

LAMBODHARA TEXTILES LIMITED

CIN: L17111TZ1994PLC004929

Regd. Off.: 3A, B-Block, Pioneer Apartments

1075-B, Avinashi Road, Coimbatore-641018

Phone: +91 422 2249038

Email: info@lambodharatextiles.com Website: www.lambodharatextiles.com

POSTAL BALLOT NOTICE

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

Dear Shareholder(s),

Notice is hereby given pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 (“the Act”), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) and other applicable provisions, if any, of the Act and Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force) and the General Circulars No.14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No.33/2020 dated September 28, 2020 and No.39/2020 dated December 31, 2020 respectively, issued by the Ministry of Corporate Affairs, Government of India (hereinafter collectively referred to as “MCA Circulars”), as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), for seeking approval of the shareholders by way of the following Special Resolution (as indicated) through postal ballot (“Postal Ballot”) only through remote e-voting;

- a. Raising of capital through Preferential Issue of Equity Shares pursuant to the provisions of Section 42 & 62 of the Companies Act, 2013 read with relevant Rules made thereunder and Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

In view of the current circumstances prevailing due to COVID-19 pandemic and in furtherance to the aforesaid MCA Circulars and pursuant to Section 110 of the Companies Act, 2013 and the Rules made thereunder, the Company will send Postal Ballot Notice by email to all its shareholders, who have registered their email addresses with the Company or depository/depository participants and the communication of assent/dissent of the members will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the above MCA Circulars.

In compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot and shareholders are requested to communicate their assent or dissent through the remote e-voting system only.

The Board of Directors of the Company, vide their resolution passed on 8th January 2021 has appointed Mr. M.D. Selvaraj, FCS of M/s. MDS & Associates, Company Secretaries, Coimbatore as the Scrutinizer for conducting the Postal Ballot voting through electronic means in a fair and transparent manner and for ascertaining the requisite majority in compliance with Rule 22(5)&(6) of the Companies (Management and Administration) Rules, 2014.

Pursuant to Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 read with the Rules and the MCA Circulars, the Company has provided electronic voting (“e-voting”) facility only. The Company has engaged the services of Link Intime India Private Limited (“LIPL”) to provide e-voting facility to the Members of the Company through their Instavote platform at the link <https://instavote.linkintime.co.in>. Please refer the instructions for e-voting given hereinafter for the process and manner in which e-voting is to be carried out.

The e-voting platform will be opened for tendering your votes **from 9:00 AM on 13th January 2021 to 5.00 PM on 11th February 2021**. Members are requested to read the instructions carefully while expressing their assent or dissent and cast votes via e-voting by not later than the close of business hours at 5.00 p.m. on **11th February 2021**.

The Scrutinizer shall submit his report to the Whole-time Director of the Company or any other Director authorized by him. The result of the postal ballot shall be announced on or before the close of business hours (i.e., 5.00 PM) on

13th February 2021 and the same shall be displayed on the website of the Company, Link Intime India Private Limited (LI IPL) and communicated to National Stock Exchange of India (NSE), being the stock exchange where the equity shares of the company is listed & BSE Limited (BSE).

In the event, the resolution as set out under Item No.1 below are assented by the requisite majority of the members by means of Postal Ballot process, it shall be deemed to have been duly passed as Special Resolution, as the case may be, at the General Meeting of the Company and it shall be deemed to have been passed on 11th February 2021, being the last date specified by the Company for e-voting.

The resolution(s) for the purpose as stated herein below are proposed to be passed by Postal Ballot/remote e-voting:

SPECIAL BUSINESS

Item No.1:

Approval for issue of Equity Shares through preferential issue

To consider and if thought fit, to give assent / dissent to the following resolution to be passed as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Prospectus and allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, and other applicable Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and in accordance with the provisions on Preferential Issue as contained in Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018, as amended (“SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (“SEBI LODR Regulations”), the listing agreements entered into by the Company with the National Stock Exchange of India Limited and subject to the Rules, Regulations, Guidelines, Circulars and notifications etc. issued by the Ministry of Corporate Affairs, The Securities and Exchange Board of India (SEBI), the Reserve Bank of India from time to time and any other Guidelines and clarifications issued by any other competent authority, from time to time, to the extent applicable and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of any Statutory / Regulatory Authorities, including but not limited to Securities and Exchange Board of India (“SEBI”), The National Stock Exchange of India Limited (NSE) and any other Institutions or Bodies, as may be required and subject to such terms and condition(s), alteration(s), correction(s), change(s) and/or modification(s) as may be prescribed by any of them while granting such consent(s), permission(s) or approval(s), and which may be agreed to by the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors to create, offer, issue and allot, 8,00,000 (Eight Lakhs) fully paid equity shares of Rs.5/- each at such price as determined in accordance with Chapter V of SEBI ICDR Regulations on the ‘Relevant Date’ for cash consideration on a preferential basis to the following persons (“Proposed Allottees”) to the extent detailed below, upon such terms and conditions as may be deemed appropriate by the Board in accordance with the provisions of SEBI ICDR Regulations, or other applicable laws in this respect.

