



Shri Lakshmi Cotsyn Limited

CIN L17122UP1988PLC009985

(An ISO 9001:2008 Accredited Company)

Regd. office: 19/X-1, Krishnapuram, G.T. Road, Kanpur- 208007 U.P. India

Ph.: +91 512 2401492, 2402893, 2402733 Fax: +91 512 2402339

e-mail: shri@shrilakshmi.in * Website : www.shrilakshmi.in

NOTICE

NOTICE is hereby given that the Twenty-Ninth Annual General Meeting of the Members of SHRI LAKSHMI COTSYN LIMITED will be held on Tuesday, 26th September 2017 at 11:30 a.m. at the Registered Office of the Company at 19/X-1, Krishnapuram, G.T. Road, Kanpur-208007 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the (a) the audited financial statement of the Company for the financial year ended March 31, 2017 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2017 and the report of Auditors thereon

2. Appointment of Auditors:

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 139 and 142 and other applicable provisions, if any, of the Companies Act 2013 read with the related Rules made thereunder, as amended from time to time, M/s. Tandon & Tandon, Chartered Accountants (Firm Registration no. 002070C) be and is hereby appointed as Statutory Auditors of the Company in place of the retiring Auditors M/s. Pradeep & Associates for a term of 5 (five) consecutive years commencing from the financial year 2017-18 at such remuneration as shall be fixed by the audit committee in consultation with the auditors, subject to ratification of their appointment by the members at every AGM, in compliance with the mandatory rotation of Auditors as per the provisions of the Act.

3. To appoint a Director in place of Dr. M.P. Agarwal, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Pawan Kumar Agarwal, who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

5. **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 Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the reappointment of Mr. Arun Kumar Srivastava, Cost Accountant (Membership No.10467) as Cost Auditors at such remuneration as approved by the Board of Directors and set out in the explanatory statement annexed to the Notice, to conduct the audit of cost records of the Company in respect of the products , as applicable, for the financial year 2017-18, be and is hereby ratified.

FURTHER RESOLVED THAT Dr. M.P. Agarwal, Managing Director and Mr. Pawan Kumar Agarwal, Joint Managing Director of the Company be and are hereby severally authorised to submit the necessary intimation to the Central Government/other authorities and to do all such other acts as may be necessary from time to time to time in this regard”.

19/X-1, Krishnapuram,
G.T. Road, Kanpur
Date: 11.08.2017

For Shri Lakshmi Cotsyn Limited

(Rakesh Kumar Srivastava)
Company Secretary cum finance Controller

NOTES:

1. The relative Explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of the business set out in this Notice is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
The instrument appointing proxy, in order to be effective, should be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the meeting.
 - The Register of members and share transfer books of the Company will remain closed from Wednesday, 20th September 2017 to Tuesday, 26th September 2017 (both days inclusive) for the purpose of Annual General Meeting of the Company.
 - The members who hold shares in dematerialized form are requested to bring their client ID and DP ID numbers for easy identification of attendance at the meeting.
 - All documents referred to in the accompanying Notice are available for inspection at the Registered Office of the Company during business hours on all working days upto the date of Annual General Meeting.
 - In view of the directions issued by the Ministry in regard to exemption under Section 129 of the Companies Act, 2013 for not attaching the balance sheet of the subsidiary concerned, Board of Directors of your Company have given their consent for not attaching the balance sheet of the subsidiary companies.
 - The Annual Accounts of the subsidiary companies shall also be kept for inspection by any shareholders in the registered office of the holding company and of the subsidiary companies concerned. The Company shall furnish a hard copy of details of accounts of subsidiaries to any shareholder on demand.

- Corporate Members are requested to send to the Company, a duly certified copy of the Board resolution/Power of Attorney, authorizing their representatives to attend and vote at the Annual General Meeting.
- Members are requested to produce the attendance slip duly signed as per the specimen signature recorded with the Company for admission to the Meeting Hall.
- Shareholders, who have not dematerialized their shares as yet, are advised to have their shares dematerialized to avail the benefit of paperless trading.
- To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register/ update the same in respect of equity shares held by them in demat form with their respective DP and in the case of physical form with the with the Company/RTA at rakesh@shrilakshmi.in or rta@abhipra.com..
- Pursuant to the provisions of Section 124 of the Companies Act 2013, as amended, dividend for the accounting year 2009-10 and the dividends for the subsequent year, which remain unpaid or unclaimed for a period of 7 years will be transferred to Investor Education and Protection Fund (IEPF). Shareholders who have so far not encashed the dividend warrant(s) are requested to make their claim to the Secretarial Department at the Registered Office or to RTA of the Company, failing which the unpaid/ unclaimed amount will be transferred to the IEPF on its due date. It may also be noted that once the unpaid/ unclaimed dividend is transferred to the IEPF as above, no claim shall lie against the IEPF / the Company in respect of such amount by the shareholder.
- In all correspondence with the Company/RTA, members are requested to quote their folio numbers and in case their shares are held in the dematerialized form, they must quote their DP ID and Client ID number.
- Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to write to the Company at least seven days before the date of the meeting in order to enable the management to make the information available at the meeting, if the Chairman so permits.
- All correspondence relating to change of address, transfer/transmission of shares, bank mandate, dividend and all other matters relating to the shareholding in the Company may be made directly to the Registrar and Transfer Agent (RTA) of the Company M/s Abhipra Capital Ltd. GF-58-59 World Trade Centre, Bara Khamba Lane, New Delhi.

