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**COMBINED SCRUTINIZER'S REPORT FOR REMOTE E-VOTING AND  
E-VOTING AT THE ANNUAL GENERAL MEETING**

**(Pursuant to Section(s) 108 and 109 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

26<sup>th</sup> Annual General Meeting of the Equity Shareholders of

**M/s. Lambodhara Textiles Limited**

(CIN: L17111TZ1994PLC004929)

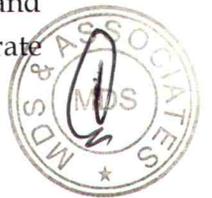
Held on Monday, 28<sup>th</sup> September, 2020, at 12:00 PM

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 26<sup>th</sup> Annual General Meeting of M/s. Lambodhara Textiles Limited held on 28<sup>th</sup> September, 2020**

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 26<sup>th</sup> 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 26<sup>th</sup> Annual General Meeting of the Company held on Monday, 28<sup>th</sup> September, 2020, at 12:00 PM (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 Circular No. 20/2020 dated 5<sup>th</sup> May 2020 read with Circular No. 14/2020 dated 8<sup>th</sup> April 2020 and Circular No. 17/2020 dated 13<sup>th</sup> April 2020 issued by the Ministry of Corporate Affairs ("MCA Circulars").



**Responsibility of the Management**

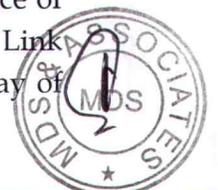
The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the Rules made thereunder in relation to exercising of voting rights through electronic means, on the resolution(s) as set out in the Notice convening the 26<sup>th</sup> Annual General Meeting dated 14<sup>th</sup> August, 2020.

**Responsibility as a Scrutinizer**

My responsibility, as a Scrutinizer for the remote e-voting process and for the e-voting at the 26<sup>th</sup> 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. 4 in the Notice convening the 26<sup>th</sup> Annual General Meeting of the Company dated 14<sup>th</sup> August, 2020, 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.

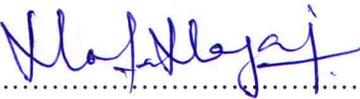
Further, in addition to the above, I submit my report as under:

- a. The Notice dated 14<sup>th</sup> August, 2020 convening the 26<sup>th</sup> 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 26<sup>th</sup> 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 Circulars. The Company has also placed the notice of the 26<sup>th</sup> 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 Friday, the 25<sup>th</sup> day of September, 2020 at 9:00 AM and ended on Sunday, the 27<sup>th</sup> day of September, 2020 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. 21<sup>st</sup> September, 2020 were entitled to vote on the resolutions set out in the Notice of the 26<sup>th</sup> Annual General Meeting. The remote e-voting module of M/s. Link Intime India Private Limited ("LI IPL") was disabled on Sunday, the 27<sup>th</sup> day of September, 2020 at 05:00 PM.



- d. Upon the commencement of the 26<sup>th</sup> Annual General Meeting, the e-voting platform was made available to the shareholders, who were present at the 26<sup>th</sup> 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 26<sup>th</sup> Annual General Meeting. The e-voting facility provided at the meeting was disabled at the conclusion of the Annual General Meeting i.e. 12:35 PM.
- e. I, as the Scrutinizer, unblocked the votes cast by the Shareholders of the Company through the e-voting process, on 28<sup>th</sup> day of September, 2020 at 12:47 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.4 in the Notice convening the 26<sup>th</sup> 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 31<sup>st</sup> March, 2020, 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	25	67,39,573	100.00
E-Voting at AGM	9	65	100.00
<b>Total Voting</b>	<b>34</b>	<b>67,39,638</b>	<b>100.00</b>

## 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	0	0	0.00
E-Voting at AGM	0	0	0.00
<b>Total Voting</b>	<b>0</b>	<b>0</b>	<b>0.00</b>

## 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
<b>Total Voting</b>	<b>0</b>	<b>0</b>

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



**Resolution No: 2****Ordinary resolution**

Declaration of Dividend for the financial year ended March 31, 2020.

**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	25	67,39,573	100.00
E-Voting at AGM	9	65	100.00
<b>Total Voting</b>	<b>34</b>	<b>67,39,638</b>	<b>100.00</b>

**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	0	0	0.00
E-Voting at AGM	0	0	0.00
<b>Total Voting</b>	<b>0</b>	<b>0</b>	<b>0.00</b>

**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
<b>Total Voting</b>	<b>0</b>	<b>0</b>

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



Ordinary BusinessResolution No: 3

## Ordinary resolution

Re-appointment of Mr. Ramesh Shenoy Kalyanpur (DIN: 06392237) 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	25	67,39,573	100.00
E-Voting at AGM	9	65	100.00
<b>Total Voting</b>	<b>34</b>	<b>67,39,638</b>	<b>100.00</b>

## 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	0	0	0.00
E-Voting at AGM	0	0	0.00
<b>Total Voting</b>	<b>0</b>	<b>0</b>	<b>0.00</b>

## 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
<b>Total Voting</b>	<b>0</b>	<b>0</b>

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



**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 2020-21.

**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	25	67,39,573	100.00
E-Voting at AGM	9	65	100.00
<b>Total Voting</b>	<b>34</b>	<b>67,39,638</b>	<b>100.00</b>

**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	0	0	0.00
E-Voting at AGM	0	0	0.00
<b>Total Voting</b>	<b>0</b>	<b>0</b>	<b>0.00</b>

**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
<b>Total Voting</b>	<b>0</b>	<b>0</b>

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

Based on the Scrutinizer's Report, the Resolution Nos.1 to 4 have been unanimously passed.

**for Lambodhara Textiles Limited**

Place : Coimbatore  
Date : 29<sup>th</sup> September, 2020

*[Signature]*  
**Bosco Giulia**  
Whole-Time Director  
DIN : 01896020

Yours faithfully

*[Signature]*  
**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: F000960B000799978