



Lambodhara Textiles Limited

Regd. Office : 3A, 3rd Floor, B Block, Pioneer Apartments, 1075B, Avinashi Road, Coimbatore - 641 018, India
Telefax : +91 422 2249038 & 4351083. E-mail : info@lambodharatextiles.com www.lambodharatextiles.com
GSTIN : 33AAACL3524B1Z9 IE Code # 3201006181 CIN : L17111TZ1994PLC004929

16.08.2022

To

The Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra(E), Mumbai - 400 051

Sir/Madam,

Sub: Compliance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Symbol: LAMBODHARA

Series: EQ

Please find the attached copy of Notice of 28th Annual General Meeting to be held on 8th September, 2022.

This is for your kind information and record purpose.

Thanking you,

Yours faithfully
For Lambodhara Textiles Limited

Ramesh Shenoy Kalyanpur
Whole-Time Director cum
Chief Financial Officer
DIN: 06392237



Cc:

The Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai 400 001



LAMBODHARA TEXTILES LIMITED

CIN: L17111TZ1994PLC004929

Registered Office :3A, B Block, Pioneer Apartments,
1075B, Avinashi Road, Coimbatore - 641 018

Tel.: 0422-2249038, email: info@lambodharatextiles.com

NOTICE TO SHAREHOLDERS

Notice is hereby given that the Twenty Eighth Annual General Meeting of the Members of Lambodhara Textiles Limited will be held on Thursday, the 08th day of September 2022 at 11.00 a.m. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) without the in-person presence of Shareholders to transact the following business(es).

AGENDA

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Annual Financial Statements of the Company including Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statements of changes in Equity for the financial year ended March 31, 2022, the Balance Sheet as at that date, the Reports of the Board of Directors and the Auditors thereon.
2. To declare a dividend on Equity Shares for the financial year ended 31st March, 2022.
3. To appoint a Director in place of Mrs.Bosco Giulia (DIN: 01898020), Whole-Time Director, who retires by rotation in accordance with Section 152 of the Companies Act, 2013 and being eligible, offers herself for re-appointment.
4. To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and on the recommendation of the Audit Committee and the Board of Directors of the Company, M/s.Mohan & Venkataraman, Chartered Accountants, Coimbatore (Firm Registration No. 007321S), be and are hereby appointed as Statutory Auditors of the Company in place of the retiring auditors, M/s.Jain & Mohan, Chartered Accountants, Coimbatore (Firm Registration No. 006896S), for a term of 5 years, to hold office from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting of the Company to be held in financial year 2027 at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.



SPECIAL BUSINESS

5. To consider and if thought fit to pass the following resolution as an Ordinary Resolution.

RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the appointment of M/s.C.S.Hanumantha Rao & Co, Cost Accountants, (Firm Registration No. 000216) by the Board of Directors of the Company on the recommendation of the Audit Committee, to conduct the audit of cost records of the Company for the financial year 2022-23, on a remuneration of ₹ 35,000/- (Rupees Thirty Five thousand only) exclusive of taxes as applicable and reimbursement of conveyance on actual basis as incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

6. To consider and if thought fit to pass the following resolution as an Ordinary Resolution.

“RESOLVED THAT pursuant to Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions, if any, of the Companies Act, 2013 (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the approval of the Audit Committee and on the recommendation of the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to enter into agreement/ contract/ business transactions with M/s.Strike Right Integrated Services Limited, a related party of the Company for an amount not exceeding ₹ 400 Crores (Rupees Four hundred crores only) per annum per financial year from 01st April 2022 till the Annual General Meeting to be held in the year 2023 as per the details more particularly described in the statement pursuant to Section 102 of the Companies Act, 2013, annexed to this notice notwithstanding the fact that such transactions either taken individually or together with previous transactions during the financial year may exceed 10% of the annual turnover of the Company as per the last audited financial statements or such other materiality threshold as may be specified under applicable laws/ regulations from time to time.

RESOLVED FURTHER that Board of Directors (including its Committee thereof) be and are hereby severally authorised to do all such acts, deeds, matters and things, to finalise the terms and conditions of the transactions with the aforesaid party, and to execute or authorize any person to execute all such documents, instruments and writings as may be considered necessary, relevant, usual, customary, proper and/or expedient for giving effect to this resolution.”

