



Lambodhara Textiles Limited

Regd. Office : 3 A, 3rd 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
GSTIN : 33AAACL3524B1Z9 I.E. Code # 3201006181 CIN : L17111TZ1994PLC004929

22.08.2018

To

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

Sir/Madam

Sub: Intimation of Annual General Meeting and e-voting

Symbol :Lambodhara

Series : EQ

This is to inform you that the 24th Annual General Meeting of the Company will be held on Thursday, 20th September, 2018 10:30 am at Varsha, The Grand Regent, 708, Avinashi Road, Coimbatore – 641 018.

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	Monday, 17 th September 2018 at 09.00 am
Date and Time of end of remote e-voting	Wednesday, 19 th September 2018 at 05.00 pm
Cut-off date for determining eligibility to voting	Thursday, 13 th September 2018

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



Lambodhara Textiles Limited

Regd. Office : 3 A, 3rd 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
GSTIN : 33AAACL3524B1Z9 I.E. Code # 3201006181 CIN : L17111TZ1994PLC004929

This is for your kind information and record.

Thanking you,

Yours faithfully
for Lambodhara Textiles Ltd.,

Ramesh Shenoy Kalyanpur
Whole-Time Director cum
Chief Financial Officer



Cc:

The Listing Department
BSE Limited

PhirozeJeejeebhoy Towers, Dalal Street, Mumbai – 400 001.

Lambodhara Textiles Limited

Notice to Shareholders



LAMBODHARA TEXTILES LIMITED

CIN:L17111TZ1994PLC004929

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

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

NOTICE TO SHAREHOLDERS

Notice is hereby given that the Twenty Fourth Annual General Meeting of the members of Lambodhara Textiles Limited will be held on Thursday the 20th day of September 2018 at 10.30 AM at Varsha, The Grand Regent, 708, Avinashi Road, Coimbatore – 641 018 to transact the following business.

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, 2018, 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, 2018.
3. To appoint a Director in place of Mrs. Bosco Giulia (DIN: 01898020) Director who retires by rotation in accordance with Section 152 of the Companies Act, 2013 and she being eligible, offers herself for re-appointment.
4. To continue the appointment of the auditors without ratification and in this regard to pass, the following resolution as an Ordinary Resolution

RESOLVED THAT in partial modification of the Ordinary Resolution passed at the Annual General Meeting held on September 22, 2017 and in accordance with the amended Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory enactments or modifications thereof), the approval of the shareholders be and is hereby accorded to continue the appointment of M/s Jain & Mohan, Chartered Accountants (Firm Registration No: 006896S), as the Statutory Auditors of the Company, at such remuneration as may be decided by the Board of Directors as per the recommendations of the Audit Committee, till the conclusion of the 28th Annual General Meeting to be held in the year 2022 and that the said appointment shall not be subject to ratification at every subsequent Annual General Meeting.

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 2018-2019 on a remuneration of Rs.35,000/- 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 a Special Resolution.

RESOLVED THAT pursuant to the provisions of section 14 and other applicable provisions, if any of the Companies Act, 2013 read with the rules and regulations made thereunder including any amendment, re-enactment or statutory modification thereof for the time being in force, the regulations contained in the new set of Articles of Association as placed on the Company's website at www.lambodharatextiles.com are hereby approved and adopted as the Articles of Association of the Company, in place of, in substitution for, and to the entire exclusion of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.

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

RESOLVED THAT pursuant to the provisions of Sections 196,197,203 and Schedule V and subject to other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification or any amendment or any substitution or re-enactment thereof for the time being in force and such other statutory approvals as may be required, Mrs.Bosco Giulia (DIN: 01898020) be and is hereby 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 as mentioned herein below:

I. SALARY:

Salary Rs.1,00,000/- 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.6.00 lakhs per annum.

RESOLVED FURTHER THAT during her tenure as Whole-Time Director Mrs.Bosco Giulia is liable to retire by rotation.

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 subject to the prescribed disclosure and approval by shareholders as specified in Schedule V Section II of Part II of the Companies Act, 2013.

FURTHER RESOLVED THAT Mrs.Bosco Giulia (DIN: 00819820), Mr.R.Santossh (DIN: 00790493) and Mrs.Vimala Radhakrishnan (DIN: 00813706) are interested in this resolution. None of the other Director's, Key Managerial Personnel's or their relatives are in any way, concerned or interested, financially or otherwise, to this resolution.

