



Lambodhara Textiles Limited

Registered Office: 3A, B Block, Pioneer Apartments,
1075B, Avinashi Road, Coimbatore, Tamil Nadu- 641 018
Telefax: +91 422 2249038 & 4351083, Email: info@lambodharatextiles.com,
Website: www.lambodharatextiles.com
CIN : L17111TZ1994PLC004929

NOTICE FOR POSTAL BALLOT

*[Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies
(Management and Administration Rules, 2014)]*

To

All the Members

Lambodhara Textiles Limited

Notice is hereby given that pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014 and pursuant to other applicable laws and regulations, the resolutions appended below be passed by the Members through Postal Ballot/remote e-voting.

Accordingly draft resolutions & explanatory statement setting out the material facts & reasons thereof in respect of the proposed resolutions in terms of Section 102 read with Section 110 of the Companies Act, 2013 is annexed herewith for your consideration.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed on the postal ballot form and return the same duly completed in the enclosed self-addressed postage prepaid envelope. Postal Ballot Form(s), if sent by courier or registered post/speed post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self-addressed postage prepaid envelope. The duly completed postal ballot form(s) should reach to the office of the scrutinizer not later than 05.00 p.m. on January 22, 2018, to be eligible for being considered, failing which, it will be strictly considered that no reply has been received from the Member.

As required under provisions of Section 108 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is also providing remote e-voting facility to its Members to exercise their votes by electronic voting system. Furthermore, the Company has engaged the services of CDSL (Central Depository Services (India) Limited) to provide e-voting facility. The instructions for remote e-voting are annexed to this notice.

Mr. C V Madhusudhanan, FCS, Partner, failing him Ms. Shilpa Vishwanathan, ACS, Partner, KSR & Co Company Secretaries LLP, having office at 'Indus Chambers', No.101, Govt. Arts College Road, Coimbatore – 641 018, Tamil Nadu, India, has been appointed as a scrutinizer at



the meeting of Board of Directors of the Company dated December 20, 2017 who in the opinion of the Board can conduct the Postal Ballot voting as well as e-voting process in a fair and transparent manner.

The Scrutinizer shall after the receipt of assent or dissent of the Members in writing or by electronic means before January 24, 2018, shall after the completion of their Scrutiny, submit their report to the Managing Director of the Company or such other person authorized by the Board for this purpose before January 24, 2018. The Result shall be announced by the Managing Director of the company or such other person authorized by the Board for this purpose before January 24, 2018 at Company's Registered Office situated at 3A, B Block, Pioneer Apartments, 1075B, Avinashi Road, Coimbatore - 641 018, Tamil Nadu, India.

The Resolutions, if approved, and subject to confirmation by the Scrutinizer's report, will be taken as passed on the last date on which the postal ballot/ remote e voting was permitted [January 22, 2018] and the outcome of the meeting and passing of resolutions shall be communicated to NSE limited, BSE Limited, Registrar and Share Transfer Agent and will also be displayed on the Company's website: www.lambodharatextiles.com

The Notice, along with Postal Ballot Form, has also been placed on Company's website www.lambodharatextiles.com for perusal of Members.

Item No.1 - Approval for Increase in Authorized Capital of the Company

BUSINESS: SPECIAL

RESOLUTION: ORDINARY

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

“RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions of the Companies Act, 2013 and the rules made there under, the Authorized Share Capital of the Company be and is hereby increased from ₹ 5,00,00,000 (Rupees Five Crore only) comprising of 1,00,00,000 (One Crore Only) Equity Shares of ₹ 5 (Rupees Five) each to ₹ 100,00,00,000 (Rupees Ten Crore only) comprising of 2,00,00,000 (Two Crore) Equity Shares of ₹ 5 (Rupees Five) each”.

Item No.2 - Approval for alteration of Capital Clause in the Memorandum of Association

BUSINESS: SPECIAL

RESOLUTION: ORDINARY

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

“RESOLVED THAT pursuant to Section 13, 61 and all other applicable provisions of the Companies Act, 2013 the existing Clause V of Memorandum of Association of the Company be and is hereby substituted as follows:

The Authorized Share Capital of the Company is ₹100,00,00,000 (Rupees Ten Crore only) divided into 2,00,00,000 (Two Crore Only) Equity Shares of ₹ 5/- (Rupees Five Only) each.



The Company shall have power, at any time and from time to time, to increase and/ reduce its capital. Any of the said shares and any new shares may, at any time and from time to time, be divided into shares of several classes in such manner as the Articles of Association of the Company may prescribe and the shares of each class may confer such preferred or other special rights and privileges and impose such restrictions and conditions whether in regard to dividend, voting, return of capital or otherwise as will be prescribed in or under the Articles of Association.

RESOLVED FURTHER THAT the Board of Directors of the Company and Ms.Priyadarshini.V, Company Secretary and Compliance Officer of the Company be and are hereby authorized to do all such acts, deeds, things and matters and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.

Item No.3 – Approval for alteration of Articles of Association of the Company

BUSINESS: SPECIAL

RESOLUTION: SPECIAL

To consider, and, if thought fit, to pass, the following resolution as Special resolution:

RESOLVED THAT pursuant to Section 14 and other applicable provisions, if any, of the Companies Act, 2013, the existing Article 3 of the Articles of Association of the Company be and is hereby substituted as follows:

“The Authorized Share Capital of the Company for the time being shall be as indicated in the Memorandum of Association of the Company”.