7. To consider and if thought fit to pass the following resolution as a Special Resolution.

“RESOLVED THAT pursuant to Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and



Remuneration of Managerial Personnel) Rules, 2014 and the applicable provisions of SEBI (LODR) Regulations, 2015, (including any statutory modification or re-enactment thereof, for the time being in force) and the Articles of Association of the Company, the consent of the Company be and is hereby accorded for the payment of the revised remuneration to Mrs. Bosco Giulia, Whole-Time Director (DIN: 01898020) of the Company for the remaining tenure as Whole-Time Director with effect from 1st October, 2022 on the following terms and conditions as recommended by the Nomination Committee and approved by the Audit Committee and Board of Directors at their respective meetings:

I. SALARY:

Salary of ₹ 5,00,000/- (Rupees Five lakhs only) per month including dearness and all other allowances.

II. PERQUISITES:

Rent Free fully furnished residential accommodation. The expenditure on gas, electricity and water will be met by the Company.

Provision of a Company car with driver for use on Company's business and telephone facility at her residence will not be considered as perquisites. Personal long distance calls on telephone and use of the car for private purpose shall be billed by the Company to the Whole-Time Director.

The total expenses incurred by the Company on provision of perquisites shall not exceed ₹ 6,00,000/- (Rupees Six lakhs only) per annum.

FURTHER RESOLVED THAT Mrs. Bosco Giulia, (DIN: 01898020), during her tenure as Whole-Time Director, shall be liable to retire by rotation and the same shall not be treated as break in her service as Whole-Time Director.

RESOLVED FURTHER THAT the Board of Directors (including committees thereof) be and are hereby authorised to alter and vary the terms of re-appointment and / or remuneration payable to the Whole-Time Director, as it may deem fit, subject to the same not exceeding the limits as approved by the shareholders.

“FURTHER RESOLVED THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the remuneration payable to Mrs. Bosco Giulia, Whole-Time Director shall be subject to the limits mentioned in Section II of Part II of Schedule V of the Companies Act, 2013.

EXPLANATORY STATEMENT IN TERMS OF REGULATION 36(5) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Item No. 4

In compliance with the provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s. Jain & Mohan, Chartered Accountants, Coimbatore (Firm Registration No. 006896S) had been appointed as the Statutory Auditors of the Company for a



term of five years commencing from the financial year 2017-18 to 2021-22 and to hold office from the conclusion of the Annual General Meeting held on 2017 and until the conclusion of the Annual General Meeting to be held in the year 2022. Therefore, it has been proposed to appoint M/s. Mohan & Venkataraman, Chartered Accountants, Coimbatore (Firm Registration No. 007321S) as Statutory Auditors for a term of 5 years from the financial year 2022-23 onwards in the place of the retiring auditors.

The Company has also received a certificate from the Statutory Auditors to the effect that their appointment, if made, would be within the limits prescribed under Section 139 of the Companies Act, 2013 and that they are eligible to be appointed as the Statutory Auditors of the Company.

Accordingly, based on the recommendation of the Audit Committee, the Board of Directors of the Company have recommended the appointment of M/s. Mohan & Venkataraman, Chartered Accountants, Coimbatore (Firm Registration No. 007321S) as Statutory Auditors of the Company for a period of 5 consecutive years from the conclusion of the ensuing Annual General Meeting till the conclusion of Annual General Meeting which ought to be held in the year 2027.

The Board of Directors propose to pay a fee of Rs.3,50,000/- (Rupees Three Lakhs and Fifty Thousand only), exclusive of taxes and other out of pocket expenses incurred in connection with the audit for the financial year ended March 31, 2023 to the Statutory Auditors. The fees for the subsequent years will be decided by the Board of Directors from time to time based on the recommendations of the Audit Committee. The terms of appointment of the Statutory Auditors will be as specified by the Audit Committee and the Board of Directors of the Company in line with the Companies Act, 2013 and SEBI Listing Regulations. There is no material change in the proposed fee payable to the new auditors as compared to the fee paid to the outgoing auditors. The proposed statutory auditors will be paid separate remuneration as may be approved by the Audit Committee of the Company for attending to taxation and other works connected with the Company that may be entrusted to them from time to time.

The Audit Committee and the Board of Directors of the Company have considered the following credentials of M/s. Mohan & Venkataraman, Chartered Accountants while considering their appointment:

- Client base of the firm and availability of well trained and experienced professionals in the industry.
- Availability of expertise in Accounting procedures/ processes, Audit, Direct/Indirect Taxation and Corporate Laws.
- Professional integrity, ethics and independence.

By considering the above facts, the Board recommends the Ordinary Resolution set out in Item No. 4 of the Notice for the approval of the Shareholders.

None of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested, financially or otherwise, in the Ordinary Resolution set out as Item No. 4 of the Notice.



STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013

Item No: 5

The Board of Directors of the Company on the recommendation of the Audit Committee, approved the appointment of M/s.C.S.Hanumantha Rao & Co, Cost Accountants, (Firm Registration No. 000216) as the Cost Auditors of the Company for the financial year 2022-23 for a fee of ₹ 35,000/- (exclusive of applicable taxes and out of pocket expenses), for conducting the audit of the cost accounting records of the Company and for issuing an audit report on cost accounting records maintained by the Company.

Section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (“the Act”), requires the Board to appoint an individual, who is a Cost Accountant or a firm of Cost Accountants, as Cost Auditors of the Company on such remuneration as may be determined by the Board of Directors subject to the ratification by the shareholders at the General Meeting.

Accordingly, consent of the members is sought for passing ordinary resolution as set out in Item No.5 of the notice for ratification of remuneration payable to the Cost Auditors for conducting the cost audit of the Company, for the financial year ending March 31, 2023.

The Board recommends the Ordinary Resolution as set out at Item No.5 of the Notice for approval by the members.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested in the proposed Ordinary Resolution as set out at Item No.5 of the Notice, except to the extent of their shareholding, if any, in the Company.

Item No: 6

Pursuant to proviso to Regulation 23(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), a transaction with a related party shall be considered “material”, if the transactions entered into individually or taken together with previous transactions during a Financial Year with such related party exceeds ₹ 1,000 Crores or 10% of the total consolidated turnover of the Company as per the last audited financial statements, whichever is lower.

The Company is purchasing/selling Cotton, Man Made Fibre, Yarn from/to M/s.Strike Right Integrated Services Limited in the ordinary course of business and on an arms’ length basis. The transactions entered into by the Company are purely as per the business requirements of the Company. The actual value of these transactions in a financial year may vary depending on business achieved by the Company and is directly proportional to the business.

The transactions proposed to be entered by the Company with M/s.Strike Right Integrated Services Limited exceeds 10% of the annual consolidated turnover of the Company as per the latest audited financial statements and are proposed to be undertaken on an arms’ length basis and in the ordinary course of business.

As per Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations,



2015 all Related Party Transactions shall require prior approval of the Audit Committee and all material Related Party Transactions shall require approval of the Members. The Audit Committee have approved the transactions with the above-mentioned related parties at their meeting held on 10th August 2022.

Members may also note that the Company had already obtained the approval of the shareholders at the Annual General Meeting held on 9th September 2021 for the material related party transactions with M/s.Strike Right Integrated Services Limited. However, pursuant to the amendment to Regulation 23 of the Listing Regulations, and SEBI circular No SEBI/HO/CFD/CMD1/CIR/P/2022/40 dated 30th March 2022 and SEBI circular No SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated 8th April 2022, all related party transactions which exceeds 10% of the Annual Turnover needs to be approved by the shareholders by way of a Resolution and such approval shall be valid upto the date of next Annual General Meeting. Also, the existing material related party transactions entered prior to the notification of the amended regulations, shall be placed for approval of the shareholders at the first General Meeting subsequent to these notifications.

Accordingly, the approval of the Members is now being sought for the transactions proposed to be entered into with the above-mentioned related parties as per the details given below.

The details of the transactions with above-mentioned related parties as required pursuant to SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November 2021 is given below:

Name of the related party	Strike Right Integrated Services Limited
Type, material terms and particulars of the proposed transaction	Purchase of Cotton/natural fibre, Man Made Fibre, Yarn and Sale of Cotton/natural fibre, Man Made Fibre, Yarn.
Relationship with the entity, including nature of its concern or interest (financial or otherwise)	A public company in which Mrs.Bosco Giulia and Mr.Ramesh Shenoy.K., are Directors and Mrs. Bosco Giulia holds more than 2% of its paid-up share capital. Nature of interest is financial.
Tenure of the proposed transaction	For a period from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting.
Value of the proposed transaction	The maximum value of transactions is ₹ 200 Crore per annum for purchase and ₹ 200 Crore per annum for sale.
The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	226% based on audited financials for the year ended 31 st March 2022
Justification as to why the RPT is in the interest of the listed entity	As detailed above

A copy of the valuation or other external party report, if any such report has been relied upon - The



Company has not relied upon any such document.

The proposed transaction does not involve any loans, inter-corporate deposits, advances or investments and hence disclosure of details pertaining to the same does not arise.

Any other information that may be relevant - Nil.

The Board of Directors recommend the resolution(s) as set out in Item Nos.6 of the Notice for the approval of the Members who are not related parties of the Company.

