

**LAKSHMI
AUTOMATIC LOOM WORKS
LIMITED**



**41st ANNUAL REPORT
2014 - 2015**



LAKSHMI AUTOMATIC LOOM WORKS LIMITED

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Notice to Shareholders

Notice is hereby given that the Forty First Annual General Meeting of the Shareholders of the Company will be held on Wednesday the 23rd day of September, 2015 at 2.45 P.M. at the Registered Office of the Company at 686, Avanashi Road, Pappanaickenpalayam, Coimbatore 641037 for transacting the following business:

Agenda

Ordinary Business

1. To receive, consider and adopt the Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss for the year ended on that date 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 S.Pathy** (DIN No.00013899) who retires by rotation and being eligible offers himself for re-election.
3. To appoint a Director in the place of **Smt.Aishwarya Pathy** (DIN.No. 00062114) who retires by rotation and being eligible offers herself for re-election.
4. To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s) the following resolution as an **Ordinary Resolution**:

“Resolved that M/s.N.R.Doraiswami & Co. Chartered Accountants (Registration No.0007715) be and is hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company on such remuneration as may be fixed by the Board of Directors of the Company.”

Special Business:

5. To appoint **Sri R.R.Balasundharam** (DIN No.00007049) as an Independent Director and in this regard to consider and if thought fit to pass with or without modification(s)

the following Resolution as an Ordinary Resolution.

“Resolved that pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) **Sri R.R.Balasundharam** (DIN No.00007049) who was appointed as an Independent Director by the Board of Directors of the Company at their meeting held on 20.05.2015 in the intermittent vacancy caused by the resignation of **Sri V.B.Haribhakti**, Independent Director of the Company, pursuant to the provisions of Section 161(4) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting 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 together with requisite deposit, proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office from the date of this Annual General Meeting upto the expiry of 4 (Four) consecutive years or the date of expiry of Forty Fifth Annual General Meeting whichever is earlier and whose term of office shall not be subject to retirement by rotation.”

6. To consider and if thought fit to pass with or without modification(s) the following Resolution as an Special Resolution.

“Resolved that in terms of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or reenactment thereof), the existing Articles of Association of the Company containing 69 regulations as in existence and applicable as on date be and is hereby replaced, altered, modified and revised as per the new set of 127 regulations as the Articles of Association of



the Company, a copy of which is placed before the meeting and duly initialed by the Chairman for the purposes of identification and that the regulations contained in the new set of Articles be and are hereby approved and adopted as the Articles of Association of the Company in place, in substitution and to the entire exclusion of the existing Articles of Association.

Resolved further that the Board of Directors of the Company be and is hereby authorized to take all such steps and actions for the purpose of making all such filings and registrations as may be required in relation to the aforesaid alteration to the Articles of Association of the Company and further to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution.”

By Order of the Board of Directors

(Sd.) R. Muthukumar

Company Secretary
and Compliance Officer
Registered Office:
686, Avanashi Road
Pappanaickenpalayam
Coimbatore - 641037

06.08.2015 CIN:L29269TZ1973PLC000680
Website: www.lakshmiautomatic.com

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM FOR THE AGM IS ENCLOSED.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND

HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. Brief resume of Directors including those proposed to be appointed / re-appointed, 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 Clause 49 of the Listing Agreement with the Stock Exchange, are provided in the Corporate Governance Report forming part of the Annual Report.
4. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
5. Members are requested to bring their attendance slip along with their copy of Annual Report of the Meeting.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
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 upto the date of the Meeting.
8. The Company has notified closure of Register of Members and Share Transfer



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- Books from Thursday, September 17, 2015 to Wednesday, September 23, 2015 (both days inclusive).
9. 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.
 10. 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'.
 11. 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.
 12. 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.
 13. 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.
 14. 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.
 15. **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.**
 16. **Electronic Voting**

Electronic copy of the Annual Report and AGM Notice are being sent to all the members whose e-mail id is registered with the Company/Depository Participants unless any member has requested for a hard copy of the same. For members who have not registered their e-mail id, physical copy of Annual Report and AGM Notice for the year 2014-15 are sent through the permitted mode separately.

VOTING THROUGH ELECTRONIC MEANS
 - I. In compliance with the provisions of clause - 35B of the Listing Agreement read with Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, with respect to the voting through electronic means, the Company is pleased to provide members facility to exercise their votes by electronic means for all the resolutions detailed in the Notice of the 41st Annual General Meeting scheduled to be held on Wednesday the 23rd day of September, 2015 at 2.45 P.M. The Company has engaged the services of Central Depository Services Limited



(CDSL) as the authorized agency to provide the remote e-voting facilities as per instructions below:

In terms of Clause 35B of the Listing Agreement, in order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in respect of the resolution as set out in this Notice, a physical Ballot Form is annexed. A member desiring to exercise vote by Ballot Form shall complete the enclosed Ballot Form with assent (for) or dissent (against) and send it to Smt. V.Indira, Chartered Accountant, Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore - 641 006 so as to reach her on or before 22nd September, 2015 by 5.00 P.M. Any Ballot Form received after the said date shall be treated as if the reply from the Members has not been received. Kindly note that members can opt for only one mode of voting i.e., either by physical Ballot Form or through Remote e-voting. If members are opting for e-voting then do not vote by physical Ballot Form or vice versa.

- II. The facility for voting through Ballot Form shall be made available at the Annual General Meeting and the members attending the meeting should note that those who are entitled to vote but have not exercised their right to vote by 'Remote e-voting' or Ballot Form, may vote at the meeting through Ballot Form.

However, in case of Members casting their vote both by Physical Ballot Form and e-voting, then voting done through e-voting shall prevail and voting done by physical Ballot Form will be treated as invalid.

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

- (a) Date and time of commencement of voting through electronic means: 19th September, 2015 at 9.00 A.M.
- (b) Date and time of end of voting through electronic means beyond which voting will not be allowed: 22nd September, 2015 at 5.00 P.M.
- (c) Details of Website : www.evotingindia.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
Telephone No.91-422-6549995,
2539835,2539836
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 22nd September, 2015 at 5.00 P.M. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the company as on 16th September, 2015 (cut-off date).

In case of members receiving e-mail:

- (i) Log on to the e-voting website: www.evotingindia.com
- (ii) Click on "Shareholders" tab
- (iii) Now Enter your User ID :
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Characters DP ID followed by 8 Digits Client ID
 - Members holding shares in Physical Form should enter



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Folio Number registered with the Company.

- (iv) Enter the Image Verification Code as displayed and Click on Login.
- (v) If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below :

For Members holding shares in Demat Form and Physical Form

PAN

Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). Members who have not updated their PAN with the Company / Depository Participant are requested to use the **Sequence Number**, provided in the Postal Ballot Form enclosed herewith, in the PAN field.

In order to **login** please enter **Either** Dividend Bank Details **OR** DOB as below. If the details are not recorded with the Depository or Company please enter the **User ID / Folio Number** in the Dividend Bank details field.

Dividend Bank Details

Enter the Dividend Bank Account Number as recorded in your demat account or in the company records for the said demat account or folio.

OR

Date of Birth (DOB)

Enter the date of birth as recorded in your demat account in dd/mm/yyyy format.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly the "Lakshmi Automatic Loom Works Limited" screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the relevant EVSN - "Lakshmi Automatic Loom Works Limited" on which you choose to vote.
- (xi) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you



assent to the Resolutions and option NO implies that you dissent to the Resolution.

(xii) Click on the “Resolutions File Link” if you wish to view the entire Resolution.

(xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK” else to change your vote, click on “CANCEL” and accordingly modify your vote.

(xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

(xvi) If Demat account holder has forgotten the changed password then Enter the User ID and Image Verification Code and click on Forgot Password and enter the details as prompted by the system.

(xvii) Note for Non-Individual Shareholders and Custodians:

- Institutional shareholders (i.e. other than individuals, HUF, NRI, etc) are required to log on to www.evotingindia.com and register themselves as Corporate.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the

account(s) which they wish to vote on.

- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the Scrutinizer to verify the same.

In case of members receiving the physical copy:

Please follow all steps from Sl. No. (i) to Sl. No. (xvi) above to cast vote.

IV. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

V. In case of members desiring to exercise vote by Physical Ballot Form:

A Member desiring to exercise vote by Physical Ballot Form should complete the Ballot Form and send it to the Scrutinizer. Members are requested to read the instructions contained on the reverse of the Ballot Form and follow the same.

VI. A member may participate in the Annual General Meeting even after exercising his right to vote through remote e-voting or Physical Ballot Form but shall not be allowed to vote again at the Annual General Meeting.

VII. 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



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shall be entitled to avail the facility of remote e-voting or physical Ballot Form as well as voting at the Annual General Meeting through physical Ballot Form.

- VIII. The Chairman shall, at the Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of Ballot Form for all those members who are present at the Annual General Meeting but have not cast their votes by availing the remote e-voting or physical Ballot Voting.
- IX. Smt. V.Indira, Practising Chartered Accountant (Membership No. 200817) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- X. The Scrutinizer shall after the conclusion of voting at the Annual General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and will collate the votes downloaded from the e-voting system, votes received through physical Ballot Form and the votes cast at the Annual General Meeting and make a Scrutinizer's Report of the votes cast in favour or against, if any, within 3 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.
- XI. 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 CDSL and communicated to the BSE Limited, Mumbai immediately after the declaration of the result by the Chairman.

Annexure to Notice

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act").

The following statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice.

Item No.5

The Board of Directors of the Company, pursuant to the provisions of Section 149(8) of the Act read with second proviso to Rule 4 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Articles of Association of the Company, appointed Sri R.R.Balasundharam as an Independent Director of the Company with effect from 20th May, 2015 in the intermittent vacancy caused by the resignation of Sri V.B.Haribhakti on 10.02.2015 as recommended by the Nomination and Remuneration Committee.

In terms of Section 161(4) of the Act, Sri. R.R.Balasundharam would hold office up to the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Sri. R.R.Balasundharam for the office of the Independent Director of the Company.

It is proposed that as recommended by the Nomination and Remuneration Committee to appoint Sri R.R.Balasundharam as an Independent Director under Section 149(4)(10)/(11) read with Schedule IV - iv(2) of the Act and Clause 49 of the Listing Agreement to hold office from the date of this Annual General Meeting upto the expiry of 4(four) consecutive years or the date of Forty Fifth Annual General Meeting whichever is earlier.

Sri. R.R.Balasundharam is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Company has received a declaration from Sri R.R.Balasundharam that he meets with the criteria of independence as prescribed both under



Sub section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board Sri.R.R.Balasundharam fulfills the conditions for appointment as Independent Director as specified in the Act and the Listing Agreement. Sri R.R.Balasundharam is independent of the Management.

Brief resume of Sri. R.R.Balasundharam, 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 Clause 49 of the Listing Agreement with the Stock Exchange, are provided with Corporate Governance Report forming part of the Annual Report.

This statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchange.

Sri R.R.Balasundharam is interested in the resolution with regard to his appointment.

Save and except the above, 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.

The Board commends the Ordinary Resolution set out at item No.5 of the Notice for approval by the Shareholders.

Item No.6

At the time of incorporation of the Company, the Company had adopted a set of regulations as its Articles of Association. These articles were amended from time to time to conform to the amendments to the law. As a result, as on date, the Articles of Association of the Company contains 69 regulations and this is being applied. These regulations contained in the Articles of Association were modeled after 'Table A' which was a Schedule to the Companies Act, 1956.

The Companies Act, 2013 which became effective from 01.04.2014 as in the place of 'Table A' brought in 'Table F'. Also there have been wide

range changes in the Companies Act itself. The Articles of Association of the Company has to be in conformity with the provisions of the Companies Act, 2013. In order to make it so, a fresh set of Articles of Association has been drawn up and it is proposed to adopt the same as the Articles of Association of the Company instead of the existing Articles. These Articles are modeled after 'Table F', which is also a Schedule to the Companies Act, 2013.

These set of Articles of Association were approved by the Board of Directors at their meeting held on 06-08-2015, a copy of this fresh set of Articles of Association is placed before the meeting and initialed by the Chairman for purposes of identification.

Section 14 of the Companies Act, 2013 requires that any amendment to the Articles of Association is to be approved by the Company in General Meeting by means of a Special Resolution. It is therefore proposed to move this Resolution as a Special Resolution.

The Board of Directors of your Company recommends the Special Resolution as set out in the Notice for approval of the members.

None of the Directors and Key Managerial Personnel and their relatives are concerned or interested in the Special Resolution.

The new set of Articles of Association is open for inspection at the Registered Office of the Company on all working days during business hours.

By Order of the Board of Directors

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

Registered Office:
686, Avanashi Road
Pappanaickenpalayam
Coimbatore - 641037

06.08.2015 CIN:L29269TZ1973PLC000680
Website: www.lakshmiautomatic.com



Report of the Board of Directors to the Shareholders

Your Directors submit their Forty First Annual Report together with the Audited Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss for the year ended 31st March, 2015.

Financial Results

	2014-2015	2013-2014
	Rs. in Lakhs	
Sales and other income	790.76	812.61
Profit before Depreciation and amortization Expenses	265.18	337.98
Depreciation and amortization Expenses	38.73	35.10
	226.45	302.88
Add: Exceptional items	106.46	20.31
	332.91	323.19
Less: Tax expense		
- Current Tax	-	(-)35.88
- MAT Credit entitlement for earlier year	35.88	-
- Deferred Tax	(-)107.51	23.67
	261.28	310.98
Proposed dividend on 6% Cumulative Redeemable Preference Shares for year ended 31-03-2013	-	51.00
Corporate Tax on Dividend	-	8.67
Net Profit / Loss (-)	261.28	251.31
Add: Balance from the Previous year	(-)1130.64	(-)1381.95
Add: Writtendown value of Assets less Deferred Tax thereon transferred as per Schedule II	(-)17.87	-
Balance Carried Over	(-)887.23	(-)1130.64

Operations

The operations during the year have resulted in a net profit of Rs.332.91 lakhs after providing for depreciation of Rs.38.73 lakhs.

Weaving Machinery and Spares

The sale of Accessories and Spares of Weaving Machines during the year was Rs.105.15 lakhs against Rs.129.75 lakhs in the previous year.

Due to lack of orders, there was no production of weaving machines during the year.

The income generated on utilisation of the idle Assets of the Company during the year was Rs.317.98 lakhs against Rs.300.17 lakhs in the previous year.

Other Engineering Services

The sale of Parts and Accessories for Machine Tools during the year was Rs.250.15 lakhs against Rs.173.07 lakhs in the previous year. The export market for Parts and Accessories for Machine Tools is highly competitive and the inflow of orders is fluctuating from year to year.



Outlook

The company's discussion with a reputed foreign machinery manufacturer for manufacture of Rapier and Airjet Weaving Machines is in the final stage.

Dividend

No dividend on the Preference and Equity shares for the year has been recommended on account of carried over previous losses.

Share Capital

The total paid up Share Capital as on March 31, 2015 is Rs. 1460.40 lakhs comprising of Equity Capital of Rs.610.40 lakhs and 6% Cumulative Redeemable Preference Shares of Rs.850.00 lakhs. During the year under review the company has not issued any shares or any convertible instruments.

Particulars of Loans, Guarantees or Investments:

The company has not given any loans or guarantees covered under the provisions of Section 186 of the Companies Act, 2013.

Deposits

The Company has not accepted any deposit from public falling within the ambit of Section 73 of the Companies Act, 2013.

Extract of Annual Return

The Extract of Annual Return pursuant to the provisions of Section 92 of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 in Form MGT-9 is furnished in Annexure 1 forming part of the Board's Report.

Board and its Committees Meetings conducted during the year under review

During the year under review five Meetings of the Board of Directors, four meetings of the Audit Committee, three meetings of the Nomination and Remuneration Committee and one meeting

of the Stakeholder Relationship Committee were held. The details are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

Directors Responsibility Statement as required under Section 134(5) of the Companies Act, 2013.

Pursuant to the requirement under Section 134(5) of the Companies Act, 2013 with respect to the Directors' Responsibility Statement, the Board of Directors of the Company confirm that:

- i) in the preparation of the annual accounts for the year ended 31st March, 2015, the applicable Accounting Standards have been followed;
- ii) the Directors have selected such Accounting Policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2015 and of the profit of the Company for the year ended 31st March, 2015;
- iii) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) the Directors have prepared the annual accounts on a going concern basis.
- v) The Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- vi) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.



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Directors and Key Managerial Personnel

Sri S.Pathy and Smt. Aishwarya Pathy, Directors of the Company retire by rotation at the ensuing Annual General Meeting and being eligible offer themselves for re-appointment.

