



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

24.08.2023

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 29th Annual General Meeting to be held on 21st September, 2023.

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, 3rd Floor, 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 Ninth Annual General Meeting of the Members of Lambodhara Textiles Limited will be held on Thursday, the 21st day of September 2023 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, 2023, 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, 2023.
3. To appoint a Director in place of Mr. Baba Chandrasekar Ramakrishnan (DIN: 00125662), Non-Executive Non-Independent Director, who retires by rotation in accordance with Section 152 of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. 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 2023-24, on a remuneration of Rs.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.

5. 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, as amended from time to time 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), the Company’s Policy on Related Party Transactions 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/ continue 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 Rs.400 Crores (Rupees Four hundred crores only), from the Annual General Meeting to be held in the year 2023 till the Annual General Meeting to be held in the year 2024 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.”

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

RESOLVED THAT pursuant to the provisions of Sections 196,197, 198, 203, Schedule V and subject to 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 (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification or re-enactment thereof, for the time being in force) and the Articles of Association of the Company, Mrs. Bosco Giulia (DIN: 01898020) be and is hereby re-appointed as the Whole-Time Director of the Company for a further period of 3 years with effect from 28th September, 2023 on the following terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee and Board of directors at their respective meetings:

I. SALARY:

Salary of Rs.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 Rs.8,00,000/- (Rupees Eight Lakhs only) lakhs per annum.

RESOLVED FURTHER 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.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, the above remuneration shall be payable as minimum remuneration to Mrs.Bosco Giulia, Whole-Time Director.

RESOLVED FURTHER THAT the Board of Directors be and are hereby severally authorized to take all such steps as may be necessary and / or give such directions as may be necessary, proper or expedient to give effect to the above resolution without being required to seek any further consent or approval of the members and the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

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

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and subject to 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 (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification or re-enactment thereof, for the time being in force), the Articles of Association of the Company, Mr. Ramesh Shenoy Kalyanpur (DIN:06392237) be and is hereby re-appointed as the Whole-Time Director of the Company (Designated as "Whole-time Director cum Chief Financial Officer") for a further period of 3 years with effect from 11th July, 2023 on the following terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee and Board



of directors at their respective meetings:

Remuneration : The Total Remuneration as CTC is Rs.14,00,000/- (Rupees Fourteen Lakhs Only) per annum with such increments as the Board may decide from time to time, subject to a ceiling of Rs.25,00,000 (Rupees Twenty-Five Lakhs Only) per annum.

RESOLVED FURTHER THAT Mr. Ramesh Shenoy Kalyanpur (DIN: 06392237), during his tenure as Whole-Time Director, shall be liable to retire by rotation and the same shall not be treated as break in his service as Whole-Time Director-cum-Chief Financial Officer.

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-cum-Chief Financial Officer, as it may deem fit, subject to the same not exceeding the limits as approved by the shareholders.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, the above remuneration shall be payable as minimum remuneration to Mr. Ramesh Shenoy Kalyanpur, Whole-Time Director-cum-Chief Financial Officer.

RESOLVED FURTHER THAT the Board of Directors be and are hereby severally authorized to take all such steps as may be necessary and / or give such directions as may be necessary, proper or expedient to give effect to the above resolution without being required to seek any further consent or approval of the members and the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

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

RESOLVED THAT pursuant to the provisions of Sections 196,197, 198, 203, Schedule V and subject to 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 (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification or re-enactment thereof, for the time being in force) and the Articles of Association of the Company, Mr. Narayanasamy Balu (DIN : 08173046) be and is hereby re-appointed as the Whole-Time Director of the Company for a further period of 3 years with effect from 11th July, 2023 on the following terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee and Board of directors at their respective meetings:

Remuneration : The Total Remuneration as CTC is Rs.15,00,000/- (Rupees Fifteen Lakhs Only) per annum with such increments as the Board may decide from time to time, subject to a ceiling of Rs. 25,00,000/- (Rupees Twenty-Five Lakhs Only) per annum.

FURTHER RESOLVED THAT Mr. Narayanasamy Balu, (holding DIN: 08173046), during his tenure as Whole-Time Director, shall be liable to retire by rotation and the same shall not be treated as break in his 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.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, the above remuneration shall be payable as minimum remuneration to Mr. Narayanasamy Balu, Whole-Time Director.