The Members may please note that in terms of the provisions of the Listing Regulations, no related party(ies) as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall vote to approve the resolutions under Item Nos. 6 of this notice.

None of the Directors, Key Managerial Personnel or their relatives other than Mrs.Bosco Giulia, Whole-Time Director and Mr.Ramesh Shenoy.K., Key Managerial Personnel is concerned or interested in the resolution set out in Item No. 6 of the Notice.

Item No: 7

The Members of the Company at the 24th Annual General Meeting held on 20th September, 2018 had approved the re-appointment of Mrs.Bosco Giulia (DIN: 01898020) as the Whole-Time Director of the Company for a period of 5 (five) years with effect from 28th September, 2018 and also approved the remuneration payable to her.

Considering the increased roles and responsibilities Mrs. Bosco Giulia, Whole-Time Director of the Company and also taking into consideration her performance during her tenure, it has been proposed to revise the remuneration payable to her as per the terms and conditions set out in the resolution.

Pursuant to Section 178 of the Companies Act, 2013 & Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Nomination and Remuneration Committee & Audit Committee at their meetings held on 10th August 2022 had recommended/ approved the payment of the revised remuneration to Mrs.Bosco Giulia. The proposed remuneration is well within the limits prescribed in the Companies Act, 2013 and the Schedule and rules made there under.

Based on the recommendations as mentioned above, the Board of Directors of the Company at their meeting held on 10th August 2022 have approved the payment of remuneration to Mrs. Bosco Giulia, Whole-Time Director of the Company for the above said period on such terms and conditions as set out in the resolution.

Pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the revision of the remuneration payable to the Whole-Time Director shall be subject to the approval of the Shareholders of the Company in the General Meeting. Hence the necessary resolution has been set out in Item No.7 of the Notice for the approval of the Members.

The Board recommends the special resolution as set out in Item No.7 of the Notice for the



approval of the Members of the Company.

The details as required under Schedule V of the Companies Act, 2013 and brief bio-data of Mrs. Bosco Giulia and other disclosures as per Secretarial Standards 2 are furnished and forms part of this Notice.

Except Mrs. Bosco Giulia, Whole-Time Director being the beneficiary, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out in Item No.7.

Statement as required under Section II of Part II of Schedule V to the Companies Act, 2013

I. General information:

1. Nature of Industry	Textiles	
2. Date of commencement of Commercial production	The Company started its commercial Production in the year 1994	
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable	
4. Financial Performance based on given indicators	(₹ in lakhs)	
	2021-2022	2020-2021
Particulars		
Total Revenue	17,926.57	11,973.65
Profit Before Tax	2,234.42	1,481.02
Profit After Tax	1,583.09	1,058.78
EPS	15.25	10.95
Rate of Dividend	30%	20%

5. Foreign investments or collaborations, if any:.. Nil

II. Information about the appointee

Background details of the appointee	Mrs. Bosco Giulia (DIN: 01898020) aged 44 years is a Promoter and Whole-Time Director of our Company. She has been on our Board since March 7,2008.
Past Remuneration	The total remuneration paid for the year 2021-22 is ₹ 11.64 lakhs.
Recognition or Awards	Nil
Job Profile and suitability	Mrs. Bosco Giulia is a Promoter Director since 2008. She is responsible for planning and execution of new projects and overall charge for ensuring quality assurance and quality control.



Remuneration proposed	Details of proposed remuneration have been disclosed in Item No. 7 of the Notice
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Considering the size of the Company, the industry benchmarks, experience and the responsibilities shouldered by her, the present remuneration to Mrs. Bosco Giulia is commensurate with the remuneration paid to similar persons in other companies.
Pecuniary relationship directly or indirectly with the Company or relationship with Managerial Personnel or other Director, if any.	a) Mrs. Bosco Giulia has leased three vehicles to the Company and she is receiving rent for the same. b) Remuneration drawn as Whole-Time Director. c) She is related to Mr. R. Santossh, Promoter of the Company. d) The Company has received unsecured loan from Mrs. Bosco Giulia and repaying the same in terms as agreed.

III. Other information

1. Reason of loss or inadequate profits : Not applicable as the company made adequate profits
2. Steps taken or proposed to be taken for improvement : Not Applicable
3. Expected increase in productivity and profits : Not Applicable
measureable terms

IV. Disclosures

The following disclosures shall be mentioned in the Board of Director's report under the heading "Corporate Governance", if any, attached to the Financial statement:

- (i) All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the Directors - enclosed in Corporate Governance Report
- (ii) Details of fixed component and performance linked incentives along with the performance criteria - not paid.
- (iii) Service contracts, notice period, severance fees - not applicable, and,
- (iv) Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable - The Company has not issued any Stock Option.