A brief profile of the Directors retiring by rotation and seeking re-election, is annexed to the Notice of Annual General Meeting.

Sri V.B.Haribhakti, Independent Director owing to his advancing age has tendered his resignation of the Directorship on the Board of Directors of the Company with effect from 10.02.2015. The Board places on record their appreciation of the valuable services rendered by Sri V.B.Haribhakti and the co-operation extended by him as a Director and Member of the Audit Committee during the tenure of his office.

The Board of Directors at their Meeting held on 20-05-2015 has appointed Sri R.R.Balasundharam as an Independent Director in the intermittent vacancy caused by the resignation of Sri V.B.Haribhakti, who will hold office up to the date of the ensuing Annual General Meeting. The Company has received requisite notice in writing from a Member proposing Sri R.R.Balasundharam for appointment as an Independent Director.

In accordance with the provisions of Section 203 of the Companies Act, 2013 the Company has the following Key Managerial Personnel:

Mr. A.Doraiswamy	Chief Executive Officer
Mr. K.P.Krishnakumar	Chief Financial Officer
Mr. R.Muthukumar	Company Secretary

The details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are furnished in Annexure 2 forming part of the Board's Report.

Declaration of Independent Directors

The Company has received declaration from all the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed under sub Section (6) of Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement with the Stock Exchange.

Annual Performance Evaluation

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, a separate exercise was carried out by the Board of Directors at their meeting held on 09.02.2015 to review the performance of the individual Directors without the presence of the Director who was evaluated on parameters such as level of engagement and contribution and independence of judgment, etc. The board also carried out annual performance evaluation of its Committees.

The independent Directors of the Company at their meeting held on 09.02.2015 without the attendance of the non independent Directors and members of Management reviewed the performance of Non independent Directors and the Board as a whole and about the quality, quantity and timings of the flow of information between the Company Management and the Board that is necessary for the Board to efficiently and reasonably perform its duties.

Remuneration Policy

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a Policy for selection and appointment of Directors, Key Managerial Personnels and their remuneration. The Remuneration Policy as approved by the Board is furnished as Annexure 3 to this Report.

Auditors

M/s.N.R.Doraiswami & Co. Chartered Accountants, Statutory Auditors of the Company



are due to retire at the ensuing Annual General Meeting.

As recommended by the Audit Committee, it is proposed to re-appoint M/s.N.R.Doraiswami & Co. as Statutory Auditors of the Company. The Members are requested to consider their appointment and may authorize the Board to fix their remuneration.

M/s.N.R.Doraiswami & Co. (ICAI Regn. No. 000771S) have confirmed their appointment, if made, shall be in accordance with the provisions of Section 141 of the Companies Act, 2013.

Secretarial Auditors

The Board has appointed Mr.M.R.L.Narasimha, Practising Company Secretary, to conduct Secretarial Audit for the Financial Year 2014-15. The Secretarial Audit Report for the Financial Year ended March 31, 2015 is annexed to this Report (Annexure 4). The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

Related Party Transactions

All Related Party Transactions entered into during the financial year were on arm's length basis and were in the ordinary course of the business. There are no materially significant Related Party Transactions made by the Company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with the interest of the company at large. Hence Form AOC - 2 pursuant to Section 134(3)(h) of the Companies Act, 2013 read with Rule 8 (2) of the Companies (Accounts) Rules 2014 is not applicable.

The Policy on materiality of Related Party Transactions and dealing with Related Party Transactions as approved by the Board may be accessed on the Company's website at the link at <http://www.lakshmiautomatic.com/investors/policies/related-party-transaction-policy/>

Auditors' Report

There are no qualifications in the Auditors' Report

Report on Corporate Governance and Management Discussion and Analysis

The Report on Management Discussions and Analysis (Annexure 5) and the Report on Corporate Governance (Annexure 6) along with the Auditors' Certificate of compliance on Corporate Governance form part of the Annual Report.

Risk Management

The Company has laid down the Risk Assessment and Minimisation Procedures and on evaluation by the Audit Committee are reviewed by the Board from time to time.

Internal Financial Controls

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were reviewed and no reportable material weakness in the system or operation was observed.

Vigil Mechanism

The Company has a Whistle Blower Policy to deal with unethical or improper practice or violation of Companies Code of Business Conduct or concerns about unethical behavior, actual or suspected fraud or disclosure practices of the Company. No person is denied access to the Audit Committee.

Corporate Social Responsibility

Your Company is not coming under the purview of the Corporate Social Responsibility under Section 135 of the Companies Act, 2013

General

Information with respect to Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo pursuant to Section 134(3)(m) of the Companies Act, 2013 read with



LAKSHMI AUTOMATIC LOOM WORKS LIMITED

Rule 8 of the Companies Rules, 2014 is appended hereto.

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Details relating to Deposits covered under Chapter V of the Act.
2. Issue of Equity Shares with differential rights as to dividend, voting or otherwise.
3. Issue of shares (including Sweat Equity Shares) to Employees of the Company under any scheme.
4. There have been no material changes and commitments affecting the financial position of the Company, which have occurred

between the end of the financial year under review and the date of this report.

5. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
6. Your Directors further state that during the year under review, there were no complaints pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Acknowledgement

Your Directors thank the Indian Bank for their continued support and Voltas Limited and Infocus Marketing and Services Limited for their services rendered during the year.

Coimbatore
06.08.2015

By Order of the Board
(Sd.) **S. Pathy**
Chairman



Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo :

[Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014.]

A. Conservation of Energy :

- a) The Textile Machinery Manufacture is not energy intensive. Efforts are continuously made to reduce the waste of energy to the minimum.
- b) The Company manufactures Accessories and Spares for Textile Machinery. As such, the information in Form A is not applicable.

B. Technology Absorption :

(i) Research & Development (R & D)

1. Specific Areas in which R & D was carried out by the Company:

Field level Investigations and performance assessment of the Company's Weaving Machines at the weaving installations.

2. Benefits derived as a result of the above R & D:

Market acceptability of the products and better after sales service.

3. Future Plan of Action:

To obtain the technical know-how for manufacture of Shuttleless Weaving Machines.

4. Expenditure on R & D :

- | | |
|--------------|----------------|
| a) Capital | } Not material |
| b) Recurring | |
| c) Total | |

(ii) Technology Absorption, Adaptation & Innovation :

1. Efforts in brief, made towards technology absorption, adaptation and innovation:

The technology on manufacture of 'C' type Shuttle Weaving Machines has been absorbed fully, adapted and developed to meet specific requirements of the Customers.

2. Benefits derived out of the above efforts:

Improvement in quality, performance and productivity were achieved.

3. Information of imported Technology (imported during the last 3 years reckoned from the beginning of the financial year) :

Nil

C. Foreign Exchange Earnings and Outgo :

Total Foreign Exchange used by the Company during the year. : NIL

Total Foreign Exchange earned by the Company during the year : Rs.31.67 Lakhs

By Order of the Board

(Sd.) S. Pathy
Chairman

Coimbatore
06.08.2015



LAKSHMI AUTOMATIC LOOM WORKS LIMITED

ANNEXURE-1

FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31.03.2015

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i)	CIN	L29269TZ1973PLC000680
ii)	Registration Date	12.12.1973
iii)	Name of the Company	Lakshmi Automatic Loom Works Limited
iv)	Category of the Company	Public Company
	Sub-Category of the Company	Limited by Shares
v)	Address of the Registered office and contact details	686, Avanashi Road, Pappanaickenpalayam, Coimbatore 641 037 Phone: 0422 - 2245484 - 85 Fax.No: 0422 - 2244887 Email.Id :contact@lakshmiautomatic.com Website : www.lakshmiautomatic.com
vi)	Whether listed Company	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent. (RTA)	M/s. SKDC Consultants Limited 3 rd Floor, Kanapati Towers, 1391/A-1, Sathy Road, Ganapathy, Coimbatore 641 006 Phone: 0422 - 2539835 - 36, & 6549995 Fax No: 0422 - 2539837 Mail: info@skdc-consultants.com Website: www.skdc-consultants.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Accessories & Spares for Weaving & Knitting Machines	3538	29.59%
2.	Parts & Accessories for Machine Tools including Tool Holders	3570	70.41%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

The Company does not have any Holding, Subsidiary or Associate Companies.



IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01-April-2014]				No. of Shares held at the end of the year [As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	58440	-	58440	0.957	58440	-	58440	0.957	-
b) Central Govt									
c) State Govt(s)									
d) Bodies Corp.	330000	-	330000	5.406	330000	-	330000	5.406	-
e) Banks / FI									
f) Any other									
f.i. Director & Their Relatives	1197802	-	1197802	19.623	1204747	-	1204747	19.737	+0.114
Sub Total (A)(1)	1586242	-	1586242	25.986	1593187	-	1593187	26.100	+0.114
(2) Foreign									
a) NRIs - Individuals									
b) Other individuals									
c) Bodies Corp.									
d) Banks / FI									
e) Any other									
Sub Total (A)(2)	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	1586242	-	1586242	25.986	1593187	-	1593187	26.100	+0.114
B. Public Shareholding									
1. Institutions									
a) Mutual Funds									
b) Banks / FI	-	23000	23000	0.377	-	23000	23000	0.377	-
c) Central Govt									
d) State Govt(s)									
e) Venture Capital Funds									
f) Insurance Companies	1400186	-	1400186	22.939	1399886	-	1399886	22.934	-0.005
g) FIs									
h) Foreign Venture Capital Funds									
i) Others (specify)									
Sub-total (B)(1):-	1400186	23000	1423186	23.316	1399886	23000	1422886	23.311	-0.005



LAKSHMI AUTOMATIC LOOM WORKS LIMITED

i) Category-wise Share Holding (Contd.)

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01-April-2014]				No. of Shares held at the end of the year [As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
2. Non-Institutions									
a) Bodies Corp.	2633	1149695	1152328	18.878	2233	1149695	1151928	18.872	-0.006
i) Indian									
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	90093	546181	636274	10.425	111569	517463	629032	10.306	-0.119
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	-	25500	25500	0.418	-	25500	25500	0.418	-
c) Others (specify)									
i) Trusts	2	-	2	-	14	-	14	-	-
ii) Directors & their Relatives	594	1850	2444	0.040	594	1850	2444	0.040	-
iii) Non Resident Indians	3000	146630	149630	2.451	3000	146630	149630	2.451	-
iv) Overseas Corporate Bodies	-	1125000	1125000	18.431	-	1125000	1125000	18.431	-
v) Clearing Members	22	-	22	-	210	-	210	0.003	+0.003
vi) Hindu Un-divided Families	3360	-	3360	0.055	4157	-	4157	0.068	+0.013
Sub-total (B)(2):-	99704	2994856	3094560	50.698	121777	2966138	3087915	50.589	-0.109
Total Public Shareholding (B)=(B)(1)+ (B)(2)	1499890	3017856	4517746	74.014	1521663	2989138	4510801	73.900	-0.114
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	3086132	3017856	6103988	100.000	3114850	2989138	6103988	100.000	-



ii) Shareholding of Promoters:

S. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged/ encumbered to total shares	
1	S.Pathy	467944	7.666	0	467944	7.666	0	0
2	Aditya Krishna Pathy	200	0.003	0	200	0.003	0	0
3	Rajshree Pathy	5000	0.082	0	5000	0.082	0	0
4	Aishwarya Pathy	724658	11.872	0	731603	11.986	0	+0.114
5	K.Arjun	38966	0.638	0	38966	0.638	0	0
6	K.Nithin	17166	0.281	0	17166	0.281	0	0
7	D.Thayarammal	2308	0.038	0	2308	0.038	0	0
8	The Lakshmi Mills Company Limited	330000	5.406	0	330000	5.406	0	0
		1586242	25.986	0	1593187	26.100	0	+0.114

iii) Change in Promoters' Shareholding:

S. No.		Shareholding at the beginning of the year		Cumulative Share holding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the company
	Smt Aishwarya Pathy				
	At the beginning of the year 01.04.2014	724658	11.872		
	Bought during the year on the following dates				
	08.08.2014	(+)500	0.008	725158	11.880
	19.09.2014	(+)4900	0.080	730058	11.960
	30.09.2014	(+)100	0.002	730158	11.962
	19.12.2014	(+)1230	0.020	731388	11.982
	13.03.2015	(+)215	0.004	731603	11.986
	At the end of the year	731603	11.986		

Note: There is no change in the Shareholding of other Promoters.



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iv) Shareholding Pattern of top ten Shareholders: (other than Directors, Promoters and Holders of GDRs and ADRs):

S. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year 01.04.2014	3581496	58.677	-	-
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
1	Itema (Switzerland) Ltd	1000000	16.383	1000000	16.383
2	Voltas Ltd.,	615200	10.079	615200	10.079
3	Lakshmi Machine Works Limited	441110	7.227	441110	7.227
4	United India Insurance Company Limited	300186	4.918	300186	4.918
5	The New India Assurance Company Limited	300000	4.915	300000	4.915
6	General Insurance Corporation Of India	300000	4.915	-	-
	On 20.03.2015 Transfer (Sold)	(-)200	(-)0.003	-	-
	On 27.03.2015 Transfer (Sold)	(-)100	(-)0.002	299700	4.910
7	Life Insurance Corporation Of India	200000	3.277	200000	3.277
8	National Insurance Company Limited	160000	2.621	160000	2.621
9	The Oriental Insurance Company Limited	140000	2.294	140000	2.294
10	Terrot Strickmaschinen Gmbh, Germany	125000	2.048	125000	2.048
	At the end of the year 31.03.2015	3581196	58.670	3581196	58.670



v) Shareholding of Directors and Key Managerial Personnel:

S. No.	For Each of the Directors and Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	DIRECTORS				
1	Sri S.Pathy				
	At the beginning of the year	467944	7.666	467944	7.666
	Bought or sold during the year	—	—	—	—
	At the end of the year	467944	7.666	467944	7.666
2	Sri R. Santharam	—	—	—	—
3	Sri R.C.H.Reddy				
	At the beginning of the year	594	0.010	594	0.010
	Bought or sold during the year	—	—	—	—
	At the end of the year	594	0.010	594	0.010
4	Smt. Aishwarya Pathy				
	At the beginning of the year	724658	11.872		
	Bought during the year on the following dates				
	08.08.2014	(+)500	0.008	725158	11.880
	19.09.2014	(+)4900	0.080	730058	11.960
	30.09.2014	(+)100	0.002	730158	11.962
	19.12.2014	(+)1230	0.020	731388	11.982
	13.03.2015	(+)215	0.004	731603	11.986
	At the end of the year	731603	11.986		
5	Sri R. Varadharajan	—	—	—	—
6	Sri C. Kamatchisundaram	—	—	—	—
7	Sri N.Jaychander				
	At the beginning of the year	1850	0.030	1850	0.030
	Bought or sold during the year	—	—	—	—
	At the end of the year	1850	0.030	1850	0.030
	KEY MANAGERIAL PERSONNEL				
8.	Sri A.Doraiswamy				
	At the beginning of the year	5000	0.082	5000	0.082
	Bought or sold during the year	—	—	—	—
	At the end of the year	5000	0.082	5000	0.082
9.	Sri. K.P. Krishnakumar	—	—	—	—
10.	Sri. R. Muthukumar	—	—	—	—



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V. INDEBTEDNESS -

Indebtedness of the Company including interest outstanding/accrued but not due for payment

₹ in Lakhs

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	NIL	NIL	NIL	NIL
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	NIL	NIL	NIL	NIL
Change in Indebtedness during the financial year	NIL	NIL	NIL	NIL
● Addition				
● Reduction				
Net Change	NIL	NIL	NIL	NIL
Indebtedness at the end of the financial year	NIL	NIL	NIL	NIL
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	NIL	NIL	NIL	NIL

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managerial Director, Whole- Time Directors and/ or Manager :

₹ in Lakhs

S. No.	Particulars of Remuneration	Name of MD/ WTD/ Manager	Total Amount
1	Gross salary	NIL	NIL
	(a) Salary as per provisions contained in Section 17(1) of the Income-Tax Act, 1961		
	(b) Value of perquisites u/s 17(2) Income-Tax Act, 1961	-	-
	(c) Profits in lieu of salary under Section 17(3) of the Income-Tax Act, 1961		
2	Stock Option		
3	Sweat Equity		
4	Commission - as % of profit - others		
5	Others		
	Total (A)	NIL	NIL
	Ceiling as per the Act	-	-



VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL (Contd.)