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

RESOLVED THAT pursuant to the provisions of Section 160 and 161 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and the Articles of Association of the Company, Mr. Ramesh Shenoy Kalyanpur (DIN:06392237) who was appointed as an Additional Director of the Company by the Board of Directors, to hold office with effect from w.e.f. 11th July, 2018 and who holds office upto the date of this Annual General Meeting in accordance with the provisions of Section 161(1) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose Mr. Ramesh Shenoy Kalyanpur (DIN:06392237) as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company, who shall, while holding such Office as the Director, be liable to retire by rotation.

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

RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 199, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals, if any as may be necessary, consent of the Company be and is hereby accorded to the appointment of Mr. Ramesh Shenoy Kalyanpur (DIN:06392237) as Whole Time Director of the Company (Designated as "Whole-time Director cum Chief Financial Officer") for a period of 5 (five) years with effect from 11th July 2018 on the terms and conditions, as set out below:



Remuneration : The Total Remuneration as CTC is Rs.7,10,000/- (Rupees Seven Lakh Ten Thousand Only) per annum with such increments as the Board may decide from time to time, subject to a ceiling of Rs.15,00,000 (Rupees Fifteen Lakh Only) per annum.

RESOLVED FURTHER THAT during his tenure as Whole-Time Director Mr.Ramesh Shenoy Kalyanpur (DIN:06392237) is liable to retire by rotation.

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

RESOLVED THAT pursuant to the provisions of Section 160 and 161 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and the Articles of Association of the Company Mr. Narayanasamy Balu (DIN : 08173046) who was appointed as an Additional Director of the Company by the Board of Directors, to hold office with effect from w.e.f. 11th July, 2018 and who holds office upto the date of this Annual General Meeting in accordance with the provisions of Section 161(1) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose Mr.Narayanasamy Balu (DIN : 08173046) as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company, who shall, while holding such Office as the Director, be liable to retire by rotation.

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

RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 199, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals, if any as may be necessary, consent of the Company be and is hereby accorded to the appointment of Mr. Narayanasamy Balu (DIN : 08173046) as Whole Time Director of the Company for a period of 5 (five) years with effect from 11th July 2018 on the terms and conditions, as set out below:

Remuneration : The Total Remuneration as CTC is Rs.7,38,000/- (Rupees Seven Lakh Thirty Eight Thousand Only) per annum with such increments as the Board may decide from time to time, subject to a ceiling of Rs.15,00,000 (Rupees Fifteen Lakh Only) per annum.

RESOLVED FURTHER THAT during his tenure as Whole-Time Director Mr. Narayanasamy Balu (DIN : 08173046) is liable to retire by rotation.



Notes

1. The Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Businesses under Item No. 5 to 11 of the accompanying Notice is annexed hereto.
2. **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.**

A person can act as a proxy on behalf of members not exceeding fifty (50) in number and holding in the aggregate not more than ten percent (10%) of the total share capital of the company carrying voting rights. A member holding more than ten percent (10%) 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.

Proxies in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than forty-eight (48) hours before the commencement of the meeting. Proxy submitted on behalf of the Companies, Societies, etc., must be supported by an appropriate resolution/authority, as applicable. A proxy form for the Annual General Meeting is enclosed.

3. 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.
4. Members / Proxies should bring the attendance slips duly filled and signed for attending the meeting.
5. Information of the Director proposed to be appointed or 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 Directors has furnished the requisite declaration for their appointment or re-appointment.
6. Pursuant to Section 123 of the Companies Act, 2013 dividend as recommended by the Board of Directors for the year ended 31st March, 2018 if declared, at the ensuing Annual General Meeting is proposed to be paid on Monday, **24th September, 2018.**
7. The register of members and share transfer books of the company will remain closed from Friday, 14th September 2018 to Thursday, 20th September 2018 (both days inclusive) for the purpose of AGM and for determining the names of members eligible for final dividend on Equity Shares, if declared.



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 Registrars 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 unencashed / 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 Transfer Agent for issue of pay order / demand draft in lieu thereof.

Those Members, who have not encashed their dividends for the FY 2010-11, are requested to contact Registrar and Share Transfer Agent of the Company for claiming the dividend. The details of the unclaimed dividends are available on the Company's website at www.lambodharatextiles.com and Ministry of Corporate Affairs at www.mca.gov.in.

12. Pursuant to Section 124(6) of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting Audit, Transfer and Refund) Rules, 2016, ("Rules") as amended from time to time all equity shares of the Company on which dividend has not been paid or claimed for seven consecutive years or more as on 31.03.2018 shall be transferred to Investor Education and Protection Fund ("IEPF"). The Company has also written to the concerned Shareholders intimating them their particulars of the equity shares due for transfer. These details are also available on the website of the Company www.lambodharatextiles.com. Shareholders are requested to claim the dividend on these equity shares latest by August 03, 2018 to avoid aforesaid transfer of shares. No claim shall lie against the Company in respect of these equity shares post their transfer to IEPF. Upon transfer, the Shareholders will be able to claim these equity shares only from the IEPF Authority by making an online application the details of which are available at www.iepf.gov.in.