RESOLVED FURTHER THAT the Board of Directors be and are hereby severally authorized to take all such steps as may be necessary and / or give such directions as may be necessary, proper or expedient to give effect to the above resolution without being required to seek any further consent or approval of the members and the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013

Item No. 4

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 2023-24 for a fee of Rs.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.4 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, 2024.

The Board recommends the Ordinary Resolution as set out at Item No.4 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.4 of the Notice, except to the extent of their shareholding, if any, in the Company.

Item No: 5

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 Rs.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 shareholders approved the earlier material related party transaction with M/s.Strike Right Integrated Services Limited as per the details mentioned in the AGM notice of the Annual General Meeting held on 8th September 2022.

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 last 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 party at their meeting held on 11th August 2023.

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.

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.



Name of the related party	Strike Right Integrated Services Limited
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 Rs.200 Crore for purchase and Rs.200 Crore 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	94.61% each for purchase and sale based on audited financials for the year ended 31st March 2023
Justification as to why the RPT is in the interest of the listed entity	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.
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
Whether the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	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.5 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. 5 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 Kalyanpur, Key Managerial Personnel is concerned or interested in the resolution set out in Item No. 5 of the Notice.

Item No: 6

Mrs. Bosco Giulia (DIN:01898020) was re-appointed as the Whole-time Director of the Company for a period of 5 years with effect from 28th September, 2018 on the terms and conditions approved by the shareholders. Accordingly, the present tenure of her office expires on 27th



September, 2023. The Board of Directors at their meeting held on 29th May 2023 has, subject to the approval of the Members, re-appointed Mrs. Bosco Giulia (DIN:01898020) as Whole-time Director of the Company for a further period of three years from 28th September, 2023.

Mrs. Bosco Giulia has been a Director of the Company since 2008 and has led the Company under her able leadership. As per Section 178 of the Companies Act, 2013, the Nomination and Remuneration Committee at their meeting held on 29th May 2023 had in the best interest and progress of the Company and based on the performance evaluation, proposed the re-appointment of Mrs. Bosco Giulia as Whole-time Director of the Company for a further period of 3 years commencing from 28th September, 2023 and determined her remuneration as set out in the resolution and recommended the same to the Audit Committee and to the Board. The proposed remuneration is well within the limits prescribed in the Companies Act, 2013 and the Schedule and rules made there under.

Pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations"), the Audit Committee of the Board of Directors at their meeting held on 29th May 2023 have also approved the remuneration payable to Mrs. Bosco Giulia as Whole-time Director of the Company for a further period of 3 (three) years and have recommended the same to the Board.

The Board of Directors have re-appointed her as the Whole-time Director of the Company for a further period of 3 years on such terms & conditions as set out under Item No.6 of the Notice convening the Annual General Meeting.

Pursuant to the provisions of the Sections 196, 197, 203, Schedule V and other applicable provisions of the Companies Act, 2013, the re-appointment of Whole-time Director shall be subject to the approval of the Shareholders of the Company at the General Meeting. Hence, the necessary Resolution has been set out in Item No. 6 of the Notice for the approval of the Members.

Accordingly, the Board recommends the resolution as set out in Item No.6 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.6

Item No: 7 & 8

Mr. Ramesh Shenoy Kalyanpur (DIN: 06392237) (designated as Whole time Director cum Chief Financial Officer) and Mr. Narayanasamy Balu (DIN: 08173046) were appointed as Whole-time Directors of the Company for a period of five years with effect from 11th July, 2018 on the terms and



conditions approved by the shareholders. Accordingly, the present tenure of their office expires on 10th July, 2023. The Board of Directors at their meeting held on 29th May 2023 has, subject to the approval of the Members, re-appointed Mr. Ramesh Shenoy Kalyanpur (DIN: 06392237) (designated as Whole time Director cum Chief Financial Officer) and Mr. Narayanasamy Balu (DIN: 08173046) as Whole-time Directors of the Company for a further period of three years from 11th July, 2023.