B. Remuneration to Other Directors

Amount in ₹

S. No.	Name of Directors	Particulars of Remuneration			Total Amount
		Fee for attending Board / Committee Meetings	Commission	Others, please specify	
1	Independent Directors				
	Sri V.B.Haribhakti	62,000	-	-	62,000
	Sri R.C.H.Reddy	76,000	-	-	76,000
	Sri R.Varadarajan	67,000	-	-	67,000
	Sri Sudhir Sharma	5,000	-	-	5,000
	Sri C.Kamatchisundaram	48,000	-	-	48,000
	Total (1)	2,58,000	-	-	2,58,000
2	Other Non-executive Directors				
	Sri S.Pathy	69,000	-	-	69,000
	Sri R.Santharam	1,04,000	-	-	1,04,000
	Smt.Aishwarya Pathy	30,000	-	-	30,000
	Sri N.Jaychander	53,000	-	-	53,000
	Total (2)	2,56,000	-	-	2,56,000
	Total (B)=(1+2)	5,14,000	-	-	5,14,000
	Total Managerial Remuneration	Nil	Nil	Nil	Nil
	Overall Ceiling as per the Act	-	-	-	-



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C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

S. No.	Particulars of Remuneration	Key Managerial Personnel			Total
		CEO	CS	CFO	
1	Gross salary				
	(a) Salary as per provisions contained in Section 17(1) of the Income-Tax Act, 1961	4,71,001 wef 1.10.2014	4,00,000 wef 1.8.2014	5,02,500 wef 10.9.2014	13,73,501
	(b) Value of perquisites u/s 17(2) of the Income-Tax Act, 1961				
	i Motor Car with Driver	16,200	-	-	16,200
	ii Medical expenses reimbursed	-	16,800	-	16,800
	(c) Profits in lieu of salary under Section 17(3) of the Income-Tax Act, 1961	NA	NA	NA	NA
2	Stock Option	NA	NA	NA	NA
3	Sweat Equity	NA	NA	NA	NA
4	Commission				
	- as % of profit	NA	NA	NA	NA
	- others, specify	NA	NA	NA	NA
5	Others, please specify				
	Total	4,87,201	4,16,800	5,02,500	14,06,501

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL

ANNEXURE 2

Disclosure pertaining to remuneration and other details required under Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 forms part of this Annual Report.

1. The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year:

Directors are not paid any Remuneration other than Sitting Fees.

2. The percentage increase in remuneration of the Chief Executive Officer, Chief Financial Officer and Company Secretary in the Financial Year:

Mr. A.Doraiswamy	Chief Executive Officer	Nil
Mr. K.P.Krishnakumar	Chief Financial Officer	Nil
Mr. R.Muthukumar	Company Secretary	Nil

3. The percentage increase in the median remuneration of employees in the financial year: **14.27 %**

4. The Number of permanent Employees on the rolls of the Company as on 31-03-2015 : **47**

5. The explanation of the relationship between average increase in remuneration and Company performance:



Employees were given an increase in their remuneration considering the overall wage structure in the nearby industries.

6. Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company.

As the Key Managerial Personnels were appointed during the year there was no increase in their remuneration.

7. Variation in the Market capitalization of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the Company in Comparison to the rate at which the Company comes out with the last public offer.

Date	Issued Capital (Shares)	Closing Market Price Per Share (Rs)	EPS	PE Ratio	Market Capitalisation Rs. in lakhs
31-03-2014	61,03,988	25.70	4.12	6.23	1568.72
31-03-2015	61,03,988	19.30	4.28	4.51	1178.06
Increase/ Decrease	-	(6.40)	0.16	(1.72)	(390.66)
% of Increase / (Decrease)	-	(24.90)	3.88	(27.61)	(24.90)
Issue price of the share in the last Public offer(IPO)	-	10.00	-	-	-
Increase in Market price as on 31-03-2015 as compared to issue Price of IPO	-	9.30	-	-	-
Increase in %	-	93.00	-	-	-

8. Average percentile increase in the salaries other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;

No managerial remuneration paid to the Directors.

9. Comparison of the each remuneration of the Key Managerial Personnel against the performance of the Company.



LAKSHMI AUTOMATIC LOOM WORKS LIMITED

The Key Managerial Personnel were appointed during the year and the remuneration paid to each of them is as recommended by the Nomination and Remuneration Committee as per the Remuneration Policy of the Company.

10. The key parameters of any variable component of remuneration availed by the Directors; NIL

11. The ratio of the remuneration of the highest paid Director to that of the employees who are not Directors but receive remuneration in excess of the highest paid Director during the year;

No remuneration other than Sitting Fees is paid to the Directors. The remuneration to the employees is based on their qualification and experience taking into account the prevailing industry norms.

12. If remuneration is as per the remuneration policy of the Company; YES

13. Particulars of Employees

- a) Details of employees, employed throughout the year was in receipt of remuneration for that financial year, in the aggregate, was not less than Rs. 60.00 lakhs; NIL
- b) Details of employees, employed for a part of the year was in receipt of remuneration for any part of that financial year, in the aggregate, was not less than Rs. 5.00 lakhs per month; NIL
- c) Details of employees, if employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be at a rate which in the aggregate, is in excess of that drawn by the Managing Director or Whole Time Director or Manager and holds himself or along with his spouse and dependent children, not less than two percent of the equity shares of the Company; NIL

ANNEXURE - 3

NOMINATION AND REMUNERATION POLICY

Introduction:

In pursuance of the Company's Policy to pay equitable remuneration to Directors, Key Managerial Personnel (KMP) and employees of the Company consistent with the goals of the Company and in terms of the provisions of the Companies Act, 2013 and the listing agreement as amended from time to time, this Policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Committee and approved by the Board of Directors.

The objective and purpose of this policy are:

- ❖ To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Executive and Non-Executive) and persons who may be appointed in Senior Management and Key Managerial positions and to determine their remuneration.
- ❖ To determine remuneration based on the Company's size and financial position and trends and practices on remuneration prevailing in peer Companies, in the manufacturing sector.



- ❖ To carryout evaluation of the performance of Directors, as well as Key Managerial and Senior Management Personnel.
- ❖ To compensate them to their effort, performance, dedication and achievement relating to the Company's operations.
- ❖ To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons. In the context of the aforesaid criteria the following Policy has been formulated by the Nomination and Remuneration Committee and adopted by the Board of Directors at its meeting held on 01-08-2014.

Effective Date:

This Policy shall be effective from 1st August, 2014.

Constitution of the Nomination and Remuneration Committee:

The Board has constituted the Nomination and Remuneration Committee on 30.05.2014. The Nomination and Remuneration Committee comprises of following Directors:

Sr.No. Name of the Director

1. Sri R.C.H.Reddy, Chairman (Independent Non-Executive Director)
2. Sri S.Pathy, Member (Non-Executive Chairman)
3. Sri R.Santharam, Member (Non-Executive Director)
4. Sri R.Varadarajan, Member (Independent Non-Executive Director)

The Board has the power to reconstitute the Committee consistent with the Company's policy and applicable statutory requirement.

Definitions

- ❖ Board means Board of Directors of the Company.
- ❖ Director means Directors of the Company.
- ❖ Committee means Nomination and Remuneration Committee of the Board of Directors of the Company as constituted or reconstituted by the Board.
- ❖ Company means LAKSHMI AUTOMATIC LOOM WORKS LIMITED.
- ❖ Independent Director means a Director referred to in Section 149(6) of the Companies Act, 2013.
- ❖ Key Managerial Personnel (KMP) means:-
 - i) Managing Director or Chief Executive Officer or Manager and in their absence a Whole-time Director;
 - ii) Company Secretary;
 - iii) Chief Financial Officer
- ❖ Senior Management means

All Members of Company's Management team one level below the Executive Director including functional heads and such other officer as may be prescribed under the applicable statutory provisions / regulations.



LAKSHMI AUTOMATIC LOOM WORKS LIMITED

Unless the context otherwise requires, words and expressions used in this Policy and not defined herein but defined in the Companies Act, 2013 as may be amended from time to time shall have the meaning respectively assigned to them therein.

Applicability

The Policy is applicable to

- ❖ Directors
- ❖ Key Managerial Personnel
- ❖ Senior Management Personnel

General

This Policy is divided in three parts: Part - A covers the matters to be dealt with and recommended by the Committee to the Board, Part - B covers the appointment and nomination and Part - C covers remuneration and perquisites etc.

The key features of this Company's policy shall be included in the Board's Report.

PART - A

MATTERS TO BE DEALT WITH, PERUSED AND RECOMMENDED TO THE BOARD BY THE NOMINATION AND REMUNERATION COMMITTEE

The Committee shall:

- ❖ Formulate the criteria for determining qualifications, positive attributes and independence of a Director.
- ❖ Identify persons who are qualified to become Directors and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this Policy.
- ❖ Recommend to the Board, appointment and removal of Directors, KMP and Senior Management Personnel.

PART - B

POLICY FOR APPOINTMENT AND REMOVAL OF DIRECTORS, KMP AND SENIOR MANAGEMENT

Appointment criteria and qualifications:

1. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
2. A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient/satisfactory for the concerned position.
3. The Company shall not appoint or continue the employment of any person as Managing Director or Whole-time Director who has attained the age of seventy years. Provided that the term of the



person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

Term / Tenure:

1. Managing Director/Whole-time Director:

The Company shall appoint or re-appoint its Managing Director or Whole-time Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

2. Independent Director:

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

However, if a person who has already served as an Independent Director for 5 years or more in the Company as on 1st October, 2014 or such other date as may be determined by the Committee as per regulatory requirement, he shall be eligible for appointment for one more term of 5 years only.

At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company.

Evaluation:

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (but atleast once in a year).

Removal:

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

Retirement:

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the KMP, Senior Management Personnel in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.



LAKSHMI AUTOMATIC LOOM WORKS LIMITED

PART - C

POLICY RELATING TO THE REMUNERATION FOR THE KMP AND SENIOR MANAGEMENT PERSONNEL

General:

1. The remuneration / compensation / commission etc. to the KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
2. The remuneration and commission to be paid to the KMP shall be in accordance with the slabs / conditions/ percentage approved by the Board subject to the provisions of the Companies Act, 2013, and the rules made thereunder.
3. Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Managing Director or Manager or Whole-time Director.
4. Where any insurance is taken by the Company on behalf of its Managing Director or Manager or Whole-time Director, Chief Executive Officer, the Company Secretary and Chief Financial Officer or any other Senior Management Personnel for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

Minimum Remuneration:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managing Director or Manager or Whole-time Director in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the previous approval of the Central Government.

Sitting Fees:

The Company may pay Sitting Fees to Directors for attending Meetings of the Board or Committees thereof such sum as may be decided by the Board of Directors which shall not exceed One lakh Rupees per meeting of the Board or Committee thereof or such amount as may be prescribed by the Central Government from time to time.

Commission:

Commission to Non Executive Director may be paid within the monetary limit approved by shareholders, subject to the prescribed limit on the profits of the Company computed as per the applicable provisions of the Companies Act, 2013.

Stock Options:

An Independent Director shall not be entitled to any stock option of the Company.

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ANNEXURE 4

**SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2015**

Form No. MR-3

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
The Members,
Lakshmi Automatic Loom Works Limited
[CIN: L29269TZ1973PLC000680]
686, Avanashi Road
Pappanaickenpalayam
Coimbatore - 641037

I have conducted a Secretarial Audit of the compliance of applicable statutory provisions and adherence to good corporate practices by M/s. **Lakshmi Automatic Loom Works Limited** (hereinafter called "the Company").

The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2015, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanisms in place to the extent, in the manner and subject to the reporting made hereinafter. The members are requested to read this report along with my letter of even date annexed to this report as Annexure- A.

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2015 according to the applicable provisions of:
 - i) The Companies Act, 1956, Companies Act, 2013 (the Act) and the Rules made thereunder.
 - ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder.
 - iii) The Depositories Act, 1996 and the regulations and bye-laws framed thereunder.
 - iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
 - v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI' Act) viz:-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;



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- c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client.
- vi) The Listing Agreement entered into by the Company with BSE Limited.
2. I am informed that, for the financial year ended on March 31, 2015 that there were no transactions under :
- a) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- b) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- c) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- d) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009: and
- e) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
3. The Company is not engaged in an industry regulated by a Sectoral Regulator.
4. I have not examined compliance with the Secretarial Standards 1 and 2 issued by The Institute of Company Secretaries of India as they become applicable only from July 1, 2015.
5. During the period under review, to the best of my knowledge and belief and according to the information and explanations given to me, the company has complied with the provisions of the Acts, Rules, Regulations and Agreements mentioned under paragraph 1 above, to the extent applicable.
6. I further report that:
- i) The Board of Directors of the Company is duly constituted with proper balance of Independent Directors, Non Independent Directors and a Woman Director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- ii) Adequate notice is given to all Directors to schedule the Board Meetings. Notice of Board meetings along with agenda were sent at least seven days before the Meeting.
- iii) A system exists for Directors to seek and obtain further information and clarifications on the agenda items before the meetings and for their meaningful participation at the meetings. Majority decision is carried through. I am informed that there were no dissenting Directors' views on any of the matters during the year that were required to be captured and recorded as part of the minutes.
- iv) There are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

M.R.L.NARASIMHA
Practicing Company Secretary
Membership No. F2851
Certificate of Practice No.799

Place : Coimbatore
Date : 06.08.2015



Annexure A to Secretarial Audit Report of even date

To
The Members,
Lakshmi Automatic Loom Works Limited
[CIN: L29269TZ1973PLC000680]
686, Avanashi Road
Pappanaickenpalayam
Coimbatore - 641037

My Secretarial Audit Report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to make a report based on the secretarial records produced for my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices I followed provide a reasonable basis for my report.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. I have obtained the management's representation about the compliances of laws, rules and regulations and happenings of events, wherever required.
5. The compliance with the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. My examination was limited to the verification of the procedures on test basis.
6. This Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Coimbatore
Date : 06.08.2015

M.R.L.NARASIMHA
Practicing Company Secretary
Membership No. **F2851**
Certificate of Practice No. **799**



MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

I. Industry Structure and Developments:

India has the largest installed weaving capacity and it needs to fillup the wide technology gap by developing suitable indigenous Shuttleless Weaving Machines at competitive prices for the indigenization / expansion of the Industry.

The weft insertion rates achieved are higher in Shuttleless Weaving Machines and use of electronics has eased the operation of weavers. The quality of cloth obtained in Shuttleless Weaving Machines is far superior and acceptable in the international market. To meet the additional requirement of cloth as well as provide for replacement of aged looms, the demand for Shuttleless Weaving Machines is increasing.

A. Weaving Machinery, Accessories and Spares

The organized Mills and Power Loom Sector are choosing Shuttleless Looms. Thereby the market for the Company's 'C' type Shuttle Looms is extinct and only accessories and spares were manufactured during the year.

B. Other Engineering Services

The demand for Parts for Machine Tools including Tool Holders is based on the international demand and is highly price competitive.

II. Opportunities and Threats:

A. Weaving Machinery, Accessories and Spares

The demand for Shuttleless Looms particularly Rapier and Airjet Looms is gaining. The manufacture of Shuttleless Weaving Machines requires import of technology. The Company has identified a reputed Foreign Machinery Manufacturer for entering into a Joint Venture Agreement for manufacture of Rapier and Airjet Weaving Machines.

B. Other Engineering Services :

The orders for supply of Parts for Machine Tools including Tool Holders depend on the export orders bagged by the 100% EOU buyer. As the international market for Parts and Tool Holders is fluctuating the inflow of orders for the Company is varying from year to year.

III. Segment wise or Product wise performance

A. Weaving Machinery, Accessories and Spares:

Due to lack of orders for 'C' type Shuttle Weaving Machines, there was no production of Weaving Machines during the year. Only Accessories and Spares for Weaving Machines were manufactured. The sale of Accessories and Spares of Shuttle Weaving Machines during the year was Rs.105.15 lakhs. The income earned on utilization of idle Assets of the Company during the year was Rs. 317.98 lakhs.

B. Other Engineering Services

The sale of Parts and Accessories of Machine Tools during the year was Rs.250.15 lakhs.



IV. Outlook:

The Company's discussion with a reputed Foreign Machinery Manufacturer for manufacture of Rapier and Airjet Weaving Machines is in progress and the modalities are being worked out.

V. Risks and Concerns:

The demand for Shuttleless Weaving Machines is growing and is mostly met by imports. The import of used Shuttleless Weaving Machines is also continuing.

VI. Internal Control System and the adequacy:

The Company has adequate internal control system commensurate with its size and nature of its business. The Management has overall responsibility for the Company's internal control systems to safeguard the assets and to ensure reliability of financial records. The Audit Committee reviews the Financial Statements and ensures adequacy of internal control systems.