Details of Directors retiring by rotation, as required to be provided pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are provided herein below:

Particulars	Dr. M.P. Agarwal	Mr. Pawan Kumar Agarwal
Age	68 Years	44 Years
Qualification	Cost Accountant (FICWA) and Doctorate in Textile costing (PhD).	Science graduate and has proficiency in computer application, fabric processing and technical textiles.
Experience (including expertise in specific functional area)/Brief	Experience of over three decades in Project	Experience of 21 years in controlling production activities,

Resume	implementation, Project management, Finance and overall Industrial management.	quality controls and marketing.
Terms and Conditions of Re-appointment	3 Years	3 Years
Remuneration last drawn	Rs. 4,00,000/ month	Rs. 2,50,000/ month
Remuneration proposed to be paid	Rs. 4,00,000/ month	Rs. 2,50,000/ month
Date of first appointment on the Board	31st August, 1988	6th April, 1992
Shareholding in the Company	350300 shares	230500 shares
Relationship with other directors/Key Managerial personnel	Husband of Mrs. Sharda Agarwal (Executive Director) Father of Mr. Pawan Kumar Agarwal (Joint Managing Director)	Son of Dr. M.P. Agarwal (CMD) and Mrs. Sharda Agarwal (Executive Director)
Number of meetings of the Board attended during the Financial Year	5	5
Directorships of Other Boards	Shrilakshmi Power Limited; Shri Lakshmi Defence Solutions Limited; Shri Lakshmi Nano Technologies Limited; Merchant Chamber of Uttar Pradesh	Shrilakshmi Power Limited; Shri Lakshmi Defence Solutions Limited; Shri Lakshmi Nano Technologies Limited
Membership/Chairmanship of committees of other boards	4	2

Voting through electronic means:

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL). Remote E-voting is optional and members shall have the option to vote either through remote e-voting or in person at the Annual General Meeting. Members are requested to carefully read the instructions for remote e-voting before casting their vote.

The members who have casted their vote by remote e-voting prior to the AGM, may also attend the AGM but shall not be entitled to cast their vote again.

The remote e-voting period commences on 23rd September, 2017 (9:00 am) and ends on 25th September 2017 (5:00 pm). The remote e-voting module shall be disabled by NSDL for voting thereafter. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 19th September 2017, may cast their vote by remote e-voting.. Once the vote on a resolution is casted by the member, the member shall not be allowed to change it subsequently.

The process and manner for remote e-voting are as under:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :

- (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder – Login
- (iv) If you are already registered with NSDL for e-voting, then you can use your existing user ID and password for casting your vote.
- (v) If you are logging in for the first time, please enter the User ID and password provided in the PDF file attached with the e-mail as initial password. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on remote e-voting; Active Voting Cycles.
- (vii) Select "EVEN" (E-voting Event Number) of "Shri Lakshmi Cotsyn Limited" which is 107302 . Now you are ready for remote e-voting as Cast Vote page opens.
- (viii) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (ix) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (x) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xi) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send copy of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to caskaushalsaxena@gmail.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

- (i) Initial password is as provided hereinabove.
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xi) above, to cast vote.
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- I. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
 - II. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - III. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e., 19th September 2017.
 - IV. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 19th September 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.

- V. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.
 - VI. Mr. Kaushal Saxena, Company Secretary in practice (Membership No. 28059; C.P. No. 11327), has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner
 - VII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, for all those members who are present at the AGM but have not casted their votes by availing the remote e-voting facility.
 - VIII. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
 - IX. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.shrilakshmi.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and NSE Ltd., Mumbai.
- All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.
 - This Notice has been updated with the instructions for voting through electronic means as per the Amended Rules 2015.

EXPLANATORY STATEMENT PURSUANT TO PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 2:

Section 139(2) of the Act read with the Companies (Audit and Auditors) Rules, 2014, has mandated all listed companies and certain categories of companies to mandatorily rotate their auditors once their auditor has served office as an auditor for a period of 5 or more consecutive years (Rotation Period). In this regard, the third proviso to Section 139(2) of the Act has provided a moratorium period, wherein companies incorporated prior to 1st April 2014, have been provided a time period of 3 years from such date to comply with the requirement to rotate their auditors. Therefore, beginning 1st April 2017, all companies who are required to rotate their auditors under the Act, will have to rotate their existing auditors, if the same Auditor of the Firm has held office as such company's auditor for a period of 5 years or more.