S. No.	Name of the proposed allottees	Category	No. of shares	Permanent Account Number
1.	Mrs.Giulia Bosco	Promoter	4,00,000	AIOPG4453F
2.	Strike Right Integrated Services Limited	Promoter Group	4,00,000	AAECS6953K
	Total		8,00,000	

RESOLVED FURTHER that in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Issue of the Equity Shares is 12th January 2021, being the date 30 (thirty) days prior to the date on which this resolution is deemed to have been passed, i.e., the last date specified for Postal ballot (E-voting).

RESOLVED FURTHER that without prejudice to the generality of the above Resolution, the issue of the Equity Shares to the Promoter/ Promoter Group under the Preferential Issue shall be subject to the following terms and conditions

apart from others as prescribed under applicable laws:

- a) The Equity Shares to be issued and allotted shall be fully paid up and rank pari passu with the existing Equity Shares of the Company in all respects (including with respect of dividend and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- b) The Equity Shares to be allotted shall be locked- in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations and will be listed on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals.
- c) The Equity Shares shall be allotted in dematerialised form within a period of fifteen (15) days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity shares is subject to receipt of any approval or permission from Applicable Regulatory Authorities, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permissions.

RESOLVED FURTHER THAT the Company is authorised to file all the necessary applications, papers and documents with the National Securities Depository Limited, Central Depository Services (India) Limited, NSE Limited or any other authorities for admission of the Equity Shares issued and allotted to the proposed allottees on preferential basis as above.

RESOLVED FURTHER THAT all or any of the powers conferred on the Company and the Board vide this resolution may be exercised by the Board including any duly constituted committee of the Board with power to delegate to any officer of the Company, as the Board or such committee, for the purpose of giving effect to this resolution, may in its absolute discretion deem necessary, desirable or expedient, including but not limited to making listing application to the stock exchange(s) where the equity shares of the Company are listed, filing of requisite forms with the Registrar of Companies and to resolve and settle any questions and difficulties that may arise in the proposed offer, issue and allotment of aforesaid securities, utilization of issue proceeds, signing of all deeds and documents as may be required and to do all acts, deeds and things in connection therewith and incidental thereto without being required to seek any further consent or approval of the members of the Company 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.”

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018 (the “SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), as amended from time to time, approval of shareholders of the Company by way of special resolution is required to issue securities by way of private placement on a preferential basis to the Promoter/ Promoter Group.

The Board of Directors of the Company at their meeting held on 8th January 2021 had approved the issuance of 8,00,000 (Eight Lakhs) equity shares of Rs.5/- each for cash consideration on preferential basis to the proposed allottees in the manner stated hereinabove, subject to the approval of members by special resolution and other authorities as may be required.

The proposed issue and allotment of equity shares, on a preferential basis, shall be governed by the applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“ICDR Regulations”) and the Companies Act, 2013 read with rules made thereunder (“Act”).

Without generality to the above, the terms and conditions of the preferential issue of equity shares are as under:

- The “Relevant Date” as per the ICDR Regulations for determining the minimum price for the preferential issue of shares is 12th January 2021, which is 30 days prior to the date of the last date of receipt of Postal

Ballot (by remote e-voting) i.e., 11th February 2021.

