



# Lambodhara Textiles Limited

GSTIN: 33AAACL3524B1Z9

Regd. Office : 3 A, 3<sup>rd</sup> Floor, B Block, Pioneer Apartments, 1075 B, Avinashi Road, Coimbatore - 641 018, India  
Telefax : +91 422 2249038 & 4351083. E-mail : info@lambodharatextiles.com www.lambodharatextiles.com  
TIN # 33521781162 CST # 268405 / 19.05.94 I.E. Code # 3201006181 CIN : L17111TZ1994PLC004929

28.08.2017

Listing Department  
National Stock Exchange of India Limited  
Exchange Plaza, Bandra Kurla Complex,  
Bandra (E)  
Mumbai - 400 05 I

Listing Department  
BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street.  
Mumbai - 400 001

Dear Sir,

Sub: Intimation of Annual General Meeting and e-voting

Symbol : **LAMBODHARA**  
Series : **EQ**

This is to inform you that the 23<sup>rd</sup> Annual General Meeting of the Company will be held on Friday, 22<sup>nd</sup> September, 2017 at 10 :00 A.M. at Vibha, The Grand Regent, 708, Avinashi Road, Coimbatore - 641 01 8.


Further, remote e-voting facilities for the Annual General Meeting will be made available to all the members of the Company. The date and time of remote e-voting facilities are as under.

Date and time of commencement of remote e-voting	Tuesday, 19 <sup>th</sup> September, 2017 at 9:00 A.M.
Date and time of end of remote e-voting	Thursday, 21 <sup>st</sup> September, 2017 at 5:00 P.M.
Cut-off date for determining the eligibility to voting	Friday, 15 <sup>th</sup> September, 2017

A copy of the Notice of the Annual General Meeting of the company is also enclosed herewith.

Please take the information on record.

Thanking you,  
Yours faithfully  
for Lambodhara Textiles Limited

  
Priyadarshini.V

Company Secretary & Compliance Officer



# *Lambodhara Textiles Limited*

## **Notice to Shareholders**



**NOTICE TO SHAREHOLDERS**

Notice is hereby given that the Twenty Third Annual General Meeting of the members of Lambodhara Textiles Limited will be held on Friday the 22<sup>nd</sup> day of September 2017 at 10.00 AM at Vibha, The Grand Regent, 708, Avinashi Road, Coimbatore - 641 018 to transact the following business.

**AGENDA**

**Ordinary Business**

1. To receive, consider, approve and adopt the Audited Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2017 including Audited Balance Sheet as at 31<sup>st</sup> March, 2017 and the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the reports of the Board of Directors and Auditors thereon.
2. To declare a dividend on Equity Shares for the year ended 31<sup>st</sup> March, 2017.
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.
4. To appoint Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution.

RESOLVED THAT pursuant to the provisions of Section 139,142(1) and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as may be applicable and pursuant to the recommendations of the Audit Committee, M/s Jain & Mohan, Chartered Accountants (Firm Registration No: 006896S) be appointed as Statutory Auditors of the Company in place of retiring Auditors M/s Mohan & Venkataraman, Chartered Accountants (Firm Registration No: 007321S), for a period of five years from the conclusion of this Annual General Meeting subject to ratification at every Annual General Meeting, on such remuneration as may be determined by the Board of Directors of the Company in consultation with the 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 all other applicable provisions of the Companies Act, 2013 and The Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s. C.S.Hanumantha Rao & Co, Cost Accountants, (Firm Registration No. 000216) appointed as Cost Auditors by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2017-2018 on a remuneration of ₹ 35,000/- (Rupees Thirty Five Thousand only) 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 the provisions of Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013 (including any statutory modifications or re-enactment thereof and any rules made thereunder for the time being in force) and in partial modification of the resolution passed by the shareholders in their Annual General Meeting held on 11<sup>th</sup> September, 2014, approval of the members be and is hereby accorded for payment of revised remuneration to Mr. Radhakrishnan Santossh, Managing Director (DIN: 00790493) with effect from 1st July 2017 for the remainder of the tenure of his appointment on the terms and conditions as mentioned herein below.

- I. SALARY : ₹ 1,35,000/- per month

Perquisites, allowances and other terms and conditions of appointment remains the same as per the resolution passed at the Annual General Meeting held on 11<sup>th</sup> September, 2014.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the above salary and perquisites shall be treated as minimum remuneration.

