

Regd. Office : 3A, 3rd Floor, B Block, Pioneer Apartments, 1075B, Avinashi Road, Coimbatore - 641 018, India Telefax : +91 422 2249038 & 4351083. E-mail : info@lambodharatextiles.com www.lambodharatextiles.com GSTIN : 33AAACL3524B1Z9 IE Code # 3201006181 CIN : L17111TZ1994PLC004929

То

Listing Department National Stock Exchange of India Limited Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051

Listing Department Bombay Stock Exchange Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai- 400001

Scrip Code: 590075

Dear Sir / Madam,

Sub: Declaration of results of the voting on resolution(s) set out in the Notice of the 29th Annual General Meeting of the Company held through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) on 21st September, 2023

The 29th Annual General Meeting of the Company was held on Thursday, the 21st day of September, 2023 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 the relevant circulars issued by the Ministry of Corporate Affairs ("MCA Circulars") and Securities and Exchange Board of India ("SEBI Circulars") respectively from time to time permitting the conduct of the Annual General Meeting through VC/OAVM facility, to seek the approval of the members on the resolution(s) as set out in the Notice dated 11th August, 2023.

Further, the Company had provided the members the facility to exercise their voting rights electronically through remote e-voting process and also, provided e-voting platform to the shareholders, who were present at the 29th Annual General Meeting through video conferencing / other audio visual means and who had not cast their vote through remote e-voting, on the below mentioned resolution(s).

The Company has appointed Mr. M D Selvaraj, FCS, Managing Partner of M/s. MDS & Associates LLP, Company Secretaries, Coimbatore, as the Scrutinizer to conduct the remote e-voting and the e-voting provided at the 29th Annual General Meeting in a fair and transparent manner and to ascertain the requisite majority.

Accordingly, the Scrutinizer has submitted his Combined Scrutinizer's Report for the remote evoting process and the e-voting at the 29th Annual General Meeting held on 21st September 2023 which has been attached hereto.





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Based on the report of the Scrutinizer dated 21st September 2023, it is hereby declared that the Resolution(s) set out under Item No(s).1 to 8 in the Notice dated 11th August 2023 as detailed herein below, have been duly passed by the shareholders with requisite majority.

Item No.1 – Ordinary Resolution

Adoption of the audited financial statements of the company for the financial year ended 31st March, 2023, together with the reports of the Board of Directors and the Auditors thereon.

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	54	76,20,327	100.00
(b) Less: Invalid votes	0	0	0.00
(c) Net Valid E-Votes	54	76,20,327	100.00
- Assent	53	76,20,325	100.00
- Dissent	1	2	Negligible

Accordingly, the above Resolution has been passed as an **Ordinary Resolution** with requisite majority.

Item No.2 – Ordinary Resolution

Declaration of Dividend for the financial year ended March 31, 2023.

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	54	76,20,327	100.00
(b) Less: Invalid votes	0	0	0.00
(c) Net Valid E-Votes	54	76,20,327	100.00
- Assent	53	76,20,325	100.00
- Dissent	1	2	Negligible

Accordingly, the above Resolution has been passed as an **Ordinary Resolution** with requisite majority.





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Item No.3 – Ordinary Resolution

Re-appointment of Mr. Baba Chandrasekar Ramakrishnan (DIN: 00125662) as Director, who retires by rotation.

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	54	76,20,327	100.00
(b) Less: Invalid votes	0	0	0.00
(c) Net Valid E-Votes	54	76,20,327	100.00
- Assent	51	75,95,173	99.67
- Dissent	3	25,154	0.33

Accordingly, the above Resolution has been passed as an **Ordinary Resolution** with requisite majority.

Item No.4 - Ordinary Resolution

Ratification of the appointment and the payment of remuneration to M/s. C.S.Hanumantha Rao & Co, Cost Accountants, (Firm Registration No.000216), for the financial year 2023-24.

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	54	76,20,327	100.00
(b) Less: Invalid votes	0	0	0.00
(c) Net Valid E-Votes	54	76,20,327	100.00
- Assent	52	76,20,225	100.00
- Dissent	2	102	Negligible

Accordingly, the above Resolution has been passed as an **Ordinary Resolution** with requisite majority.





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Item No.5 - Ordinary Resolution

Approval for the material related party transactions with M/s. Strike Right Integrated Services Limited.

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	47	26,996	100.00
(b) Less: Invalid votes	0	0	0.00
(c) Net Valid E-Votes	47	26,996	100.00
- Assent	46	26,994	100.00
- Dissent	1	2	Negligible

Note: Promoters, Key Managerial Personnel and their relatives holding 75,93,331 equity shares have abstained from remote e-voting.

Accordingly, the above Resolution has been passed as an **Ordinary Resolution** with requisite majority.