VII. Discussion of Financial Performance with respect to Operational Performance:

The Company has achieved revenue from operations including utilization of the idle Assets of the Company of Rs.790.76 lakhs and net profit of Rs.261.28 lakhs during the year.

VIII. Material development in Human Resources / Industrial relations front, including number of people employed:

The number of people employed was reduced to operational level.

The relation with labour was cordial during the year. The permanent employees on Roll as on 31-03-2015 were 47.



Report on Corporate Governance

Pursuant to Clause 49 of the Listing Agreement with the Bombay Stock Exchange Ltd, Compliance with the requirements of Corporate Governance is set out below:

Company's Philosophy on Code of Governance:

Lakshmi Automatic Loom Works Ltd is committed to sound practice of corporate functioning and customer satisfaction needs by offering the quality products and after sales service and complying with the regulations from time to time. The Company always endeavours its best to maintain quality at affordable cost by adopting highest standards of personal and professional integrity and ethical standards in all its business activities.

BOARD OF DIRECTORS:

In order to enable the Board to discharge its responsibilities effectively all statutory, significant and material information are placed before the Board at the meetings.

COMPOSITION:

The Board of Directors (Board) comprises of Eight Non Executive Directors, of which Four are Independent Directors. The Board is headed by a Non Executive Chairman

Position of Board of Directors :

Sl. No.	Name of Directors	Category	Other Directorships *	Board Committees**	
				Mem-ber-ship	Chair-man-ship
1.	Sri S.Pathy @	Non-Executive Chairman - Promoter	3	–	–
2.	Sri R.Santharam	Non-Executive Director	3	2	2
3.	Sri R.C.H. Reddy	Independent Director	5	3	1
4.	Smt. Aishwarya Pathy @	Non-Executive Director	1	–	–
5.	Sri R.Varadarajan	Independent Director	3	3	–
6.	Sri C.Kamatchisundaram	Independent Director	–	–	–
7.	Sri N.Jaychander	Non-Executive Director	–	1	–
8.	Sri R.R.Balasundharam #	Independent Director	–	1	–

* The Directorships held by the Directors as mentioned above, do not include Alternate Directorships, Directorships of Foreign Companies, Section 8 Companies under Companies Act, 2013 and Private Limited Companies.

** The Chairmanship and Membership of the Board Committees consist of Audit Committee and Stakeholders Relationship Committee.

@ Sri S.Pathy, Chairman and Smt. Aishwarya Pathy are related to each other. None of the other Directors are related. None of the Director is a Member of more than 10 Board Committees or Chairman / Chairperson of more than 5 Board Committees.

Appointed as an Independent Director with effect from 20.05.2015 in the intermittent vacancy caused by the resignation of Sri V.B.Haribhakti, Independent Director on 10.02.2015.



Board Meetings and Attendance :

Five Board Meetings were held on 30.05.2014, 01.08.2014, 18.09.2014, 12.11.2014 and 09.02.2015 during the financial year from 1st April, 2014 to 31st March, 2015. Details of Attendance of each Director at the Meetings of the Board and various committees of the Board during the financial year ended 31st March, 2015 are as below:

Sl. No.	Name of Directors	Board Meetings Attended	Audit Committee Meetings Attended	Nomination & Remuneration Committee Meeting Attended	Stakeholders Relationship Committee Meeting Attended	Last AGM Attended (Yes/No)
1.	Sri S.Pathy	5	—	3	-	Yes
2.	Sri V.B.Haribhakti *	4	3	—	-	Yes
3.	Sri R.Santharam	5	4	3	1	Yes
4.	Sri R.C.H.Reddy	3	3	2	1	No
5.	Sri Sudhir Sharma **	1	—	—	-	No
6.	Smt.Aishwarya Pathy	3	-	—	-	No
7.	Sri R.Varadarajan	4	2	2	-	Yes
8.	Sri N.Jaychander	5	—	—	1	Yes
9.	Sri C.Kamatchisundaram	4	—	—	-	Yes

* Resigned with effect from 10.2.2015 ** Resigned with effect from 01.08.2014

Remuneration of Directors :

No remuneration other than Sitting Fees within the limits prescribed under the Companies Act, 2013 was paid to the Directors during the year.

SHAREHOLDING OF NON-EXECUTIVE DIRECTORS

Sl. No.	Name of Directors	No. of Equity shares of Rs.10/- each held
1.	Sri S.Pathy	4,67,944
2.	Sri R.Santharam	NIL
3.	Sri R.C.H.Reddy	594
4.	Smt.Aishwarya Pathy	7,31,603
5.	Sri R.Varadarajan	NIL
6.	Sri C.Kamatchisundaram	NIL
7.	Sri N.Jaychander	1,850
8.	Sri R.R.Balasundharam	10,300

Familiarization Programme for Independent Directors

The senior management provides information such as specific project, activity or process of the Company at the meeting of Board of Directors and during their visit to the plant.

The familiarization process enables an understanding of businesses and the markets and regulatory environment in which it operates and equip the Independent Directors to perform their role on the Board effectively.



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Upon appointment, Independent Directors are issued a Letter of Appointment setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments and is also posted on the Company's website at www.lakshmiautomatic.com

Committee of Directors :

The Board has constituted various Committees of Directors to deal with matters referred to it for timely decisions :

Audit Committee :

The Independent Audit Committee consists of three Independent Directors and one Non-Executive Director as its members as below:

1.	Sri R.C.H. Reddy	Chairman	Independent Director
2.	Sri R.Santharam	Member	Non-Executive Director
3.	Sri R.Varadarajan	Member	Independent Director
4.	Sri R.R.Balasundharam	Member	Independent Director

The Company Secretary is the Secretary of the Audit Committee.

The Audit Committee is empowered as per the Terms of Reference specified by the Board in terms of Section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

The brief description of such terms of reference are as follows :

- ❖ Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
- ❖ Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- ❖ Approval of payment to Statutory Auditors for any other services rendered;
- ❖ Review of accounting and financial policies and practices;
- ❖ Reviewing, with the management, performance of Statutory and Internal Auditors, adequacy of the internal control systems;
- ❖ Evaluation of internal financial controls and risk management systems;
- ❖ Reviewing with the management, the Quarterly / Annual Financial Statements and Auditors' Report before submission to the Board for approval;
- ❖ Approval or any subsequent modification of Related Party Transactions;
- ❖ Other terms of reference included from time to time based on provisions of Clause 49 of the Listing Agreement / Companies Act, 2013.

The Committee has met Four times during the financial year ended 31st March, 2015. The Statutory Auditors, Internal Auditors, the Chief Executive Officer and the Chief Financial Officer attend the Audit Committee Meetings on invitation. The CEO, CFO and Senior Managerial Personnel attend the meetings as may be required by the Committee.



Stakeholders Relationship Committee:

The Committee considers and resolves the grievances of shareholders of the Company and look into their complaints, if any, on transfer of shares, non-receipt of Balance Sheet, non receipt of declared dividends etc. and also the action taken by the Company on the above matters.

The Committee consists of the following Directors as its members :

1.	Sri R.Santharam	Chairman	Non-Executive Director
2.	Sri R.C.H.Reddy	Member	Independent Director
3.	Sri N.Jaychander	Member	Non-Executive Director

The Company Secretary is the Secretary of the Committee.

During the financial year ended 31st March, 2015, 1 letter / complaint was received from the investor which was replied / resolved to the satisfaction of the investor. The outstanding letters / complaints as on 31st March, 2015, was Nil. The Committee has met once during the financial year ended 31st March, 2015.

Nomination and Remuneration Committee:

The Committee has been set up with four Directors as members of which two members are Independent Directors. The Chairman of the Committee is an Independent Director constituted as below:

1.	Sri R.C.H. Reddy	Chairman	Independent Director
2.	Sri S.Pathy	Member	Chairman of the Board
3.	Sri R.Santharam	Member	Non-Executive Director
4.	Sri R.Varadarajan	Member	Independent Director

The Committee has interalia formulated the criteria for determining qualifications, positive attributes and independence of a Director and recommended to the Board a policy relating to the remuneration for the Directors, Key Managerial Personnel and Senior Management Personnel in terms of Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement and approved by the Board of Directors.

Terms of reference include :

- ❖ To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Executive and Non-Executive) and persons who may be appointed in Senior Management and Key Managerial positions and to determine their remuneration.
- ❖ To determine remuneration based on the Company's size and financial position and trends and practices on remuneration prevailing in peer Companies, in the manufacturing sector.
- ❖ To carryout evaluation of the performance of Directors, as well as Key Managerial and Senior Management Personnel.
- ❖ To compensate them to their effort, performance, dedication and achievement relating to the Company's operations.
- ❖ To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons.



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- ❖ To perform such other functions as may be necessary as appropriate for the performance of the Directors.

The Company Secretary is the Secretary of the Committee.

Share Transfer Committee:

The Share Transfer Committee consists of Three Members of the Board of Directors and Two Members representing the Registrars and Transfer Agents. The Committee has met Fifteen times during the financial year ended 31st March, 2015.

INDEPENDENT DIRECTORS MEETING

During the year under review, the Independent Directors met on 09.02.2015, to:

1. Review the performance of Non Independent Directors and the Board as a whole;
2. Assessment of the quality, content and timelines of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

Except one Independent Director who was away, all other Independent Directors were present at the meeting.

PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, a separate exercise was carried out by the Board of Directors at their meeting held on 09-02-2015 to review the performance of individual Directors without the presence of the Director who was evaluated on parameters such as level of engagement and contribution and independence of judgment etc. The performance approval of the Independent Directors was carried out by the entire Board at their meeting held on 09-02-2015. The board also carried out annual performance evaluation of its Committees.

PREVENTION OF INSIDER TRADING

The Company has adopted the Code of Conduct to Regulate, Monitor and Report Trading by insiders and the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and is posted in the Company's website at www.lakshmiautomatic.com.

GENERAL BODY MEETINGS :

Information regarding the last three Annual General Meetings of the shareholders are given below :

Location	Day	Date	Time
Registered Office : 686, Avanashi Road, Pappanaickenpalayam, Coimbatore - 641 037	Thursday	09.08.2012	4.30 P.M.
- Do -	Monday	12.08.2013	2.30 P.M.
- Do -	Thursday	18.09.2014	4.30 P.M.

Special Resolutions passed during the previous three Annual General Meetings:

1. A Special Resolution was passed at the Annual General Meeting held on 09.08.2012 for the re-appointment of Director-In-Charge of the Company.



2. No Special Resolution was passed at the Annual General Meeting held on 12.08.2013.
3. Two Special Resolutions were passed at the Annual General Meeting held on 18-09-2014 to consider and approve:
 - a. Consent to the Board of Directors of the Company for borrowing monies in excess of Paid-up Capital and Free Reserves.
 - b. Creation of mortgage and / or charging of assets of the Company.

No Special Resolution was passed last year through Postal Ballot.

A Special Resolution by Postal Ballot is proposed for re-classification of the objects of the Company in accordance with the provisions of the Companies Act, 2013 by alteration of the Memorandum of Association of the Company.

Disclosures:

There are no materially significant Related Party Transactions that would have potential conflict with the interests of the Company at large. The transactions with related parties are disclosed in the Note No.13 to the Annual Accounts. The Board has approved a policy for Related Party Transactions which is posted on the Company's website at www.lakshmiautomatic.com.

No penalty or strictures have been imposed on the Company by the Capital Market Authorities for non-compliance of law, during the last three years.

The Company has complied with the requirements of the Listing Agreement with the BSE Ltd and the regulations of SEBI.

All the mandatory requirements have been complied with as stated in this report on Corporate Governance. The Board has taken cognizance of the non-mandatory requirements. The Company has a Non-Executive Chairman and a separate Chief Executive Officer. The financial statements are unqualified.

Vigil Mechanism / Whistle Blower Policy:

The Company has adopted the Vigil Mechanism/Whistle Blower Policy for Directors and employees to report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. No personnel is denied access to the Audit Committee. No protected disclosures were received by the Nodal Officer during the year ended 31st March, 2015

A copy of the Vigil Mechanism / Whistle Blower Policy is posted on the Company's Website at www.lakshmiautomatic.com.

Code of Conduct:

The Code of Conduct for the Directors and Senior Management Personnel of the Company has been laid down and is posted on the Website of the Company at www.lakshmiautomatic.com. The Compliance of the said Code of Conduct by the Directors and Senior Management Personnel for the year 2014-15 has been affirmed by the CEO.



LAKSHMI AUTOMATIC LOOM WORKS LIMITED

CEO and CFO Certification:

The CEO and the CFO have given a Certificate to the Board as contemplated in Clause 49 of the Listing Agreement and is separately annexed.

Means of Communication:

The Quarterly Results are published in leading news papers like Financial Express (English) and Malai Malar (Tamil).

The Quarterly Results, Shareholding Pattern and Company information are available in the Company's Website www.lakshmiautomatic.com.

Management Discussion and Analysis (MDA) Report

The report on MDA is annexed to the Director's Report and forms part of this Annual Report.

SHAREHOLDERS INFORMATION

Annual General Meeting :

Day & Date	: Wednesday the 23 rd September, 2015
Time	: 2.45 P.M.
Venue	: Registered Office: 686, Avanashi Road, Pappanaickenpalayam, Coimbatore - 641 037.

Financial Calendar

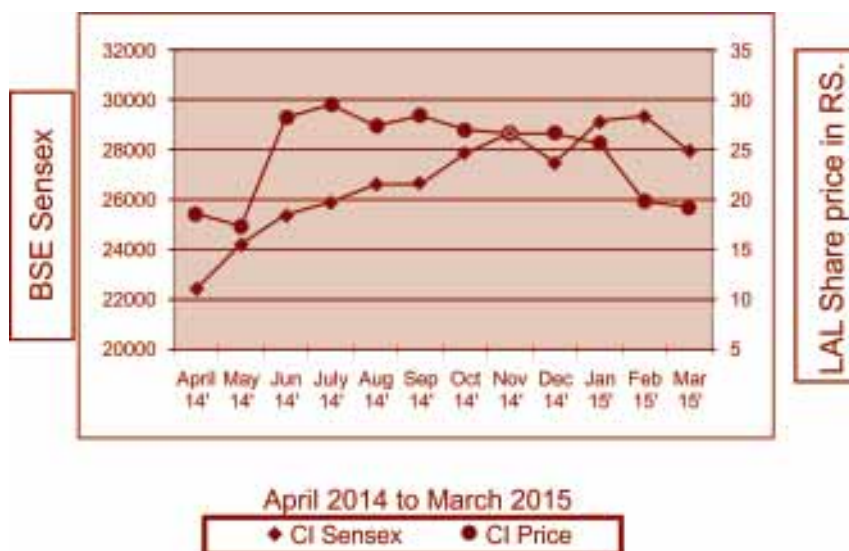
Financial Year	: 1st April 2014 to 31st March 2015
Results announced	: 20.05.2015
Posting of Annual Reports	: On or before 22.08.2015
Last date of receipt of Proxy Form	: 21.09.2015 (before 2.45 P.M.)
Announcement of Quarterly Results (Tentative)	: August 2015, November 2015, February 2016 and May 2016
Date of Book Closure	: 17.09.2015 to 23.09.2015 (both days inclusive)
Dividend Payment Date	: No dividend recommended
Listing on Stock Exchanges	: The Equity Shares of the Company are listed in BSE Ltd.
Payment of Listing Fees	: Annual Listing Fees for the year 2015-16 has been paid by the Company.
Stock / Scrip Code	: 505302
ISIN Number	: INE718M01014

Market Price Data :

Month	Apr'14	May	June	July	Aug	Sep	Oct	Nov	Dec	Jan'15	Feb	Mar
High (Rs.)	25.70	17.70	28.35	29.70	31.05	30.20	31.20	29.75	26.70	28.00	24.40	25.00
Low (Rs.)	18.55	14.35	18.20	22.35	26.15	27.40	25.65	23.50	22.00	25.65	19.80	19.00
No. of Shares Traded	1,540	1,448	7,510	1,350	783	2,014	1,423	3,455	2,367	903	2,448	6,476



SHARE PERFORMANCE IN COMPARISON WITH BSE INDEX BSE Sensex Vs LAL Share Price



Registrars and Share Transfer Agents :

(For Shares held in both Physical and Demat mode)

M/s. S.K.D.C. Consultants Ltd

Kanapathy Towers, 3rd Floor, 1391/A1, Sathy Road, Ganapathy, Coimbatore - 641 006

Telephone No.91-422-2539835, 2539836 & 6549995 Email Id : info@skdc-consultants.com

Share Transfer System:

The Company's shares are transferable through the depository system. The physical share transfers are processed and the share certificates are returned within a period of 15 days from the date of receipt if documents are in order and on approval by the Share Transfer Committee.

