



LAXMI COTSPIN LIMITED

(A Govt. Recognized Star Export House & NSE-SME Listed Company)



Regd. Off.: Gut No. 399, Samangaon – Kajala Phata, Jalna-Ambad Road,
Opp. Meenatai Thakare Vridhashram, JALNA - 431 203. (M.S.) India.
Off. 09765999633 E-mail: admin@laxmicotspin.com • Web Site: www.laxmicotspin.com

CIN NO - L17120MH2005PLC156866

Ref. No. Date: 26th July, 2019

Date :

To,
The Manager Listing Department,
The national Stock Exchange of India Limited,
Exchange Plaza, NSE Building,
Bandra Kurla Complex,
Bandra – East,
Mumbai – 400 051

Dear Sir/Madam,

Ref: - (Symbol – LAXMICOT, ISIN - INE801V01019)

Sub: Book Closure and E voting

Dear Sir/Madam,

With reference to the captioned subject, we hereby inform you that 14th ANNUAL GENERAL MEETING of LAXMI COTSPIN LIMITED will be held on Thursday 29th August, 2019 at 11.00 a.m at the Registered Office of the Company at Gut No.399, Samangaon-Kajla Road, In Front of Meenatai Thakare Vridhashram, Samangaon Jalna - 431203

The Register of Members and Share Transfer Book will remain closed from 23.08.2019 to 29.08.2019 (both days inclusive) for the purpose of the above referred 14th Annual General Meeting.

The Company has provided its Shareholders the facility to cast their vote by Electronic means i.e. Remote e-voting on all the resolutions set forth in the notice of 14th Annual General Meeting. E -voting facility will not be made available at AGM. The details of remote e-voting are given under:

1	Date & Time of commencement of at Remote e-voting	Monday, August 26, 2019 (9:00 am)
2	Date & Time of end of Remote e-voting	Wednesday, August 28, 2019 (5:00 pm).
3	Cut-off date for determining rights of entitlement of Remote e -voting	Thursday, 22 nd August, 2019 as the Cut off date

Kindly take same on your records.

AGM Notice Attached

Yours Faithfully,
For Laxmi Cotspin Limited


Sanjay Rathi
DIN – 00182739



Laxmi Cotspin Limited

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NOTICE OF THE 14th ANNUAL GENERAL MEETING

To,
The Members of
LAXMI COTSPIN LIMITED
(CIN: L17120MH2005PLC156866)
Gut No.399, Samangaon-Kajla Road,
In Front of Meenatai Thakare Vridhashram,
Samangaon, Jalna - 431203

Notice is hereby given that the **14th ANNUAL GENERAL MEETING** of **LAXMI COTSPIN LIMITED** will be held on Thursday 29th August, 2019 at 11.00 a.m at the Registered Office of the Company at Gut No.399, Samangaon-Kajla Road, In Front of Meenatai Thakare Vridhashram, Samangaon Jalna - 431203. to transact the following ordinary business:-

A) ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial statements including Profit and Loss Account Balance Sheet, for the year ended on 31st March, 2019 along with Directors Report and Audited Report of the Company.
2. To ratify the appointment of M/s B.P. Singh and co, Chartered Accountants, Aurangabad, for the current year that was appointed for a period of five years in the last Annual General Meeting upto the F.Y 2022-23. and to fix their remuneration and in this regard to consider and if thought fit to pass the following resolution as an **Ordinary Resolution**

“RESOLVED THAT pursuant to the resolution passed by the members at the 13th Annual General Meeting of the Company held on 13th August, 2018 pursuant to Section 139 of the Companies Act, 2013 ("the Act") read with Companies (Audit and Auditors) Rules, 2014 and other provisions as may be applicable, if any, the Company hereby ratifies the appointment of M/s. B.P. Singh and co, having Firm's Registration No. 118758W, as the Statutory Auditors of the Company from the conclusion of this 14th Annual General Meeting till conclusion of the 15th Annual General Meeting, at such remuneration as may be fixed by the Board of Directors of the Company in consultation with them.”

3. Mrs. Prafullata Sanjay Rathi who retire by rotation and being eligible for reappointment, offers herself for re-appointment.

B) SPECIAL BUSINESS

4. REVISION IN REMUNERATION OF MR SANJAY RATHI, MANAGING DIRECTOR OF THE COMPANY



Laxmi Cotspin Limited

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To consider and if thought fit, to pass the following as an Ordinary Resolution:

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee, and approval of the Board and subject to the provisions of sections 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded to the revision in remuneration from Rs. 42.00 Lakhs to Rs. 48.00 Lakhs P.A including all the perquisites of Mr. Sanjay Rath (DIN: **00182739**) with effect from 1st July 2019.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee and the Board of Directors of the Company be and are hereby authorised to increase the above remuneration.