13. 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.
14. Members holding shares in Physical form are requested to convert their holdings to dematerialized form to eliminate all risks associated with Physical shares and are further requested to note that in accordance with the amended Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with effect from December 5, 2018, the requests for effecting the transfer of shares shall not be processed unless the shares are held in the dematerialized form with a depository.
15. 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 Share Transfer 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.
16. 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.SKDC Consultants Limited, Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore – 641006. In line with the SEBI Circular SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018 Company had sent remainder letter through Registered Post on 25th June 2018 to those shareholders who have not updated their PAN details.
17. 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.SKDC Consultants Limited, Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore – 641006.
18. Electronic copy of the Annual Report for the year ended 31st March 2018, the Notice of the 24th 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 Participant(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.



19. In case of joint holders attending the meeting only such joint holder who is higher in the order of names will be entitled to vote.
20. The route map of the venue of the Meeting is given in the Proxy & Attendance Slip.
21. 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. Thursday, 13th day of September, 2018, may refer to this Notice of the AGM of the Company, 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. 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 Monday, 17th day of September, 2018 (9.00 A.M. IST) and ends on Wednesday, 19th day of September, 2018 (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 (record date) of Thursday, 13th day of September 2018, 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.
- (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 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:

For Members holding shares in Demat Form and Physical Form	
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"> ⌋ 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. ⌋ 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.
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"> ⌋ 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).

- (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 changed 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 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.



- 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 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, under help section or write an email to helpdesk.evoting@cdslindia.com.

22. 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.
23. The scrutinizer shall immediately after the conclusion of the Annual General Meeting first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the company and make a scrutinizer’s report of the votes cast in favour or against, if any, forthwith to the Chairman or any Director authorised by the Board.
24. The results shall be declared within 2 days of the conclusion of the 24th Annual General Meeting. The results declared along with the consolidated scrutinizer’s report shall be placed on the company’s website www.lambodharatextiles.com and on the website of CDSL and communicated to the Stock Exchanges where the company’s shares are listed.

By Order of the Board
for Lambhodhara Textiles Limited

Bosco Giulia
Whole-time Director
(DIN:01898020)

Place : Coimbatore
Date : 11.07.2018



STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013

Item No 5

The Board, 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 No's 5205, 5509 & 5510 for the financial year 31st March 2019 at a remuneration of Rs.35,000/- .

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.

Shareholders may kindly note that the said audit will be undertaken after the financial year ended 31st March, 2019 and the stated remuneration will be paid to the Cost Auditor subject to the above ratification 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

Upon enactment of the Companies Act, 2013, various provisions of the Companies Act, 1956 have been repealed and in view of the same the Articles of Association of the Company needs to be re-aligned as per the provisions of the new Act.

The Board of Directors in its meeting held on 30th May, 2018 has proposed, subject to the approval of the shareholders, to adopt a new set of Articles of Association in place of and to the exclusion of the existing Articles of Association of the Company.

In terms of Section 14 of the Companies Act, 2013, the consent of the Members by way of special resolution is required for adoption of new set of Articles of Association of the Company.

The Board of Directors recommends the Special Resolution as set out in Item No.6 of the Notice for the approval of the shareholders.

A copy of the draft Articles of Association of the Company is available on the website of the Company and can be viewed by the members through the web-link www.lambodharatextiles.com. Both the existing and new set of Articles of Association of the Company are available for inspection at the Registered Office of the Company during the business hours on any working day up to the date of the Annual General Meeting.

None of the Directors Key Managerial Personnel, relatives of Directors and Key Managerial Personnel of the Company is directly/ indirectly, financially or otherwise, interested in the resolution set out at item no.6 except to the extent of their respective interest as shareholders of the Company.



Item No 7

Mrs.Bosco Giulia (DIN:01898020) had been re-appointed as Whole - Time Director of the Company vide its Resolution dated 30th May, 2013, for a period of five years with effect from 01st October, 2013 and the said term would expire on 30th September, 2018. Considering the responsibilities shouldered by her and the valuable services rendered by her to the Company, the Board of Directors have re-appointed Mrs.Bosco Giulia (DIN:01898020) as Whole-time Director of the Company for a further period of five years from 28th September, 2018 on such terms & conditions as set out under Item No.7 of the Notice convening the Annual General Meeting.