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

RESOLVED THAT pursuant to the provisions of the Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof and any rules made thereunder for the time being in force) and in partial modification of the resolution passed by the shareholders in their Annual General Meeting held on 26<sup>th</sup> August, 2013, approval of the members be and is hereby accorded for payment of revised remuneration to Mrs. Bosco Giulia, Whole-Time-Director (DIN: 01898020) with effect from 1<sup>st</sup> July 2017 for the remainder of the tenure of her appointment on the terms and conditions as mentioned herein below.

- I. SALARY : ₹ 1,00,000/- per month

Perquisites, allowances and other terms and conditions of appointment remains the same as per the resolution passed at the Annual General Meeting held on 26<sup>th</sup> August, 2013.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the above salary and perquisites shall be treated as minimum remuneration.



**EXPLANATORY 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, has approved the appointment of M/s. C.S.Hanumantha Rao & Co, as Cost Auditors of the Company to conduct the audit of the cost records of the Company relating to CETA heading Nos. 5205, 5509 & 5510 for the financial year 31<sup>st</sup> March 2018 at a remuneration of ₹ 35,000/- (Rupees Thirty Five Thousand only).

In accordance with the provisions of Section 148(3) of the Act read with the Rules, the remuneration payable to the Cost Auditors has to be ratified by the Shareholders of the Company. Accordingly the Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

None of the Directors / Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

**Item No 6**

The members of the Company at the 20<sup>th</sup> Annual General Meeting held on 11<sup>th</sup> September 2014 had approved the re-appointment and terms of remuneration of Mr.Radhakrishnan Santossh, (DIN: 00790493) as a Managing Director of the Company for a period of five years with effect from 26<sup>th</sup> September 2014 .

Taking into consideration his present remuneration compared with the remuneration being drawn by Directors holding similar position in Textile industry and based on the recommendation of Nomination and Remuneration Committee and subject to the approval of the members of the Company, the Board of Directors at their meeting held on 29<sup>th</sup> May, 2017 revised the remuneration of Mr.Radhakrishnan Santossh from the existing salary of ₹ 85,000/- Rupees Eighty Five Thousand only) per month to ₹ 1,35,000/- (Rupees One Lakh Thirty Five Thousand only) per month with effect from 1<sup>st</sup> July, 2017. The Audit Committee at their meeting held on 29<sup>th</sup> May, 2017 has approved the revised remuneration. All other terms and conditions relating to his appointment and remuneration as approved earlier by the members remain unchanged.

The proposed revised remuneration as stated at item No. 6 is within the limits prescribed under Section 197 read with Schedule V, of the Companies Act 2013. Your Directors recommend the said resolution for your approval by way of an ordinary resolution.

Mr.R.Santossh, Mrs. Bosco Giulia and Mrs.Vimala Radhakrishnan are interested in this resolution. None of the other Directors, Key Managerial Personnel's or their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 6 of the Notice.



**Item No 7**

The members of the Company at the 19<sup>th</sup> Annual General Meeting held on 26<sup>th</sup> August 2013 had approved the re-appointment and terms of remuneration of Mrs.Bosco Giulia, (DIN: 01898020) as a Whole Time Director of the Company for a period of five years with effect from 1<sup>st</sup> October, 2013.

Taking into consideration her present remuneration compared with the remuneration being drawn by Directors holding similar position in Textile industry and based on the recommendation of Nomination and Remuneration Committee and subject to the approval of the members of the Company, the Board of Directors at their meeting held on 29<sup>th</sup> May, 2017 revised the remuneration of Mrs.Bosco Giulia from the existing salary of ₹ 70,000/- (Rupees Seventy Thousand only) per month to ₹ 1,00,000/- (Rupees One Lakh only) per month with effect from 1<sup>st</sup> July, 2017. The Audit Committee at their meeting held on 29<sup>th</sup> May, 2017 has approved the revised remuneration. All other terms and conditions relating to her appointment and remuneration as approved earlier by the members remain unchanged.

The proposed revised remuneration as stated at item No. 7 is within the limits prescribed under Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013. Your Directors recommend the said resolution for your approval by way of an ordinary resolution.

Mrs.Bosco Giulia, Mr.R.Santossh and Mrs.Vimala Radhakrishnan are interested in this resolution. None of the other Directors, Key Managerial Personnel's or their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 7 of the Notice.

**Notes**

1. A member entitled to attend and vote at the Annual General Meeting (the "meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a member of the company.