RESOLVED FURTHER THAT the Board of Directors of the Company and Ms.Priyadarshini.V, Company Secretary and Compliance Officer of the Company be and are hereby authorized to do all such acts, deeds, things and matters and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.

Item No. 4 - Proposal for Issue of Equity shares on Preferential Basis :

BUSINESS: SPECIAL

RESOLUTION: SPECIAL

To consider, and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 23, Section 62[1(c)] and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (collectively, the “**Companies Act**”), in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended to the extent applicable, (the “**SEBI (LODR) Regulations, 2015**”) and the listing agreement entered into with the National stock exchange of India Limited, where the Equity Shares of the Company of face value of



₹ 5/- per share (“**Equity Shares**”) are listed, and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the “**SEBI (ICDR) Regulations, 2009**”), and subject to other applicable rules, regulations and guidelines issued by the Securities and Exchange Board of India (“**SEBI**”) and National Stock Exchange of India Limited (“**Stock Exchanges**”) and subject to such approvals, permissions, consents and sanctions as may be necessary from SEBI, Stock Exchanges and further subject to such terms and conditions or modifications as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “**Board**” to exercise its powers including the powers conferred by this resolution), consent of the members be and is hereby accorded to the Board to offer, issue and allot 5,00,000 number of equity shares at a face value of ₹ 5 per share fully paid-up for a total sum not exceeding **₹ 4,00,00,000 [Rupees Four crores]** to Strike Right Integrated Services Limited at price not less than the minimum price as on the Relevant Date determined in accordance with the provisions of Chapter VII of SEBI (ICDR) Regulations, 2009 including premium on such terms and conditions as may be determined by the Board”.

“**RESOLVED FURTHER THAT** the new Equity shares shall rank pari-passu with the existing Equity shares of the Company in all respects and that the equity shares so allotted during the Financial Year shall be entitled to the dividend, if any, declared including other corporate benefits, if any, for which the Book Closure and Record Date falls subsequent to the allotment of Equity shares”.

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution Mr.R.Santosh, Managing Director of the Company, Mrs.Bosco Giulia, Whole – Time Director of the Company, Mrs.Vimala Radhakrishnan, Whole-Time Director of the Company, Ms.Priyadarshini.V, Company Secretary and Compliance Officer of the Company and be and are hereby severally authorised to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient, and to settle any question, difficulty or doubt that may arise in this regard.

Item No. 5 – Issue of Securities by way of Qualified Institutions Placement (QIP) as per Section 23, 42 and 62[1(c)] of the Companies Act, 2013 and Chapter VIII of SEBI (ICDR) Regulations, 2009:

BUSINESS: SPECIAL

RESOLUTION: SPECIAL

To consider, and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 23, 42 and 62[1(c)] and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (collectively, the “**Companies Act**”), in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended to the extent applicable, (the “**SEBI (LODR) Regulations**”) and the listing agreements entered into with National Stock Exchange of India



Limited, where the equity shares of the Company of face value of ₹ 5.00 (“**Equity Shares**”) are listed, and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the “**SEBI (ICDR) Regulations, 2009**”), the provisions of the Foreign Exchange Management Act, 1999, (“**FEMA**”) and rules and regulations framed there under as amended from time to time and subject to other applicable rules, regulations and guidelines issued by the Securities and Exchange Board of India (“**SEBI**”), and National Stock Exchange of India Limited (“**Stock Exchange**”), the Reserve Bank of India (“**RBI**”), the Government of India (“**Gol**”) and/or any other competent governmental or regulatory authorities from time to time to the extent applicable and subject to such approvals, permissions, consents and sanctions as may be necessary from SEBI, Stock Exchange and any other governmental or regulatory authorities as may be required in this regard and further subject to such terms and conditions or modifications as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “**Board**” to exercise its powers including the powers conferred by this resolution), consent of the members be and is hereby accorded to the Board to create, offer, issue and allot (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons as may be permitted), such number of Equity Shares, or other permissible securities convertible into, or exchangeable for, Equity Shares or non-convertible debentures simultaneously with warrants, with a right exercisable by the warrant holder to exchange the said warrants for Equity Shares at a later date (as permitted under the SEBI (ICDR) Regulations, 2009 (all of which are hereinafter collectively referred to as “**Securities**”) or any combination of such Securities by way of a qualified institutions placement (“**QIP**”), in one or more tranches, to any eligible qualified institutional buyers (“**QIBs**”), as defined under the SEBI (ICDR) Regulations, 2009 whether they be holders of Equity Shares or not, as may be decided by the Board (including a committee thereof) in its discretion and permitted under applicable laws and regulations, for an aggregate amount not exceeding ₹ **15,00,00,000 (Rupees Fifteen Crore only)** or equivalent thereof, inclusive of such premium as may be fixed on such Securities by offering the Securities at such price or prices, at a discount or premium to market price or prices permitted under applicable laws, as may be deemed appropriate, in the sole discretion of the Board in such manner and on terms and conditions, and at a price not less than the price calculated as per the applicable pricing formula and as may be permitted by the relevant regulatory/statutory authority, together with any amendments and modifications thereto in consultation with any merchant banker(s) or other advisor(s) appointed and/or to be appointed by the Company but without requiring any further approval or consent from the shareholders”.

