



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

27.08.2019

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 25th Annual General Meeting to be held on 26th September, 2019.

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 :3 A, 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 Fifth Annual General Meeting of the members of Lambodhara Textiles Limited will be held on Thursday the 26th day of September 2019 at 10.30 A.M. 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, 2019, 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, 2019.
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. Appointment of Sri. Akkalnaicker Veluchamy (DIN: 08499764) as an Independent Director and in this regard to consider and if thought fit, to pass the following resolution as a Special Resolution :

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (SEBI Listing Regulations) as amended and as per the recommendations of the Nomination and Remuneration Committee, Sri. Akkalnaicker Veluchamy (DIN: 08499764), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 14th August 2019 and who holds office until the date of the Annual General meeting in terms of section 161 of the Companies Act, 2013 and who has given



his consent for appointment as an Independent Director of the Company and has also submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, to hold office for a term of five consecutive years, with effect from 14th August, 2019 and is not liable to retire by rotation."

"RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the consent of the members of the Company be and is hereby accorded to continue the directorship of Sri. Akkalnaicker Veluchamy (DIN: 08499764) who will attain the age of 75 (seventy five) years on May 15, 2020, as an Independent Director of the Company till the expiry of his term of office."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

5. Re-appointment of Sri. Deepak Padamshi Malani (DIN: 02400928) as an Independent Director and in this regard to consider and if thought fit, to pass the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017 (the Act), The Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), the relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (SEBI Listing Regulations) and as per the recommendations of the Nomination and Remuneration Committee and Board of Directors, Sri. Deepak Padmashi Malani (DIN: 02400928), whose present term of office as an Independent Director expires on 10th September, 2019, who has given his consent for the re-appointment and has submitted a declaration that he meets the criteria for independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company, for a second term of five consecutive years with effect from 11th September, 2019 and is not liable to retire by rotation."

6. Re-appointment of Sri. Vastupal Rajnikant Mehta (DIN: 02368358) as an Independent Director and in this regard to consider and if thought fit, to pass the following resolution as a Special Resolution:



"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017 (the Act), The Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), the relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (SEBI Listing Regulations) and as per the recommendations of the Nomination and Remuneration Committee and Board of Directors, Sri.Vastupal Rajnikant Mehta (DIN: 02368358), whose present term of office as an Independent Director expires on 10th September, 2019, who has given his consent for the re-appointment and has submitted a declaration that he meets the criteria for independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company, for a second term of five consecutive years with effect from 11th September, 2019 and is not liable to retire by rotation."

7. Re-appointment of Sri. Meenakshi Sundaram Rajkumar (DIN: 06935422) as an Independent Director and in this regard to consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017 (the Act), The Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), the relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (SEBI Listing Regulations) and as per the recommendations of the Nomination and Remuneration Committee and Board of Directors, Sri.Meenakshi Sundaram Rajkumar (DIN: 06935422), whose present term of office as an Independent Director expires on 10th September, 2019, who has given his consent for the re-appointment and has submitted a declaration that he meets the criteria for independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company, for a second term of five consecutive years with effect from 11th September, 2019 and is not liable to retire by rotation."

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

"RESOLVED THAT pursuant to the provisions of Section 148 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 record of the Company for the financial year 2019-20, on a remuneration of ₹ 35,000/- (Rupees Thirty Five thousand only) exclusive of taxes as applicable and reimbursement of conveyance on actual basis as incurred by them in connection with the aforesaid audit fixed by the Board of Directors 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.

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. 4 to 8 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. 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 19th September 2019.
7. 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 at the AGM.
8. The Register of Members and share transfer books of the Company will remain closed from Friday, 20th September, 2019 to Thursday, 26th September, 2019 (both days inclusive) as per Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 91 of the Companies Act, 2013.
9. Members may note that M/s. Jain & Mohan., Chartered Accountants, (FRN: 006896S), the Statutory Auditors of the Company were appointed by the Shareholders at the 23rd Annual General Meeting (AGM) held on 22nd September, 2017, to hold office for a period of 5 years till the conclusion of AGM to be held during the year 2022, subject to ratification by the shareholders at every AGM. However, the Ministry of Corporate Affairs vide notification dated 7th May 2018 amended Section 139 of the Companies Act, 2013 by omitting the requirement of seeking ratification of the members for appointment of statutory auditors at every AGM. Accordingly, the original resolution appointing the Statutory Auditors passed by the Shareholders at the 23rd AGM held on 22nd September, 2017 was amended vide resolution approved by the Shareholders at their 24th AGM held on 20th September, 2018 to remove the requirement for ratification of the appointment of auditors by the shareholders at every AGM. Hence, no resolution is being proposed for ratification of appointment of Statutory Auditors at this Annual General Meeting.
10. 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 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 Agents of the Company.
11. 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.