Distribution of Shareholding as on 31.03.2015:

Range	No.of Equity Share holders	% of Total Number of Shareholders	No.of Shares	% to Total paid up capital
1 - 5000	8798	99.72	767813	12.58
5001 - 10000	3	0.03	19800	0.32
10001 - 20000	6	0.07	86666	1.42
20001 - 30000	1	0.01	30000	0.49
30001 - 40000	1	0.01	38966	0.64
40001 - 50000	1	0.01	50000	0.82
100001 and above	13	0.15	5110743	83.73
Total	8823	100.00	6103988	100.00



LAKSHMI AUTOMATIC LOOM WORKS LIMITED

Shareholding Pattern as on 31.03.2015 :

Category	No. of Share holders	No. of Shares of Rs.10/- each	% of Share holding
Promoters	8	1593187	26.10
Banks	2	23000	0.38
Insurance Companies (Government)	6	1399886	22.93
Bodies Corporate	39	1151928	18.87
Overseas Bodies Corporate	2	1125000	18.43
Indian Public	8631	661357	10.84
NRIs	135	149630	2.45
Total	8823	6103988	100.00

There are 8823 shareholders holding 6103988 Equity Shares of the Company. 6393 shareholders are holding shares in less than marketable lots of 50 shares.

Dematerialisation of Shares:

The Company's shares are available for dematerialisation with both the Depositories, National Securities Depository Ltd (NSDL) and Central Depository Services (India) Ltd (CDSL).

As on 31-03-2015, 31,14,850 Equity shares were dematerialized representing 51.03% of the total paid up Equity Share Capital of the Company.

Nomination Facility:

Section 72 of the Companies Act, 2013 provides the facility for nomination of the shares. The nomination (Form No.SH-13) along with instructions is provided to the Members on request.

Plant Locations :

The Company has 2 Plants situated at the following locations :

WEAVING MACHINERY AND SPARES (UNIT 1)

Hosur Industrial Complex
Hosur - 635 126

OTHER ENGINEERING SERVICES (UNIT 2)

Singarampalayam, Kinathukadavu Taluk
Pollachi 642 109, Coimbatore District

Address for Correspondence :

All correspondence from shareholders should be addressed to the Registrar and Share Transfer Agent :

M/s. S.K.D.C. Consultants Ltd
Kanapathy Towers, 3rd Floor,
1391/A1, Sathy Road, Ganapathy, Coimbatore - 641 006
Telephone No.91-422-2539835 - 36 & 6549995
Email Id : info@skdc-consultants.com

Shareholders Complaints Registration Email ID : secretarial@lakshmiautomatic.com



CHIEF EXECUTIVE OFFICER'S DECLARATION ON CODE OF CONDUCT

I hereby declare that the Board of Directors of the Company have adopted a Code of Conduct for the Board Members and Senior Management Personnel of the Company and the same is posted in the Company's website at www.lakshmiautomatic.com and that all the Board Members and Senior Management Personnel to whom this Code of Conduct is applicable have affirmed the Compliance of Code of Conduct for the Financial year ended 31-03-2015.

Coimbatore
06.08.2015

(Sd.) A. Doraiswamy
C E O

AUDITORS' CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE AS PER CLAUSE 49 OF THE LISTING AGREEMENT WITH BSE LTD

To the Members of Lakshmi Automatic Loom Works Limited

We have examined the compliance of conditions of Corporate Governance by Lakshmi Automatic Loom Works Limited for the year ended 31st March 2015, as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchange in India.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied in all material respects with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement with the Stock Exchange for the year ended 31st March 2015.

On the basis of the records, maintained by the Stakeholders Relationship Committee of the Company, we state that no investor grievance is pending for a period exceeding one month.

We further state that our examination of such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Coimbatore
06.08.2015

For N.R. DORAISWAMI & CO
Chartered Accountants
(Firm Regn. No. 0007715)
(Sd.) Suguna Ravichandran
Partner
(Membership No. 207893)



LAKSHMI AUTOMATIC LOOM WORKS LIMITED

CEO & CFO CERTIFICATE

The Board of Directors
Lakshmi Automatic Loom Works Ltd
686, Avanashi Road
COIMBATORE - 641037

Sub: Annual Confirmation pursuant to Clause 49(IX) of the Listing Agreement.

As required by revised Clause 49(IX) of the Listing Agreement with Stock Exchange we hereby certify that :

- a) We have reviewed the Financial Statements and the Cash Flow Statement of the Company for the financial year ended 31st March, 2015 and that to the best of our knowledge and belief:
 - i) these Statements do not contain any materially untrue statements or omit any material fact or contains statements that might be misleading.
 - ii) these statements together present a true and fair view of the Company's affairs and are in Compliance with existing accounting standards, applicable Laws and Regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31st March, 2015 which are fraudulent, illegal or violative of the Company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for Financial Reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to the Financial Reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or proposed to take to rectify these deficiencies.
- d) We have indicated to the Auditors and the Audit Committee:
 - i) Significant changes, if any, in internal control over Financial Reporting during the year;
 - ii) Significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the Financial Statements; and
 - iii) that there were no instances of significant fraud of which we have become aware and the involvement therein, if any, of the Management or an employee having a significant role in the Company's internal control system over Financial Reporting.

Coimbatore
20.05.2015

(Sd.)A. Doraiswamy
CEO

(Sd.) K.P. Krishnakumar
CFO



Directors' Profile

Sri S.Pathy (DIN No.00013899) has been on the Board of Directors of the Company from inception and held offices as Joint Managing Director, Managing Director and Vice Chairman and is presently the Chairman of the Company. Sri S.Pathy is a Commerce Graduate from the University of Madras and has intensive experience in various fields of Management. He has been associated with the Textile Machinery Manufacturing Industry more than 40 years. He was a Member of the Executive Council of the Textile Machinery Manufacturers' Association (India).

Sri S.Pathy is the Chairman and Managing Director of The Lakshmi Mills Company Ltd.

OTHER DIRECTORSHIPS:

1. The Lakshmi Mills Company Ltd.
2. Lakshmi Machine Works Ltd.
3. LCC Investments Ltd.
4. Lakshmi Card Clothing Manufacturing Company Private Ltd.
5. The Coimbatore Lakshmi Cotton Press Private Ltd.
6. Sans Craintes Stud Farm Private Ltd.
7. Sans Craintes Livestock Private Ltd.
8. Sans Craintes Racing & Bloodstock Private Ltd.
9. Rasakondalu Developers Private Ltd.
10. Sans Craintes Power Private Ltd.

COMMITTEE MEMBERSHIPS:

Nomination and Remuneration Committee:

1. Lakshmi Machine Works Ltd - Member
2. Lakshmi Automatic Loom Works Ltd. - Member

TRUST:

1. G.Kuppuswamy Naidu Memorial Trust - President
2. Neelaveni Thayarammal Memorial Trust - Trustee
3. G.K.Sundaram Endowment for Technical and Vocational Training - Trustee

Sri S.Pathy holds 4,67,944 Equity Shares of Rs.10/- each of the Company.

Sri S.Pathy is related to Smt.Aishwarya Pathy, Director

Sri R.C.H. Reddy (DIN No.00006184) is a B.Sc. (Tech) and Diploma holder in Business Management (University of Madras) and has served in the Textile Machinery Division of Voltas Limited for more than 41 years. He retired from Voltas Limited as the Head of the Textile Machinery Division in the year 1998. He has vast experience not only in selling Weaving Machines but also good knowledge in Weaving Machinery Design and Manufacturing. He has been associated with Lakshmi Automatic Loom Works Limited from inception. His rich knowledge and experience in Weaving Industry is beneficial to the Company.

OTHER DIRECTORSHIPS:

1. Rajshree Sugars & Chemicals Ltd.
2. Lakshmi Electrical Drives Ltd.
3. Lakshmi Precision Tools Ltd.
4. Harshni Textiles Ltd.
5. Lakshmi Ring Travellers (Coimbatore) Ltd.
6. Lakshmi Card Clothing Manufacturing Company Private Ltd

COMMITTEE MEMBERSHIPS:

Audit Committee:

1. Lakshmi Automatic Loom Works Ltd. - Chairman



LAKSHMI AUTOMATIC LOOM WORKS LIMITED

2. Rajshree Sugars & Chemicals Ltd. - Member
3. Harshni Textiles Ltd. - Member

Stakeholders Relationship Committee

- Lakshmi Automatic Loom Works Ltd. - Member

Nomination and Remuneration Committee:

1. Lakshmi Automatic Loom Works Ltd. - Chairman
2. Rajshree Sugars & Chemicals Ltd. - Member
3. Lakshmi Ring Travellers (Cbe) Ltd. - Member

Sri R.C.H. Reddy holds 594 Equity Shares of Rs.10/- each of the company.

Sri R.Santharam (DIN No.00151333) has studied Textile Management in USA and is closely associated with the Textile Industry for the last 48 years. He is the Chairman and Managing Director of Lakshmi Card Clothing Manufacturing Company Pvt. Ltd in collaboration with GRAF of Switzerland, a leading Card Clothing manufacturing Company in India. He is looking after the entire operations including Production, Personnel, Finance and Marketing of the Company. He is the past Chairman of Textile Machinery Manufacturers' Association (India).

OTHER DIRECTORSHIPS:

1. The Lakshmi Mills Company Ltd.
2. LCC Investments Ltd.
3. Sri Revati Spinning Mills Ltd.
4. Lakshmi Card Clothing Manufacturing Company Private Ltd.
5. R.Santharam Marketing and Services Pvt. Ltd.

COMMITTEE MEMBERSHIPS:

Audit Committee :

1. The Lakshmi Mills Company Ltd.- Member
2. Lakshmi Automatic Loom Works Ltd. - Member

Stakeholders Relationship Committee

1. The Lakshmi Mills Company Ltd. - Chairman
2. Lakshmi Automatic Loom Works Ltd. - Chairman

Nomination and Remuneration Committee:

1. The Lakshmi Mills Company Ltd.- Member
2. Lakshmi Automatic Loom Works Ltd. - Member

Sri R.Santharam does not hold any Equity Shares in the Company.

Smt. Aishwarya Pathy (DIN No.00062114) aged about 33 years is a BA graduate of the Wheaton College, Norton, MA (MASSACHUSETTS) and Int'l. Baccalaureate in Art History, Business and Organisation, Spanish.

She had her schooling in Kodaikanal International School, Tamil Nadu and earned 'The Achievement award' for outstanding performance. She has worked as Manager - Business Development in Rajshree Sugars and Chemicals Ltd, Coimbatore for an year. She has undergone training in Pricewaterhouse Coopers, Mexico D.F., Mexico for one year. Smt. Aishwarya Pathy is well acquainted with Business Management Practices including financial management.

Smt. Aishwarya Pathy, has been on the Board of Directors of the Company from 23.05.2012.

OTHER DIRECTORSHIPS:

1. Aloha Tours & Travels India Private Ltd
2. Balakumar Shipping & Clearing Agency Private Ltd



3. RSCL Properties Private Ltd
4. Lavik Design Private Ltd
5. Argead Enterprises Private Ltd
6. Sans Craintes Power Private Ltd
7. Cocca Art & Design Institute Private Ltd
8. Vaidya Investments Private Ltd
9. Petals Hotels Private Ltd
10. Lavik Estates Ltd

COMMITTEE MEMBERSHIPS: NIL

TRUST

1. GV Memorial Trust - Trustee
2. Neelaveni Thayarammal Memorial Trust - Trustee

Smt. Aishwarya Pathy holds 7,31,603 Equity Shares of Rs.10/- each of the Company.

Smt. Aishwarya Pathy is related to Sri S.Pathy, Chairman.

Sri R.Varadarajan (DIN No.00001738) has been on the Board of Directors of the Company from 23.05.2012. Sri R.Varadarajan aged about 57 years holds Masters Degree in English Literature and also in Business Management. Sri R.Varadarajan has been associated with Rajshree Sugars and Chemicals Limited since its inception in 1987 and is currently the Whole-Time Director of the Company. He has spearheaded the project team of Rajshree Sugars and Chemicals Limited through all stages of its development and expansion activities ranging from sugar to distillery to co-generation of Power. He has vast experience in co-ordination and managing diverse activities in executing green field projects from strategic planning to technical and commercial operations.

OTHER DIRECTORSHIPS:

1. Rajshree Sugars and Chemicals Ltd
2. Trident Sugars Ltd

3. Sri Krishna Potable Products Private Ltd
4. Cocca Art & Design Institute Private Ltd
5. Petal Hotels Private Ltd
6. Major Corporate Services (India) Ltd

COMMITTEE MEMBERSHIPS:

Audit Committee

1. Trident Sugars Ltd - Member
2. Lakshmi Automatic Loom Works Ltd - Member

Stakeholders Relationship Committee:

Rajshree Sugars and Chemicals Ltd - Member

Nomination and Remuneration Committee:

Lakshmi Automatic Loom Works Ltd - Member

Sri R.Varadarajan does not hold any Equity Shares in the Company.

Sri N.Jaychander (DIN No.00015091) is a Post Graduate in Business Administration and has intensive experience in various fields of Management. He is currently the Vice President-Operations in The Lakshmi Mills Company Ltd and has been associated with the Textile Industry for the past 27 years and possesses Management and Financial expertise.

Sri N.Jaychander has been on the Board of Directors of the Company from 30.05.1996

OTHER DIRECTORSHIPS: NIL

COMMITTEE MEMBERSHIPS:

Stakeholders Relationship Committee:

Lakshmi Automatic Loom Works Ltd - Member

Sri N.Jaychander holds 1,850 Equity Shares of Rs.10/- each of the Company.

Sri C.Kamatchisundaram (DIN No.06893086) has been on the Board of Directors of the Company from 01-08-2014. Sri C.Kamatchisundaram aged about 54 years is a



LAKSHMI AUTOMATIC LOOM WORKS LIMITED

Bachelor of Textile Technology and Master in Business Management. Sri C.Kamatchisundaram has 32 years of experience in the Textile Industry. He is currently the Head of Textile Machinery Division and the Business Improvement Group of Voltas Limited. He is the Leader of External Assessment Teams for assessment of Tata group of Companies using the Tata Business Excellence Model. His area of expertise includes:

General Management of Business,
Sales and Services in Textile Machinery Industry,
Operation Management in Textile Industry,
Process Management and Improvement and
Driving Business excellence initiatives.

OTHER DIRECTORSHIPS: Nil

COMMITTEE MEMBERSHIPS: Nil

Sri C. Kamatchisundaram does not hold any Equity Shares in the Company.

Sri R.R.Balasundharam (DIN No.00007049) has been appointed as Independent Director by the Board of Directors of the Company, with effect from 20th May 2015. Sri R.R.Balasundharam, aged 68 years is an Industrialist and has been into business after completing his Industrial Training with PSG Industrial Institute. He is the Managing Partner of Supa Hinduma Products, manufacturers of Textile Machinery Accessories and is also on the Board of Private Limited Companies. He is the

past President of Indian Chamber of Commerce and Industry (ICCI), Coimbatore and Southern India Engineering Manufacturers Association (SIEMA), Coimbatore. He is associated with Organizations of public cause and is a respectable citizen.

He has studied Mechanical Engineering and has intensive knowledge and experience in the field of Textile Machinery Manufacturing Industry, Business Management and Financial Management. He has both Technical and Administrative expertise.

He is a person of integrity and possesses relevant expertise and experience. His rich knowledge and experience in business is beneficial to the Company.

OTHER DIRECTORSHIPS:

1. Texcity Sales and Services Private Ltd
2. Balakumar Shipping and Clearing Agency Private Ltd
3. Sans Craintes Stud Farm Private Ltd
4. Sans Craintes Livestock Private Ltd

COMMITTEE MEMBERSHIPS:

Audit Committee

Lakshmi Automatic Loom Works Ltd - Member

Sri R.R.Balasundharam holds 10,300 Equity Shares of Rs.10/- each of the Company.



Independent Auditors' Report

TO THE MEMBERS OF M/s. LAKSHMI AUTOMATIC LOOM WORKS LIMITED :

Report on the Financial Statements

We have audited the accompanying financial statements of M/s. Lakshmi Automatic Loom Works Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2015, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Managements' Responsibility for the Financial Statements

The management and Board of Directors of the Company are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the Act') with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with rule 7 of Companies (Accounts) Rules, 2014. This responsibility includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; design, implementation and maintenance of adequate internal financial controls, that are operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial control systems over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Management and Board of Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.