“**RESOLVED FURTHER THAT** in pursuance of the aforesaid resolutions: (i) The equity shares that may be issued and allotted directly or on conversion of other convertible or exchangeable Securities that may be issued as aforesaid shall rank pari passu with the then existing equity shares in all respects including dividend; (ii) The number and/or conversion price in relation to equity shares that may be issued and allotted on conversion of other convertible Securities that may be issued as aforesaid shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split and consolidation of share capital, merger, de-merger, transfer of



undertaking, sale of division or any such capital or corporate restructuring; (iii) In case Eligible Securities other than equity shares are issued pursuant to the aforesaid issue, such Securities shall be converted into equity shares within 60 (sixty) months from the date of allotment; and (iv) No subsequent qualified institutions placement shall be made until the expiry of six months from the date of the prior qualified institutions placement approved by way of this resolution.

“RESOLVED FURTHER THAT pursuant to Chapter VIII of the SEBI (ICDR) Regulations, 2009 the allotment of Securities shall only be to Qualified Institutional Buyers (QIBs) within the meaning of Chapter VIII of the SEBI (ICDR) Regulations, 2009 as amended from time to time, such Securities shall be fully paid-up and the allotment of such Securities shall be completed within 12 months from the date of passing of this resolution.”

“RESOLVED FURTHER THAT any issue of Securities by way of a QIP shall be at a price which is not less than the price determined in accordance with the pricing formula provided under the SEBI (ICDR) Regulations, 2009 (the **“QIP Floor Price”**). The Company may, however, in accordance with applicable law, at the sole discretion of the Board, including a duly constituted committee thereof, also offer a discount to the QIP Floor Price at such percentage as may be permitted under applicable law on the QIP Floor Price.”

“RESOLVED FURTHER THAT the price determined for the QIP shall be subject to appropriate adjustments as per the provisions of the SEBI (ICDR) Regulations, 2009, if required.”

“RESOLVED FURTHER THAT, subject to applicable law, in the event that Equity Shares are issued to QIBs by way of the QIP in terms of the SEBI (ICDR) Regulations, 2009, the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board or a committee thereof decides to open the QIP of Equity Shares. In the event the QIP entails an issuance of Securities other than Equity Shares, the relevant date for the purpose of pricing shall be either the date of the meeting in which the Board or a committee thereof decides to open the QIP or the date on which the holders of Securities other than Equity Shares become eligible to apply for Equity Shares, as may be determined by the Board or a committee thereof.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions but subject to necessary approvals and consents, the Board be and is hereby authorized to take all such actions, give such directions and to do all such acts, deeds and things as may be necessary, desirable or incidental thereto including without limitation entering into of arrangements in consultation with the advisors including arrangements for underwriting, marketing, listing, trading, appointment of lead manager(s)/merchant banker(s), underwriter(s), guarantor(s), depository/depositories, custodian(s), stabilizing agent(s), banker(s), advisor(s), registrar(s), paying and conversion agent(s), trustee(s), and other agents as may be required in order to facilitate or consummate the QIP, and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the Issue and allotment of the aforesaid Equity Shares and listing thereof with the Stock Exchange and to approve and execute all deeds, documents, instruments and writings and to pay any fees, commission, costs, charges and other outgoings in relation thereto and to settle all questions and difficulties that may arise



in the issue, offer and allotment of any of the Equity Shares whether in India or abroad, for the issue including finalization of the timing of the Issue/ offering(s), identification of the Investors to whom Equity Shares are to be offered, utilization of the Issue proceeds and to do all requisite filings with SEBI, the Stock Exchange, the Government of India, the Reserve Bank of India, if required and any other concerned authority in India or outside, and to agree to such conditions or modifications that may be imposed by SEBI, RBI, Stock Exchange or other authorities while granting the requisite approvals or that may otherwise be deemed fit or proper by the Board and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board in its absolute discretion deems fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution and to do all such acts and things as may be necessary and expedient for, and incidental and ancillary to the issue, and to give such directions that may be necessary or may arise in regard to or in connection with any such offer, issue or allotment of Securities and utilization of the issue proceeds, as it may, in its absolute discretion, deem fit and any such action, decision or direction of the Board shall be binding on all shareholders.

“RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any committee of directors or any director(s) of the Company in such manner as they may deem fit in their absolute discretion with the power to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the QIP and settle any questions or difficulties that may arise in this regard to the QIP.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to open one or more bank accounts in the name of the Company in Indian currency or foreign currency(ies) with such bank or banks in India as may be required in connection with the aforesaid issue, subject to requisite approvals from Reserve Bank of India, if any, and the Director or Directors of the Company or other officer or officers of the Company authorized by the Board be and is or are hereby authorized to sign and execute the application form and other documents required for opening the account, to operate the said account, and to give such instructions including closure thereof as may be required and deemed appropriate by these signatories, and that the said bank/s be and is/are hereby authorized to honour all cheques and other negotiable instruments drawn, accepted or endorsed and instructions given by the aforesaid signatories on behalf of the Company.”