The instrument appointing the proxy should, however, be deposited at the registered office of the company not less than forty-eight hours before the commencement of the meeting. A proxy form for the Annual General Meeting is enclosed.

A person can act as a proxy on behalf of members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.





2. Corporate members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the Board Resolution together with their specimen signatures authorizing their representative to attend and vote on their behalf at the Meeting.
3. Members / Proxies should bring the attendance slips duly filled and signed for attending the meeting.
4. Information of the Director proposed to be re-appointed at the forthcoming Annual General Meeting as required by Regulation 36 (3) of the Listing Regulations and SS-2 is provided in the annexure to the Notice. The Director has furnished the requisite declaration for his reappointment.
5. Pursuant to Section 123 of the Companies Act, 2013 dividend as recommended by the Board of Directors for the year ended 31<sup>st</sup> March 2017, if declared, at the ensuing Annual General Meeting is proposed to be paid on Tuesday, 26<sup>th</sup> September, 2017.
6. The register of members and share transfer books of the company will remain closed from Saturday, 16<sup>th</sup> September, 2017 to Friday, 22<sup>nd</sup> September, 2017 (both days inclusive) for the purpose of determining the names of members eligible for final dividend on Equity Shares, if declared.
7. In terms of provisions of Section 139 of the Companies Act, 2013 and Companies (Audit and Auditors) Rules 2014, the term of the existing Statutory Auditors M/s. Mohan & Venkataraman, Chartered Accountants (Firm Registration Number: 007321S), is upto the date of the forthcoming AGM. In order to comply with the provisions of Section 139 of the Companies Act, 2013, Board of Directors of the Company on the recommendation of the Audit Committee, at their meeting held on 29<sup>th</sup> May, 2017, subject to the approval of the Members of the Company at the forthcoming AGM, appointed M/s. Jain & Mohan, Chartered Accountants (Firm Registration Number: 006896S), as Statutory Auditors of the Company to hold office for a term of 5 (five) years from the conclusion of forthcoming AGM upto the conclusion of the 28<sup>th</sup> Annual General Meeting of the Company, subject to ratification of such appointment by the Members at every Annual General Meeting. As required under Section 139 of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014, M/s. Jain & Mohan, have confirmed and issued a certificate that their appointment, if made as aforesaid, will be in accordance with the limits specified under the Act and they meet the criteria for appointment as specified under Section 141 of the Act.

Their appointment as Statutory Auditors, if approved, by the members of the Company, will take effect from the conclusion of this Annual General Meeting.

8. Members holding shares in electronic form are hereby informed that bank particulars registered against their depository accounts will be used by the Company for payment of dividend. The Company or the Registrar and Share Transfer Agent cannot act on any



request received directly from the members holding shares in electronic form for any such change in bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the Members. Members holding shares in physical form and desirous of either registering bank particulars already registered against their respective folios for payment of dividend are requested to write to the Registrar and Share Transfer Agent of the Company.

9. Members holding shares in physical form are requested to notify immediately any change in their address along with respective address proof and Bank particulars to the Company or its Registrar & Share Transfer Agent and in case their shares are held in dematerialized form, this information should be passed on directly to their respective Depository Participants and not to the Company/RTA without any delay.
10. Members desirous of receiving any information on the accounts or operations of the Company are requested to forward his/her queries to the Company at least seven working days prior to the meeting, so that the required information can be made available at the meeting.
11. Pursuant to Section 125 (c) of the Companies Act, 2013, the Dividend which remained un-encashed / unclaimed for a period of seven years from the date of transfer to the unpaid dividend account is required to be transferred to the "Investor Education and Protection Fund" established by the Central Government. Members who have not encashed the Dividend warrant(s) so far, are requested to send their claim immediately to the Company / Registrar and Share Transfer Agent for issue of pay order / demand draft in lieu thereof.

Pursuant to the provisions of Section 124 of the Companies Act, 2013 and Investor Education and Protection Fund Authority Rules, 2016 (IEPF Rules), all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to an IEPF Demat account (in the name of the Company) within 30 (thirty) days of such shares becoming due for transfer to the Fund.

Members are requested to contact Registrar and Share Transfer Agent of the Company for claiming the dividend for the aforesaid years. The details of the unclaimed dividends are available on the Company's website at [www.lambodharatextiles.com](http://www.lambodharatextiles.com) and Ministry of Corporate Affairs at [www.mca.gov.in](http://www.mca.gov.in).

12. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or Registrar and Share Transfer Agent, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such members after making requisite changes thereon.
13. Members holding shares in Physical form are requested to convert their holdings to dematerialized form to eliminate all risks associated with Physical shares.





14. As per the provisions of Section 72 of the Companies Act, 2013, facility for making nomination is available for the Members in respect of the shares held by them. Members holding shares in single name and who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record fresh nomination, he may submit the same in Form No. SH-14. Members can obtain the nomination forms from the Registrar and ShareTransfer Agent of the Company. Members holding shares in physical form are requested to submit the forms to the Company's Registrar and Share Transfer Agent. Members holding shares in electronic form may obtain nomination forms from their respective Depository Participant.
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in Physical form can submit their PAN to the Company or to the Registrar and Share Transfer Agent of the company, M/s S.K.D.C. Consultants Limited, Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore - 641006.
16. The members are requested to forward their share transfer form(s) and other communications directly to the Registrar and Share Transfer Agent of the company, M/s. S.K.D.C. Consultants Limited, Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore - 641006.
17. Electronic copy of the Annual Report for 31<sup>st</sup> March 2017, the Notice of the 23<sup>rd</sup> Annual General Meeting of the Company and instructions for e-voting, along with the Attendance Slip and Proxy Form, are being sent to all the members whose email IDs are registered with the Company / Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report is being sent in the permitted mode.
18. Members are requested to register / update their E-mail address in respect of shares held in Demat form with their respective Depository Participants and in respect of shares held in Physical form with M/s. S.K.D.C. Consultants Limited (RTA).
19. Members may also note that the Notice of the 23<sup>rd</sup> Annual General meeting and the Annual Report for the financial year 2016-17 will be available at the Company's website [www.lambodharatextiles.com](http://www.lambodharatextiles.com)
20. Incase of joint holders attending the meeting only such joint holder who is higher in the order of names will be entitled to vote.
21. The route map of the venue of the Meeting is given in the Proxy & Attendance Slip.



22. 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 by the Companies (Management and Administration) Amendment Rules, 2015 (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 AGM ("remote e-voting") using an electronic voting system provided by CDSL 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 AGM and the business may be transacted through such remote e-voting. The instructions to e-voting explain the process and manner for generating/ receiving the password, and for casting of vote(s) in a secure manner. However, the Members are requested to take note of the following items

- i. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of AGM Notice and holding shares as of the cut-off date, i.e. Friday 15<sup>th</sup> day of September 2017, may refer to this Notice of the AGM of the Company, posted on Company's website [www.lambodharatextiles.com](http://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. In terms of provisions of Section 107 of the Companies Act, 2013, since the Company is providing the facility of remote e-voting to the Members, there shall be no voting by show of hands at the AGM. The Company is also offering facility for voting by way of polling papers at the AGM for the Members attending the meeting who have not cast their vote by remote e-voting.
- iii. If a Member cast votes by both modes i.e. remote e-voting and polling papers at the AGM, then voting done through remote e-voting shall prevail and polling paper shall be treated as invalid.

**Instructions for Shareholders Voting Electronically are as under:**

- (i) The remote e-voting period begins on Tuesday, 19<sup>th</sup> day of September, 2017 (9.00 A.M. IST) and ends on Thursday, 21<sup>st</sup> day of September, 2017 (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 Friday 15<sup>th</sup> day of September, 2017 may cast their votes electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.



- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iv) Click on Shareholders
- (v) Now Enter your User ID
  - a For CDSL: 16 digits beneficiary ID
  - b For NSDL: 8 Character DP ID followed by 8 Digits Client ID
  - c Members holding shares in Physical Form should enter Folio Number registered with the Company
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"><li>Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li><li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li></ul>
Dividend Bank Details Or Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"><li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li></ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach



'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant Lambodhara Textiles Limited on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) **Note for Non - Individual Shareholders and Custodians**
  - ❖ Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.