M/s Pradeep & Associates are the Statutory Auditors of the Company and are due for rotation at this Annual General Meeting (AGM) of the Company, as they have been the Company's statutory auditors for more than 5 years.

The Board, in its meeting held on May 30, 2017, has recommended the appointment of M/s Tandon & Tandon, Chartered Accountants bearing ICAI Registration no. 002070C as Statutory Auditors of the Company for a term of 5 (five) consecutive years commencing from 2017-18 in the ensuing Annual General Meeting subject to ratification of their appointment by the members at

every AGM under the applicable provisions of the Companies Act, 2013 in place of the retiring Auditors M/s. Pradeep & Associates in compliance with the mandatory rotation of Auditors as per the provisions of Companies Act, 2013.

M/s Tandon & Tandon, was established in the year 1983 and has its office at 9/81, Arya Nagar Kanpur -07 India. M/s Tandon & Tandon firm is having 2 partners viz., FCA Mr. Prabhat Tandon (Memb. no. 071254) and FCA Mr. Anish Kumar Srivastava (Memb. no. 078185) and have been involved in the statutory audits , tax audits, internal audits, GST consultancy & audit , TDS consultancy & audit, consultancy services such as GST, VAT, Service Tax etc. from more than 3 decades and hence, has the necessary experience to conduct the statutory audit of the Company.

The term of appointment is for 5 years, subject to ratification by members at each succeeding AGM, if so required under the Act. M/s Tandon & Tandon have consented to the said appointment and confirmed that their appointment, if made, would be in accordance with Section 139 read with Section 141 of the Act.

The Board commends the Resolution at Item No.2 of the accompanying Notice for approval by the members of the Company. None of the Directors or Key Managerial Personnel (KMP) of the Company or their respective relatives are concerned or interested in the Resolution at Item No. 2 of the accompanying Notice

Item No. 5:

Pursuant to Section 148 of the Act, the Company is required to have the audit of its cost records conducted by a cost accountant in practice. On the recommendation of the Audit Committee of Directors, the Board of Directors has approved the re-appointment of Mr. Arun Kumar Srivastava, Cost Accountant (Membership No.10467) as the Cost Auditors of the Company to conduct audit of cost records maintained by the Company for the Financial Year 2017-18, at a remuneration of Rs. 50,000/- and applicable rate of taxes and reimbursement of out of pocket expenses at actuals.

The Board commends the Resolution at Item No.5 of the accompanying Notice for ratification of the appointment of Cost Auditors by the members of the Company. None of the Directors or KMP of the Company or their respective relatives are concerned or interested in the Resolution at Item No.5 of the accompanying Notice.

Registered office:
19/X-1, Krishnapuram,
G.T. Road, Kanpur
Date: 11.08.2017

By Order of the Board
For Shri Lakshmi Cotsyn Limited

(Rakesh Kumar Srivastava)

Company Secretary cum Finance Controller

SHRI LAKSHMI COTSYN LIMITED
Registered Office: 19/X-1, Krishna Puram, Kanpur-208007

Form No. 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)

Folio No.

DP ID No.

Client ID No.

I/We.....R/O.....being a member/members of **SHRI LAKSHMI COTSYN LIMITED** hereby appoint R/O or failing him.....
R/O..... as my/our Proxy to attend, act and vote for me/us on my/ our behalf at the 29th Annual General Meeting of the Company to be held on Tuesday, 26th September 2017 at 11:30 a.m. at the Registered Office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions		For	Against
1.	Consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2017 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2017 and the report of Auditors thereon.		
2.	Appointment of M/s Tandon & Tandon, Chartered Accountants as Statutory Auditors		
3.	Re-appointment of Dr. M.P. Agarwal, a Director retiring by rotation		
4.	Re-appointment of Mr. Pawan Kumar Agarwal, a Director retiring by rotation		
5.	Ratification of Appointment/remuneration of Mr. Arun Kumar Srivastava, as a Cost Auditor		

Signed this.....day of..... 2017

Signature of shareholder/ proxy holder

Affix a 15
Paise
Revenue
Stamp

Note: An instrument appointing a proxy shall be deposited at the registered office of the Company not less than 48 hours before the time fixed for commencement of the aforesaid meeting.

SHRI LAKSHMI COTSYN LIMITED
Registered Office: 19/X-1, Krishna Puram, Kanpur-208007

Attendance Slip

(Please complete this Attendance Slip and hand it over at the entrance of the meeting Hall.)

I hereby record my presence at the 29th Annual General Meeting of the Company to be held on Tuesday, 26th September 2017 at 11:30 a.m. at the Registered Office of the Company.

Member's/ Authorized Representative's/ Proxy's Name and Address:

.....(In Block Capital)

Folio No.....DP ID NO..... Client ID NO.....

Signature of the Member/ Authorized Representative/ Proxy:
(To be signed at the time of handing over this slip).