12. 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.
13. 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.

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 account within 30 (thirty) days of such shares becoming due for transfer to the Fund.

In the event Members do not claim dividend(s) that have remained unpaid/unclaimed for the Financial Year ended 31st March, 2012, as aforesaid, all the shares in respect of such unpaid/unclaimed dividend(s) would have to be transferred to the IEPF Authority.

Members are requested to contact Registrar and 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 and Ministry of Corporate Affairs at www.mca.gov.in. The shareholders whose unclaimed or unpaid dividend has been transferred to the 'Investor Education and Protection Fund', may claim the same from IEPF authority by filing Form IEPF-5 along with requisite documents.

14. 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.
15. 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. Therefore, members holding share(s) in physical form are requested to immediately dematerialize their shareholding in the Company. Necessary prior intimation in this regard was provided to the shareholders.



16. Pursuant to the provisions of Section 72 of the Companies Act, 2013, members may file nomination forms in respect of their physical shareholdings. Any member willing to avail this facility may submit to the company's registrar & share transfer agent in the prescribed statutory form. Should any assistance be desired, members should get in touch with the company's registrar & share transfer agent.
17. 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 M/s SKDC Consultants Limited, Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore - 641006.
18. Members holding shares in electronic form may please note that as per the regulations of National Security Depository Services (NSDL) and Central Depository Services (India) Limited (CDSL), the Company is obliged to print the 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.
19. Electronic copy of the Annual Report for 31st March 2019, the Notice of the 25th 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.
20. Member's may also note that the notice of the 25th Annual General Meeting and the Annual Report 2018-19 will be available on the Company's website, www.lambodharatextiles.com. The physical copies of the aforesaid documents will also be available at Company's registered office for inspection during normal business hours on any working day.
21. Members are requested to register/update their email address in respect of shares held in dematerialized form with their respective depository participants and in respect of shares held in physical form with M/s S.K.D.C. Consultants Limited.
22. 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.
23. The route map of the venue of the Meeting is given in the Notice.



24. 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 despatch of AGM Notice and holding shares as of the cut-off date, i.e. Thursday, 19th September 2019, 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, the 23rd day of September, 2019 at 9.00 a.m and ends on Wednesday, the 25th day of September, 2019 at 5.00 p.m. 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 19th September 2019 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 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 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.

25. The remote e-voting period commences on Monday, the 23rd day of September, 2019 at 9.00 a.m and ends on Wednesday, the 25th day of September, 2019 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 Thursday, 19th September, 2019, 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.
26. 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.
27. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" or "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
28. 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 authorized by the Chairman, shall declare the result of the voting forthwith.



29. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company (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.

By Order of the Board
For Lambodhara Textile Limited

Place : Coimbatore

Date : 14.08.2019

Bosco Giulia
Whole-Time Director
(DIN:01898020)

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013

Item No: 4

The Board of Directors of the Company, pursuant to the recommendations of the Nomination and Remuneration Committee, has appointed Sri. Akkalnaicker Veluchamy (DIN: 08499764) on 14th August, 2019, as an Additional Director (Independent and Non-Executive) on the Board of Directors of the Company, in terms of Section 161 of the Companies Act, 2013.

Sri. Akkalnaicker Veluchamy holds office up to the date of this Annual General Meeting pursuant to Section 161 of the Companies Act, 2013. The Company has received notice in writing from a Member under Section 160 of the Act, proposing his candidature for the office of Independent Director of the Company.

Brief profile of Sri. Akkalnaicker Veluchamy and his other directorships has been included in this Notice.

The Company has received a declaration from Sri. Akkalnaicker Veluchamy stating that he meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations). In the opinion of the Board, he fulfill the conditions for appointment as an Independent Director and he is independent of the Management. Sri. Akkalnaicker Veluchamy will not be paid any remuneration.

A copy of the draft letter for appointment of the Independent Director setting out the terms and conditions of his appointment is available for inspection by the Members at the Registered Office of the Company during the office hours on all working days other than on Saturdays and Sundays till the date of the Annual General Meeting.