“RESOLVED FURTHER THAT the common seal of the Company, if and when required on any agreement, undertaking, deed or other document in India, be affixed as per the provisions of Articles of Association of the Company.”

“RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of eligible Securities as described above, the Board, where required in consultation with the lead managers and/or other advisors, 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 or desirable for such purpose, including but not limited to the selection of QIBs to whom the eligible Securities are to be offered, issued and allotted, and matters related thereto, and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such issue(s) or allotment(s) as it may, in its absolute discretion, deem fit.”

By Order of the Board
for Lambodhara Textiles Limited

Place : Coimbatore

Date : 20 December, 2017.

(Sd/-) Vimala Radhakrishnan

Whole-Time Director

DIN: 00813706

Notes:

1. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 stating in respect of the aforesaid items set out in the Notice annexed hereto.
2. Mr. C V Madhusudhanan, FCS, Partner or failing him Ms. Shilpa Vishwanathan, ACS, Partner, KSR & Co Company Secretaries LLP, having office at 'Indus Chambers', No.101, Govt. Arts College Road, Coimbatore - 641 018, Tamil Nadu, India, has been appointed as Scrutinizer at the meeting of Board of Directors of the Company dated December 20, 2017 who in the opinion of the board can conduct the Postal Ballot voting as well as e-voting process in a fair and transparent manner.
3. The Postal Ballot Notice is being sent to the Members whose names appear in the Register of Members as on December 20, 2017 (being cut-off date for determining the Members to whom the Notice shall be dispatched).
4. The Postal Ballot Notice is being sent to the Members in electronic form who have registered their email ID's with their Depository Participants and in case of Members whose e-mail ID's are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage-prepaid self-addressed Business Reply Envelope.
5. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
6. The Members can opt for only one mode of voting i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical ballot form will be treated as invalid.
7. Members who have received postal ballot notice by email and who wish to vote through physical postal ballot form or in case a Member is desirous of obtaining a duplicate postal ballot form, he or she may send an e-mail to info@skdc-consultants.com The Registrar and Share Transfer Agents/Company shall forward the same along with the postage prepaid self-addressed business reply envelope to the Member.



8. A member cannot exercise his vote by proxy on postal ballot.
9. A person whose name is recorded in the register of members as on cut-off date being December 20, 2017 only shall be entitled to avail the facility of e-voting as well as voting through postal ballot. A person who is not a member as on cut-off date should accordingly treat the postal ballot notice for information purpose only.
10. Members desiring to exercise their vote by physical ballot are requested to carefully read the instructions printed in the postal ballot form and return the form duly completed and signed with the Assent (for) or Dissent (against), in the enclosed self-addressed postage prepaid envelope to the scrutinizer, so that it reaches the scrutinizer not later than close of working hours (i.e.5.00 p.m) on January 22, 2018, it will be considered that no reply from the member has been received.
11. In compliance with sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the Members to cast their votes electronically and vote on all resolutions through the e-voting service facility arranged by CDSL. The instructions for electronic voting are given in this Notice. E-voting will commence on Sunday, December 24, 2017 at 9.00 A.M. and will end on Monday, January 22, 2018 at 5.00 P.M. E-voting shall not be allowed beyond the said time and date.
12. The Scrutinizer shall after the receipt of assent or dissent of the Members in writing or by electronic means submit his report to the Managing director of the Company or such person authorized by the Board for this purpose before January 24, 2018. The Result shall be announced by the Managing director of the Company or such person authorized by the Board for this purpose before January 24, 2018 at the Registered Office of the Company - 3A, B Block, Pioneer Apartments, 1075 B, Avinashi Road, Coimbatore – 641 018, Tamil Nadu, India and also published on the website of the company www.lambodharatextiles.com

INSTRUCTIONS FOR VOTING

A. VOTING THROUGH POSTAL BALLOT FORM

Instructions regarding voting through Postal Ballot Form have been given on the reverse side of the Postal Ballot Form.

B. REMOTE E-VOTING FACILITY

Pursuant to Section 110 of the Companies Act, 2013 and applicable Rules made there under, the Company is pleased to offer e-voting facility for the members to enable them to cast their votes electronically. For this purpose, the Company has signed an agreement with the Central Depository Services (India) Limited (“CDSL”) for facilitating e-voting. Members have option to vote either through e voting or through the Postal Ballot Form. If a member has opted for e-voting, then he/she should not vote by Postal Ballot also and vice-versa. However, in case members cast their vote both via postal ballot and e-voting, then voting through e-voting shall prevail and voting done by postal ballot shall be treated as invalid.



Instructions for members voting electronically are as under:-

- I. The voting period begins on Sunday, December 24, 2017 at 9.00 A.M. and ends on Monday, January 22, 2018 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 Wednesday, December 20, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after the voting period specified above.
- II. The shareholders should log on to the e-voting website www.evotingindia.com.
- III. Click on Shareholders.
- IV. 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 (without “/” symbol) registered with the Company.
- V. Next enter the Image Verification as displayed and Click on Login.
- VI. 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.
- VII. 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	<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 the details are not recorded with the depository or Company please enter the member ID / folio number in the Dividend Bank details field.

