



**COMBINED SCRUTINIZER'S REPORT FOR REMOTE E-VOTING AND
E-VOTING AT THE ANNUAL GENERAL MEETING**
**(Pursuant to Section(s) 108 of the Companies Act, 2013 read with Rule 20 of the
Companies (Management and Administration) Rules, 2014 - as amended and
Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015)**

To
The Chairman
27th Annual General Meeting of the Equity Shareholders of
M/s. Lambodhara Textiles Limited
(CIN: L17111TZ1994PLC004929)
Held on Thursday, 09th September, 2021, at 11:00 AM
Through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)

Dear Sir,

Sub: Passing of resolution(s) through remote e-voting process and through e-voting conducted at the 27th Annual General Meeting of M/s. Lambodhara Textiles Limited held on 9th September, 2021

I, M D Selvaraj, FCS, Proprietor of M/s. MDS & Associates, Company Secretaries, Coimbatore, have been appointed by the Board of Directors of **M/s. Lambodhara Textiles Limited** ("the Company") as the Scrutinizer for the purpose of scrutinizing the remote e-voting process and the e-voting conducted at the 27th Annual General Meeting in a fair and transparent manner and for the purpose of ascertaining the requisite majority on the remote e-voting and e-voting on the resolution(s) as set out in the Notice convening the 27th Annual General Meeting of the Company held on Thursday, 9th September, 2021, at 11:00 AM (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) in accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and General Circular dated 5th May, 2020 read with circular dated 8th April 2020, 13th April, 2020 and 13th January, 2021 and other relevant circulars issued by the Ministry of Corporate Affairs ("MCA Circulars") and SEBI Circular(s) No. SEBI/HO/CFD/CMD1/CIR/P/ 2020/79 dated 12th May, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 ("SEBI Circulars").



Responsibility of the Management

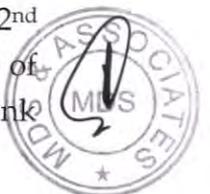
The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the Rules made thereunder in relation to exercising of voting rights through electronic means, on the resolution(s) as set out in the Notice convening the 27th Annual General Meeting dated 25th June, 2021.

Responsibility as a Scrutinizer

My responsibility, as a Scrutinizer for the remote e-voting process and for the e-voting at the 27th Annual General Meeting, is restricted to the preparation of a Scrutinizer's Report on the votes cast "in favour" or "against" the resolution(s), as set out in Item No. 1 to Item No. 5 in the Notice convening the 27th Annual General Meeting of the Company dated 25th June, 2021, based on the reports generated from the e-voting system provided by M/s. Link Intime India Private Limited ("LI IPL"), the Authorized Agency, engaged by the Company for providing e-voting facilities.

Further, in addition to the above, I submit my report as under:

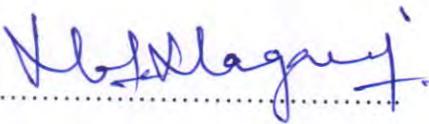
- a. The Notice dated 25th June, 2021 convening the 27th Annual General Meeting (AGM) of the Company along with necessary statement setting out the material facts under Section 102 of the Companies Act, 2013 and the disclosure under Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), in respect of the below mentioned resolution(s) to be passed at the said 27th Annual General Meeting of the Company, were sent by M/s. Link Intime India Private Limited through electronic mail to the members who had registered their email ID with the Company / Depositories in accordance with the said MCA and SEBI Circulars. The Company has also placed the notice of the 27th Annual General Meeting on its website.
- b. The Company has availed the e-voting services offered by the M/s. Link Intime India Private Limited ("LI IPL") for providing the remote e-voting and the facility of e-voting during the meeting to the shareholders of the Company.
- c. The remote e-voting period commenced on Monday, the 06th day of September, 2021 at 9:00 AM and ended on Wednesday, the 08th day of September, 2021 at 5:00 PM. During the period, the members of the Company, holding shares in physical and/or in dematerialized form, as on the cut-off date i.e., 02nd September, 2021 were entitled to vote on the resolutions set out in the Notice of the 27th Annual General Meeting. The remote e-voting module of M/s. Link



Intime India Private Limited ("LI IPL") was disabled on Wednesday, the 08th day of September, 2021 at 05:00 PM.

- d. Upon the commencement of the 27th Annual General Meeting, the e-voting platform was made available to the shareholders, who were present at the 27th Annual General Meeting through video conferencing / other audio-visual means and who had not cast their vote through remote e-voting, to cast their vote through e-voting facility at the said 27th Annual General Meeting. The e-voting facility provided at the meeting was disabled at the conclusion of the Annual General Meeting i.e. 11.50 AM.
- e. I, as the Scrutinizer, unblocked the votes cast by the Shareholders of the Company through the e-voting process, on 09th day of September, 2021 at 12.05 PM in the presence of Ms. Monika Nagaraj (the undersigned as Witness No.1) and Mr. A. Selten Jayaraj (the undersigned as Witness No.2), who are not in employment of the Company in accordance with Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 (as amended).

