Lambodhara Textiles Limited

Regd. Office : 3 A, 3rd Floor, B Block, Pioneer Apartments, 1075 B, Avinashi Road, Coimbatore - 641 018, India
Telefax : +91 422 2249038 & 4351083. E-mail : info@lambodharatextiles.com www.lambodharatextiles.com
TIN # 33521781162 CST # 268405 / 19.05.94 I.E. Code # 3201006181 CIN : L17111TZ1994PLC004929

To

Listing Department
BSE Limited
25th Floor, PJ Towers, Dalal Street
Mumbai – 400 001

Listing Department
National Stock Exchange of India Limited
Exchange Plaza, C-1 Block G
BandraKurla Complex, Bandra, East
Mumbai - 400 051

Listing Department
Ahmedabad Stock Exchange Limited
Kamdenu Complex, Opp.Sahajanand College
Panjarapole, Ahmedabad – 380 015

Dear Sir

Sub : Proceedings of 21st Annual General Meeting of the Company held on 9th September 2015

Symbol : **LAMBODHARA**

Pursuant to the provision of the clause 31(d) of the Listing Agreement, it is hereby informed that the 21st Annual General Meeting of the Company was duly held on Wednesday 9th September 2015 at 10:00 A:M at Vibha, The Grand Regent, 708, Avinashi Road, Coimbatore 641 018, Tamilnadu, India.

The proper quorum was present and all the items of business as mentioned in the Annual General Meeting Notice dated 20th July 2015 were discussed and based on the report of the Scrutinizer, all the resolutions were declared as unanimously passed by requisite majority by e-voting and through poll at Annual General Meeting.

1.	**Detail of the Agenda:**	**Adoption of the Audited Financial Statement of the Company for the financial year ended 31st March, 2015 and the reports of the Board of Directors and auditors thereon.**
	Resolution Required:	Ordinary Resolution
	Mode of voting:	Passed unanimously by Remote E-voting and votes cast on poll at the venue of AGM
2.	**Detail of the Agenda:**	**Declaration of dividend for the year ended 31st March 2015.**
	Resolution Required:	Ordinary Resolution
	Mode of voting:	Passed unanimously by Remote E-voting and votes cast on poll at the venue of AGM
3	**Detail of the Agenda:**	**Re-appointment of Mrs. Giulia Bosco (DIN 01898020) as a Director on retirement by rotation.**
	Resolution Required:	Ordinary Resolution
	Mode of voting:	Passed unanimously by Remote E-voting and votes cast on poll at the venue of AGM

4	**Detail of the Agenda:**	**Ratification of the appointment of Messrs. Mohan & Venkataraman, (Firm Registration No.007321S) Chartered Accountants as the Statutory Auditors of the Company for the financial year 2015-2016 and fixation of their remuneration.**
	Resolution Required:	Ordinary Resolution
	Mode of voting:	Passed unanimously by Remote E-voting and votes cast on poll at the venue of AGM
5	**Detail of the Agenda:**	**Appointment of Mr. Baba Chandrasekhar Ramakrishnan (holding DIN 00125662) as a Director of the Company, liable to retire by rotation.**
	Resolution Required:	Ordinary Resolution
	Mode of voting:	Passed unanimously by Remote E-voting and votes cast on poll at the venue of AGM
6	**Detail of the Agenda:**	**Ratification of the payment of Remuneration to M/s C.S.Hanumantha Rao & Co, Cost Accountants for the financial year 2015-2016.**
	Resolution Required:	Ordinary Resolution
	Mode of voting:	Passed unanimously by Remote E-voting and votes cast on poll at the venue of AGM
7	**Detail of the Agenda:**	**Sub Division of each Equity Shares of the nominal value of ₹ 10/- each in the Capital of the Company into 2 (two) Equity Shares of ₹ 5/- each fully paid up**
	Resolution Required:	Special Resolution
	Mode of voting:	Passed unanimously by Remote E-voting and votes cast on poll at the venue of AGM
8	**Detail of the Agenda:**	**Replace the existing Clause V of the Memorandum of Association of the Company with new Clause V consequent to sub-division of shares**
	Resolution Required:	Special Resolution
	Mode of voting:	Passed unanimously by Remote E-voting and votes cast on poll at the venue of AGM
9	**Detail of the Agenda:**	**Replace the existing Article 3 of the Articles of Association with new Article 3 consequent to sub-division of shares**
	Resolution Required:	Special Resolution
	Mode of voting:	Passed unanimously by Remote E-voting and votes cast on poll at the venue of AGM

Please note that the voting results were intimated to the Stock Exchanges in the format prescribed under Clause 35A of the Listing Agreement.