- VIII. After entering these details appropriately, click on “SUBMIT” tab.



- IX. 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.
- X. For Members holding shares in physical form, the details can be used only for e-voting on the Resolutions contained in this Notice.
- XI. Click on the EVSN for 'Lambodhara Textiles Limited'.
- XII. 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.
- XIII. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- XIV. 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.
- XV. Once you "CONFIRM" your vote on the Resolution, you will not be allowed to modify your vote.
- XVI. You can also take print out of the voting done by you by clicking on "Click here to print" option on the Voting page.
- XVII. 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.
- XVIII. 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. iPhone 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.
- XIX. 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.

XX. 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

The Scrutinizer will submit his report after completion of scrutiny, before Wednesday, 24 January, 2018. The Managing Director or any other person authorized by the Board for this purpose will announce the results of the voting by postal ballot before Wednesday, 24th January, 2018 at the Registered Office of the Company and the same shall be displayed on the website of the company www.lambodharatextiles.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

The following Explanatory Statement relating to the accompanying Notice set out all material facts:

The Board of Directors at its meeting held on Monday, December 4, 2017 and Wednesday, December 20, 2017, subject to necessary shareholders’ approval(s), has approved the proposal for raising funds by way of issue of Equity Shares for an amount not exceeding ₹ 20 crores.

The abovementioned resolutions seek approval of shareholders to therefore increase the authorized capital to Rs. 10 crores from existing capital of ₹ 5 crores and related amendment of MoA and AoA of the company, to make a preferential allotment of equity shares for ₹ 4 crores to the Proposed Allottee being Strike Right Integrated Services Limited at a price determined in line with Chapter VII of the SEBI (ICDR) Regulations, 2009 and Section 62[1(c)] of the Companies Act, 2013 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, and to explore the possibility of Qualified Institutional Placement for ₹ 15 crores in line with provisions of Sections 42 and 62[1(c)] of Companies Act, 2013 read with Chapter VIII of SEBI (ICDR) Regulations, 2009.

Item No. 1, 2 & 3:

The equity shares of the Company are listed on National Stock Exchange of India Limited. Further, the existing authorized Share Capital of your Company is ₹ 5,00,00,000 (Rupees Five Crore Only) comprising of 1,00,00,000 (One Crore) Equity Share of ₹ 5/- (Rupees Five Only) each.



Considering the overall growth and operational needs of the Company, the Company proposed to raise additional Capital not exceeding in aggregate ₹ 20 crores by way of Preferential allotment [Not exceeding ₹ 4 crores] and Private Placement (QIP) basis [Not exceeding ₹ 15 crores] as set out in Item no. 4 & 5 in this Notice and as approved by the Board of Directors of the Company, in their meeting held on December 4, 2017 and December 20, 2017 for this purpose the board has approved an increase in the Authorized Capital from ₹ 5,00,00,000 (Rupees Five Crore Only) to ₹ 100,00,00,000 (Rupees Ten Crore Only), subject to the approval of the shareholders and such other authorities as may be necessary.

The proposed increase in the Authorized capital of the Company requires alteration of Authorized Capital from ₹ 5,00,00,000 (Rupees Five Crore Only) divided into 1,00,00,000 (One crore) Equity Shares of ₹ 5/- (Rupees Five Only) each of the Company to ₹ 100,00,00,000 (Rupees Ten Crore Only) divided into 2,00,00,000 (Two Crore Only) Equity Shares of ₹ 5/- (Rupees Five Only) each.

Pursuant to the alteration, Clause V of the Memorandum of Association (“MOA”) of the Company and the Article 3 of the Articles of Association (“AOA”) of the Company have to be substituted as mentioned in the Resolution set out in Item no. 2 and 3 of this notice.

The Board of Directors recommends the resolution as set out in Item no. 1 of this notice as Ordinary Resolution for increase in the Authorized Share Capital of the Company, Item no.2 of this notice as Ordinary Resolution for the alteration of MOA and Item no.3 of this notice as Special Resolution for the alteration of AOA.

The MOA and AOA of the Company along with the proposed alterations will be open for inspection for the members of the Company at the registered office of the Company on all working days from 10.00 a.m to 4.00 p.m till the conclusion of this Postal Ballot.

None of the Directors / Key Managerial Personnel of the Company and their relatives are interested in the above resolution and do not have any concern or interest, financial or otherwise.

Item No.4:

The special resolution as mentioned under Item no. 4, proposes to authorize Board of Directors to issue and allot 5,00,000 equity shares at a face value of ₹ 5/- per share fully paid-up to Strike Right Integrated Services Limited (Member of Promoter Group) at a price not less than the minimum price as on the “Relevant Date” determined in accordance with the provisions of Chapter VII of SEBI (ICDR) Regulations, 2009 including premium as may be determined by the Board and in compliance with Sections 23 and Section 62 [1(c)] and other applicable provisions of the Companies Act, 2013 and the Companies (Share Capital and Debentures Rules), 2014.