Notes

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated 5th May, 2020 read with circulars dated 8th April, 2020, 13th April, 2020, 15th June, 2020, 28th September, 2020, 31st December, 2020, 13th January, 2021 and



05th May 2022 (collectively referred to as “MCA Circulars”) and the Securities and Exchange Board of India vide their circulars dated 12th May, 2020, 15th January, 2021 and 13th May 2022 (collectively referred to as “SEBI Circulars”) permitted the conduct of the Annual General Meeting (“AGM”) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), without the physical presence of the Members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) MCA Circulars and SEBI Circulars the AGM of the Company is being held through VC / OAVM. Members desirous of participating in the meeting through VC/OAVM, may refer to the procedures mentioned below in this AGM notice.

2. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Since this AGM is being held pursuant to the MCA Circulars / SEBI Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. In case of Joint Holders, the member whose name appears as First Holder in the order of names on the Register of Members of the Company will be entitled to vote.
4. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/ Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to mds@mdsassociates.in with a copy marked to the Company at info@lambodharatextiles.com
5. Pursuant to the provisions of Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and share transfer books of the Company will remain closed from Friday, 2nd September, 2022 to Thursday, 8th September, 2022 (both days inclusive).
6. Dividend as recommended by the Board of Directors, if declared at the Annual General Meeting will be paid within 30 days from the date of declaration, to those members whose names appear on the Register of Members in respect of shares held in physical form as well as in respect of shares held in electronic form as per the details received from the depositories for this purpose as at the close of the business hours on Thursday, 1st September, 2022.
7. Members are advised to utilize the National Electronic Clearing System (NECS) for receiving dividends. Members holding shares in electronic form are requested to contact their respective Depository Participants for availing NECS facility. Members holding shares in physical



form are requested to download the ECS form from the website of the Company viz., www.lambodharatextiles.com and the same, duly filled up and signed along with original cancelled cheque leaf may be sent to the Company or to the Registrar and Share Transfer Agent.

8. The Company has entered into agreements with National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”). The Depository System envisages the elimination of several problems involved in the scrip-based system such as bad deliveries, fraudulent transfers, fake certificates, thefts in postal transit, delay in transfers, mutilation of share certificates, etc. Simultaneously, Depository System offers several advantages like exemption from stamp duty, elimination of concept of market lot, elimination of bad deliveries, reduction in transaction costs, improved liquidity, etc. Members, therefore, now have the option of holdings and dealing in the shares of the company in electronic form through NSDL or CDSL. Members are encouraged to convert their holding to electronic mode.
9. Securities and Exchange Board of India has mandated that the transfer of securities held in physical form, except in case of transmission or transposition, shall not be processed by the listed entities / Registrars and Share Transfer Agents with effect from 1st April, 2019.

Further, SEBI had mandated the listed entities to issue shares only in dematerialized mode, with effect from 25th January 2022 to shareholder(s)/claimant(s) holding shares in physical mode, as against their service requests including for transmission or transposition of shares.

As per the said circular, the Company has opened a separate Escrow Demat Account for the purpose of crediting the shares of the Shareholders who fail to submit the letter of confirmation with the respective Depository Participant within the prescribed timeline.

10. Further, SEBI vide its circular dated 3rd November 2021 has also mandated that the shareholders holding shares in physical form are required to update their PAN, KYC details, bank details and nomination details with the RTA on or before 1st April 2023, failing which the securities held by such shareholder will be frozen by the RTA. The securities once frozen will revert to normal status only upon receipt of requisite KYC documents or upon dematerialization of the said securities. Shareholders holding shares in physical form may also note that once the securities are frozen, the payment of dividend will be processed only upon receipt of requisite KYC details to the bank account of the shareholder electronically.
11. Further, SEBI vide its circular dated 3rd November 2021 has also mandated that the shareholders holding shares in physical form are required to compulsorily link their PAN and Aadhaar. Accordingly, the physical folios in which PAN and Aadhaar are not linked will be frozen by the RTA. The securities which will be frozen will revert to normal status only upon receipt of requisite KYC documents or upon dematerialization of the said securities.

Necessary prior intimation(s) in this regard was provided to the Shareholders. Therefore, Members holding share(s) in physical form are requested to immediately update their KYC details / dematerialize their shareholding in the Company. A copy of the said circulars is available on the Company’s website www.lambodharatextiles.com.



