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KSR/CBE/L30/1127/2017-18

January 23, 2018

Mr. R Santossh,
Managing Director,
Lambodhara Textiles Limited,
3A, B Block, Pioneer Apartments,
1075B, Avinashi Road,
Coimbatore – 641 018.

Dear Sir,

Sub: Report of the Scrutinizer on the remote e-voting and ballot by post, based on Notice dated 20th December 2017 under Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of Companies (Management and Administration) Amendment Rules, 2015.

1. The undersigned was appointed as Scrutinizer for the remote e-voting and voting through ballot by post in respect of resolutions proposed vide Notice dated 20th December 2017 of Lambodhara Textiles Limited (the Company) as per the provisions of Section 108 and Section 110 of the Act read with Rule 20 and Rule 22 of Companies (Management and Administration) Amendment Rules, 2015, vide Board meeting of the Company held on 20th December 2017.
2. As per the said Notice, the cutoff date for ascertaining voting rights of shareholders for sending ballot by post and remote e-voting was 20th December 2017. In addition to the above, shareholders to whom notice of postal ballot was served and who have no access to remote E-voting, have also been provided an option to vote by ballot through post.
3. The remote e-voting commenced on Sunday, 24th December 2017 at 9.00am and ended on Monday, 22nd January 2018 at 5.00 pm.
4. **As regards the option given to the shareholders to cast vote through ballot by post:**

The ballot by post ended on 22nd January 2018 and the scrutinizer has received in all a total of 46 ballots. On verification of the same, with the information made available to me, I hereby submit my Report on the result of voting through ballot by post, on the 05 (Five) resolutions as per Annexure No.1 and further state as under:

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- i. The ballots were duly opened in my presence and scrutinized and the shareholding and signatures were verified / confirmed with the Register of Members/ List of Beneficiaries, as the case may be.
- ii. I have been provided with adequate system support including the Register of Members / List of Beneficiaries, specimen signatures, certified extracts of board resolutions from the office of the Company's RTA and the data from which the ballots was accordingly verified and duly entered.
- iii. In determining the validity or other wise of the ballots/votes cast by post, I have adopted the following criteria:
 - a. Where the shareholder has left the ballot blank or not indicated his vote or incorrectly filled, the ballot has been treated as invalid.
 - b. Where signatures are made available, which do not tally or ballot bears no signature or both the columns provided "for" and "against" have been tick marked or left blank, the ballot has been treated as invalid.
 - c. Where the shareholder has already exercised voting through remote e-voting facility the ballot by post has been treated as invalid.
 - d. Where the ballot is received by post after the closure of the voting period, is treated as invalid.
 - e. Based on the data and information / reports / statements, I have carried out necessary checks / verifications as I considered necessary.
 - f. Particulars of all ballots cast by post have been entered in a Register separately maintained for the purpose.
- iv. I found that out of the 46 ballots received by post, 5 ballot forms were invalid.

5. As regards the remote e-voting,

- i. The reports on remote e-voting from portal of Central Depository Services (India) Limited (CDSL) was opened and downloaded in the presence of two witnesses, in respect of the resolutions as proposed in the said Notice.
- ii. A total of 12 shareholders have voted successfully using the Remote e-voting facility. The summary of the votes cast for and against the 05 (Five) resolutions

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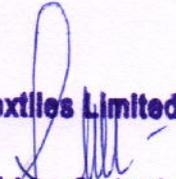
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[Circular stamp: KSR & CO. COMPANY SECRETARIES]

as per the said Notice and as extracted from the summary report of Remote e-voting from the said CDSL portal is annexed as **Annexure-2**.

6. A complete summary of voting carried out by the following modes in respect of the 05 (Five) resolutions as per the said Notice is annexed as **Annexure-3**.
 - i. Voting by ballot through post
 - ii. Voting thorough remote E-voting
7. The detailed shareholder wise voting pattern by remote e-voting as downloaded from CDSL has been submitted separately by e-mail to the company secretary of the company.
8. As a Scrutinizer, I have performed my duties in compliance of the provisions of Section 108 and Section 110 read with Rule 20 and Rule 22 of Companies (Management and Administration) Amendment Rules, 2015.

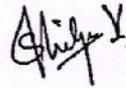
Place: Coimbatore

for Lambodhara Textiles Limited


Radhakrishnan Santosh
Managing Director
DIN : 00790493

Date: January 23, 2018

For **KSR & Co Company Secretaries LLP**



Shilpa Vishwanathan
Partner
[SCRUTINIZER]

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Trustees since 1956**ANNEXURE - 1****RESULT OF BALLOT BY POST – LAMBODHARA TEXTILES LIMITED**

RES. NO.	SUBJECT MATTER OF THE RESOLUTION	RESOLUTION REQUIREMENT	BALLOT BY POST		RESULT
			FOR	AGAINST	
1.	Increase in Authorised Capital of the Company	Ordinary	26598	61	PASSED
2.	Alteration of Capital Clause in the Memorandum of Association	Ordinary	19928	6731	PASSED
3.	Alteration of Articles of Association of the Company	Special	25594	1065	PASSED
4.	Issue of Equity shares on Preferential Basis	Special	24369	290	PASSED
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.	Special	18728	7931	PASSED



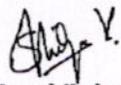
**ANNEXURE - 2****REMOTE E-VOTING POSITION OF LAMBODHARA TEXTILES LIMITED**

RES. NO	SUBJECT MATTER OF THE RESOLUTION	RESOLUTION REQUIREMENT	FOR	AGAINST	RESULT
1.	Increase in Authorised Capital of the Company	Ordinary	6217017	0	PASSED
2.	Alteration of Capital Clause in the Memorandum of Association	Ordinary	6217017	0	PASSED
3.	Alteration of Articles of Association of the Company	Special	6217017	0	PASSED
4.	Issue of Equity shares on Preferential Basis	Special	6217017	0	PASSED
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.	Special	6217017	0	PASSED



LAMBODHARA TEXTILES LIMITED**ANNEXURE - 3****SUMMARY RESULT OF BALLOT BY POST AND REMOTE E-VOTING**

R. NO	SUBJECT MATTER OF THE RESOLUTION	RESOLUTION REQUIREMENT	BALLOT BY POST		REMOTE E-VOTING		TOTAL		RESULT
			FOR	AGAINST	FOR	AGAINST	FOR	AGAINST	
1.	Increase in Authorised Capital of the Company	Ordinary	26598	61	6217017	0	6243615	61	PASSED
2	Alteration of Capital Clause in the Memorandum of Association	Ordinary	19928	6731	6217017	0	6236945	6731	PASSED
3	Alteration of Articles of Association of the Company	Special	25594	1065	6217017	0	6242611	1065	PASSED



Shilpa Vishwanathan

SCRUTINIZER FOR BALLOT BY POST AND REMOTE E-VOTING



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4	Issue of Equity shares on Preferential Basis	Special	24369	290	6217017	0	6241386	290	PASSED
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.	Special	18728	7931	6217017	0	6235745	7931	PASSED

Shilpa Vishwanathan

SCRUTINIZER FOR BALLOT BY POST AND REMOTE E-VOTING