- The equity shares proposed to be issued shall be allotted at such price in accordance with the pricing formula prescribed under Regulation 164 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.
- Entire consideration for preferential issue of equity shares shall be received by the Company at the time of allotment of the said equity shares.
- The consideration for allotment of equity shares shall be paid to the Company from the respective bank accounts of the proposed allottees.
- Pursuant to Regulation 160 (c) of ICDR Regulations, the allotment of equity shares shall be made only in dematerialised form.
- The Company has not made any preferential issue of securities in this financial year, other than the proposed issue of equity shares as stated in this notice.
- The proposed allottees have not sold any equity shares during the six months preceding the Relevant Date. The proposed allottees have not subscribed to any securities of the Company during last one year.
- The equity shares proposed to be issued shall rank pari passu in all respects (including entitlement to voting powers and dividend) with the existing fully paid-up equity shares of face value of Rs.5/- each of the Company, subject to the relevant provisions contained in the Articles of Association of the Company

Information pertaining to the proposed preferential allotment in terms of Chapter V of SEBI (ICDR) Regulations and the Act read with the Rules issued thereunder are set forth below:

a. Object of the preferential issue:

The proceeds of the issue will be utilized to meet long-term funding requirements of the Company inter alia;

- i. to meet the Company's capital expenditure, thereby strengthening the financial structure of the Company,
- ii. to meet the Company's working capital requirements and
- iii. for other general corporate purposes, thereby to reduce the pressure on the internal accruals of the Company on the long-term basis.

b. Maximum Number of Shares to be Issued

It is proposed to issue and allot in aggregate 8,00,000 (Eight Lakhs) equity shares of Rs.5/- each at such price as determined in accordance with Chapter V of SEBI ICDR Regulations on the 'Relevant Date' on a preferential basis to the Promoter/ Promoter Group.

c. Relevant Date

In terms of the provisions of Chapter V of the ICDR Regulations, relevant date for determining the minimum issue price for the Preferential Allotment of the Equity Shares is 12th January 2021, being the date 30 days prior to the date of the last date of receipt of Postal Ballot (by remote e-voting) i.e., 11th February 2021.

d. The price or price band at/within which the allotment is proposed and the basis on which the price has been arrived at

The Equity Shares of the Company are listed on National Stock Exchange of India Limited (NSE). The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations, has been considered for determining the floor price in accordance with the ICDR Regulations.

In terms of the applicable provisions of the ICDR Regulations, the floor price at which the Equity Shares be issued/allotted shall be higher of the following;

1. Average of the weekly high and low of the volume weighted average price of the equity shares quoted on the NSE during the twenty six (26) weeks preceding the relevant date i.e., 12th January 2021; or

2. Average of the weekly high and low of the volume weighted average prices of the equity shares quoted on the NSE during the two (2) weeks preceding the relevant date i.e., 12th January 2021.

e. The proposal or intention of the Promoter/ Directors/ Key Management Personnel of the Company to subscribe to the offer:

The following persons falling under the promoter group of the Company intend to subscribe to the equity shares to the extent set out below:

S. No.	Name of the proposed allottees	Category/ Class of Persons to whom allotment is proposed	No. of Equity shares to be allotted
1.	Mrs. Giulia Bosco	Promoter	4,00,000
2.	Strike Right Integrated Services Limited CIN: U17120TZ1994PLC005093	Promoter Group	4,00,000
	Total		8,00,000

Other than the above, none of the other promoters/ Directors/ Key Management Personnel intend to subscribe to the proposed offer.

f. The shareholding pattern of the Company before and after the preferential issue of equity shares:

Shareholding pattern before and after the proposed preferential issue of equity shares is as follows:

S. No	Category	Pre-issue As on 08.01.2021		Post Issue	
		No. of Shares held	% of shares held	No. of Shares held	% of shares held
A.	Promoter & Promoter Group				
1	Indian				
a.	Individuals/ Hindu Undivided Family	33,18,284	34.65	37,18,284	35.83
b.	Central Government/ State Government(s)	-	-	-	-
c.	Financial Institutions/ Banks	-	-	-	-
d.	Any Other - Bodies Corporate	34,20,600	35.71	38,20,600	36.81
	Sub-total (A)(1)	67,38,884	70.36	75,38,884	72.64
2	Foreign				
	Sub-total (A)(2)	-	-	-	-
	Sub-total (A)	67,38,884	70.36	75,38,884	72.64
B	Public				
1	Institutions				
a.	Mutual Funds	-	-	-	-
b.	Alternate Investment Funds	-	-	-	-
c.	Foreign Venture Capital Investors	-	-	-	-
d.	Foreign Portfolio Investors	-	-	-	-
e.	Financial Institutions/ Banks	-	-	-	-
f.	Insurance Companies	-	-	-	-
g.	Provident Funds/ Pension Funds	-	-	-	-
h.	Any Other	-	-	-	-
	Sub-total (B)(1)	-	-	-	-
2.	Central Government/ State Government(s)/ President of India	-	-	-	-
	Sub-total (B)(2)	-	-	-	-