LAKSHMI AUTOMATIC LOOM WORKS LIMITED

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2015 and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order to the extent applicable.
2. As required by section 143(3) of the Act, we further report that:
 - a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c) the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d) in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - e) on the basis of written representations received from the directors as on March 31, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of section 164(2) of the Act; and
 - f) With respect to the other matters to be included in the Auditors Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us;
 - i) The Company does not have any pending litigations which would impact its financial position.
 - ii) The Company did not have any long term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise.
 - iii) There is no amount required to be transferred to Investor Education and Protection Fund by the Company. The question of delay in transferring such sums does not arise.

Coimbatore
20.05.2015

For N.R. DORAISWAMI & CO
Chartered Accountants
(Firm Regn. No. 0007715)
(Sd.) **Suguna Ravichandran**
Partner
(Membership No. 207893)



Annexure to Independent Auditors' Report

Annexure referred to in our Independent Auditors' report to the members of Lakshmi Automatic Loom Works Limited ('the Company') on the financial statements for the year ended 31 March 2015.

On the basis of such checks as we considered appropriate and according to the information and explanations given to us during the course of our audit, we report that:

- i)
 - a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
 - b) As explained to us, fixed assets have been physically verified by the management at regular intervals; as informed to us no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- ii)
 - a) The inventory has been physically verified during the year by the management. In our opinion the frequency of verification is reasonable.
 - b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and nature of its business.
 - c) The Company has maintained proper records of inventories and the discrepancies between the physical inventories and the book records which have been properly dealt with in the books of account were not material.
- iii) The Company has neither granted nor taken any loans, secured or unsecured, to/from Companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act'). Hence, the question of reporting whether the terms and conditions of such loans are prejudicial to the interests of the Company and whether reasonable steps for recovery/repayment of overdue amounts of such loans are taken does not arise.
- iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods. During the course of our audit, we have not observed any major weaknesses in internal control system.
- v) The Company has not accepted any deposits from the public covered under section 74 to 76 of the Companies Act, 2013.



LAKSHMI AUTOMATIC LOOM WORKS LIMITED

- vi) The Company is not covered under maintenance of cost records pursuant to section 148 (1) of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Amendment Rules, 2014.
- vii) a) According to the records of the Company, the Company is regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employees State Insurance, Income Tax, Value Added Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty/Cess and other statutory dues applicable to it.
- b) According to the information and explanations given to us, no undisputed amounts payable in respect of Income Tax, Wealth Tax, Sales Tax, Value Added Tax, Service Tax, Customs Duty, Excise Duty/Cess were outstanding, as at 31st March, 2015 for a period of more than six months from the date they became payable.
- c) According to the records of the Company, there are no dues to Sales Tax, Income Tax, Value Added Tax, Service Tax, Customs Duty, Wealth Tax, Excise Duty/Cess which have not been deposited on account of any dispute, except as under :

Name of Statute	Nature of Dues	Amount Rs. in Lakhs	Period to which the amount relates	Forum where dispute is pending
Central Excise Act/ Service Tax Act	Service Tax	8.86	February 2007 to September 2008	Commissioner of Central Excise (Appeals), Coimbatore

- d) There is no amount required to be transferred to Investor Education and Protection Fund by the Company. The question of delay in transferring such sums does not arise.
- viii) The accumulated losses of the Company at the end of the financial year ended 31.03.2015 are in excess of 50% of its net worth. The Company has not incurred any cash losses during the financial year covered by our audit and the immediately preceding financial year.
- ix) Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that the Company has not availed any loans from financial institutions or issued any debentures and has not defaulted in repayment of dues to banks during the year.
- x) In our opinion and according to the information and explanations given to us, the Company has not given any guarantees for loans taken by others from banks or financial institutions.



- xi) In our opinion and according to the information and explanations given to us, the Company has not raised any term loans during the year.
- xii) During the course of our examination of the books and records of the Company carried out in accordance with the auditing standards generally accepted in India, we have neither come across any instance of fraud on or by the Company noticed or reported during the course of our audit nor have been informed of any such instance by the management.

Coimbatore
20.05.2015

For N.R. DORAISWAMI & CO
Chartered Accountants
(Firm Regn. No. 000771S)
(Sd.) **Suguna Ravichandran**
Partner
(Membership No. 207893)



LAKSHMI AUTOMATIC LOOM WORKS LIMITED

Balance Sheet as at 31st March, 2015

Particulars	Note	31.03.2015		31.03.2014	
		No.	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs
I. EQUITY AND LIABILITIES					
(1) Shareholders' Funds :					
a) Share Capital	1		1460.40		1460.40
b) Reserves and Surplus	2		(-) 429.31		(-) 672.72
Total Shareholders' Funds			<u>1031.09</u>		<u>787.68</u>
(2) Non - Current Liabilities :					
a) Long - term borrowings	3		10.00		10.00
b) Other Long Term Liabilities			298.35		343.87
c) Long - term provisions			<u>46.65</u>		<u>23.55</u>
			<u>355.00</u>		<u>377.42</u>
(3) Current Liabilities :					
a) Short - term borrowings	4		-		-
b) Trade payables			7.89		7.71
c) Other current liabilities			37.77		28.12
d) Short - term provisions			<u>82.00</u>		<u>74.81</u>
			<u>127.66</u>		<u>110.64</u>
TOTAL			<u>1513.75</u>		<u>1275.74</u>
II. ASSETS					
(1) Non - Current Assets :					
Fixed Assets :					
i) Tangible assets	5		385.85		448.08
ii) Capital work-in-progress			9.53		9.53
iii) Deferred Tax Assets (Net)	6		4.48		103.40
iv) Long - term loans and advances	7		51.46		53.47
(v) Other non-current assets	8		14.99		11.51
(2) Current Assets :					
a) Inventories	9	64.71		88.28	
b) Trade Receivables	10	97.11		49.54	
c) Cash and cash equivalents	11	670.01		465.88	
d) Short Term Loans and Advances	12	91.07		7.03	
e) Other Current Assets	13	<u>124.54</u>		<u>39.02</u>	
			<u>1047.44</u>		<u>649.75</u>
TOTAL			<u>1513.75</u>		<u>1275.74</u>

Note : Note 1 to 13 and Significant accounting policies and Notes to Statement of Profit and Loss and Balance Sheet form part of this Balance Sheet

Directors

(Sd.) S. PATHY
Chairman

(Sd.) R. SANTHARAM
Director

Coimbatore
20.05.2015

(Sd.) N. JAYCHANDER
Director

(Sd.) K.P. KRISHNAKUMAR
Chief Financial Officer

(Sd.) R. MUTHUKUMAR
Company Secretary

As per our report of even date
For N.R. DORAISWAMI & CO
Chartered Accountants
(Firm Regn. No. 000771S)
(Sd.) SUGUNA RAVICHANDRAN
Partner
(Membership No. 207893)



Statement of Profit and Loss for the year ended 31st March, 2015

Particulars	Note No.	31.03.2015 Rs. in Lakhs	31.03.2014 Rs. in Lakhs
Income :			
I. Revenue from operations	14	359.31	308.50
II. Other income	15	431.45	504.11
III. Total Revenue (I+II)		<u>790.76</u>	<u>812.61</u>
IV. Expenses :			
Cost of Materials consumed	16	103.78	89.88
Changes in inventories of finished goods, work in progress and stock in trade	17	9.99	20.98
Employee benefits expenses	18	224.93	185.11
Finance cost	19	1.05	2.02
Depreciation and amortisation expenses		38.73	35.10
Other Expenditure	20	185.83	176.64
Total expenses		<u>564.31</u>	<u>509.73</u>
V. Profit before exceptional and extraordinary items and tax (III-IV)		226.45	302.88
VI. Exceptional items	21	<u>106.46</u>	<u>20.31</u>
VII. Profit before extraordinary items and tax (V+VI)		332.91	323.19
VIII. Extraordinary items		<u>-</u>	<u>-</u>
IX. Profit before tax (VII-VIII)		332.91	323.19
X. Tax expense:			
(1) Current tax		-	(-) 35.88
(2) MAT credit entitlement for earlier year		35.88	-
(3) Deferred tax		(-) 107.51	23.67
XI. Profit / (Loss) for the year (IX-X)		<u>261.28</u>	<u>310.98</u>
XII. Earnings per equity share :			
(1) Basic		4.28	4.12
(2) Diluted		4.28	4.12

Note : Note 14 to 21 and Significant accounting policies and Notes to Statement of Profit and Loss and Balance Sheet form part of this Statement of Profit and Loss.

	Directors		As per our report of even date
(Sd.) S. PATHY	Chairman	(Sd.) K.P. KRISHNAKUMAR	For N.R. DORAISWAMI & CO
(Sd.) R. SANTHARAM	Director	Chief Financial Officer	Chartered Accountants
			(Firm Regn. No. 000771S)
			(Sd.) SUGUNA RAVICHANDRAN
Coimbatore	(Sd.) N. JAYCHANDER	(Sd.) R. MUTHUKUMAR	Partner
20.05.2015	Director	Company Secretary	(Membership No. 207893)



LAKSHMI AUTOMATIC LOOM WORKS LIMITED

Notes to the Balance Sheet

	31.03.2015		31.03.2014	
	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs
NOTE 1 : SHARE CAPITAL				
Authorised :				
65,00,000 Equity Shares of Rs.10/- each		650.00		650.00
9,00,000 - 6% Cumulative Redeemable Preference Shares of Rs.100/- each		900.00		900.00
		<u>1550.00</u>		<u>1550.00</u>
Total				
		1550.00		1550.00
Issued, Subscribed and fully Paid-up :				
61,03,988 Equity Shares of Rs.10/- each fully paid up		610.40		610.40
8,50,000 - 6% Cumulative Redeemable Preference Shares of Rs.100/- each		850.00		850.00
		<u>1460.40</u>		<u>1460.40</u>
Total				
		1460.40		1460.40
NOTE 2 : RESERVES AND SURPLUS				
Securities Premium Reserve :				
As per last Balance Sheet		457.92		457.92
Other Reserves :				
Surplus :				
Net Profit transferred from Statement of Profit and Loss	261.28		310.98	
Appropriations :				
Proposed Dividend on Preference Shares	-		51.00	
Dividend Tax	-		8.67	
	<u>261.28</u>		<u>251.31</u>	
Debit balance in Profit and Loss Account brought forward from previous year	(-) 1130.64		(-)1381.95	
Add : WDV of assets transferred				
as per schedule II	(-) 26.46		-	
Deferred tax on WDV transferred	8.59		-	
as per schedule II		(-) 887.23		(-) 1130.64
		<u>(-) 429.31</u>		<u>(-) 672.72</u>
Total				
		(-) 429.31		(-) 672.72
NOTE 3 : NON-CURRENT LIABILITIES				
a) Long - term borrowings :				
Unsecured Loans				
Agency Deposit (Rate of interest 10.5%)		10.00		10.00
		<u>10.00</u>		<u>10.00</u>
Total				
		10.00		10.00
b) Other Long - term liabilities :				
Trade payables				
(i) Due to micro, small and medium enterprises				
	0.76		2.50	
Due to others	<u>2.77</u>	<u>3.53</u>	<u>35.55</u>	<u>38.05</u>
		3.53		38.05
Carried over				
		3.53		38.05



Notes to the Balance Sheet

	31.03.2015		31.03.2014	
	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs
NOTE 3 : NON-CURRENT LIABILITIES (CONTD.)				
Brought forward		3.53		38.05
(ii) Others :				
Liabilities for capital expenditure		–		0.09
Liabilities for other finance		157.82		161.17
Liabilities for expenses		137.00		141.96
Advance received for supply of goods		–		2.60
Total		<u>298.35</u>		<u>343.87</u>
c) Long - term provisions :				
Provision for employee benefits :				
(i) Provision for Gratuity		34.53		18.48
(ii) Provision for Leave encashment		11.83		5.07
(iii) Provision for Taxation		0.29		–
Total		<u>46.65</u>		<u>23.55</u>
NOTE 4 : CURRENT LIABILITIES				
a) Short - term borrowings :				
Secured Loans				
(a) Loans repayable on demand				
From Banks :				
Working Capital Borrowings :				
Open Loan		–		–
b) Trade payables :				
(i) Due to micro,small and medium enterprises		–		–
Due to others		7.89		7.71
Total		<u>7.89</u>		<u>7.71</u>
(ii) Others				
Liabilities for capital expenditure		–		1.49
Liabilities for other finance		18.93		10.82
Liabilities for expenses		18.84		15.81
Total		<u>37.77</u>		<u>28.12</u>
c) Short - term provisions :				
a) Provision for employee benefits:				
Provision for Gratuity		4.09		2.26
Provision for Leave encashment		1.88		1.05
Provision for Bonus		9.41		7.25
b) Others				
Proposed Dividend on Preference Shares		–		51.00
Corporate Tax on Dividend		–		8.67
Provision for Taxation		66.62		4.58
Total		<u>82.00</u>		<u>74.81</u>



LAKSHMI AUTOMATIC LOOM WORKS LIMITED

Notes to the Balance Sheet

NOTE 5 : FIXED ASSETS

(Rs. in Lakhs)

Sl. No.	Assets	GROSS BLOCK				DEPRECIATION				NET BLOCK		
		As at 01.04.2014	Additions	Sales/ Adjustments	As at 31.03.2015	As at 01.04.2014	For the year	With-drawn	Upto 31.03.2015	Transfer to Retained Earnings	As at 31.03.2015	As at 31.03.2014
i)	Tangible Assets											
1	Land											
	Free hold	28.04			28.04						28.04	28.04
	Lease hold	1.12			1.12						1.12	1.12
2	Buildings	722.89	1.43		724.32	373.11	19.75		392.86	17.13	314.33	349.78
3	Plant and Equipment	1602.00	0.18	281.97	1320.21	1543.52	13.38	282.74	1274.16	5.80	40.25	58.48
4	Vehicles	28.83			28.83	21.39	4.77		26.16	2.56	0.11	7.44
5	Furniture & Fixtures	86.09	0.05		86.14	83.02	0.67		83.69	0.96	1.49	3.07
6	Others											
(i)	Technical Know-how	187.79			187.79	187.79			187.79			
(ii)	Computer Equipments	36.03	0.53		36.56	35.88	0.16		36.04	0.01	0.51	0.15
(iii)	Library	0.93			0.93	0.93			0.93			
	Total	2693.72	2.19	281.97	2413.94	2245.64	38.73	282.74	2001.63	26.46	385.85	448.08
	(Previous year figures)	2683.06	44.23	33.57	2693.72	2242.74	35.10	32.20	2245.64		448.08	440.32
ii)	Capital work in progress	9.53			9.53						9.53	9.53
	(Previous year figures)	14.79		5.26	9.53						9.53	14.79

31.03.2015

Rs. in Lakhs

31.03.2014

Rs. in Lakhs

NOTE 6 : DEFERRED TAX ASSETS (NET)

Deferred Tax Assets	53.31	162.62
Less : Deferred Tax Liabilities	48.83	59.22
Total	4.48	103.40

NOTE 7 : LONG - TERM LOANS AND ADVANCES

(Unsecured-considered good-recoverable in cash or in kind)

Advance for Purchases	-	0.08
Advance for Others	1.68	0.08
Advance for Central Excise	12.61	13.46
Deposits	8.83	7.85
Income Tax Deducted at source	28.34	32.00
Total	51.46	53.47



Notes to the Balance Sheet

	31.03.2015		31.03.2014	
	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs
NOTE 8 : OTHER NON-CURRENT ASSETS				
i) Long Term Trade Receivables				
Unsecured considered good		1.02		0.65
Unsecured considered doubtful	2.80		5.38	
Less:Provision for doubtful debts	2.80	—	5.38	—
		1.02		0.65
ii) Other Non-current Assets :				
Interest accrued and other receivables		12.67		9.23
Share Issue Expenses		1.30		1.63
Total		14.99		11.51
CURRENT ASSETS				
NOTE 9 : INVENTORIES				
i) Raw Materials		6.71		6.77
ii) Components		21.44		30.85
iii) Work-in-progress		6.77		22.22
iv) Finished Goods		8.22		2.76
v) Stock of Stores, Tools and Machinery Spares (Valued at cost or Net realisable value whichever is less)		21.57		25.68
Total		64.71		88.28
NOTE 10 : TRADE RECEIVABLES				
Unsecured considered good :				
Outstanding for more than six months	0.10		0.13	
Others	97.01	97.11	49.41	49.54
Total		97.11		49.54
NOTE 11 : CASH AND CASH EQUIVALENTS				
i) Cash with Banks :				
In Current Accounts		11.40		27.32
In Deposit Accounts		657.94		437.11
ii) Cash on hand		0.65		1.42
iii) Stamps and Stamp Papers on hand		0.02		0.03
Total		670.01		465.88



