

Lambodhara Textiles Limited

Registered Office: 3A, B Block, 3rd Floor, Pioneer Apartments, 1075B, Avinashi Road,
Coimbatore, Tamil Nadu – 641 018

Telefax : 91 422 2249038 & 4351083; CIN : L17111TZ1994PLC004929

Email : lambodharatex@airtelmail.in

Website : lambodharatextiles.com

Ref. No.LTL/2014-15/105

The Corporate Compliance Cell
BSE Ltd.,
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001

Date: 25.04.2014

Sir / Madam

Sub: Approval of Members for the Special Resolution for issue of further equity shares on preferential basis – Reg.

With reference to the captioned subject, the Members have approved by way of a Special Resolution for the preferential allotment of equity shares at the Extra-Ordinary General Meeting of the Company held today at the Coimbatore Cosmopolitan Club, 200, Race Course Road, Coimbatore – 641 018. The following resolution was passed as a Special Resolution:

“RESOLVED THAT pursuant to provisions of Section 81(1A) and other provisions, if any, of the Companies Act, 1956 (including any amendment thereto or re-enactment thereof for the time being in force) and the Foreign Exchange Management Act, 1999 and the applicable rules and regulations framed there under (including any amendment thereto or re-enactment thereof for the time being in force) (**“FEMA”**) and subject to the provisions of the Memorandum of Association and the Articles of Association of the Company, the listing agreement (**“Listing Agreement”**) entered into by the Company with the BSE Limited, Madras Stock Exchange Limited and Ahmedabad Stock Exchange Limited (**“Stock Exchanges”**) where the equity shares of the Company are listed and the regulations for preferential issue issued by the Securities and Exchange Board of India (**“SEBI”**) under SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (including any amendment thereto or re-enactment thereof for the time being in force) (**“SEBI (ICDR) Regulations”**) and other applicable rules, regulations, clarifications and/or guidelines, if any, of SEBI and any other applicable laws and subject to requisite sanctions, approvals or consents, if any, of the Central Government, Stock Exchanges, SEBI,

.....2

For Lambodhara Textiles Limited


Managing Director

RBI, banks and financial institutions that have provided finance to the Company (if applicable) and any other appropriate authorities, institutions, bodies under any other applicable laws, statutes, rules and regulations for the time being and from time to time in force and further subject to such terms, conditions, stipulations and modifications as may be prescribed, imposed or suggested by any of them while granting such approvals which the Board of Directors (which terms shall include any Committee or Managing Director or Officer authorized by the Board) ("**Board**") be and is hereby authorized to accept and subject to such conditions and modifications as may be considered appropriate by the Board, consent, authority and approval of the Company be and is hereby accorded to the Board (with powers to delegate all, or any of the powers hereby conferred to any duly authorized committee thereof) to create, offer, issue and allot on preferential basis, at its sole and absolute discretion, such number of equity shares of the Company having a face value of Rs. 10/- each ("**Equity Shares**") at a price of Rs.150/- per share, for an amount aggregating to Rs.2,38,50,000/- (Rupees Two crores Thirty Eight lacs Fifty thousand only) to certain promoters on conversion of unsecured loans taken by the Company from such promoters (Collectively, the "Allottees"), as specified below:

S.No.	Name of Allottees (Promoters)	Against loan amount (in Rs.)
1.	MR.SANTOSSH.R.	1,90,50,000/-
2.	MS.GIULIA BOSCO	48,00,000/-
	Total	2,38,50,000/-

"RESOLVED FURTHER THAT the Equity Shares be issued and allotted to the Allottees within a period of fifteen (15) days from the passing of this special resolution provided that where the allotment of Equity Shares is pending on account of pendency of any approvals for such allotment by any regulatory authority or the Central Government or RBI, the allotment shall be completed within a period of fifteen (15) days from the date of such approval or such other extended period as may be permitted under the SEBI (ICDR) Regulations."

"RESOLVED FURTHER THAT the Equity Shares so issued and allotted shall rank pari passu in all respects with the existing Equity Shares of the Company."

"RESOLVED FURTHER THAT the entire pre-issue shareholding of the Allottees, if any, shall be subject to lock-in from the Relevant Date up to a period of six months from the date of receipt of trading approval of the Equity Shares or such other period as may be applicable under the SEBI (ICDR) Regulations."

"RESOLVED FURTHER THAT the Equity Shares issued and allotted to the Allottees on a preferential basis as above shall be subject to lock-in in accordance with the SEBI (ICDR) Regulations."

For Lambodhara Textiles Limited


Managing Director

.....3

“RESOLVED FURTHER THAT the Equity Shares issued and allotted to the Allottees on a preferential basis as above, shall be listed and traded on all the Stock Exchanges on which the existing equity shares of the Company are listed.”

“RESOLVED FURTHER THAT the Company is authorized to file all necessary applications, papers and documents with the National Securities Depository Limited and Central Depository Services (I) Limited, the Stock Exchanges or any other authorities for admission of the Equity Shares issued and allotted to the Allottees on preferential basis as above.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized do all such acts, deeds, matters and things as it may, at its discretion deem necessary or desirable for such purpose, including without limitation, appointment of consultants, solicitors, or any other agencies as may be required, and entering into arrangements for listing, trading, depository services and such other arrangements and agreements as may be necessary, and also to seek listing of the Equity Shares so issued with the Stock Exchanges with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard to any such issue, offer or allotment of Equity Shares and in complying with any regulations, as it may in its absolute discretion deem fit, without being required to seek any further clarification, consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authorities of this resolution.”

for **Lambodhara Textiles Limited**



Santossh.R.
Managing Director