During his tenure of appointment, he shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

The Board of Directors considers it in the interest of the Company to appoint Sri.Akkalnaicker Veluchamy as an Independent Director of the Company for a period of 5 consecutive years with effect from 14th August, 2019.



As per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, ("Amendment Regulations, 2018"), inter alia, provides that "no listed Company shall appoint a person or continue the directorship of any person as a Non Executive Director who has attained the age of 75 (seventy five) years unless it is approved by the members by passing a special resolution to that effect". Accordingly, Sri. Akkalnaicker Veluchamy will attain the age of 75 years on May 15, 2020 and hence, continuation of his directorship beyond the age of 75 years requires the approval of members by way of a special resolution.

The board considered that his vast and rich experience would be of immense benefit to the Company and it is desirable to avail his services as Independent Director of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives, except Sri. Akkalnaicker Veluchamy, is in any way, interested or concerned, financially or otherwise, in this resolution.

The Board recommends the resolution set forth in item No. 4 of the notice for approval of the members.

Item No: 5, 6 & 7

As per the provisions of Sections 149, 152, 160 & Schedule IV of the Companies Act, 2013 read with the relevant Rules thereunder as amended, the Company had appointed Sri. Deepak Padamshi Malani, Sri. Vastupal Rajnikant Mehta and Sri. Meenakshi Sundaram Rajkumar as Independent Directors as per the requirements of the Companies Act, 2013 at the Annual General Meeting held on 11th September 2014 to hold office upto 10th September, 2019 for a first term of five consecutive years.

As per Section 149(10) of the Companies Act, 2013 ('the Act'), an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company but shall be eligible for reappointment on passing a Special Resolution by the Company for another term of upto five consecutive years.

All the above named persons have consented to their re-appointment and confirmed that they do not suffer from any disqualifications which stand in the way of their re-appointment as Independent Directors.

The performance evaluation of the Independent Directors was conducted by the entire Board of Directors (excluding the Director being evaluated) on the basis of a structured questionnaire which was prepared after taking into consideration inputs received from the Directors covering various aspects of the Board's functioning viz. adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

Accordingly, based on the performance evaluation of the Independent Directors, the Nomination & Remuneration Committee and the Board of Directors of the Company at their Meetings held on May 29, 2019, respectively have recommended the re-appointment of the aforesaid persons as Independent Directors for a second term of five consecutive years commencing from the dates on which their present appointments with the Company expire.

During their tenure of appointment, they shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.



The Appointee Independent Directors are not disqualified from being appointed as Directors in terms of Section 164 of the Act and not debarred from holding the office of Director by virtue of any Securities Exchange Board of India ('SEBI') order or any other such authority. The Company has received their consent to act as Independent Directors along with declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under sub-section 6 of Section 149 of the Act and as per Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations). In the opinion of the Board, they fulfill the conditions for re-appointment as Independent Directors and they are independent of the Management.

The brief profile of all the Appointee Independent Directors is mentioned under "Profile of Directors" forming part of this Notice and details of the remuneration paid/payable to them are as provided in the Corporate Governance Report forming part of the annual report for the year 2018-2019.

The Company has also received notices from a Member under Section 160 of the Companies Act, 2013 (the Act) proposing their re-appointment as Independent Directors for the second term of 5 consecutive years.

A copy of the draft letter for re-appointment of the Independent Directors setting out the terms and conditions of their re-appointment is available for inspection by the Members at the Registered Office of the Company during the office hours on all working days other than on Saturdays and Sundays till the date of the Annual General Meeting.

The Board recommends the Special Resolutions as set out in Item Nos. 5, 6 and 7 of the Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company and their relatives other than the concerned Independent Directors are in any way deemed to be concerned or interested, financially or otherwise, in the Resolutions as set out in Item Nos. 5, 6 and 7 of the Notice.

Item No: 8

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. C.S.Hanumantha Rao & Co, Cost Accountants, (Firm Registration No. 000216) as Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2019-2020. In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company.

Accordingly, consent of the members is sought for passing ordinary resolution as set out in Item No.8 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, 2020.



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.8 of the Notice.

The Board recommends the Ordinary Resolution as set out at Item No.8 of the Notice for approval by the members.