As per Section 178 of the Companies Act, 2013, the Nomination and Remuneration Committee at their meeting held on 29th May 2023 had in the best interest and progress of the Company and based on the performance evaluation, proposed the re-appointment of Mr. Ramesh Shenoy Kalyanpur (DIN: 06392237) and Mr. Narayanasamy Balu (DIN: 08173046) as Whole-time Directors of the Company for a further period of 3 years commencing from 11th July, 2023 and determined their remuneration as set out in the resolution and recommended the same to the Audit Committee and to the Board. The proposed remuneration is well within the limits prescribed in the Companies Act, 2013 and the Schedule and rules made there under.

Pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations"), the Audit Committee of the Board of Directors at their meeting held on 29th May 2023 have also approved the remuneration payable to Mr. Ramesh Shenoy Kalyanpur (DIN: 06392237) and Mr. Narayanasamy Balu (DIN: 08173046) as Whole-time Directors of the Company for a further period of 3 (three) years and have recommended the same to the Board.

The Board of Directors have re-appointed Mr. Ramesh Shenoy Kalyanpur (DIN: 06392237) as Whole-time Director (designated as Whole time Director cum Chief Financial Officer) and Mr. Narayanasamy Balu (DIN: 08173046) as Whole-time Director of the Company for a further period of three years from 11th July, 2023 on such terms & conditions as set out under Item No.7 & 8 of the Notice convening the Annual General Meeting.

Pursuant to the provisions of the Sections 196, 197, 203, Schedule V and other applicable provisions of the Companies Act, 2013, the re-appointment of Whole-time Directors shall be subject to the approval of the Shareholders of the Company at the General Meeting. Hence, the necessary Resolution has been set out in Item No. 7 & 8 of the Notice for the approval of the Members.

Accordingly, the Board recommends the resolution as set out in Item No. 7 & 8 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 Mr. Ramesh Shenoy Kalyanpur & Mr. Narayanasamy Balu and other disclosures as per Secretarial Standards 2 are furnished and forms part of this Notice.

Except Mr. Ramesh Shenoy Kalyanpur and Mr. Narayanasamy Balu, being the beneficiaries, 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 & 8 of the Notice convening the Annual General Meeting.

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)	
Particulars	2022-2023	2021-2022
Total Revenue	21,464.20	19,252.02
Profit Before Tax	2,365.28	2,234.42
Profit After Tax	1,730.40	1,583.09
EPS	16.67	15.25
Rate of Dividend	15%	30%

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

II. Information about the appointee

Background details of the appointee	Mrs. Bosco Giulia (DIN: 01898020) aged 45 years is a Promoter and Whole-Time Director of the Company. She has been on the Board since March 7, 2008.	Mr. Ramesh Shenoy Kalyanpur (DIN: 06392237) aged 55 years is associated with the Company since 2004 and designated as the Chief Financial Officer of the Company from 2014. He is a Whole Time Director cum Chief Financial Officer of the Company since 2018.	Mr. Narayanasamy Balu aged 61 years is associated with the Company since 1997 and designated as the Factory Manager in the Company from 1997. He has been on the Board since 2018.
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Past Remuneration	Kindly refer to Corporate Governance Report	Kindly refer to Corporate Governance Report	Kindly refer to Corporate Governance Report
Recognition or Awards	-	-	-
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.	Mr. Ramesh Shenoy Kalyanpur has been associated with the Company since 2004 with 31 years of experience in Finance & Accounts.	Mr. Narayanasamy Balu has been designated as the Factory Manager in the Company from 1997, 25 years of experience in the field of operations and management of textile industry.
Remuneration proposed	The details of the remuneration proposed to be paid to Mrs. Bosco Giulia has been set out in Item No. 6 of the Notice.	The details of the remuneration proposed to be paid to Mr. Ramesh Shenoy Kalyanpur has been set out in Item No. 7 of the Notice.	The details of the remuneration proposed to be paid to Mr. Narayanasamy Balu has been set out in Item No. 8 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. Giulia is commensurate with the remuneration paid to similar persons in other companies.	Considering the size of the Company, the industry benchmarks, experience and the responsibilities shouldered by him, the present remuneration to Mr. Ramesh Shenoy Kalyanpur is commensurate with the remuneration paid to similar persons in other companies.	Considering the size of the Company, the industry benchmarks, experience and the responsibilities shouldered by him, the present remuneration to Mr. Narayanasamy Balu 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.	Remuneration drawn as Whole-Time Director-cum-Chief Financial Officer.	Remuneration drawn as Whole-Time Director.
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III. Other information