A copy of the Scrutinizer Report is also attached.

Kindly take this intimation on record.

Thanking you

Yours faithfully

For Lambodhara Textiles Limited

Managing Director

LAMBODHARA TEXTILES LIMITED COIMBATORE

CS

MDS & Associates
Company Secretaries in Practice

M.D.Selvaraj M Com MBA FCS

"SURYA", 35, Mayflower Avenue, Sowripalayam Road, Coimbatore 641028.
Phone : 0422-2318780, 2316755, Fax : 0422-2314792, E-mail : mds@mdsservices.in, Web : www.mdsservices.in

COMBINED SCRUTINIZER'S REPORT FOR E-VOTING AND POLL

(Pursuant to Section(s) 108 and 109 of the Companies Act, 2013 read with Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014 – as amended)

To
The Chairman
21st Annual General Meeting of the Equity Shareholders of
M/s. LAMBODHARA TEXTILES LIMITED
(L17111TZ1994PLC004929)
Held on Wednesday the 9th day of September, 2015 at 10:00 A:M at
Vibha, The Grand Regent, 708, Avinashi Road, Coimbatore – 641018.

Dear Sir,

Sub: Passing of Resolution through Electronic means and Poll conducted at the 21st Annual General Meeting of M/s. LAMBODHARA TEXTILES LIMITED held on 9th September, 2015

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 a Scrutinizer for the e-voting process held between Sunday, the 6th day of September, 2015 at 9.00 A:M to Tuesday, the 8th Day of September 2015 till 5:00 P:M and for poll taken at the 21st Annual General Meeting of the Company held on Wednesday the 9th day of September, 2015 at 10:00 A:M at Vibha, The Grand Regent, 708, Avinashi Road, Coimbatore – 641018 on the Resolution Nos 1 to 9 as set out in the Notice dated 20th July 2015 convening the said meeting.

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 and poll on the Resolution(s) as set out in the Notice convening the 21st Annual General Meeting dated 20th July, 2015.

Responsibility as a Scrutinizer

My responsibility, as a Scrutinizer for the e-voting process and for the poll at the 21st Annual General Meeting, is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the Resolution(s) set out in the Notice convening the 21st Annual General Meeting, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the Authorised Agency engaged by the Company for providing e-voting facilities and also at the time of poll at the 21st Annual General Meeting.

I have already issued a separate Scrutinizer's Report dated 10th September, 2015 on the e-voting process and also a separate Scrutinizer's Report dated 10th September, 2015 in the prescribed Form MGT-13 on the Poll taken at the 21st Annual General Meeting of the Company.

In view of the above, I hereby submit my Consolidated Report on the Result of the E-voting together with that of the Poll in respect of the said Resolution(s), as under;

MDS & ASSOCIATES MDS

ORDINARY BUSINESS:

Item No.1

ORDINARY RESOLUTION:

Approval of Financial Statements for the year ended 31st March 2015, the Report of the Directors and the Report of the Auditors thereon

VOTES CAST **IN FAVOUR OF THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	5	31,06,554	100.00%
Poll	18	1,722	100.00%
Total Voting	23	31,08,276	100.00%

VOTES CAST **AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	0	0	0
Poll	0	0	0
Total Voting	0	0	0

INVALID VOTES

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Cast
E-voting	0	0
Poll	0	0
Total Voting	0	0

MDS & ASSOCIATES MDS

Item No.2

ORDINARY RESOLUTION:

Declaration of Dividend for the year ended 31st March 2015

VOTES CAST **IN FAVOUR OF THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	5	31,06,554	100.00%
Poll	18	1,722	100.00%
Total Voting	23	31,08,276	100.00%

VOTES CAST **AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	0	0	0
Poll	0	0	0
Total Voting	0	0	0

INVALID VOTES

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Cast
E-voting	0	0
Poll	0	0
Total Voting	0	0

MDS & ASSOCIATES MDS

Item No.3

ORDINARY RESOLUTION:

Appointment of a Director in the place of Mrs.Giulia Bosco (DIN 01898020) who retires by rotation and being eligible offers herself for re-appointment.