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

Name	Baba Chandrasekhar Ramakrishnan
Director Identification Number	00125662
Date of Birth	12.07.1948
Nationality	Indian
Date of first appointment on the Board	10.11.2014
Relationship with other Directors, Manager and KMP	-
Qualification	MS Chemical Engineering
Expertise in functional area	Textiles
No. of shares held in the Company	400
List of companies in which Directorship held as on 31.03.2019	-
Chairman/ Member of the Committees of the Board of the companies on which he is a Director as on 31.03.2019	-
Number of Board meetings attended during the year	9
Remuneration last drawn and sought to be paid	-
Terms and conditions of re-appointment	Liable to retire by rotation
Board position held	Non-Executive Non-Independent Director



Name	Akkalnaicker Veluchamy
Director Identification Number	08499764
Date of Birth	15/05/1945
Nationality	Indian
Date of first appointment on the Board	14/08/2019
Brief Profile / Experience	Mr. Akkalnaicker Veluchamy aged 74 years has vast knowledge and experience in the business of spinning of yarn.
Inter-se relationship with other Directors and Key Managerial Personnel	Nil
Qualification	M A., B.Ed., B P.Ed.,
Expertise in functional area	Has been a guiding force for the past 10 years in the spinning business.
No. of shares held in the Company	Nil
List of other companies in which Directorship held as on 31.03.2019	Nil
Chairman/ Member of the Committees of the Board of the companies on which he is a Director as on 31.03.2019	-
Number of Board meetings attended during the year	Not Applicable
Remuneration last drawn and sought to be paid	-
Terms and conditions of re-appointment	Appointed as an Independent Director for a term of 5 years with effect from 14 th August, 2019
Board position held	Non Executive Independent Director



Name	Deepak Padamshi Malani
Director Identification Number	02400928
Date of Birth	20/11/1950
Nationality	Indian
Date of first appointment on the Board	15/11/1995
Brief Profile	Mr.Deepak Padamshi Malani aged 70 years has vast knowledge and experience in fibre trading in textile Industry.
Inter-se relationship with other Directors and Key Managerial Personnel	Nil
Qualification	Graduate
Expertise in functional area	Vast knowledge in Textile Business
No. of shares held in the Company	Nil
List of other companies in which Directorship held as on 31.03.2019	-
Chairman/ Member of the Committees of the Board of the companies on which he is a Director as on 31.03.2019	-
Number of Board meetings attended during the year	9
Remuneration last drawn and sought to be paid	-
Terms and conditions of re-appointment	Appointed as an Independent Director for a second term of 5 years with effect from 11 th September, 2019
Board position held	Non-Executive Independent Director



Name	Vastupal Rajnikant Mehta
Director Identification Number	02368358
Date of Birth	04/06/1951
Nationality	Indian
Date of first appointment on the Board	15/11/1995
Brief Profile	Mr.Vastupal Rajnikant Mehta aged 69 years is experienced in trading, operations and management in Textile Industry.
Inter-se relationship with other Directors and Key Managerial Personnel	Nil
Qualification	Graduate
Expertise in functional area	Has been in Textile Business for the past 33 years
No. of shares held in the Company	Nil
List of other companies in which Directorship held as on 31.03.2019	Nil
Chairman/ Member of the Committees of the Board of the companies on which he is a Director as on 31.03.2019	-
Number of Board meetings attended during the year	9
Remuneration last drawn and sought to be paid	Nil
Terms and conditions of re-appointment	Appointed as an Independent Director for a second term of 5 years with effect from 11 th September, 2019
Board position held	Non-Executive Independent Director



Name	Meenakshi Sundaram Rajkumar
Reason	Re-Appointment
Director Identification Number	06935422
Date of Birth	02/02/1965
Nationality	Indian
Date of first appointment on the Board	04/08/2014
Brief Profile	Mr. Meenakshi Sundaram Rajkumar aged 54 years is experienced in trading, operations and management in Textile Industry.
Inter-se relationship with other Directors and Key Managerial Personnel	Nil
Qualification	Graduate
Expertise in functional area	Has been in Textile Business for the past 33 years
No. of shares held in the Company	Nil
List of other companies in which Directorship held as on 31.03.2019	Nil
Chairman/ Member of the Committees of the Board of the companies on which he is a Director as on 31.03.2019	-
Number of Board meetings attended during the year	9
Remuneration last drawn and sought to be paid	Nil
Terms and conditions of re-appointment	Appointed as an Independent Director for a second term of 5 years with effect from 11 th September, 2019
Board position held	Non Executive Independent Director

By Order of the Board
For Lambodhara Textiles Limited

Bosco Giulia

Whole-Time Director

(DIN:01898020)

Place : Coimbatore

Date : 14.08.2019