The Board considers that the re-appointment of Mrs.Bosco Giulia (DIN:01898020) as the Whole-time Director would be of immense benefit to the Company. The disclosure as required under Secretarial Standards on General Meetings (SS-2) has been enclosed herewith.

Accordingly, the Board recommends the Ordinary Resolution as set out at Item No. 7 for the approval of the Members.

Mrs.Bosco Giulia, Director and Mr.R.Santossh and Mrs.Vimala Radhakrishnan are being relatives of Mrs.Bosco Giulia are interested in this resolution and none of the other Directors and Key Managerial Personnel or their relatives are concerned or interested in this resolution.

Item No 8 & 9

Mr.Ramesh Shenoy Kalyanpur (DIN: 06392237) was appointed as an Additional Director and Whole Time Director (designated as Whole time Director cum Chief Financial Officer) of the Company with effect from 11th July, 2018 by the Board of Directors at their meeting held on 11.07.2018. His period of office is liable to determination by retirement of directors by rotation. A notice pursuant to section 160 of the Companies Act, 2013 has been received from a member proposing Mr.Ramesh Shenoy Kalyanpur as a candidate for the office of Director of the Company.

Further, as per the provisions of Section 2(94) of the Companies Act, 2013, the Whole-time Director (WTD) includes a director in whole time employment of the company. Since Mr.Ramesh Shenoy Kalyanpur being a whole-time employee (Cheif Financial Officer) of the company, on his appointment as Director would become a whole time director of the Company and hence it is necessary to change his designation as Whole Time Director cum Chief Financial Officer and to define his term as Whole Time Director for a period of 5 years.

In view of the provisions of Sections 160, 161, 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 the Board recommends the Ordinary Resolution set out at Item No. 8 & 9 of the accompanying Notice for the approval of the members. The appointment of Mr.Ramesh Shenoy Kalyanpur is appropriate and is in the best interest of Company.

Except Mr.Ramesh Shenoy Kalyanpur (DIN: 06392237) none of the other Directors or Key Managerial Personnel or their relatives are in any way concerned or interested in the passing of the passing of the resolution as set out at item no. 8 & 9 of the Notice.



Item No 10 & 11

Mr.Narayanasamy Balu (DIN : 08173046) was appointed as an Additional Director and Whole Time Director of the Company with effect from 11th July, 2018 by the Board of Directors at their meeting held on 11.07.2018. His period of office is liable to determination by retirement of directors by rotation. A notice pursuant to section 160 of the Companies Act, 2013 has been received from a member proposing Mr.Narayanasamy Balu (DIN : 08173046) as a candidate for the office of Director of the Company.

Further, as per the provisions of Section 2(94) of the Companies Act, 2013, the Whole-time Director (WTD) includes a director in whole time employment of the company. Since Mr.Narayanasamy Balu is a whole-time employee of the company, on his appointment as Director would become a whole time director of the Company and hence therefore it is necessary to change his designation to Whole Time Director and to define his term as Whole Time Director for a period of 5 years.

In view of the provisions of Sections 160, 161, 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 the Board recommends the Ordinary Resolution set out at Item No. 10 & 11 of the accompanying Notice for the approval of the members. The appointment of Mr.Narayanasamy Balu (DIN : 08173046) is appropriate and is in the best interest of Company.

Except Mr.Narayanasamy Balu (DIN : 08173046) none of the other Directors or Key Managerial Personnel or their relatives are in any way concerned or interested in the passing of the passing of the resolution as set out at Item No. 10 & 11 of the Notice.

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

Particulars	2017-2018	2016-2017
Total Revenue	16,673.33	13118.98
Profit Before Tax	838.88	924.62
Profit After Tax	595.11	699.64
EPS	6.52	7.71
Rate of Dividend	20%	20%

5. Foreign investments or collaborations, if any : Nil

II. Information about the appointee

- Background details of the appointee : Mrs. Bosco Giulia (DIN: 01898020) aged 40 years is a member in Promoter Group and Whole-Time Director of our Company. She has been on our Board since March 7, 2008.
- Past Remuneration : Rs.11,10,000
- Recognition or Awards : Nil
- Job Profile and suitability : Mrs. Bosco Giulia is a promoter director since 2008. She is responsible for planning and execution of new projects and overall charge for ensuring quality assurance and quality control.
- Remuneration proposed : Rs.11,10,000
- Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person : Considering the size of the Company, the industry benchmarks, experience and the responsibilities shouldered by her, the present remuneration to Mrs. Bosco Giulia is commensurate with the remuneration paid to similar persons in other companies.
- Pecuniary relationship directly or indirectly with the Company or relationship with Managerial Personnel, if any. : a) Mrs. Bosco Giulia has leased a vehicle 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 and holding 29.05% shares 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 measureable terms : Not Applicable