RESOLVED FURTHER THAT any one of the Directors of the Company, be and are hereby severally authorized to sign and file such forms or documents as may be required to be filed with Ministry of Corporate Affairs or Registrar of Companies or such other authority as may be required, to settle any doubt or question arising with regards to the aforesaid appointment and to do all such acts, deeds, matters and things as may be necessary to give full effect to the foregoing resolution.”

**For and On behalf of the Board of Directors
Laxmi Cotspin Limited**

**Sd/-
Rajesh Bansal
Chairman**

Place: Jalna
Date: 28/06/2019



Laxmi Cotspin Limited

Notes:

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. Proxies in order to be valid must be received by the company not less than 48 hours before the meeting.

A person can act as proxy for only 50 members and holding in aggregate not more than 10 percent of the total share capital of the company carrying voting rights. Member holding more than 10 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 proxy for any other member.

2. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a duly certified copy of their Board Resolution authorizing their representatives to attend and vote at the AGM.

3. 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.

4. Members / Proxies / Authorized Representatives should bring the enclosed Attendance Slip, duly filled in, for attending the Meeting.

5. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ("the Act"), concerning the Special Business in the Notice is Annexed hereto and forms part of this Notice

6. Pursuant to the provisions of Section of 91 of The Companies Act, 2013 and listing agreement, The Register of Members and Share Transfer Book will remain closed from 23.08.2019 to 29.08.2019 (both days inclusive).

7. SEBI & the Ministry of Corporate Affairs encourage paperless communication as a Contribution to greener environment. Members holding shares in physical mode are requested to register their e-mail ID's with the Linkintime India Pvt. Ltd., the Registrars & Share Transfer Agents of the Company and Members holding shares in demat mode are requested to register their e-mail ID's with their respective Depository Participants (DPs) in case the same is still not registered.

If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Registrars & Share Transfer Agents of the Company in respect of shares held in physical form and to DPs in respect of shares held in electronic form.

8. In terms of Section 101 and 136 of the Companies Act, 2013 read together with the Rules made there under the copy of the Annual Report including Financial statements, Board's report etc. and this Notice are being sent by electronic mode, to



Laxmi Cotspin Limited

those members who have registered their email ids with their respective depository participants or with the share transfer agent of the Company, unless any member has requested for a physical copy of the same. In case you wish to get a physical copy of the Annual Report, you may send your request to complianceofficerlaxmicotspin@gmail.com mentioning your Folio/DP ID & Client ID.

9. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts.

10. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.

11. Members are requested to bring their copy of Annual report of the meeting as the same shall not be circulated thereat.

12. Members are requested to bring with them the attendance slip and hand it over at entry gate.

13. Members are requested to intimate their email id at complianceofficerlaxmicotspin@gmail.com in order to meet the requirement of green initiatives.

14. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed form SH-13 with the Company's Registrar and Transfer Agent. In respect of shares held in demat / electronic form, the nomination form may be filed with the respective Depository Participant.

15. All documents referred to in the Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during office hours on all working days except Saturdays between 11.00 a.m. to 1.00 p.m. up to the date of the 14th Annual General Meeting of the Company.

16. Notice, Audited Financial Statements for 2018-19 together with Board's Report and Auditors' Report are available on the website of the Company www.laxmicotspin.com

17. Electronic copy of Notice of the AGM along with Annual Report 2018-19 including remote E Voting Instruction, proxy form, attendance slip is being sent by electronic mode to those members who is registered as a member as on 19th July, 2019 on their registered E mail ID. For those shareholders whose name stands registered in the register of member as on Friday 19th July, 2019 and who have not registered their E mail Address, Physical copy of notice of the Annual general Meeting along with Annual



Laxmi Cotspin Limited

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reports, including Remote E voting instructions, Proxy form, and attendance slip is being sent to them in the permitted mode.

18. Shareholders are also informed that voting shall be by both means i.e Polling paper and E voting, Shareholders who could not vote through remote E voting can exercise their voting right at the AGM. The company will make the arrangement of polling papers in this regards at the meeting Venue. The shareholders attending the meeting who have not cast their vote by Remote E voting shall be able to exercise their right to vote at the meeting

20. The company has set Thursday 22nd August, 2019 as the Cutoff date for taking record of the shareholders of the company who will be eligible for casting their vote on the resolution to be passed in the ensuring AGM for both E – Voting and Physical mode through Polling Paper.

21. Board of Director Appointed Mr. Sachin Warat, Practicing Cost and management Accountant, Aurangabad as scrutinizer, for conducting E voting and Poll Papers voting process for the AGM in a fair and transparent manner.

22. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM

23. General Information of E Voting:-

The e-voting period commences on August 26, 2019 (9:00 am) and ends on August 28, 2019 (5:00 pm). During this period shareholders' of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

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** of 22nd August, 2019. 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. 22nd August, 2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or complianceofficerlaxmicotspin@gmail.com



Laxmi Cotspin Limited

How do I vote electronically using NSDL e-Voting system?

The way to below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-into NSDL e-Voting website?

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

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

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is



Laxmi Cotspin Limited

	12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on



Laxmi Cotspin Limited

www.evoting.nsdl.com.