12. Members whose shareholding is in the electronic mode are requested to direct change of address notifications and updates of bank account details to their respective Depository Participant(s). Members whose shareholding is in the physical mode are requested to coordinate with the Registrars and Share Transfer Agents, M/s. S.K.D.C Consultants Limited for payment of dividend through electronic mode.
13. Non-Resident Indian (“NRI”) Members are requested to inform the Company or its RTA or to the concerned Depository Participants, as the case may be, immediately:
 - a. the change in the residential status on return to India for permanent settlement
or
 - b. the particulars of the NRE/NRO Account with a Bank in India, if not furnished earlier.
14. As per the provisions of Section 72 of the Act, facility for making nominations is now available to Individual(s) holding shares in the Company. Members holding shares in physical form may coordinate with the Registrars and Share Transfer Agents of the Company. Members holding shares in electronic form have to approach their depository participants for completing the nomination formalities.
15. Members who are holding shares in identical order of names in more than one folio are requested to send to the Registrar and Share Transfer Agent (‘RTA’), the details of such folios together with the share certificates for consolidating their holdings into one folio. The share certificates will be returned to the Members after making requisite changes thereon.
16. Members are requested to forward their communications in connection with shares held by them directly to the Company Secretary of the Company or its RTA, namely, M/s S.K.D.C. Consultants Limited, 35, Surya, May Flower Avenue, Behind Senthil Nagar, Sowripalayam, Coimbatore - 641028 by quoting the Folio number or the Client ID number with DP ID number.
17. Members who require any clarifications on accounts or operations of the Company are requested to write to the Company before 31st August 2022 (5.00 pm IST). The queries will be answered accordingly.
18. Members who wish to claim dividends, which remain unclaimed, are requested to correspond with the Company Secretary / RTA of the Company. Members are requested to note that pursuant to Section 124 of the Companies Act, 2013 dividends not claimed within seven years from the date of transfer to the Company’s Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund (“IEPF”) established by the Central Government under Section 125 of the Companies Act, 2013. As per the provisions of Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules 2016, the Company will be transferring the share(s) on which the beneficial owner has not encashed any dividend during the last seven years to the IEPF demat account as identified by the IEPF Authority. Subsequently, the members shall be entitled to claim the shares from IEPF in accordance with procedure and on submission of documents as may be prescribed by IEPF Authority from time to time. Details of the Members whose shares have been transferred to the Demat account



of the IEPF Authority are available at the Company's website at www.lambodharatextiles.com. Hence, the Shareholders whose unclaimed dividend /share has been transferred to the 'Investor Education and Protection Fund', may claim the same from the IEPF authority by filing Form IEPF-5 along with the requisite documents for the financial years from 2014-15 to 2020-21.

19. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report for the financial year 2021-22 is being **sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories**. Members may note that the physical copy of the Annual Report will not be sent. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website www.lambodharatextiles.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of Link Intime India Private Limited at instavote.linkintime.co.in. Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.
20. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. 1st April, 2020 and the Company is required to deduct tax at source from dividend paid to Shareholders at the prescribed rates. For the prescribed rates for various categories, the Shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The Shareholders are requested to update their Residential Status, Category as per IT Act, PAN with the Company/RTA (in case of shares held in physical mode) and depositories (in case of shares held in demat mode) immediately.

A Resident individual shareholder having PAN and entitled to receive dividend amount exceeding ₹ 5,000/- and who is not liable to pay income tax, can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to green@skdc-consultants.com on or before 8th September, 2022. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e., No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to green@skdc-consultants.com. The aforesaid declarations and documents need to be submitted by the shareholders on or before 8th September, 2022.

Separate intimation in this regard to Shareholders will be given on or before 8th September, 2022.

21. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
22. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) and bank account details by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the



PAN and bank account details to their Depository Participants with whom they are maintaining their demat account(s). Members holding shares in physical form can submit their PAN details and bank account details to the Registrars and Share Transfer Agents of the Company. SEBI vide their circular dated 20th April 2018 has mandated that the dividend warrant / demand draft revalidation request can be processed only if the bank account details are registered with Depository Participants (for demat shareholders) and Registrars and Share Transfer Agents of the Company (for shareholders holding shares in physical form). Hence, the shareholders are requested to immediately register their PAN and bank account details.