The information pertaining to the proposed allotment in terms of the chapter VII of SEBI (ICDR) Regulations, 2009 and subsequent amendments thereto is stated below:

a) Object of the issue through Preferential Allotment:

To mobilize funds for meeting the capital expenditure requirements for the ongoing and future projects of the Company, working capital requirements, repayment of rupee term



loans, general corporate purposes including but not limited to pursuing new business opportunities and meeting the issue expenses the Company proposes to raise additional funds through issue of equity shares on preferential basis to Strike Right Integrated Services Limited. The Board of Directors of the Company, at its meeting held on Wednesday, December 20, 2017 has stated that Strike Right Integrated Services Limited have expressed interest to invest in equity shares of the Company for a value not exceeding ₹ 4,00,00,000 (Rupees Four Crores only) and the board has decided to issue and allot, up to 5,00,000 (Five Lakh) equity shares at a face value of ₹ 5/- per share fully paid-up and the price not lower than the minimum price calculated in accordance with Regulation 76 of SEBI (ICDR) Regulations, 2009 as may be amended from time to time to Strike Right Integrated Services Limited subject to approval of shareholders.

b) Intention of Member of Promoter Group to subscribe to the Offer:

Strike Right Integrated Services Limited falling under Promoter Group of the Company intends to subscribe to the Equity Shares to the extent set out below for the benefit of the Company:

Name of Allottees (Promoter Group)	No. of Equity Shares to be allotted*	Percentage of post-issue equity share capital*
Strike Right Integrated Services Limited.	5,00,000	35.71%
Total	5,00,000	35.71%

* Note: The number of shares and percentage of post-issue shareholding specified above have been calculated @ ₹ 5/- per share. The number of Equity Shares to be issued to the Allottees and the Allottees post-issue shareholding specified above is therefore only indicative and may vary depending on the actual price of the Equity Shares determined in accordance with the SEBI (ICDR) Regulations, 2009.

c) Share holding pattern before and after the issue:

Sl. No	Category	Pre Issue holding details#		Post Issue holding details	
		No of shares	% of shares	No of shares	% of shares
A.	Promoters				
(1)	Indian				
	a) Individual/ HUF	32,94,506	36.29%	32,94,506	34.40%
	b) Central Govt/State Govt(s)	-	-	-	-
	c) Banks / FI	-	-	-	-
	d) Bodies Corp.	29,20,600	32.17%	34,20,600	35.71%
	Sub- Total (A)(1)	62,15,106	68.46%	67,15,106	70.11%



SI. No	Category	Pre Issue holding details#		Post Issue holding details	
		No of shares	% of shares	No of shares	% of shares
(2)	Foreign				
	a) NRIs- Individuals	-	-	-	-
	b) Govt.	-	-	-	-
	c) Institutions	-	-	-	-
	d) Foreign Portfolio Investor	-	-	-	-
	e) Any other	-	-	-	-
	Sub- Total (A)(2)	-	-	-	-
	Total shareholding of promoter (A) = (A)(1)+(A)(2)	62,15,106	68.46%	67,15,106	70.11%
B.	Public Shareholding				
1.	Institutions				
	a) Mutual Funds	4180	0.046%	4180	0.044%
	b) Venture Capital Funds	-	-	-	-
	c) Alternate Investment Funds	-	-	-	-
	d) Foreign Venture Capital Investors	-	-	-	-
	e) Foreign Portfolio Investors	-	-	-	-
	f) Banks / FI	185	0.002%	185	0.002%
	g) Insurance Companies	-	-	-	-
	h) Providend Funds/ Pension Funds	-	-	-	-
	i) Any Other	-	-	-	-
	Sub Total (B) (1)	4365	0.04%	4365	0.046%
2	Central Govt/ State Govt(s)	-	-	-	-
	Sub Total (B) (2)	-	-	-	-
3	Non - Institutions				
(A)	Individuals				
	Share Holding nominal Share Capital up to ₹ 2 Lakhs	2279903	25.11%	2279903	23.80%
	Share Holding Nominal share Capital in excess of ₹ 2 Lakhs	118162	1.30%	118162	1.23%



Sl. No	Category	Pre Issue holding details#		Post Issue holding details	
		No of shares	% of shares	No of shares	% of shares
(B)	Bodies Corporate	218371	2.41%	218371	2.28%
(c)	Any Other				
	a) NRI – Non Repatriable	8889	0.09%	8889	0.09%
	b) NRI - Repatriable	39491	0.43%	39491	0.41%
	c) Clearing Members	102443	1.13%	102443	1.07%
	d) HUF	90870	1.00%	90870	0.949%
	Sub Total (B) (3)	2858129	31.48%	2858129	29.84%
	Total shareholding of Non - promoter (B) = (B)(1)+(B)(2)+(B)(3)	2862494	31.53%	2862494	29.89%
	Total A+B	9077600	100%	9577600	100%

Pre issue shareholding as on September 30, 2017.

