

NOTICE OF POSTAL BALLOT/E-VOTING

(Pursuant to Section 108 and 110 of the Companies Act, 2013 (the “Act”) read with the Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014)

Dear Members,

Notice is hereby given that pursuant to the provisions of the Section 108, Section 110 and other applicable provisions, if any of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (the “MCA”) for holding general meetings / conducting postal ballot through e-voting vide General Circular No. 14/2020 dated 8th April, 2020, General Circular No.17/2020 dated 13th April, 2020, General Circular No. 22/2020 dated 15th June, 2020 and General Circular No. 33/2020 dated 28th September, 2020 and General Circular No. 39/2020 dated 31 December, 2020 (the “Relevant Circulars”), Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (the “Listing Regulations”), Secretarial Standard – 2 issued by the Institute of Company Secretaries of India and other applicable laws and regulations, if any, including any statutory modification or re-enactment thereof for the time being in force, for seeking the approval of the Members of “**LAGNAM SPINTEX LIMITED**” (“The Company”) by way of Special Resolution by way of Postal Ballot through **remote E-Voting only**.

The proposed resolutions and explanatory statements pertaining to the said resolutions, pursuant to Section 102 and 110 of the Companies Act, 2013 setting out the material facts concerning each item and the reasons thereof is appended herewith for your consideration.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company, at its meeting held on **Saturday, 05th June, 2021** has appointed **Mr. Sanjay Somani, (ICSI Membership No. 6958)** proprietor of **M/s Sanjay Somani & Associates, Practicing Company Secretaries, Bhilwara**, as the Scrutinizer for conducting the Postal Ballot (only through Remote E-voting process) in a fair and transparent manner. The proposed Resolution(s) and the Explanatory Statement stating the facts as required in terms of Section 102 and Section 110 of the Act are appended hereto, for your consideration and approval and / or consent. Members are requested to read and follow the instructions carefully on remote e-voting provided in this Postal Ballot Notice.



SPECIAL BUSINESSES:

ITEM-1:- TO APPROVE THE MIGRATION OF LISTING/TRADING OF EQUITY SHARES OF THE COMPANY FROM SME PLATFORM (EMERGE) OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED (NSE) TO MAIN BOARD OF NSE:

To consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

Note: In accordance with Regulation 277 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the below mentioned resolution shall be acted upon if and only if the votes cast by Shareholders other than Promoters in favour of the proposal amount to at least two times the number of votes cast by Shareholders other than Promoter shareholders against the proposal.

“RESOLVED THAT pursuant to the provisions laid down in Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and Regulation 277 of the SEBI (ICDR) Regulations, 2018 and other applicable provisions, if any, of the Companies Act, 2013, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the rules framed there under, including any amendment, modification, variation or re-enactment thereof, the Listing Agreement entered into by the Company with National Stock Exchange of India Limited (NSE) applicable to small and medium enterprise and subject to the applicable Laws and by-laws and rules and regulations of NSE and subject to the approval of any statutory authorities, if any, the consent of the members of the Company be and is hereby accorded for the purpose of migration of the Company’s present listing from **SME Platform (EMERGE) of NSE to Main Board of NSE.”**

“RESOLVED FURTHER THAT Mr. Anand Mangal (DIN: 03113542), Managing Director, Mr. Shubb Mangal (DIN: 01287935), Whole time Director, Mr. D. P. Mangal (DIN: 01205208), Chairman & Whole time Director and Mr. Rajeev Parashar (Company Secretary & Compliance Officer) of the Company, be and hereby jointly/ severally authorized to deal with any Government or semi government authorities or any other concerned intermediaries including but not limited to National Stock Exchange of India Limited, Securities and Exchange Board of India, Registrar of the Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the company for the purpose of migration of the Company’s present listing from SME platform (EMERGE) of National Stock Exchange of India Limited to Main Board of National Stock Exchange of India Limited and to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for giving effect to the aforesaid resolutions and in connection with any matter incidental thereto.”

**By Order of the Board of Directors
For Lagnam Spintex Limited**

**Rajeev Parashar
Company Secretary & Compliance Officer
ICSI Mem. No.: A52343**

**Place: Bhilwara
Date: 05th June, 2021**



NOTES:

1. The Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 stating all material facts and the reasons for the proposals is annexed herewith.
2. The Board of Directors of the Company ("the Board") at its meeting held on **Saturday, 5th June, 2021** has appointed **Mr. Sanjay Somani, (Membership No. 6958) proprietor of M/s Sanjay Somani & Associates, Practicing Company Secretaries, Bhilwara**, as the Scrutinizer for conducting the Postal Ballot by way of remote e-voting process in accordance with the Act and in a fair and transparent manner.
3. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding)/the Company's Registrar and Share Transfer Agents (in case of physical shareholding) and whose name appears on the Register of Members/ List of Beneficial Owners on **Friday, 28th May, 2021**.
4. On account of the threat posed by **COVID-19 and in terms of the MCA Circulars**, the Company will send this postal notice in electronic form only. The hard copy of this Postal ballot notice along with postal ballot forms and pre-paid business envelope will not be sent to the members for the postal ballot in accordance with the requirements specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system only.
5. The voting period begins from **Monday, 14th Day of June, 2021, 9:00 A.M. (IST) onwards to Tuesday, 13th July, 2021, 5:00 P.M. (IST)**. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form as on the cut-off date **Friday, 28th May, 2021**, (including those Members who may not receive this Postal Ballot Notice due to non-registration of their email address) can cast their votes electronically, in respect of the resolution as set out in the Postal Ballot Notice only through the remote e-voting. Members are requested to follow the procedure as stated in the Procedure and Instructions for remote e-voting for casting their vote(s).
6. Voting rights in e-voting cannot be exercised by a proxy. However, corporate and institutional members shall be entitled to vote through their authorised representatives with proof of their authorization.
7. The results of the Postal Ballot will be declared on **Friday, 16th July, 2021**. The results of the Postal Ballot will be hosted on the website of the Company viz. www.lagnamspintex.com and will also be communicated to the Stock Exchange where the equity shares of the Company are listed. The results of the Postal Ballot will be declared by the Chairman, or in his absence by the Managing Director or Company Secretary, or any other person so authorised by the Chairman and it will display at Company's Registered Office. The resolutions will be taken as passed if the



results of the Postal Ballots indicate that the requisite majority of the shareholders assented to the Resolution.

8. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for e-voting i.e. **Tuesday, 13th July, 2021** and as if they have been passed at a General Meeting of the Members.
9. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of **Friday, 28th May, 2021**.
10. Shareholders who have registered their e-mail IDs with their Depository Participants/Company are being sent Notice of Postal ballot by e-mail and Shareholders who have not registered their e-mail id will request to please register their mail ids with the Company.
11. The Scrutinizer's decision on the validity or otherwise of the Postal Ballot (only through remote E-Voting) will be final.
12. Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:
 - a) In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to rparashar@lagnam.com.
 - b) In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16- digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to rparashar@lagnam.com.
13. Documents referred to in this notice and explanatory statement are open for inspection by the shareholders at the Registered Office of the Company on all working days (except Saturday & Sunday) from 11:00 am to 4:00 pm till from the date of dispatch of the Postal Ballot Notice up to the completion of Postal Ballot i.e., **Tuesday, 13th July, 2021**.
14. In compliance with Regulation 44 of the Listing Regulations and provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company is pleased to provide its members the facility to exercise their right to vote by electronic means as an alternate mechanism. For this purpose, the Company has entered into an agreement with NSDL for facilitating e-voting in order to enable the members to cast their votes electronically instead of dispatching postal ballot form.
15. Members are requested to contact Mr. Rajeev Parashar, Company Secretary (Phone No.: 9461656067, Email ID: rparashar@lagnam.com) in case of any query pertaining to the postal ballot.



16. PROCEDURE/ INSTRUCTIONS FOR REMOTE E VOTING:

- 1) The voting period begins on **Monday, 14th Day of June, 2021, 9:00 A.M. (IST) onwards to Tuesday, 13th July, 2021, 5:00 P.M. (IST)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **Friday, 28th May, 2021** may cast their vote electronically and that a person who is not a member as on the cut-off date should treat this notice for information purposes only. The e-voting module shall be disabled by NSDL for voting thereafter.
- 2) The Board of Directors has appointed **M/s Sanjay Somani and Associates, Practicing Company Secretaries, Bhilwara** as scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.
- 3) The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: : Log-in to NSDL e-Voting system at [https:// www.evoting.nsdl.com/](https://www.evoting.nsdl.com/)

Step 2: Cast your vote electronically on NSDL e-Voting system

4) Details of Step 1 mentioned below:

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e., IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID

	For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form	<p>EVEN Number followed by Folio Number registered with the company</p> <p>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***</p>

5. Your password details are given below:

- a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c. How to retrieve your 'initial password'?
 - I. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the Page | 6 email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - II. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. After you click on the “Login” button, home page of e-Voting will open.

5) Details of Step 2 mentioned below:

- After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles. .
- After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
- Select “EVEN” of company for which you wish to cast your vote.
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- Upon confirmation, the message “Vote cast successfully” will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to somanics@gmail.com with a copy marked to evoting@nsdl.co.in



- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in to the Company at rparashar@lagnam.com.



**EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 OF THE COMPANIES ACT, 2013
SETTING OUT MATERIAL FACTS:**

**ITEM NO. 1:-TO APPROVE THE MIGRATION OF LISTING/TRADING OF EQUITY SHARES OF THE
COMPANY FROM SME PLATFORM (EMERGE) OF NATIONAL STOCK EXCHANGE OF INDIA
LIMITED (NSE) TO MAIN BOARD OF NSE:**

The Company's shares have been listed on a NSE Emerge since 18th September, 2018 till date.

As stated in SEBI (ICDR) Regulation, 2018 there is an option to migrate from NSE SME Emerge to NSE Main Board. Further, the Company's Operation have been increasing at a rapid pace. In view of increasing business activities and for strong brand building, the Board of Directors in its meeting held on **5th June, 2021** has accordingly decided to migrate from NSE SME Emerge to NSE Main Board. The Listing on the Main Board is likely to have wider participation from investors at large and trading in the Equity Shares of the Company on the Main Board will go on the long way in enhancing the image and goodwill of the Company. The benefits of listing on the Main Board in the form of market Capitalization, enhanced liquidity, larger participation, visibility etc., will accrue to the Members of the Company. By Migrating on the Main Board the goodwill and the growth of the Company will increase and Company will be able to expand its business.

The Migration Policy from SME Platform to Main Board requires approval of members by way of Special Resolution. The Shareholders approval for the said purpose is sought through this resolution as required under SEBI (ICDR) Regulations. Here special resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favor of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

The Board of Directors of the Company proposes the resolution for your approval as a Special resolution. None of the Directors and Key Managerial Persons or their relatives has any interest in the passing of the said resolution except to the extent of equity shares held by them in the Company.

Accordingly, the Board of Directors of the Company recommends the Special resolution No. 1 as proposed and set out in the accompanying Notice for approval of the Members in the Interest of the Company through Postal Ballot through remote e-voting.

**By Order of the Board of Directors
For Lagnam Spintex Limited**

Rajeev Parashar

**Company Secretary & Compliance Officer
ICSI Mem. No.: A52343**

**Place: Bhilwara
Date: 05th June, 2021**