S. No	Category	Pre-issue As on 08.01.2021		Post Issue	
		No. of Shares held	% of shares held	No. of Shares held	% of shares held
3	Non-Institutions				
a.	Individuals				
	i. Individuals shareholders holding nominal share capital up to Rs.2 lakhs	22,66,024	23.66	22,66,024	21.84
	ii. Individuals shareholders holding nominal share capital in excess of Rs.2 lakhs	60,849	0.63	60,849	0.59
b.	NBFCs Registered with RBI	-	-	-	-
c.	Employee Trusts	-	-	-	-
d.	Overseas Depositories (holding DRs)	-	-	-	-
e.	Any other				
	i. Directors & Relatives	400	0.00	400	0.00
	ii. Bodies Corporate	95,883	1.00	95,883	0.92
	iii. Non-Resident Indians - Non-Repatriable	22,145	0.23	22,145	0.21
	iv. Non-Resident Indians - Repatriable	36,306	0.38	36,306	0.35
	v. Clearing Members	1,32,604	1.38	1,32,604	1.28
	vi. Hindu Undivided Families	1,12,505	1.18	1,12,505	1.08
	vii. Trusts	10,102	0.11	10,102	0.10
	viii. Inv. Education and Protection Fund Auth.	1,01,898	1.06	1,01,898	0.98
	Sub-total (B)(3)	28,38,716	29.64	28,38,716	27.35
	Sub-total (B)	28,38,716	29.64	28,38,716	27.35
C	Shares held by Employee Trusts	-	-	-	-
	Sub-total (C)	-	-	-	-
	TOTAL	95,77,600	100.00	1,03,77,600	100.00

g. Proposed time within which preferential issue of equity shares shall be completed

As required under the ICDR Regulations, the preferential issue of equity shares shall be completed, within a period of 15 days from the date of passing of the special resolution contained in this Notice. Provided that where the allotment on preferential basis is pending on account of pendency of any approval of such allotment from any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals.

h. The Identity of the natural persons who are the ultimate beneficial owners of the equity shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of pre and post preferential issue capital that may be held by them and change in control, if any, in the Company consequent to the preferential issue

The identity of the natural persons who are the ultimate beneficial owners of the equity shares proposed to be allotted and /or who ultimately control the proposed allottees and the percentage of the pre and post preferential issue capital that may be held by them on a fully diluted basis is given in the following table:

Identity of the proposed allottees	Mrs. Giulia Bosco 7/9, Park Residence, ATT Colony, Coimbatore - 641018, India	Strike Right Integrated Services Limited CIN: U17120TZ1994PLC005093 3B, 3rd Floor, B Block, Pioneer Apartments, 1075B, Avinashi Road, Coimbatore - 641018, India
Category	Promoter	Promoter Group
Identity of the natural persons who are the ultimate beneficial owners of the equity shares proposed to be allotted	Not Applicable	Mrs. Giulia Bosco SBO ID: SB00001447
Pre-issue holding	33,18,284	34,20,600
% of Pre-issue holding	34.65	35.71
No. of equity shares proposed to be allotted	4,00,000	4,00,000
Post Issue holding	37,18,284	38,20,600
% of Post-issue holding	35.83	36.81

There will be no change in the control of the Company as a result of the proposed issue of equity shares on a preferential basis to the promoter/ promoter group.

i. Lock-in Period:

- (i) The equity shares allotted on a preferential basis shall be subject to 'lock-in' in accordance with Regulation 167 and 168 of the ICDR Regulations.
- (ii) The entire pre-preferential shareholding of proposed allottees, shall also be locked-in as per Regulation 167 of the ICDR Regulations.

j. Undertakings:

In terms of the ICDR Regulations, the Company hereby undertakes that:

- (i) The Company shall re-compute the price of the Equity Shares issued and allotted in terms of the provisions of ICDR Regulations, where it is required to do so.
- (ii) If the amount payable, if any, on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the underlying Equity Shares shall continue to be locked-in till the time such amount is paid by the proposed allottees.

k. Other Disclosures:

- (i) None of the Company, its Directors or Promoter have been declared as willful defaulter as defined under the ICDR Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the ICDR Regulations.
- (ii) The Company is eligible to make the Preferential Allotment to its Promoter under Chapter V of the ICDR Regulations.
- (iii) The proposed allottees who have sold their equity shares during the six months preceding the relevant date shall not be eligible for allotment of equity shares on a preferential basis. The Proposed Allottees have represented that they have not sold any equity shares of the Company during the 6 (six) months preceding the Relevant Date.
- (iv) In the present case, the proposed issue will not attract the provisions of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
- (v) Report of registered valuer is not required under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed Preferential Allotment.