* The number of shares and percentage of post-issue shareholding specified above have been calculated @ face value of ₹ 5/- per share fully paid-up.

d) The proposed time of completion of allotment:

As required under Regulation 74 of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, allotment of equity shares to Strike Right Integrated Services Limited is proposed to be made within 15 (Fifteen) days from the date of passing of Postal Ballot resolution subject to receipt of full consideration in cash.

e) Identity and details of the proposed Allottee:

Sr.No	1
Name	Strike Right Integrated Services Limited
Category	Promoter Group
Address	No.9, Park Residence Apartments, Flat 43, ATT Colony Coimbatore, 641018, Tamil Nadu, India
Pre-issue holding*	29,20,600
% of Pre-issue holding	32.17%
No. of shares proposed for allotment*	5,00,000
Post issue holding*	3420600
% of Post issue holding*	35.71%



* The number of shares and percentage of post-issue shareholding specified above have been calculated @ face value of ₹ 5/- per share and premium of ₹ 75/- per share as may be determined by auditor's valuation certificate on relevant date. The number of Equity Shares to be issued to the Allottees and the Allottees post-issue shareholding specified below is therefore only indicative and may vary depending on the actual price of the Equity Shares determined in accordance with the SEBI (ICDR) Regulations, 2009.

f) Total Number of shares to be offered:

Approximately 5,00,000 equity shares are proposed to be offered at a face value of ₹ 5/- per share fully paid-up and premium as per the valuation certificate obtained from Auditors as on the "Relevant Date".

g) Pricing of the Issue and Relevant Date:

As per Regulation 71A of SEBI(ICDR) Regulations, 2009 the shares of the company are considered to be "**frequently traded shares**" which means the traded turnover of the shares of the company on National Stock Exchange of India Limited during the twelve calendar months preceding the relevant date, is at least 10% of the total number of shares of such class of shares of the issuer. The equity shares of the company have also been listed on National Stock Exchange of India Limited being a recognised stock exchange for a period of twenty six weeks or more as on the relevant date as per Regulation 76(1) of SEBI (ICDR) Regulations, 2009.

The equity shares will be issued at such price not lower than the minimum price as stipulated in Regulation 76 of Chapter VII of SEBI (ICDR) Regulations, 2009 - i.e., higher of the following:

- a. The average weekly high and low of the volume weighted average price of the related equity shares quoted on the recognized stock exchange during the 26 weeks preceding the relevant date; or
- b. The average weekly high and low of the volume weighted average price of the related equity shares quoted on the recognized stock exchange during the 2 weeks preceding the relevant date.

"Relevant Date" in relation to the issue of equity shares in accordance with the SEBI (ICDR) Regulations, 2009 would be December 22, 2017 [as 30 days prior to the date of declaration of result of postal ballot being December 23, 2017 is a weekend/holiday and hence cannot be deemed as relevant date as per the regulations].

A Certificate obtained from the Statutory Auditor confirming the minimum price for the Preferential Issue as per Preferential Issue Guidelines in Chapter VII of SEBI (ICDR) Regulations, 2009 along with the calculation thereof and the same will be made available for inspection at the Registered Office of the Company from the relevant date i.e. December 22, 2017 till 5:00 PM of January 22, 2018 during business hours on all working days except weekends and public holidays, and shall also be available on the date of declaration of result of postal ballot.

The Company proposes to issue equity shares to Strike Right Integrated Services Limited at face value of ₹ 5/- per share fully paid-up at the price not lower than the minimum price as stipulated in Regulation 76 of Chapter VII of SEBI (ICDR) Regulations, 2009.

h) The class of person to whom allotment is proposed to be made:

The allotment proposed to be made to Strike Right Integrated Services Limited, falling under Promoter Group of the Company.



i) Number of persons to whom allotment on preferential basis has already been made during the year:

None.

j) Approvals:

The Company will take necessary steps to obtain the required approvals from the stock exchanges, SEBI or any other regulatory agency as may be applicable, for the proposed preferential issue of equity shares.

k) SEBI Takeover Code

In the present case the acquirer being Strike Right Integrated Services Limited (member of Promoter Group), is not subject to making an open offer to the Public under Regulation 3(2) or (4) or (5) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulation, 2011 as the shareholding of this member increases from 32.17% (pre- preferential allotment) to 35.71% (post-preferential allotment) as this increase does not exceed the threshold limit (i.e. change is less than 5% of voting rights within the financial year 2017-2018) Strike Right Intergarated Services Limited shall undertake compliance of the disclosures to be made under Regulation 29(2) and Regulation 30(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

l) The change in control:

Subsequent to this preferential allotment of equity shares, the overall stake of promoters in the company increases from 68.46 % to 70.11% and hence there will be no change in the control of the affairs of the target company. There is also no change in the Composition of Board of Directors of the target company.

m) Auditors' Certificate:

Certificate from the Statutory Auditors confirming that the proposed issue of equity shares is being made in accordance with the SEBI (ICDR) Regulations, 2009 has been obtained. The same is available for inspection at the registered office of the company during working hours during the period for which postal ballot/remote e-voting facility is open.

n) Lock-in Period:

The equity shares proposed to be allotted shall be subject to "Lock-in" for such a period as the case may be from the date of trading approval from the Stock Exchanges where the securities of the Company are listed as per Chapter VII of the SEBI (ICDR) Regulations, 2009.

o) Undertakings:

In terms of SEBI (ICDR) Regulations, 2009 the Company hereby undertakes that:

- The Company shall re-compute the price of Equity Shares in terms of the provisions of SEBI (ICDR) Regulations where it is required to do so.
- If the amount payable on account of the re-computation of the price is not received within the time stipulated in the SEBI (ICDR) Regulations, the Equity Shares shall continue to be locked-in till the time such amount is paid by the allottee.

p) Compliances

The Company has complied with the requirement of maintaining a minimum public shareholding of 25% as per Regulation 38 of SEBI (LODR) Regulations, 2015.



q) Approval under the Companies Act:

Section 62(1) of the Companies Act, 2013 provides, inter alia, that whenever it is proposed to increase the subscribed capital of a Company by further issue and allotment of shares, such shares, shall be first offered to the existing shareholders of the Company in the manner laid down in the said section, unless the shareholders decide otherwise in general meeting by way of special resolution.