LAKSHMI AUTOMATIC LOOM WORKS LIMITED

Notes to the Balance Sheet

	31.03.2015		31.03.2014
	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs
NOTE 12 : SHORT TERM LOANS AND ADVANCES			
(Unsecured-considered good-recoverable in cash or in kind)			
Advance for Purchases	–		0.11
Advance for Staff	1.50		2.62
Advance for Others	14.33		–
Advance for Central Excise	6.53		1.75
Deposits	–		0.44
Prepaid Expenses	1.92		2.11
Income Tax Deducted at Source	66.79		–
Total	91.07		7.03
NOTE 13 : OTHER CURRENT ASSETS			
Interest accrued and other receivables	22.04		39.02
MAT credit entitlement	102.50		–
Total	124.54		39.02
Total	1047.44		649.75
NOTES TO STATEMENT OF PROFIT AND LOSS			
NOTE 14 : REVENUE FROM OPERATIONS			
Sale of Weaving Machines	–		–
Sale of Parts and Accessories for Machine Tools	250.15		173.07
Sale of Accessories and Spares	114.48		133.15
Sale of Components	1.24		10.14
Fabrication Charges	3.99		3.22
LESS :	369.86		319.58
Excise Duty	7.48	9.70	
Sales Tax	3.09	10.57	3.85
		359.29	306.03
Sale of other items		0.02	2.47
Total		359.31	308.50
NOTE 15 : OTHER INCOME			
Realisation of Scrap	31.44		41.98
Interest receipts (TDS Rs. 4.26 lakhs)	49.07		35.41
Miscellaneous income	32.96		45.34
Income on utilisation of idle assets (TDS Rs. 33.02 lakhs)	317.98		300.17
Security Deposit and Advances forfeiture	–		81.21
Total	431.45		504.11



Notes to Statement of Profit and Loss

	31.03.2015		31.03.2014	
	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs
NOTE 16 : COST OF MATERIALS CONSUMED				
Opening Stock :				
Raw Materials	6.77		16.15	
Components	30.84		30.38	
	<u>37.61</u>		<u>46.53</u>	
LESS : Provision for obsolescence in Inventory	<u>18.30</u>	19.31	<u>3.53</u>	43.00
ADD: Purchases				
Raw Materials		85.12		57.51
Components		27.50		26.98
	(A)	<u>131.93</u>		<u>127.49</u>
Closing Stock :				
Raw Materials		6.71		6.77
Components		21.44		30.84
	(B)	<u>28.15</u>		<u>37.61</u>
	(A – B)	<u>103.78</u>		<u>89.88</u>
NOTE 17 : CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK IN PROGRESS				
Opening Stock of Finished Goods		2.76		23.65
Opening work in progress		22.22		22.31
	(A)	<u>24.98</u>		<u>45.96</u>
Closing Stock of Finished Goods		8.22		2.76
Closing work in progress		6.77		22.22
	(B)	<u>14.99</u>		<u>24.98</u>
	(A – B)	<u>9.99</u>		<u>20.98</u>
NOTE 18 : EMPLOYEE BENEFITS EXPENSES				
Salaries and Wages		178.25		163.24
Contribution to Provident Fund, Gratuity, etc.,		36.45		10.78
Staff and Labour Welfare Expenses		10.23		11.09
	Total	<u>224.93</u>		<u>185.11</u>
NOTE 19 : FINANCE COST				
Interest Expenses		1.05		2.02
	Total	<u>1.05</u>		<u>2.02</u>



LAKSHMI AUTOMATIC LOOM WORKS LIMITED

Notes to Statement of Profit and Loss

	31.03.2015 Rs. in Lakhs	31.03.2014 Rs. in Lakhs
NOTE 20 : OTHER EXPENDITURE		
Material Fabrication Charges	14.92	10.48
Power and Fuel	33.50	34.44
Consumption of Stores and Spares	28.37	31.73
Repairs to Building	13.92	7.67
Repairs to Machinery	11.66	11.12
Repairs to Furniture and Equipment	1.91	1.06
Printing and Stationery	3.32	2.09
Postage and Telephone	5.73	3.34
Travelling and maintenance of Motor Vehicles	17.40	26.77
Bank Charges and Filing Fees	0.76	0.59
Advertisement, Subscription and Exhibition	3.92	3.21
Insurance	1.66	1.18
Rates and Taxes	7.92	7.30
Sales Commission	2.41	3.03
Sales Expenses	0.49	0.61
Export Expenses	0.41	1.04
Directors' Sitting Fees	5.14	1.72
Auditors' Remuneration	1.54	0.97
Legal and Professional Charges	9.04	9.57
Water charges	1.22	0.68
Net loss on foreign currency transactions	—	0.07
Rent	11.42	3.06
Miscellaneous Expenses	4.72	7.66
Transport vehicle hire charges	4.45	4.45
Provision for doubtful debts	—	2.80
Total	<u>185.83</u>	<u>176.64</u>
NOTE 21 : EXCEPTIONAL ITEMS		
Provision for Obsolescence in Inventory	(-) 20.63	(-) 3.53
Profit on sale of assets	126.64	17.55
Share issue expenses	(-) 0.33	(-) 0.33
Excess provision for depreciation / expenses in earlier years	0.78	6.62
Total	<u>106.46</u>	<u>20.31</u>

Signature to Note 1 to 21

	Directors		As per our report of even date
(Sd.) S. PATHY	Chairman	(Sd.) K.P. KRISHNAKUMAR	For N.R. DORAISWAMI & CO
(Sd.) R. SANTHARAM	Director		Chartered Accountants
			(Firm Regn. No. 000771S)
		(Sd.) R. MUTHUKUMAR	(Sd.) SUGUNA RAVICHANDRAN
Coimbatore	(Sd.) N. JAYCHANDER		Partner
20.05.2015	Director	Company Secretary	(Membership No. 207893)



SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2015 AND BALANCE SHEET AS AT 31ST MARCH, 2015.

A. SIGNIFICANT ACCOUNTING POLICIES

1. Method of Accounting :

The financial statements have been prepared under the historical cost convention on an accrual basis and in accordance with the Accounting Principles generally accepted in India (Indian GAAP) and comply with mandatory Accounting Standards notified by the Central Government of India under the Companies (Accounting Standards) Rules, 2006 (as amended) and the guidelines issued by the Securities and Exchange Board of India (SEBI) and the relevant provisions of the Companies Act, 2013 to the extent applicable.

2. Fixed Assets :

Fixed Assets are stated at cost inclusive of expenses in connection with acquisition of the assets and net of cenvat credit / value added tax including appropriate direct and allocated expenses less accumulated depreciation and impairment losses, if any.

3. Investments :

The Investments are accounted at cost. Diminution in the value of Investments if any, in respect of long term Investments is recognized.

4. Valuation of Inventories :

Inventories are valued at lower of cost and net realizable value after providing for obsolescence where necessary. Cost is determined on weighted average basis. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

5. Transalation of Foreign Currency Transactions :

Foreign currency transactions are recorded at the prevailing exchange rates at the time

of initial recognition. Exchange differences arising on final settlement are adjusted and recognized as income or expense in the statement of profit and loss. Outstanding balances of monetary items denominated in foreign currency are restated at closing exchange rates and the difference adjusted as income or expense in the statement of profit and loss.

The premium or discount arising at the inception of forward exchange contracts is accounted as income or expense over the life of contract. Any profit or loss arising on cancellation or renewal of forward exchange contract is recognized as income or as expense in the period in which they arise.

6. Depreciation :

- i) Depreciation on Fixed Assets for the year has been provided in accordance with Schedule II of the Companies Act, 2013. For additions and deletions depreciation is provided on pro-rata basis.
- ii) Payments towards Technical Know-how have been classified under Fixed Assets and has been appropriately depreciated.

7. Recognition of Revenue :

Income and Expenditure are recognized and accounted on accrual basis as and when they are earned or incurred. Revenue from sale transaction is recognized as and when significant risks and rewards attached to ownership in the goods is transferred to the buyer. Revenue from service transactions is recognized when invoiced / upon completion of work based on confirmed contracts. Dividend from Investments and Export Incentives under Duty drawback scheme are recognized when the right to



LAKSHMI AUTOMATIC LOOM WORKS LIMITED

receive payment / credit is established and no significant uncertainty as to measurability or collectability exists.

8. Borrowing cost :

Borrowing costs, if any, attributable to acquisition / construction of qualifying assets are capitalized and included in the cost of the asset, as appropriate.

9. Earnings per Share :

Basic Earnings per share is calculated by dividing the Net Profit after tax attributable to the Equity Shareholders by the weighted average number of Equity Shares outstanding during the year.

10. Employee Benefits :

Provision for Gratuity and Leave encashment are made as per actuarial valuation at the end of the year as per AS15 (revised) of The Institute of Chartered Accountants of India.

11. Taxes on Income :

- a) Current tax liability on income for the period is determined on the basis of taxable income and tax credits computed in accordance with the provisions of the Income Tax Act, 1961 and based on the expected outcome of assessment / appeals.
- b) Deferred tax is recognized on timing differences between the accounting Income and the taxable income for the year and quantified using the tax rates and laws enacted or substantively enacted as on the Balance Sheet date.
- c) Deferred tax assets are recognized and carried forward to the extent that there is reasonable certainty that sufficient future Income will be available against which such deferred tax assets can be realized.

12. Provisions, contingent liabilities and contingent assets :

Contingent liabilities are not recognized but are disclosed in the notes to financial statements. Contingent assets are neither recognized nor disclosed in the financial statements. Provisions, contingent liabilities and contingent assets are reviewed at each balance sheet date and adjusted to reflect the current best estimate.

13. Cash Flow Statements :

Cash Flows are reported using the Indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and items of income or expense associated with investing or financing cash flows. Cash and cash equivalents include cash on hand and balances with banks in current and deposit accounts with necessary disclosure of cash and cash equivalent balances that are not available for use by the company.

14. Impairment of Assets :

As at each Balance Sheet date, the carrying amount of assets is tested for impairment so as to determine (i) the provision of impairment loss, if any, required or (ii) the reversal, if any, required of impairment loss recognized in previous periods. Impairment loss is recognized when the carrying amount of an asset exceeds its recoverable amount.

15. Segment Reporting :

Business segments are identified on the basis of the nature of products / services, the risk-return profile of individual businesses, the organizational structure and the internal reporting system of the Company.

Segment revenue, segment expenses, segment assets and liabilities include those directly identifiable with the respective segments.



B. NOTES TO STATEMENT OF PROFIT AND LOSS AND BALANCE SHEET

	31.03.2015		31.03.2014	
	Rs. in Lakhs		Rs. in Lakhs	
1. I. Raw Materials Consumed :				
a) Iron and Steel		98.63 *		63.26 *
b) Non-metallic items etc.		–		0.18
II. Components Consumed :				
(Buffer head, bearings, rings, washers, bushes, springs, etc.,)				
a) Components - Indigenous		20.60		25.03
b) Components - Imported		–		1.49
* Net of work-in-progress stock adjustment.				
2. A. Value of Imports (C.I.F) :				
a) Raw Materials		Nil		Nil
b) Components		Nil		Nil
c) Consumable Stores		Nil		Nil
d) Capital Goods		Nil		Nil
B. Expenditure in Foreign Currency :				
Travelling Expenses		–		2.65
	Rs. in Lakhs	% to total consumption	Rs. in Lakhs	% to total consumption
C. Consumption :				
a) Raw Materials - Imported	–	–	3.53	3.92
b) Components - Imported	–	–	1.49	1.66
c) Raw Materials - Indigenous	98.63	82.72	59.91	66.60
d) Components - Indigenous	20.60	17.28	25.03	27.82
Total	<u>119.23</u>	<u>100.00</u>	<u>89.96</u>	<u>100.00</u>
D. Amount remitted during the year in Foreign Currencies :				
a) On account of dividends (Net after deduction of tax at source)		Nil		Nil
b) Number of Non-resident shareholders		135		135
c) Number of shares held by Non-resident shareholders on which dividends are due		Nil		Nil
d) The year to which dividends related		N.A.		N.A.
E. Earnings in Foreign Exchange :				
Export of goods calculated on F.O.B. Basis		31.67		40.17
3. Remuneration to Auditors :				
a) Audit Fees		0.77		0.70
b) Other Fees :				
For Taxation Matters		–		0.15
For Other Services		0.66		0.12
For Management Services		–		–
For Reimbursement of Expenses		0.11		–
Total		<u>1.54</u>		<u>0.97</u>



LAKSHMI AUTOMATIC LOOM WORKS LIMITED

	31.03.2015		31.03.2014	
	Rs. in Lakhs		Rs. in Lakhs	
	Gratuity (Unfunded)	Leave encashment (Unfunded)	Gratuity (Unfunded)	Leave encashment (Unfunded)
4. Defined Benefit Plans				
A. Expense recognized during year ended 31.03.2015				
1. Current Service Cost	2.82	3.14	1.75	0.88
2. Interest Cost	1.58	0.45	2.03	0.58
3. Expected return on plan assets	-	-	-	-
4. Actuarial Losses / (Gains) during the year	14.83	4.84	(-) 0.09	(-) 0.83
5. Total Expense	19.23	8.43	3.69	0.63
B. Actual return on plan assets				
1. Expected return on Plan Assets	-	-	-	-
2. Actuarial(Loss) / Gain on Plan assets	-	-	-	-
3. Actual return on Plan assets	-	-	-	-
C. Net Asset/(Liability) recognized in the Balance Sheet				
1. Present value of the obligation as on 31.03.2015	38.62	13.71	20.74	6.13
2. Fair value of plan assets as on 31.03.2015	-	-	-	-
3. Difference	38.62	13.71	20.74	6.13
4. Unrecognized past service cost	-	-	-	-
5. Liability recognized in the Balance Sheet	38.62	13.71	20.74	6.13
D. Change in Present value of the obligation during the year ended 31.03.2015				
1. Present value of the obligation as at 01.04.2014	20.74	6.13	27.35	7.20
2. Current Service Cost	2.82	3.14	1.75	0.88
3. Interest Cost	1.58	0.45	2.03	0.58
4. Benefits paid	-1.35	(-) 0.85	(-) 10.30	(-) 1.70
5. Actuarial(gain)/loss on obligation	14.83	4.84	(-) 0.09	(-) 0.83
6. Present value of obligation as at 31.03.2015	38.62	13.71	20.74	6.13
E. Change in Assets during the year ended 31.03.2015				
1. Fair value of plan assets as at 01.04.2014	-	-	-	-
2. Expected return on plan assets	-	-	-	-
3. Contributions made	1.35	0.85	10.30	1.70
4. Benefits paid	(-) 1.35	(-) 0.85	(-) 10.30	(-) 1.70
5. Actuarial gain/(loss) on plan assets	-	-	-	-
6. Fair value of plan assets as at 31.03.2015	-	-	-	-
F. Major categories of plan assets as a percentage of total plan				
Qualifying Insurance policies				
Own plan assets				
Total	Nil	Nil	Nil	Nil
G. Actuarial Assumptions				
1. Discount rate	7.88%	7.88%	9.17%	9.17%
2. Salary escalation	5.00%	5.00%	5.00%	5.00%
3. Expected rate of return on plan assets	0.00%	0.00%	0.00%	0.00%
4. Attrition rate	10.00%	10.00%	10.00%	10.00%



5. The open loan availed from bank is secured by exclusive charge on the current assets and extension of charge on the fixed assets of the Company. The loan is further secured by personal guarantee of the chairman.
6. 8,50,000 - 6% Cumulative Redeemable Preference Shares of Rs.100/- each issued and allotted on 24-02-2010 are redeemable in one instalment on expiry of ten years from date of allotment in February, 2020. No provision for payment of Dividend of Rs.51.00 lakhs and applicable corporate tax thereon for the financial year ending 31-03-2015 has been made due to carry forward losses. The cumulative dividend payable as on 31-03-2015 amounts to Rs.102.00 lakhs and the applicable corporate tax thereon.
7. (i) The Company has only one class of equity shares referred to as equity shares having a face value of Rs 10/- each. Each holder of equity shares is entitled to one vote per share.
- (ii) The details of shareholders holding more than 5% shares as at 31st March, 2015 and 31st March, 2014 are set out below :

	As at 31st March,2015		As at 31st March,2014	
	No. of Shares	% held	No. of Shares	% held
M/s. ITEMA (Switzerland) Ltd.,	1000000	16.38	1000000	16.38
M/s. Voltas Ltd.,	615200	10.08	615200	10.08
Mr. S. Pathy	467944	7.67	467944	7.67
Mrs. Aishwarya Pathy	731603	11.98	724658	11.87
M/s. Lakshmi Machine Works Limited	441110	7.23	441110	7.23
M/s. The Lakshmi Mills Company Limited	330000	5.41	330000	5.41