- (vi) During the period from 8th January 2020 till the date of notice of this Postal Ballot, the Company has not made any preferential allotment.
- (vii) A copy of the certificate obtained from M/s Jain & Mohan, Chartered Accountants, Statutory Auditors of the Company, certifying that the above preferential issue of equity shares is made in accordance with the applicable provisions of the ICDR Regulations, will be open for inspection at the Registered Office of the Company during working hours on all working days up to the last date of receipt of Postal Ballot (e-voting) i.e., 11th February 2021.
- (viii) The Company will take necessary steps to obtain the required approvals from, NSE Limited, SEBI, RBI or any other regulatory agency as may be applicable for the proposed preferential issue of equity shares.

Further, Section 62(1)(c) of the Companies Act, 2013 read with Regulation 160(b) of the ICDR Regulations provides that preferential issue of specified securities by a listed company would require approval of its shareholders by way of a Special Resolution as set out in the said item of the Notice. Issue of Equity Shares pursuant to the Preferential Issue would be within the Authorised Share Capital of the Company.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the special resolution as set out in Item No. 1 of the accompanying Notice for the approval of the members of the Company.

Except, Mrs. Giulia Bosco, Strike Right Integrated Services Limited being the proposed allottees, none of the other Directors or Key Managerial Personnel of the Company and/or their relative(s) is in any way concerned or interested, financially or otherwise, in the proposed resolution set out in Item No. 1 of the Notice.

Coimbatore
08.01.2021

By Order of the Board
For LAMBODHARA TEXTILES LIMITED
Priyadarshini V
Company Secretary

Notes:

1. The Board of Directors of the Company have appointed Mr. M.D. Selvaraj, FCS of M/s. MDS & Associates, Company Secretaries, Coimbatore as the Scrutinizer for conducting the postal ballot through remote e-voting in a fair and transparent manner and for the purpose of ascertaining the requisite majority.
2. The approval of the shareholders is being sought through the Postal Ballot, pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
3. The facility of voting by electronic means is being provided by Link Intime India Private Limited (LIPL) for which the required procedure is incorporated in the Postal Ballot Notice. Voting period commences from **9:00 AM on Wednesday, the 13th day of January, 2021 to 05.00 PM on Thursday, the 11th day of February 2021 (both days inclusive)**.
4. The Notice is being sent only by email to all those Members of the Company, whose names appear in the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”)/Central Depository Services (India) Limited (“CDSL”) as on **Friday, 8th January 2021** (“cut-off date”) and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company’s Registrar and Share Transfer Agent, M/s.S.K.D.C. Consultants Limited (“RTA”) in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and Ministry of Corporate Affairs, Government of India’s Circulars No.14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No.33/2020 dated September 28, 2020 and No.39/2020 dated December 31, 2020 (“MCA Circulars”).
5. All the Members of the Company whose names are appearing on the Register of Members / List of Beneficial

Owners as on the cut-off date i.e., **8th January 2021** (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Company or the Depositories / Depository Participants) shall be eligible for remote e-voting. A person who is not member as on the cut-off date should treat this notice for information purpose only.