- ❖ A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- ❖ After receiving the login details a compliance user should be created using the admin login and password. The compliance user would be able to link the account(s) for which they wish to vote on.
- ❖ The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- ❖ A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

23. The remote e-voting period commences on Tuesday, 19<sup>th</sup> day of September, 2017 at 9:00 A.M. and ends on Thursday, 21<sup>st</sup> day of September, 2017, at 5.00 P.M. During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date being Friday, 15<sup>th</sup> day of September 2017, may cast their vote by electronic means in the manner and process set out hereinabove. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Further, the Members who have casted their vote electronically shall not vote by way of poll, if held at the Meeting.
24. The Company has appointed Mr. M.D.Selvaraj, FCS of MDS & Associates, Company Secretaries in Practice, as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
25. The Scrutinizer shall, immediately after the conclusion of AGM, count the votes cast at the AGM and thereafter, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, not later than 48 hours after the conclusion of the AGM to the Chairman or a person authorized by him. The Chairman, or any other person authorised by the Chairman, shall declare the result of the voting forthwith.
26. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company ([www.lambodharatextiles.com](http://www.lambodharatextiles.com)) and CDSL's website and the communication will be sent to the BSE Limited and the National Stock Exchange of India Limited.



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	2016-2017	2015-2016
Total Revenue	13,104.73	11,913.02
Profit Before Tax	919.59	661.98
Profit After Tax	694.61	449.74
E.P.S	7.65	4.95
Rate of Dividend	20.00%	15.00%

5. Foreign Investments or Collaborations, if any : Nil

II. Information about the appointee

Name of appointee	Mr.Radhakrishnan Santossh	Mrs.Bosco Giulia
Background details	Mr.Radhakrishnan Santossh aged 49 years holds a degree in MBA (Finance). He has over 23 years of experience in the field of Textile industry.	Mrs.Bosco Giulia aged 39 years holds post graduate degree in Economics. She has over 12 years of experience in the field of Textile industry.
Past Remuneration	₹ 12.15 Lakhs	₹ 9.71 Lakhs
Recognition or Awards	Nil	Nil
Job Profile and suitability	Mr R.Santossh is a Promoter - Director since 1994 and overall in-charge of the affairs of the Company. Looking at his rich experience and responsibilities shouldered	Mrs.Bosco Giulia is a promoter director since 2008. She is also responsible for planning and execution of new projects and overall charge for ensuring quality assurance and quality control.





	by him, it is in the interest of the Company to avail his business expertise	
Remuneration Proposed	As mentioned in item no. 6 of the AGM Notice annexed herewith	As mentioned in item no. 7 of the AGM Notice annexed herewith
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 him, the proposed remuneration payable to Mr. R.Santossh is commensurate with the remuneration paid to similar persons in other companies.	Considering the size of the Company, the industry benchmarks, experience of and the responsibilities shouldered by her, the proposed remuneration payable 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, if any	Does not have any pecuniary relationship with the Company except remuneration drawn as Managing Director and as a member to the extent of his shareholding in the Company. He is related to Mrs.R.Vimala and Mrs.Bosco Giulia, Whole Time Directors of the Company.	a) Mrs.Giulia Bosco has leased a vehicle to the Company and she is receiving rent for the same. b) Remuneration drawn as Whole Time Director and as a member to the extent of her shareholding in the Company. She is related to Mr.R.Santossh, Managing Director of the Company.

### 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 in measurable terms : Not Applicable



IV. Disclosures

The following disclosures shall be mentioned in the Board of Directors' 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

Disclosed in Corporate Governance Report attached

- (ii) Details of fixed component and performance linked incentives along with the performance criteria: Disclosed

- (iii) Service contracts, notice period, severance fees: Disclosed

- (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 Director seeking re-appointment at the forthcoming Twenty Third Annual General Meeting (in pursuance of Regulation 36 (3) of the Listing Obligations and Disclosure Requirements, Regulations, 2015 and SS-2).

Name	Baba Chandrasekhar Ramakrishnan
Director Identification Number (DIN)	00125662
Date of Birth	12.07.1948
Age	70 years
Nationality	Indian
Date of first appointment on the Board	10.11.2014
Relationship with other Directors, Manager and KMP	NIL
Qualification	MS Chemical Engineering
Experience	20 years of experience in Textile Industry
No. of shares held in the Company	200
Directorship held in other Companies as on 31.03.2017	NIL
Chairman/ Membership in other Committees of the Board	NIL
Number of Board meetings attended during the year	6 / 6
Remuneration last drawn and sought to be paid	NIL
Terms and conditions of re-appointment	Liable to retire by rotation
Board position held	Non-Executive Non-Independent Director

By Order of the Board,

Place : Coimbatore

Date : 29.05.2017

(Sd/-) Santossh. R

Managing Director

(DIN 00790493)