1. Reason of loss or inadequate profits: Not applicable as the Company has earned a profit during the year. However, loss or inadequacy of profits may arise in future owing to economic and business slowdown caused by various external factors beyond the control of the Company
2. Steps taken or proposed to be taken for improvement : Not Applicable
3. Expected increase in productivity and profits : Not Applicable measurable 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



Details of Directors seeking appointment / re-appointment at the Twenty Ninth Annual General Meeting of the Company in pursuance of Regulation 36(3) Listing Obligations and Disclosure Requirements Regulations, and point 1.2.5 of SS-2.

Name	Baba Chandrasekar Ramakrishnan	Bosco Giulia	Ramesh Shenoy Kalyanpur	Narayanasamy Balu
Director Identification Number	00125662	01898020	06392237	08173046
Date of Birth and Age	12-07-1948, 75 years	18-02-1978, 45 years	02-01-1968, 55 years	06-06-1962, 61 years
Nationality	Indian	Italy	Indian	Indian
Date of first appointment on the Board	10.11.2014	07-03-2008	11-07-2018	11-07-2018
Brief Profile/ Experience	Mr. Baba Chandrasekar Ramakrishnan (DIN: 00125662) aged 74 years is a Director of the Company. He has been on the Board since November 10, 2014.	Mrs. Bosco Giulia (DIN: 01898020) aged 45 years is a Promoter and Whole-Time Director of the Company. She has been on the Board since March 7, 2008.	Mr. Ramesh Shenoy Kalyanpur (DIN: 06392237) aged 55 years is associated with the Company since 2004 and designated as the Chief Financial Officer of the Company from 2014, with 31 years of experience in Finance & Accounts	Mr. Narayanasamy Balu (DIN: 08173046) aged 61 years is associated with the Company since 1997 and designated as the Factory Manager in the Company from 1997, 25 years of experience in the field of operations and management of textile industry.
Relationship with other Directors, Manager and KMP	Nil	Mrs. Bosco Giulia is wife of Mr. R. Santossh, Promoter of the Company.	Nil	Nil
Qualification	MS Chemical Engineering	Post Graduate in Political Science and Economics from University of Turin, Italy.	B.Com. (Commerce from Mangalore University)	BA History from Madurai Kamaraj University
Expertise in functional area	Textiles	Textiles	Finance & Accounting	Textile industry- Operations and management



Name	Baba Chandrasekar Ramakrishnan	Bosco Giulia	Ramesh Shenoy Kalyanpur	Narayanasamy Balu
No. of shares held in the Company	400	3,718,284	10	Nil
List of other companies in which Directorship held as on 31.03.2023	Nil	Strike Right Integrated Services Limited	Strike Right Integrated Services Limited	Nil
Chairman/ Member of the Committees of the Board of other companies on which he/she is a Director as on 31.03.2023	Nil	Nil	Nil	Nil
Number of Board meetings attended during the year	5/5	5/5	5/5	5/5
Remuneration last drawn and sought to be paid	Nil	Last Drawn: Information disclosed in the Corporate Governance Report annexed to the Annual Report. Sought to be paid: Salary and perks as detailed in the Resolution as contained in Item No. 6 of this Notice.	Last Drawn: Information disclosed in the Corporate Governance Report annexed to the Annual Report. Sought to be paid: Salary and perks as detailed in the Resolution as contained in Item No. 7 of this Notice.	Last Drawn: Information disclosed in the Corporate Governance Report annexed to the Annual Report. Sought to be paid: Salary and perks as detailed in the Resolution as contained in Item No. 8 of this Notice.