8. There are no derivative financial Instruments either for hedging or for speculation outstanding as at the Balance Sheet date.
9. Current Tax provision net of MAT credit entitlement of Rs.66.62 lakhs is NIL.
10. Deferred Tax Assets /Liabilities comprises timing differences on account of :

	(Rs. in Lakhs)	
	2014-15	2013-14
Assets :		
Carry forward losses	33.64	148.43
V R S Expenditure	—	2.02
Provision for bad and doubtful debts	—	0.91
Section 43B disallownces	19.67	11.27
	<u>53.31</u>	<u>162.63</u>
Liabilities :		
Depreciation	<u>48.83</u>	<u>59.23</u>
Deferred Tax Assets (net) recognized in the accounts	<u>4.48</u>	<u>103.40</u>



LAKSHMI AUTOMATIC LOOM WORKS LIMITED

(Rs. in Lakhs)

11. The following contingent liabilities have not been provided for :	31.03.2015	31.03.2014
a) Contingent Liabilities		
1) Claims for refund of Security Deposit	5.42	5.42
2) Disputed Service Tax on Appeal		
Disputed Tax dues are under Appeal before the concerned Appellate Authorities.	8.86	8.86
The Company is advised that the matters are likely to be disposed off in favour of the Company.		
b) Commitments		
1. Estimated amount of contracts remaining to be executed on Capital account and not provided for	–	1.32

12. Segment Report for the year ended 31st March, 2015

Primary Business Segment	Weaving Machinery and spares		Other Engineering Services		Total	
	31.03.2015	31.03.2014	31.03.2015	31.03.2014	31.03.2015	31.03.2014
Revenue						
External Sales	–	4.36	359.31	304.15	359.31	308.51
Inter Segment Transfers	9.84	16.90	–	–	9.84	16.90
Allocable other Income	514.64	506.36	23.27	18.05	537.91	524.41
Total Revenue	524.48	527.62	382.58	322.20	907.06	849.82
Less : Inter Segment Transfers	9.84	16.90	–	–	9.84	16.90
Enterprise Revenue	514.64	510.72	382.58	322.20	897.22	832.92
Result						
Segment Result	315.61	305.72	18.35	19.49	333.96	325.21
Less : Unallocated Expenses	–	–	–	–	–	–
Operating Profit	315.61	305.72	18.35	19.49	333.96	325.21
Less : Interest Expenses					1.05	2.02
					332.91	323.19
Less : Income Tax Current and Deferred	–	(-) 35.88			–	(-) 35.88
	(-) 107.51	23.67			(-) 107.51	23.67
Add : MAT credit entitlement	35.88				35.88	–
					261.28	310.98
Add : Other Income					–	–
Net Profit after Tax					261.28	310.98



Segment Report for the year ended 31st March, 2015 (Contd.)

(Rs. in Lakhs)

Primary Business Segment	Weaving Machinery and spares		Other Engineering Services		Total	
	31.03.2015	31.03.2014	31.03.2015	31.03.2014	31.03.2015	31.03.2014
Other Information						
Segment Assets	1222.77	868.17	286.50	304.17	1509.27	1172.34
Add : Unallocated Corporate Assets					4.48	103.40
Enterprise Assets					<u>1513.75</u>	<u>1275.74</u>
Segment Liabilities	290.61	301.13	192.05	186.94	482.66	488.07
Add : Unallocated Corporate Liabilities					1031.09	787.67
Enterprise Liabilities					<u>1513.75</u>	<u>1275.74</u>
Capital Expenditure	2.00	44.19	0.18	0.04	2.18	44.23
Depreciation	18.23	14.21	20.50	20.89	38.73	35.10

Secondary-Geographical Segment

	31.03.2015	31.03.2014
Revenue from external customers by location of customers		
Domestic Segment	875.39	809.65
Export Segment	<u>31.67</u>	<u>40.17</u>
	907.06	849.82
Less : Inter-division revenue	9.84	16.90
Net Income from Sales / Services	<u>897.22</u>	<u>832.92</u>

Notes :

The Company has two main business segments ie (a) Weaving Machinery Comprising of looms accessories and spares and (b) Other Engineering Services Comprising of accessories and spares of Textile Machinery and parts for machine tools including Tool holders.

The Secondary geographical segment considered for disclosure are Revenue from customers located within India (Domestic Segment) and Revenue from customers located outside India (Export Segment).

13. Details of transactions with related parties as required under AS-18 are as below :

a. Names of related parties :	Relationship
The Lakshmi Mills Company Ltd.	Promoters & Two Common Directors
Infocus Marketing and Services Ltd.	Three Directors hold more than 2% shares and Key Managerial Person is a Director
Aloha Tours & Travels (India) Pvt Ltd	Director is a Director
Prathista Weaving and Knitting Company P Ltd.	Relative of Director is the Managing Director
Lakshmi Card Clothing Manufacturing Company Pvt Ltd	Three Common Directors



LAKSHMI AUTOMATIC LOOM WORKS LIMITED

b. Transactions during the year 31.03.2015 31.03.2014

Sl. No	Nature of Transaction	(Rs. in Lakhs)	
1.	Purchase of Goods	–	1.58
2.	Sale of Goods	1.26	2.61
3.	Receiving of Services	14.40	3.19
4.	Agency arrangements	0.74	0.51
	Amount receivable	–	–
	Amount payable	138.50	138.41

14. As defined under Micro, Small and Medium Enterprises Development Act, 2006 the disclosure in respect of the amount payable to such enterprises as at 31.03.2015 has been made in the financial statement based on information received and available with the company.

	31.03.2015	31.03.2014
	(Rs. in Lakhs)	
a) The principal amount remaining unpaid to any supplier as at the end of each accounting year.	0.76	2.50
b) The amount of interest paid by the buyer in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 along with the payment made to the supplier beyond the appointed day during each accounting year.	Nil	Nil
c) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act.	Nil	Nil
d) The amount of interest accrued and remaining unpaid at the end of each accounting year.	Nil	Nil
e) The amount of further interest remaining due and payable even in the succeeding years, until such date when the dues are actually paid for the purpose of disallowance under Section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	Nil	Nil



31.03.2015 31.03.2014
(Rs. in Lakhs)

15. Earnings per share as per AS - 20 :

Profit as per Statement of Profit and Loss	261.28	310.98
Less : Dividend on Cumulative Preference Shares required for the year ended 31.03.2015	–	51.00
Corporate tax on Dividend	–	8.67
	<hr/>	<hr/>
a) Net Profit for EPS	261.28	251.31
b) No. of Equity Shares outstanding	6103988	6103988
c) EPS (Face value of Rs.10/- per Share)		
Basic	4.28	4.12
Diluted	4.28	4.12

16. Figures have been rounded off in terms of decimals in thousands and previous year figures have been regrouped/rearranged wherever necessary.

	Directors		As per our report of even date
	(Sd.) S. PATHY		For N.R. DORAISWAMI & CO
	Chairman	(Sd.) K.P. KRISHNAKUMAR	Chartered Accountants
	(Sd.) R. SANTHARAM	Chief Financial Officer	(Firm Regn. No. 000771S)
	Director		(Sd.) SUGUNA RAVICHANDRAN
Coimbatore	(Sd.) N. JAYCHANDER	(Sd.) R. MUTHUKUMAR	Partner
20.05.2015	Director	Company Secretary	(Membership No. 207893)



LAKSHMI AUTOMATIC LOOM WORKS LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

	31.03.2015	31.03.2014
	(Rs. in Lakhs)	
A. Cash flow from operating activities		
Net Profit as per Statement of Profit and Loss	332.91	323.19
Add :		
Depreciation and amortisation expenses	38.73	35.10
Interest	1.05	2.02
Less :		
Interest Income	49.07	35.41
Profit on sale of assets	126.64	17.55
	(-) 135.93	(-) 15.84
Operating Profit Before Working Capital Changes	196.98	307.35
Adjustments for		
Decrease in Inventories	23.57	27.42
Increase in Debtors	(-) 47.57	5.56
Increase in Other Current Assets	(-) 117.51	(-) 4.27
Increase in Loans and Advances	(-) 52.05	21.05
Increase in Current Liabilities	17.02	(-) 22.06
Increase in other Non Current assets	(-) 1.47	2.47
	(-) 178.01	30.17
MAT Credit / Direct Taxes paid	35.88	(-) 31.30
Net Cash used in operating activities (A)	54.85	306.22
B. Cash Flow from Investment Activities		
Purchase of Fixed Assets	(-) 2.19	(-) 38.97
Interest Income	49.07	35.41
Sale of Fixed Assets	125.87	18.92
Net Cash used in Investing activities (B)	172.75	15.36
C. Cash Flow from Financial Activities		
Interest	(-) 1.05	(-) 2.02
Decrease in Non Current liabilities	(-) 22.42	(-) 107.63
Dividend and Dividend tax on Preference Shares	-	(-) 59.67
Net Cash used in Financing activities (C)	(-) 23.47	(-) 169.32
Net Increase in cash and cash equivalents (A+B+C)	204.13	152.26
Cash and cash equivalents as at 01.04.2014	465.88	313.62
Cash and cash equivalents as at 31.03.2015	670.01	465.88

-ve sign before the figures represent cash outflows.

	Directors		As per our report of even date
(Sd.) S. PATHY	Chairman	(Sd.) K.P. KRISHNAKUMAR	For N.R. DORAISWAMI & CO
(Sd.) R. SANTHARAM	Director	Chief Financial Officer	Chartered Accountants
			(Firm Regn. No. 0007715)
			(Sd.) SUGUNA RAVICHANDRAN
Coimbatore	(Sd.) N. JAYCHANDER	(Sd.) R. MUTHUKUMAR	Partner
20.05.2015	Director	Company Secretary	(Membership No. 207893)

FORM MGT 11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]



LAKSHMI AUTOMATIC LOOM WORKS LIMITED

CIN : L29269TZ1973PLC000680

Registered Office : 686, Avanashi Road, Pappanaickenpalayam, Coimbatore - 641037

Ph.No: 0422-2245484, 2245485, Fax No.: 0422-2244887,

E-mail:contact@lakshmiautomatic.com Website: www.lakshmiautomatic.com

41st ANNUAL GENERAL MEETING

23rd September, 2015

Name of the member(s):

Registered address:

E-mail ID:

Folio No/Client ID:

DP ID:

I/We being the member(s) holding.....shares of the above named Company, hereby appoint:

1) Name:.....Address.....

Email ID.....Signature.....

or failing him/her;

2) Name:.....Address.....

Email ID.....Signature.....

or failing him/her;

3) Name:.....Address.....

Email ID.....Signature.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 41st Annual General Meeting of the Company, to be held on **Wednesday, the 23rd day of September, 2015 at 2.45 P.M. at the Registered Office of the Company, at 686, Avanashi Road, Pappanaickenpalayam, Coimbatore-641 037** and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

P.T.O.



S.No	Resolutions	Optional	
		For	Against
	Ordinary Business		
1	Adoption of Balance Sheet as at 31 st March, 2015 and the Statement of Profit & Loss for the year ended on that date, Report of Board of Directors and the Report of Auditors thereon.	<input type="checkbox"/>	<input type="checkbox"/>
2	Re-appointment of Sri S.Pathy, who retires by rotation, as a Director.	<input type="checkbox"/>	<input type="checkbox"/>
3	Re-appointment of Smt.Aishwarya Pathy, who retires by rotation, as a Director.	<input type="checkbox"/>	<input type="checkbox"/>
4	Appointment of Auditors and fix their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>
	Special Business		
5	Appointment of Sri R.R.Balasundharam, as an Independent Director.	<input type="checkbox"/>	<input type="checkbox"/>
6	To consider and adopt the new set of regulations as the Articles of Association of the Company.	<input type="checkbox"/>	<input type="checkbox"/>

Signed this day of 2015

Signature of Shareholder

Signature of Proxy holder(s)

Affix
₹ 1/-
Revenue
Stamp

Notes

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the resolutions, explanatory statements and Notes please refer to the Notice of the 41st Annual General Meeting.
3. It is optional to put “✓” in the appropriate column against the Resolutions indicated in the Box. If you leave the ‘For’ or ‘Against’ column blank against any or all resolution, your proxy will be entitled to vote in the manner as he / she thinks appropriate.
4. Please complete all details including details of member(s) in the above box before submission.



LAKSHMI AUTOMATIC LOOM WORKS LIMITED

CIN : L29269TZ1973PLC000680

Regd. Office : 686, Avanashi Road, Pappanaickenpalayam, Coimbatore - 641037

Ph.No: 0422-2245484, 2245485, Fax No.: 0422-2244887,

E-mail:contact@lakshmiautomatic.com Website: www.lakshmiautomatic.com

ATTENDANCE SLIP

Forty First Annual General Meeting on Wednesday the 23rd September, 2015 at 2.45 P.M.

For Demat Shareholders

Name & Address of the Shareholder	DP / Client ID	No. of Shares held

For Physical Shareholders

Name & Address of the Shareholder	Regd. Folio No.	No. of Shares held

I hereby record my presence at the 41st Annual General Meeting of the Company at 2.45 P.M. at the Registered Office of the Company at 686, Avanashi Road, Pappanaickenpalayam, Coimbatore 641037 on Wednesday, the 23rd September, 2015.

If Shareholder, please sign here	If Proxy, please sign here

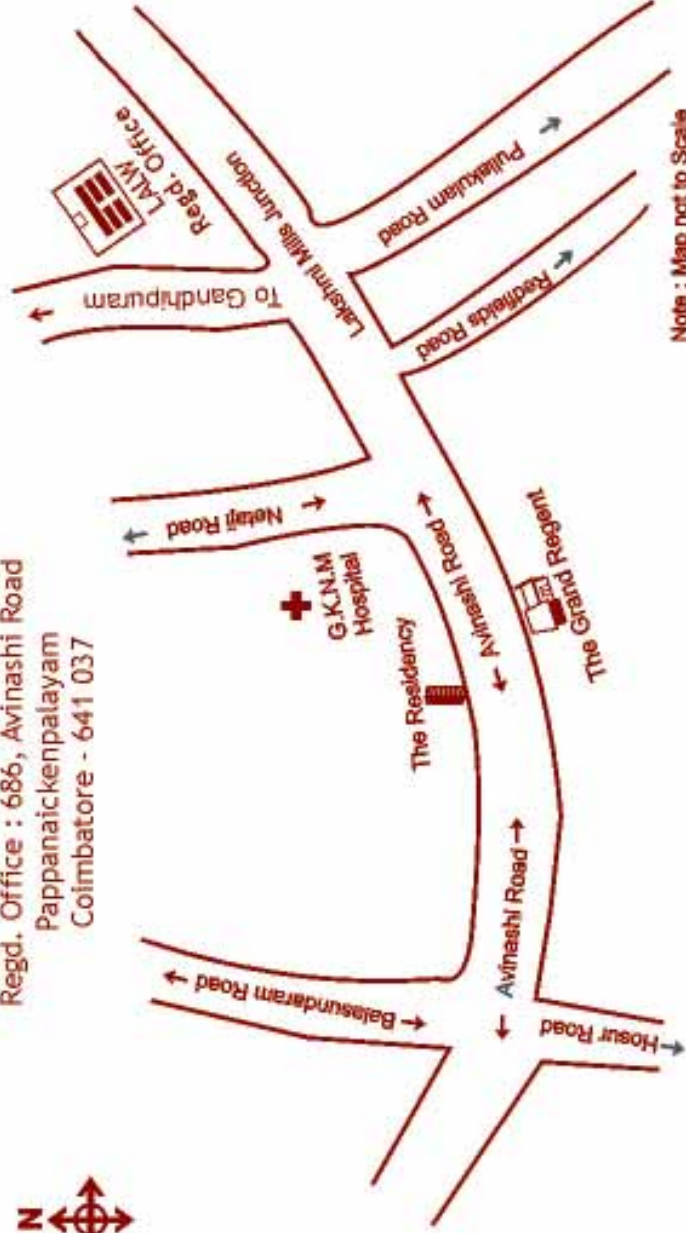
Note:

- 1) Members attending the meeting in person or by Proxy are requested to complete the Attendance Slip and hand it over at the entrance of the meeting hall.
- 2) Members are requested to bring their copy of Annual Report to the meeting.



Route Map to the Venue of the AGM

Regd. Office : 686, Avinashi Road
Pappanaickenpalayam
Coimbatore - 641 037



Note : Map not to Scale