23. Members holding shares in physical mode are requested to update the KYC details pursuant to the SEBI circulars by coordinating with the Registrars and Share Transfer Agents, M/s SKDC Consultants Limited, "Surya" 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore – 641028, Tamil Nadu, India. Similarly, members holding shares in Demat form shall intimate the above details to their respective Depository Participants.
24. Members holding shares in electronic form may please note that as per the regulations of Securities Exchange Board of India (SEBI), National Security Depository Services Limited (NSDL) and Central Depository Services (India) Limited (CDSL), the Company is obliged to print the bank details on the dividend warrants as furnished by these depositories to the Company and the Company cannot entertain any request for deletion/change of Bank details already printed on dividend warrants as per the information received from the concerned depositories. In this regard, Members should contact their Depository Participants (DP) and furnish particulars of any changes desired by them.
25. Brief resume, details of shareholding and Directors' inter-se relationship of Directors seeking election/re-election/ changes in terms as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards 2, are provided as Annexure to this Notice.
26. As per the green initiative taken by the Ministry of Corporate Affairs, the shareholders are advised to register/update their e-mail address with the Company/RTA in respect of shares held in physical form and with the concerned Depository Participant in respect of shares held in electronic form in order to enable the Company to serve documents in electronic mode.
27. Members who have not received the split share certificates (₹ 5/- face value) are requested to receive the split share certificates by surrendering their old share certificates (₹ 10/- face value) to the company's registrar & share transfer agent immediately.
28. Annual financial statements and related details is posted on the Company's website and is also kept for inspection at the Registered Office of the Company. A copy of the same will be provided to the members on request.
29. Soft copies the Register of Directors and Key Managerial Personal and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members during the AGM. Members can inspect the same by sending an e-mail to info@lambodharatextiles.com.



VOTING THROUGH ELECTRONIC MEANS

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, (as amended) (including any statutory modification(s), clarifications, exemptions or reenactments thereof for the time being in force), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS - 2), the Company is providing to its Members with the facility to cast their vote electronically from a place other than venue of the Annual General Meeting (“remote e-voting”) using an electronic voting system provided by Link Intime India Private Ltd (‘LI IPL’), as an alternative, for all members of the Company to enable them to cast their votes electronically, on all the business items set forth in the Notice of Annual General Meeting and the business may be transacted through such remote e-voting. The instructions to e-voting, as given below, explains the process and manner for casting of vote(s) in a secure manner.

- I. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of Annual General Meeting Notice and holding shares as of the cut-off date, i.e. Thursday, 1st September, 2022, may refer to this Notice of the Annual General Meeting, posted on Company’s website www.lambodharatextiles.com for detailed procedure with regard to remote e-voting. Any person who ceases to be the member of the Company as on the cut-off date and is in receipt of this Notice, shall treat this Notice for information purpose only.
- II. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again. Once the vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- III. The voting period begins on Monday, 5th September, 2022(9.00 A.M. IST) and ends on Wednesday, 7th September, 2022 (5.00 P.M. IST). During this period Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Thursday, 1st September, 2022 may cast their votes electronically. The e-voting module shall be disabled by LI IPL for voting thereafter.

The instructions for members for voting electronically are as under : -

Remote e-Voting Instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode, pursuant to SEBI circular dated December 9, 2020:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts



Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ul style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL viz... https://eservices.nsd.com either on a personal computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to “InstaVote” website for casting your vote during the remote e-Voting period.If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience



<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ul style="list-style-type: none">Existing users who have opted for Easi / Easiest, can login through their user id and password.. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi./Registration/EasiRegistrationAlternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period..
<p>Individual Shareholders (holding securities in demat mode) & login through their depository participants</p>	<ul style="list-style-type: none">You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.Upon logging in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.



Individual Shareholders holding securities in Physical mode & e-voting service Provider is LINKINTIME.

Individual Shareholders of the company, holding shares in physical form as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -
 - A. User ID: Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company.
 - B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/
Company shall use the sequence number provided to you, if applicable.
 - C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
 - D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
 - Shareholders/ members holding shares in CDSL demat account shall provide either ‘C’ or ‘D’, above
 - Shareholders/ members holding shares in NSDL demat account shall provide ‘D’, above
 - Shareholders/ members holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above
- ☞ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
- ☞ Click “confirm” (Your password is now generated).
3. Click on ‘Login’ under ‘SHARE HOLDER’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
4. After selecting the desired option i.e. Favour / Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.



Guidelines for Institutional shareholders:

Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘Custodian / Mutual Fund / Corporate Body’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘Custodian / Mutual Fund / Corporate Body’ login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e., NSDL/ CDSL, they may contact the respective helpdesk given below:

Login Type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22-23058542-43.

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- Enter User ID, select Mode and Enter Image Verification (CAPTCHA) Code and Click on ‘Submit’.

In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/ DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID



is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:

Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

Process for those shareholders whose email addresses are not registered with the depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:

- i. For physical shareholders – please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to info@lambodharatextiles.com .
- ii. For Demat shareholders – Members are requested to update their email address with the depository participants by following the procedure advised by them and then follow the instructions as detailed above to login for e-voting.