Witness No.1



Name: Ms. Monika Nagaraj

Witness No.2



Name: Mr. A. Selten Jayaraj

- f. Thereafter, the details containing *inter alia* the list of Equity Shareholders of the Company, who have cast "for" or "against" each of the resolution(s) that were put to vote through remote e-voting process and e-voting at the meeting, were generated from the e-voting portal of the M/s. Link Intime India Private Limited ("LI IPL").
- g. I have scrutinized the votes cast by remote e-voting and by e-voting at the Annual General Meeting and maintained registers in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014 (as amended).
- h. Based on the reports generated from the e-voting portal of M/s. Link Intime India Private Limited ("LI IPL"), I hereby submit my Combined Report on the results of the votes cast by the shareholders of the Company through remote e-voting and e-voting at the meeting on the resolution(s) as set out under Item No.1 to Item No.5 in the Notice convening the 27th Annual General Meeting as under:



Ordinary BusinessResolution No: 1**Ordinary resolution**

Adoption of the audited financial statements of the company for the financial year ended 31st March, 2021, together with the reports of the Board of Directors and the Auditors thereon.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	45	71,13,839	99.99
E-Voting at AGM	4	4,78,846	100.00
Total Voting	49	75,92,685	99.99

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	1	1000	0.01
E-Voting at AGM	0	0	0.00
Total Voting	1	1000	0.01

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
Remote E-Voting	0	0
E-Voting at AGM	0	0
Total Voting	0	0

Note: Thus, the Ordinary Resolution as given in Item No. 1 may be considered as passed with requisite majority.



Ordinary Business

Resolution No: 2

Ordinary resolution

Declaration of Dividend for the financial year ended March 31, 2021.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	45	71,13,839	99.99
E-Voting at AGM	4	4,78,846	100.00
Total Voting	49	75,92,685	99.99

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	1	1000	0.01
E-Voting at AGM	0	0	0.00
Total Voting	1	1000	0.01

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
Remote E-Voting	0	0
E-Voting at AGM	0	0
Total Voting	0	0

Note: Thus, the Ordinary Resolution as given in Item No. 2 may be considered as passed with requisite majority.



Ordinary BusinessResolution No: 3**Ordinary resolution**

Re-appointment of Mr. Narayanasamy Balu (DIN: 08173046) as Director, who retires by rotation.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	44	70,89,898	99.65
E-Voting at AGM	4	4,78,846	100.00
Total Voting	48	75,68,744	99.67

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	2	24,941	0.35
E-Voting at AGM	0	0	0.00
Total Voting	2	24,941	0.33

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
Remote E-Voting	0	0
E-Voting at AGM	0	0
Total Voting	0	0

Note: Thus, the Ordinary Resolution as given in Item No. 3 may be considered as passed with requisite majority.



Special Business

Resolution No: 4

Ordinary resolution

Ratification of the appointment and the payment of remuneration M/s. C.S.Hanumantha Rao & Co, Cost Accountants, (Firm Registration No. 000216), for the financial year 2021-22.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	45	71,13,839	99.99
E-Voting at AGM	4	4,78,846	100.00
Total Voting	49	75,92,685	99.99

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	1	1000	0.01
E-Voting at AGM	0	0	0.00
Total Voting	1	1000	0.01

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
Remote E-Voting	0	0
E-Voting at AGM	0	0
Total Voting	0	0

Note: Thus, the Ordinary Resolution as given in Item No. 4 may be considered as passed with requisite majority.



Special BusinessResolution No: 5

Ordinary resolution

Approval for transactions with M/s. Strike Right Integrated Services Limited, being a related party.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	40	24,907	96.14
E-Voting at AGM	3	28,846	100.00
Total Voting	*43	53,753	98.17

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	1	1000	3.86
E-Voting at AGM	0	0	0.00
Total Voting	1	1000	1.83

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
Remote E-Voting	0	0
E-Voting at AGM	0	0
Total Voting	0	0

*6 Shareholders being related parties holding 75,38,932 shares has abstained from voting through remote e-voting facility and e-voting at AGM.

Note: Thus, the Ordinary Resolution as given in Item No. 5 may be considered as passed with requisite majority.

Based on the Scrutinizer's Report, the Resolution Nos.1 to 5 have been passed with requisite majority.

Ramesh Shenoy Kalyanpur
Whole-Time Director cum
Chief Financial Officer
DIN: 06392237

Place : Coimbatore

Date : 9th September, 2021

Yours faithfully

M.D. Selvaraj
MDS & ASSOCIATES
Prop : M.D.SELVARAJ M.Com, MBA,FCS,
COMPANY SECRETARY IN PRACTICE
FCS - 960, CP - 411
"SURYA" 35, MAYFLOWER AVENUE
SOWRIPALAYAM ROAD, COIMBATORE - 641 028
UDIN: F000960C000924894