- b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 are given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.



Laxmi Cotspin Limited

General Guidelines for shareholders

- 1 Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sachinwarat@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

Explanatory Statement

The following Explanatory Statement, as required under Section 102 of the Companies Act, 2013, set out all material facts relating to the business under Item No. 3 and 4 the accompanying Notice dated 28.06.2019.

Annexure to the Item No.-3 of the Notice

Details of Directors seeking appointment and reappointment at the forthcoming Annual General Meeting. In pursuance of Regulation 36(3) of SEBI (LODR) Regulations, 2015: Name of Director	Mrs. Prafullata Rathi
Date of Birth	25 th February, 1969
Nationality	Indian
Date of appointment on the Board	01.03.2017
Qualifications	B.Com
Expertise	Mrs. Prafullata Rathi has a wide experience in business development



Laxmi Cotspin Limited

	and business relationships management, administration. Having more that 7 Years of Experience.
No. of Shares held in the company	23438
List of the directorship held in other Company	1. Vitthal Polypack Private Limited 2. Mahabaleshwar Alloys Private Limited
Chairman/Member in the committees of the board of other companies in which he/she is director	Chairman - Nil Member - Nil
Relationship, if any, between director's inter se	Wife if Mr. Sanjay Rathi, Managing Director

* Directorships includes Directorship of other Indian Public Companies and Committee Memberships includes only Audit Committee and Stake holders' Relationship Committee of Public Limited Company (whether Listed or not);
* Other required details are stated in Corporate Governance Report.

Annexure to the Item No.-4 of the Notice

The Members of the Company at the Extra Ordinary General Meeting held on 20th January, 2016 had approved the appointment of Mr. Sanjay Rathi as the Managing Director of the Company effective from 20th December, 2015 for a period of five years and also approved the remuneration payable to Mr. Sanjay Rathi. Further on the recommendation of the Nomination and Remuneration Committee, the Members of the Company at the Annual Ordinary General Meeting held on 30th August, 2016 had approved the revised remuneration payable to Mr. Sanjay Rathi effective from 1st July, 2016 from 30 Lacs to 42 Lacs.

Now it is proposed to revise his remuneration from Rs. 42.00 Lakhs to Rs. 48.00 Lakhs p.a including all the perquisites as recommended by Nomination and Remuneration Committee. However this requires approval of shareholders in ensuing Annual General Meeting. Therefore this resolution has been proposed to pass with or without modification, if any.

All other terms & conditions of his appointment remain unchanged. In the event of absence or inadequacy of profits in any financial year during the tenure of the Managing Director, salary and perquisites subject to the limits stipulated under Schedule V read with section 196 and 197 of the Companies Act, 2013, shall be



Laxmi Cotspin Limited

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payable. Details of Mr. Sanjay Rathi as required to be given pursuant to the Listing Regulations and Secretarial Standards are attached to the Notice. None of the Directors or Key Managerial Personnel or their relatives, except Mrs. Prafullata Rathi are in any way concerned or interested financially or otherwise in the proposed resolution as set out in the Notice.

The Board recommends the resolution as set out in the Notice for the approval of the Members of the Company.

**For and On behalf of the Board of Directors
Laxmi Cotspin Limited**

**Sd/-
Rajesh Bansal
Chairman**

Place: Jalna
Date: 28/06/2019



Laxmi Cotspin Limited

Details of Directors seeking re-appointment/revision in remuneration in the forthcoming Annual General Meeting.

(In pursuance of Secretarial Standards on General Meetings [SS-2] and Regulation 36 of the Securities and Exchange Board of India [Listing Obligation and Disclosure Requirements] Regulations, 2015)

Name of the Director	Sanjay Rathi	Prafullata S. Rathi
Director Identification No	00182739	03056379
Category	Managing Director	Director
Date of Birth	10th March 1966	25th February, 1969
Age	53 Years	50 Years
Date of First Appointment on the Board	19.10.2005	01.03.2017
Relationship with Directors and KMPs	Husband of Mrs Prafullata Rathi	Wife of Mr. Sanjay Rathi
Qualifications	B.Com, D.B.M	B.Com
Expertise in specific functional area.	14 year's experience of spinning and ginning industry and 18 years' experience in wholesale cloth trading and having specialized skills in business management.	Mrs. Prafullata Rathi has a wide experience in business development and business relationships management, administration. Having more than 7 Years of Experience.
Remuneration last drawn	42 Lacks	NA
No. of Meetings of the Board attended during the year	14	14
Terms and Conditions of Appointment or re-appointment along with remuneration	As mentioned in explanatory statement in item no.4	Mrs Prafullata Rathi Has been appointed as Non Executive Director and she will not be entitled to Sitting Fees for attending the Meetings of Board and Committees thereof
Board Membership of Companies as on 31st March, 2019	4	2
Chairman/Member of the Committee of the Board of Directors as on 31st March, 2019	No	No
Number of shares held in the Company as on 31st March, 2019	84375	23438