Instructions for members for e-voting on the day of the AGM are as under:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

Instructions for members for attending the AGM through VC/OAVM are as under:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Members may access the same at <https://instameet.linkintime.co.in>.



2. Members are encouraged to join the Meeting through Desktops/ Laptops than through Mobile Devices for better experience.
3. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
4. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id, mobile number at info@lambodharatextiles.com on or before 05.00 PM IST on Friday, 2nd September, 2022.

Note:

Those shareholders/members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the Annual General Meeting.

5. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Speakers on first come basis will only be allowed to express their views/ask questions during the meeting.
7. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at info@lambodharatextiles.com on or before 05.00 PM IST on Friday, 2nd September, 2022. The same will be replied by the Company suitably.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting for a short duration of 5 minutes only.
9. Members can join the AGM in the VC/OAVM mode 15 (Fifteen) minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

Process and manner for attending the Annual General Meeting through InstaMeet:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>
 - ❖ Select the “Company” and ‘Event Date’ and register with your following details: -
 - A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No
 - Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID



- Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
 - Shareholders/ members holding shares in physical form shall provide Folio Number registered with the Company
- B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
- C. Mobile No.: Enter your mobile number.
- D. Email ID: Enter your email id, as recorded with your DP/Company.
- ❖ Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on the email id: info@lambodharatextiles.in.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered



mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.

3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/ Against'.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

Annexure to e-voting instructions:

Guidelines to attend the AGM proceedings of Link Intime India Pvt. Ltd.: InstaMEET

For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

- a) Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/https://meetingsapac30.webex.com/webappng/sites/meetingsapac30/dashboard?siteurl=meetingsapac30>



Step 1	Enter your First Name, Last Name and Email ID and click on Join Now.
1 (A)	If you have already installed the Webex application on your device, join the meeting by clicking on Join Now
1 (B)	If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or Run a temporary application.

Click on Run a temporary application, an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now

or

b) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:

- IV. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Thursday, 1st September, 2022.
- V. Mr.M.D.Selvaraj, FCS of MDS & Associates, Company Secretaries, Coimbatore, has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- VI. The Chairman shall, at the Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow e-voting for all those members who are present at the Annual General Meeting by electronic means but have not cast their votes by availing the remote e-voting facility.
- VII. The Scrutinizer shall, after the conclusion of voting at the Annual General Meeting, first count the votes cast during the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours 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.
- VIII. The results shall be declared within 2 days from the conclusion of the Annual General Meeting. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.lambodharatextiles.com and on the website of LIPL and be communicated to the Stock Exchanges, where the shares of the Company are listed by the Chairman or a person authorized by him.

By Order of the Board
For Lambodhara Textiles Limited

Ramesh Shenoy Kalyanpur

Whole-Time Director-cum-Chief Financial Officer

DIN: 06392237

Place : Coimbatore

Date : 10.08.2022



Details of Directors seeking appointment / re-appointment at the forthcoming Twenty Eighth Annual General Meeting ((Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards 2 – Clause 1.2.5 issued by ICSI)).

Name	Bosco Giulia
Director Identification Number	01898020
Date of Birth and Age	18-02-1978, 44 years
Nationality	Italy
Date of first appointment on the Board	07.03.2008
Brief Profile/ Experience	Mrs.Bosco Giulia (DIN: 01898020) aged 44 years is a Promoter and Whole-Time Director of our Company. She has been on our Board since March 7, 2008.
Relationship with other Directors, Manager and KMP	Mrs.Bosco Giulia is wife of Mr.R.Santossh, Promoter of the Company.
Qualification	Post Graduate in Political Science and Economics from University of Turin, Italy.
Expertise in functional area	Textiles
No. of shares held in the Company	37,18,284
List of other companies in which Directorship held as on 31.03.2022	M/s.Strike Right Integrated Services Limited
Chairman/ Member of the Committees of the Board of the companies on which she is a Director as on 31.03.2022	Nil
Number of Board meetings attended during the year	6
Remuneration last drawn	₹ 11.64 lakhs
Remuneration sought to be paid	Specified in Item No. 7 of the Notice
Terms and conditions of re-appointment	Specified in Item No. 7 of the Notice
Board position held	Whole-Time Director

By Order of the Board
For Lambodhara Textiles Limited

Ramesh Shenoy Kalyanpur

Whole-Time Director-cum-Chief Financial Officer

DIN: 06392237

Place : Coimbatore

Date : 10.08.2022