Item No.6 – Ordinary Resolution

Re-appointment of Mrs. Bosco Giulia (DIN: 01898020) as the Whole-Time Director of the Company.

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	54	76,20,327	100.00
(b) Less: Invalid votes	0	0	0.00
(c) Net Valid E-Votes	54	76,20,327	100.00
- Assent	51	75,95,173	99.67
- Dissent	3	25,154	0.33

Accordingly, the above Resolution has been passed as a **Special Resolution** with requisite majority.





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Item No.7 – Special Resolution

Re-appointment of Mr. Ramesh Shenoy Kalyanpur (DIN: 06392237) as the Whole-Time Director of the Company (Designated as "Whole-time Director cum Chief Financial Officer").

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	54	76,20,327	100.00
(b) Less: Invalid votes	0	0	0.00
(c) Net Valid E-Votes	54	76,20,327	100.00
- Assent	51	75,95,173	99.67
- Dissent	3	25,154	0.33

Accordingly, the above Resolution has been passed as a **Special Resolution** with requisite majority.

Item No.8 - Special Resolution

Re-appointment of Mr. Narayanasamy Balu (DIN: 08173046) as the Whole-Time Director of the Company

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	54	76,20,327	100.00
(b) Less: Invalid votes	0	0	0.00
(c) Net Valid E-Votes	54	76,20,327	100.00
- Assent	51	75,95,173	99.67
- Dissent	3	25,154	0.33

Accordingly, the above Resolution has been passed as a **Special Resolution** with requisite majority.

For Lambodhara Textiles Limited

Meenakshi Sundaram Rajkumar DIN: 06935422 Chairman

Date : 21st September 2023 Place : Coimbatore





<u>COMBINED SCRUTINIZER'S REPORT FOR REMOTE E-VOTING AND</u> <u>E-VOTING AT THE ANNUAL GENERAL MEETING</u> (Pursuant to Section 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)

То

The Chairman 29th Annual General Meeting of the Equity Shareholders of **M/s. LAMBODHARA TEXTILES LIMITED** (CIN: L17111TZ1994PLC004929) Held on Thursday, 21st September, 2023, at 11:00 AM through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)

Dear Sir,

Sub: Scrutinizer's Report on remote e-voting and e-voting conducted at the 29th Annual General Meeting of M/s. Lambodhara Textiles Limited held on 21st September, 2023

I, M D Selvaraj, FCS, Managing Partner of M/s. MDS & Associates LLP, 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 29th 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 at the Annual General Meeting on the resolution(s) as set out in the Notice convening the 29th Annual General Meeting of the Company held on Thursday, 21st September, 2023, 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 the relevant circulars issued by the Ministry of Corporate Affairs ("MCA Circulars") and Securities and Exchange Board of India ("SEBI Circulars") respectively from time to time permitting the conduct of the Annual General Meeting through VC/OAVM facility.



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Company Secretaries

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 29th Annual General Meeting dated 11th August, 2023.

Responsibility as a Scrutinizer

My responsibility, as a Scrutinizer for the remote e-voting process and for the evoting at the 29th 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. 8 in the Notice convening the 29th Annual General Meeting of the Company dated 11th August, 2023, based on the reports generated from the e-voting system provided by M/s. Link Intime India Private Limited ("LIIPL"), the Authorized Agency, engaged by the Company for providing e-voting facilities.

Further, since the meeting was held through VC/ OAVM facility in accordance with the said MCA Circulars and SEBI Circulars, the facility of appointment of proxies was not made available for the meeting. Accordingly, no proxy registers were made or maintained by the Company in respect of the said meeting.

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

- a. The Notice dated 11th August, 2023 convening the 29th Annual General Meeting (AGM) of the Company along with necessary statement setting out the material facts under Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 29th Annual General Meeting of the Company, were sent through electronic mail to the members who had registered their email ID with the Company / Depositories in accordance with the said MCA Circulars and SEBI Circulars. The Company has also placed the notice of the 29th Annual General Meeting on its website.
- b. The Company has availed the e-voting services offered by LIIPL for providing the remote e-voting and the facility of e-voting during the meeting to the shareholders of the Company.



Company Secretaries

Continuation Sheet...