6. Please note that e-voting module shall be disabled for voting by Link Intime India Private Limited after 5.00 PM on Thursday, the 11th February 2021. During voting period, the Members of the Company holding equity shares either in physical form or dematerialised form, as on 8th January 2021 ('cut-off date'), may cast their vote electronically. Once vote on a resolution is cast by the member, he/ she shall not be allowed to change it subsequently or cast the vote again.
7. On account of the threat posed by COVID-19 and in terms of the MCA Circulars, the Company will send this Notice in electronic form only and hard copy of this Notice along with postal ballot forms and pre-paid business envelope will not be sent to the shareholders for this postal ballot. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system. Therefore, those shareholders who have not yet registered their e-mail address are requested to get their e-mail addresses submitted by following the procedure given below:
 - i. In light of the MCA Circulars, for remote e-voting for this postal ballot, the shareholders whether holding equity shares in demat form or physical form and who have not submitted their email addresses and in consequence to whom the e-voting notice could not be serviced, may temporarily get their e-mail addresses registered with the Company's Registrar and Share Transfer Agent, M/s.S.K.D.C. Consultants Limited. Post successful registration of the e-mail address, the shareholder would get soft copy of this Notice and the procedure for e-voting along with the user-id and the password to enable e-voting for this postal ballot. In case of any queries, shareholder may write to the Company at info@lambodharatextiles.com or to Registrar and Transfer Agent at info@skdc-consultants.com.
 - ii. It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, M/s S.K.D.C. Consultants Limited, having its office at Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore-641 006, Tamil Nadu, India (Tel: 0422-2539835), by following the due procedure.
 - iii. Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their depository participants / the Company's Registrar and Share Transfer Agent, M/s S.K.D.C. Consultants Limited to enable servicing of notices / documents / annual Reports electronically to their e-mail address.
8. Any query/grievance may please be addressed to Mrs. Priyadarshini Veluchamy, Company Secretary with respect to the voting by Postal Ballot including voting by electronic means at: Email id: info@lambodharatextiles.com or may contact Mr. Rajiv Ranjan, Assistant Vice President - e-voting, Link Intime India Private Limited at the designated email id: enotices@linkintime.co.in.
9. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Link Intime India Private Limited through Instavote Platform, on all resolutions set forth in this Notice.
11. Members are requested to carefully read the instructions carefully while expressing their assent or dissent and cast votes via e-voting by not later than the close of working hours at 5.00 P.M. on Thursday, the 11th day of February 2021.
12. The result of the Postal Ballot shall be announced on or before 5:00 PM on Saturday, the 13th day of February 2021 at the registered office of the Company and shall also be displayed on the Company's website www.lambodharatextiles.com, on the website of LIPL and will also be communicated to National Stock Exchange of India Limited (NSE), where the equity shares of the Company is listed and BSE Limited (BSE).

13. The Postal Ballot Notice have been placed on Company's website www.lambodharatextiles.com and LIPL e-voting website <https://instavote.linkintime.co.in> and will remain on such website(s) until the last date of receipt of the Postal Ballot votes (through remote e-voting) from members.
14. The voting rights of members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date.
15. A member cannot exercise his vote by proxy on Postal Ballot.
16. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice /documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to give their consent by providing their e-mail addresses to the Company or to S.K.D.C. Consultants Limited, Registrar and Share Transfer Agent of the Company.

INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MEANS:

In compliance with provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, Regulation 44 of the SEBI Listing Regulations and the Secretarial Standards on General Meetings (SS-2), the Company is pleased to provide remote e-voting facility to all its members, to enable them to cast their vote electronically instead of dispatching the physical Postal Ballot form by post. For this purpose, the Company has signed an agreement with the Link Intime India Private Limited ("LIPL") for facilitating the e-voting.

The instructions for members for voting electronically are as under: -

- i. The voting period begins on 9:00 AM on Wednesday, the 13th day of January 2021 to 5.00 PM on Thursday, the 11th day of February 2021 (both days inclusive). During this period, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 8th January 2021 may cast their vote electronically. The e-voting module shall be disabled by LIPL for voting thereafter.
- ii. The shareholders should log on to the e-voting website <https://instavote.linkintime.co.in>.
- iii. Click on "Login" tab, available under 'Shareholders' section.
- iv. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT"
- v. Your User ID details are given below:
 - a. **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 - b. **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
 - c. **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company
- vi. Your Password details are given below:

If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is shared to the members.
Date of Birth (DOB)	Enter the Date of Birth as recorded with your depository participant or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details (last 4 digits) as recorded in your demat account or in the Company records for the said demat account or folio to login. <ul style="list-style-type: none"> Please enter the DOB/DOI or Dividend Bank details in order to login. If the details are not recorded with the depository participants or Company please enter the member ID / folio number in the Dividend Bank details field as above mentioned in instruction v(c).

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Click on Forget password and Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

vii. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the company, you choose to vote.

viii. On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.

Cast your vote by selecting appropriate option i.e. Favour/Against as desired.

Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.

ix. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.

x. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.

xi. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

xii. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

General Guidelines for shareholders:

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'.
 - They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian/Mutual Fund/Corporate Body' login for the Scrutinizer to verify the same.
 - During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
 - Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
 - In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or Call us :- Tel : +91 22 49186000.
17. The Scrutinizer will submit his report after completion of scrutiny, on or Saturday, 13th February 2021. The Chairman or Whole-time Director or any other Director duly authorized by him, will announce the results of the voting by Postal Ballot on or before 5.00 PM on Saturday, 13th February 2021, at the Registered Office of the Company.