Accordingly, the consent of the shareholders is being sought pursuant to the provisions of Section 62(1(c)) of the Companies Act, 2013 and all other applicable provisions, SEBI Guidelines or regulations and the provisions of the Listing Agreement with the Stock Exchange for authorizing the Board to issue and allot equity shares as stated in the resolution, which would result in a further issuance of securities of the Company on preferential allotment basis, in such form, manner and upon such terms and conditions as the Board may in its absolute discretion deem fit.

A statement pursuant to Section 102 of the Companies Act, 2013, is provided hereunder.

“None of the Directors, Managers, Key Managerial Personnel of the Company and their respective relatives have any interest, financial or otherwise, in the proposed resolution, except Mr.Santosh.R., Managing Director, Mrs.Vimala Radhakrishnan, Whole - Time Director and Mrs. Bosco Giulia , Whole-Time Director and Mr. Ramesh Shenoy Kalyanpur, Chief Financial officer of the Company”.

The Board of Directors recommends the passing of the above resolution as a special resolution as set out in this notice.

Item No: 5

The proposed Special Resolution is to enable the Company to meet the capital expenditure requirements for the ongoing and future projects of the Company, working capital requirements, repayment of rupee term loans, general corporate purposes including but not limited to pursuing new business opportunities and meeting the issue expenses.

The resolutions contained in the Notice pertain to the proposal by the Company to create, offer, issue and allot securities aggregating up to **₹ 15,00,00,000 (Rupees Fifteen crores)** as stated therein as may be permitted by applicable laws and regulations in one or more tranches (referred to as **“Securities”**). The Company seeks your approval as per the resolutions stated in the notice of Postal Ballot.

The members may please note that the appended resolutions are only enabling resolutions and the detailed terms and conditions for the offer will be determined by the Board of Directors in consultation with lead manager/s, Merchant banker/s, advisors, underwriters and such other authorities and agencies as may be required to be consulted by the Company in due consideration of prevailing market conditions and other relevant factors. As the price of the securities shall be determined at a later stage, exact number of securities to be issued shall also be crystallized later.

However, enabling resolutions are being proposed to give adequate flexibility and discretion to the Board to finalize the terms of the offer. In terms of Section 62 and other provisions of the Companies Act, 2013, and SEBI (ICDR) Regulations, 2009 as amended and rules and regulations made there under, relevant clauses of the SEBI (LODR) Regulations, 2015 approval of the members is being sought to empower the Board to issue, offer and allot



Equity Shares aggregating up to ₹ 15,00,00,000 (Rupees Fifteen crores) as permitted by the applicable regulations and at such price calculated for the Qualified Institutions Placement or at such other discount as may be permitted under Chapter VIII of the SEBI (ICDR) Regulations, 2009 in such a manner and on such terms and conditions to such person(s) including institutions and Investors by way of Qualified institutions placement as the Board may at its absolute discretion deem fit.

The Members approval to the resolutions would allow the Board to offer and allot the proposed Securities otherwise than on pro-rata basis to the existing shareholders. Thus, as the Issue may result in the issue of Equity Shares of the Company to investors who may not be members of the Company, consent of the members is being sought pursuant to Section 62[1(c)] and other applicable provisions, if any, of the Companies Act, 2013 and any other law for the time being in force and being applicable and in terms of the provisions of the SEBI (LODR) Regulations, 2015. The Board accordingly recommends the above Special resolution for your approval.

The Special Resolution also seeks to empower the Board of Directors of the Company (hereinafter called the "Board" which term shall be deemed to include any committee which the Board has constituted to exercise its powers including the power conferred by this resolution) to undertake a Qualified Institutional Placement as defined by SEBI ICDR Regulations, 2009. The Board may in their discretion adopt this mechanism, as prescribed under Chapter VIII of the SEBI (ICDR) Regulations, 2009. The pricing of the Equity Shares to be issued to Qualified Institutional Buyers pursuant to Chapter VIII of the SEBI (ICDR) Regulations, 2009 shall be freely determined subject to such price not being less than the price calculated in accordance with the SEBI (ICDR) Regulations, 2009.

Allotment shall be completed within a period of twelve months from the date of passing of the resolution and the Equity Shares so allotted would be listed on the Stock Exchanges where the shares of the company are listed. The issue / allotment would be subject to the availability of regulatory approvals, if any. As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the Stock Exchanges under the provisions of the SEBI (LODR) Regulations.

This Resolution is set out as Special Resolution for approval by the Members. None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the aforesaid Resolution.

By Order of the Board
for Lambodhara Textiles Limited

(Sd/-) Vimala Radhakrishnan

Whole - Time Director

DIN : 00813706

Place : Coimbatore

Date : 20 December, 2017.