- c. The remote e-voting period commenced on Monday, the 18th day of September, 2023 at 9:00 AM (IST) and ended on Wednesday, the 20th day of September, 2023 at 5:00 PM (IST). 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., 14th September, 2023 were entitled to vote on the resolutions set out in the Notice of the 29th Annual General Meeting. The remote e-voting module of LIIPL was disabled on Wednesday, the 20th day of September, 2023 at 05:00 PM (IST).
- d. Upon the commencement of the 29th Annual General Meeting, the e-voting platform was activated to enable the shareholders who were present at the 29th Annual General Meeting through video conferencing / other audio visual means and who had not cast their vote on the resolutions through remote e-voting to vote through e-voting facility at the meeting. The e-voting facility provided at the meeting was disabled at the conclusion of the Annual General Meeting
- e. I, as the Scrutinizer, unblocked the votes cast by the Shareholders of the Company through the e-voting process, on 21st day of September, 2023 at 11.58 AM (IST) in the presence of Ms. Monika Nagaraj (the Witness No.1) and Mr. P. B. Sheshanth (the 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).
- 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 LIIPL.
- 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 LIIPL, 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.8 in the Notice convening the 29th Annual General Meeting as under:



Company Secretaries

Ordinary Business

Resolution No: 1

Ordinary resolution

Adoption of the audited financial statements of the company for the financial year ended 31st March, 2023, 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	51	76,20,323	100.00
E-Voting at AGM	2	2	100.00
Total Voting	53	76,20,325	100.00

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	2	Negligible
E-Voting at AGM	0	0	0.00
Total Voting	1	2	Negligible

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.



Company Secretaries

Ordinary Business

Resolution No: 2

Ordinary resolution

Declaration of Dividend for the financial year ended March 31, 2023.

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	51	76,20,323	100.00
E-Voting at AGM	2	2	100.00
Total Voting	53	76,20,325	100.00

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	2	Negligible
E-Voting at AGM	0	0	0.00
Total Voting	1	2	Negligible

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 Business

Resolution No: 3

Ordinary resolution

Re-appointment of Mr. Baba Chandrasekar Ramakrishnan (DIN: 00125662) 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	49	75,95,171	99.67
E-Voting at AGM	2	2	100.00
Total Voting	51	75,95,173	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	3	25,154	0.33
E-Voting at AGM	0	0	0.00
Total Voting	3	25,154	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 to M/s. C.S.Hanumantha Rao & Co, Cost Accountants, (Firm Registration No.000216), for the financial year 2023-24.

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	50	76,20,223	100.00
E-Voting at AGM	2	2	100.00
Total Voting	52	76,20,225	100.00

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	102	Negligible
E-Voting at AGM	0	0	0.00
Total Voting	2	102	Negligible

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.



Company Secretaries

Special Business

Resolution No: 5

Ordinary resolution

Approval for the material related party transactions with M/s. Strike Right Integrated Services Limited.

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	26,992	100.00
E-Voting at AGM	2	2	100.00
Total Voting	46	26,994	100.00

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	2	Negligible
E-Voting at AGM	0	0	0.00
Total Voting	1	2	Negligible

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

> Promoters, Key Managerial Personnel and their relatives holding 75,93,331 equity shares have abstained from remote e-voting.

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



Company Secretaries

Special Business

Resolution No: 6

Special resolution

Re-appointment of Mrs. Bosco Giulia (DIN: 01898020) as the Whole-Time Director of the Company .

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	49	75,95,171	99.67
E-Voting at AGM	2	2	100.00
Total Voting	51	75,95,173	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	3	25,154	0.33
E-Voting at AGM	0	0	0.00
Total Voting	3	25,154	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 Special Resolution as given in Item No. 6 may be considered as passed with requisite majority.



Special Business

Resolution No: 7

Special resolution

Re-appointment of Mr. Ramesh Shenoy Kalyanpur (DIN: 06392237)as the Whole-Time Director of the Company (Designated as "Whole-time Director cum Chief Financial Officer").

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	49	75,95,171	99.67
E-Voting at AGM	2	2	100.00
Total Voting	51	75,95,173	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	3	25,154	0.33
E-Voting at AGM	0	0	0.00
Total Voting	3	25,154	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 Special Resolution as given in Item No. 7 may be considered as passed with requisite majority.



Special Business

Resolution No: 8

Special resolution

Re-appointment of Mr. Narayanasamy Balu (DIN: 08173046) as the Whole-Time Director of the Company

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	49	75,95,171	99.67
E-Voting at AGM	2	2	100.00
Total Voting	51	75,95,173	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	3	25,154	0.33
E-Voting at AGM	0	0	0.00
Total Voting	3	25,154	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 Special Resolution as given in Item No. 8 may be considered as passed with requisite majority.

Place : Coimbatore

Date : 21st September, 2023 Based on the Scrutinizer's Report, the Resolution Nos.1 to 8 have been passed with requisite majority. For Lambodhara Textiles Limited

Meenakshi Sundaram Rajkumar DIN: 06935422 Chairman



Yours faithfully For MDS & Associates LLP **Company Secretaries**

U.D. Leaderey

M D Selvaraj **Managing Partner** FCS No.: 960; C P No.: 411 Peer Review No. 3030/2023 UDIN: F000960E001050987