneration last drawn	Nil - Sitting Fees paid ₹ 96,000/-
Directorship held in other Companies	1. The Lakshmi Mills Company Limited 2. LCC Investments Limited 3. Sri Revati Spinning Mills Limited 4. Lakshmi Card Clothing Manufacturing Company Private 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.Jaychander
DIN	00015091
Date of Birth	08.04.1961
Date of appointment on the Board	30.05.1996
Relationship with other Directors	None
Qualifications	Post Graduate in Business Administration
Experience	32 Years
Nature of Expertise	Intensive experience in various fields of Management and has been associated with the Textile Industry for the past 30 years and possesses Management and Financial expertise.
Number of Shares held	1850 Shares
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 ₹ 48,000/-
Directorships held in other Companies	None
Committee Chairmanship / Memberships held in other Companies	**Stakeholders Relationship Committee:** Lakshmi Automatic Loom Works Limited - Member