Name	Baba Chandrasekar Ramakrishnan	Bosco Giulia	Ramesh Shenoy Kalyanpur	Narayanasamy Balu
Terms and conditions of re-appointment	Liable to retire by rotation	Re-appointment as Whole - Time Director of the Company for a further period 3 years with effect from 28th September, 2023 on the terms and conditions set out under Item No.6 of this notice.	Re-appointed as Whole - Time Director cum Chief Financial Officer of the Company for a period 3 years with effect from 11th July, 2023 on the terms and conditions set out under Item No.7 of this notice.	Re-appointed as Whole - Time Director of the Company for a period 3 years with effect from 11th July, 2023 on the terms and conditions set out under Item No.8 of this notice.
Board position held	Non-Executive Non-Independent Director	Whole - Time Director	Whole-Time Director (designated as Whole time Director cum Chief Financial Officer)	Whole-time Director

Notes :

1. The Ministry of Corporate Affairs (“MCA”) vide its relevant Circulars issued during the years 2020, 2021, 2022 and 2023 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 same has been acknowledged by the Securities and Exchange Board of India vide its relevant Circulars issued during the years 2020, 2021, 2022 and 2023. 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.
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. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

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, 15th September, 2023 to Thursday, 21st September, 2023 (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, 14th September, 2023.
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(s) dated 3rd November 2021 and 16th March 2023 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 October 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. Therefore, Members holding share(s) in physical form are requested to immediately update their KYC details / dematerialise their shareholding in the Company.
11. Further, SEBI vide its circular(s) dated 3rd November 2021 and 16th March 2023 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 have been frozen by the RTA. The securities which have been 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. 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.
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 13th September 2023. 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. The details of unpaid dividend can be viewed on the Company's website www.lambodharatextiles.com. 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. 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.
19. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report for the financial year 2022-23 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 2022-23 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. Further pursuant to SEBI's Circular dated 5th January 2023 the



Company will be sending a hard copy of the Annual Report to those Shareholders who request for the same at info@lambodharatextiles.com.

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 21st September, 2023. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at the applicable higher rate.

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 21st September, 2023.

Separate intimation in this regard will be given to the Shareholders.

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 to the RTA.
23. Members whose shareholding is in the electronic mode are requested to update bank account details (Bank Account Number, Name of the Bank, Branch, IFSC, MICR code and place with PIN Code) to their respective Depository Participant(s) and not with the Company. Members whose shareholding is in the physical mode are requested to direct the above details to the Company or to the RTA. Regular updation of bank particulars is intended to prevent fraudulent encashment of dividend warrants.
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 (Rs.5/- face value) are requested to receive the split share certificates by surrendering their old share certificates (Rs.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.
30. Members may note that M/s. Mohan & Venkataraman, Chartered Accountants (Firm Registration No. 007321S) were appointed as Statutory Auditors of the Company at the 28th Annual General Meeting (AGM) held on 8th September, 2022, to hold their office for a period of 5 consecutive years till the conclusion of the Annual General Meeting of the Company to be held in financial year 2027. Hence, no resolution is being proposed for appointment of Statutory Auditors at this 29th Annual General Meeting.

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, 14th September, 2023, 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, 18th September, 2023 (9.00 A.M. IST) and ends on Wednesday, 20th September, 2023 (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, 14th September, 2023 may cast their votes electronically. The e-voting module shall be disabled by LI IPL for voting thereafter.

Remote e-Voting Instructions for shareholders:

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:

1. Individual Shareholders holding securities in demat mode with NSDL:

1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.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.

2. If you are 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.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.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.

2. Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing Myeasi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.
3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.



3. Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, 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 the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode 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:** Enter your User ID
 - 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 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 **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
- 1 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).
 - 2 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:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.



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 : 022 - 4886 7000 and 022 - 2499 7000.
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 toll free no. 1800 22 55 33.

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>

o Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’

o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders 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 has forgotten the password:

Shareholders 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”.

**InstaVote Support Desk
Link Intime India Private Limited**



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>
2. 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.
3. 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 themselves as a speaker 3 days advance with the company by sending email to **info@lambodharatextiles.com**.
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 - 4918 6175

**InstaMeet Support Desk
Link Intime India Private Limited**

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, 14th September, 2023.
 - V. Mr.M.D.Selvaraj, Managing Partner of MDS & Associates LLP, 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

Place : Coimbatore
Date : 11.08.2023

Bosco Giulia
Whole-Time Director
(DIN: 01898020)