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 Director seeking appointment / re-appointment at the forthcoming twenty fourth Annual General Meeting (in pursuance of Regulation 36 (3) of the Listing Obligations and Disclosure Requirements Regulations and Point 1.2.5 of SS-2)

Name	Bosco Giulia
Director Identification Number	01898020
Date of Birth and Age	18-02-1978, 40 years
Nationality	Italy
Date of first appointment on the Board	07.03.2008
Brief Profile / Experience	Mrs.Bosco Giulia (DIN: 01898020) aged 40 years is a member in Promoter Group and Whole-Time Director of our Company. She has been on our Board since March 7, 2008.
Relationship with other Directors, Manager and KMP	Mrs.Bosco Giulia is wife of Mr.R.Santossh, Promoter of the Company.
Qualification	Post Graduate in Political Science and Economics from University of Turin, Italy.
Expertise in functional area	Textiles
No. of shares held in the Company	464000
List of other companies in which Directorship held as on 31.03.2018	Strikeright Integrated Services Limited
Chairman/ Member of the Committees of the Board of the companies on which he is a Director as on 31.03.2018	-
Number of Board meetings attended during the year	7/7
Remuneration last drawn and sought to be paid	₹ 11,10,000
Terms and conditions of re-appointment	Re-appointment as Whole-time Director of the Company for a further period 5 years with effect from 28thSeptember, 2018 on the terms and conditions set out under Item No.7 of the notice.
Board position held	Whole-time Director



Name	Ramesh Shenoy Kalyanpur
Director Identification Number	06392237
Date of Birth and Age	02-01-1968, 50 years
Nationality	Indian
Date of first appointment on the Board	11-07-2018
Brief Profile / Experience	Mr. Ramesh Shenoy Kalyanpur (DIN: 06392237) aged 50 years is associated with the Company since 2007 and designated as the Chief Financial Officer of our Company from 2014, with 26 years of experience in Finance & Accounts
Relationship with other Directors, Manager and KMP	Nil
Qualification	B.Com. (Commerce from Mangalore University)
Expertise in functional area	Finance & Accounting
No. of shares held in the Company	Nil
List of other companies in which Directorship held as on 31.03.2018	Strike Right Integrated Services Limited
Chairman/ Member of the Committees of the Board of the companies on which he is a Director as on 31.03.2018	-
Number of Board meetings attended during the year	NA
Remuneration last drawn and sought to be paid	Last Drawn: Rs.7,10,000/-p.a. as a Chief Financial Officer.Sought to be paid: Rs.7,10,000/- p.a subject to a ceiling of Rs.15,00,000/- p.a
Terms and conditions of appointment	Appointed as Whole-Time Director (Designated as Whole-Time Director cum Chief Financial Officer) of the Company for a period of 5 years with effect from 11th July, 2018 on the terms and conditions set out under Item No.9 of the notice.
Board position held	Whole-time Director



Name	Narayanasamy Balu
Director Identification Number	08173046
Date of Birth and Age	06-06-1962, 56 years
Nationality	Indian
Date of first appointment on the Board	11-07-2018
Brief Profile / Experience	Mr. Narayanasamy Balu aged 56 years is associated with the Company since 1997 and designated as the Factory Manager in our Company from 1997, 21 years of experience in the field of operations and management of textile industry.
Relationship with other Directors, Manager and KMP	Nil
Qualification	BA History from Madurai Kamaraj University.
Expertise in functional area	Textile industry Operational and management level.
No. of shares held in the Company	Nil
List of other companies in which Directorship held as on 31.03.2018	Nil
Chairman/ Member of the Committees of the Board of the companies on which he is a Director as on 31.03.2018	-
Number of Board meetings attended during the year	NA
Remuneration last drawn and sought to be paid	Last drawn: ₹ 7,38,000 as a Factory Manager. Sought to be paid: ₹7,38,000/- p.a subject to a ceiling of ₹15,00,000/- p.a
Terms and conditions of appointment	Appointed as Whole - Time Director of the Company for a period 5 years with effect from 11th July, 2018 on the terms and conditions set out under Item No.11 of the notice.
Board position held	Whole - Time Director

Place : Coimbatore
Date : 11.07.2018

By Order of the Board
for Lambhodhara Textiles Limited
Bosco Giulia
Whole-time Director
(DIN:01898020)