VOTES CAST **IN FAVOUR OF THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	5	31,06,554	100.00%
Poll	18	1,722	100.00%
Total Voting	23	31,08,276	100.00%

VOTES CAST **AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	0	0	0
Poll	0	0	0
Total Voting	0	0	0

INVALID VOTES

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Cast
E-voting	0	0
Poll	0	0
Total Voting	0	0

MDS & ASSOCIATES MDS

Item No.4

ORDINARY RESOLUTION:

Ratification of appointment of Auditors

VOTES CAST **IN FAVOUR OF THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	5	31,06,554	100.00%
Poll	18	1,722	100.00%
Total Voting	23	31,08,276	100.00%

VOTES CAST **AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	0	0	0
Poll	0	0	0
Total Voting	0	0	0

INVALID VOTES

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Cast
E-voting	0	0
Poll	0	0
Total Voting	0	0

MDS & ASSOCIATES MDS

SPECIAL BUSINESS:

Item No.5

ORDINARY RESOLUTION:

Appointment of Mr.Baba Chandrasekhar Ramakrishnan (DIN:00125662) as a Director of the Company.

VOTES CAST **IN FAVOUR OF THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	5	31,06,554	100.00%
Poll	18	1,722	100.00%
Total Voting	23	31,08,276	100.00%

VOTES CAST **AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	0	0	0
Poll	0	0	0
Total Voting	0	0	0

INVALID VOTES

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Cast
E-voting	0	0
Poll	0	0
Total Voting	0	0

MDS & ASSOCIATES MDS

Item No.6

ORDINARY RESOLUTION:

Ratification of the payment of Remuneration to M/s.C.S.Hanumantha Rao & Co., Cost Accountants for the financial year 2015-2016

VOTES CAST **IN FAVOUR OF THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	5	31,06,554	100.00%
Poll	18	1,722	100.00%
Total Voting	23	31,08,276	100.00%

VOTES CAST **AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	0	0	0
Poll	0	0	0
Total Voting	0	0	0

INVALID VOTES

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Cast
E-voting	0	0
Poll	0	0
Total Voting	0	0

MDS & ASSOCIATES MDS

Item No.7

SPECIAL RESOLUTION:

Sub Division of each Equity Shares of the nominal value of Rs.10/- each in the Capital of the Company into 2 (two) Equity Shares of Rs.5/- each fully paid.

VOTES CAST **IN FAVOUR OF THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	5	31,06,554	100.00%
Poll	18	1,722	100.00%
Total Voting	23	31,08,276	100.00%

VOTES CAST **AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	0	0	0
Poll	0	0	0
Total Voting	0	0	0

INVALID VOTES

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Cast
E-voting	0	0
Poll	0	0
Total Voting	0	0

MDS & ASSOCIATES MDS

Item No.8

SPECIAL RESOLUTION:

Replace the existing Clause V of the Memorandum of Association of the Company with new Clause V consequent to sub-division of shares.

VOTES CAST **IN FAVOUR OF THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	5	31,06,554	100.00%
Poll	18	1,722	100.00%
Total Voting	23	31,08,276	100.00%

VOTES CAST **AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	0	0	0
Poll	0	0	0
Total Voting	0	0	0

INVALID VOTES

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Cast
E-voting	0	0
Poll	0	0
Total Voting	0	0

MDS & ASSOCIATES MDS

Item No. 9

SPECIAL RESOLUTION:

Replace the existing Article 3 of the Articles of Association with new Article 3 consequent to sub-division of shares.

VOTES CAST **IN FAVOUR OF THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	5	31,06,554	100.00%
Poll	18	1,722	100.00%
Total Voting	23	31,08,276	100.00%

VOTES CAST **AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	0	0	0
Poll	0	0	0
Total Voting	0	0	0

INVALID VOTES

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Cast
E-voting	0	0
Poll	0	0
Total Voting	0	0

Based on the Scrutinizers report resolution Nos: 1 to 9 have been passed Unanimously

Yours faithfully

M.D. Selvaraj

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

Place : Coimbatore
Date : 10th September, 2015

For Lambodhara Textiles Limited

Managing Director