



*MDS & Associates*

Company Secretaries in Practice

*M.D. Selvaraj* M Com MBA FCS

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**SCRUTINIZER'S REPORT ON POSTAL BALLOT (REMOTE E-VOTING) CONDUCTED  
PURSUANT TO THE POSTAL BALLOT NOTICE DATED 8<sup>TH</sup> JANUARY, 2021**

Date: 12<sup>th</sup> February 2021

To

The Chairman,

**M/s. LAMBODHARA TEXTILES LIMITED**

(CIN: L17111TZ1994PLC004929)

3A, B-Block, Pioneer Apartments 1075-B,

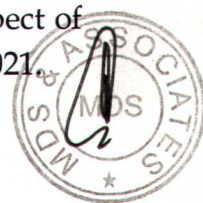
Avinashi Road, Coimbatore-641018,

Tamil Nadu, India

Dear Sir,

**Sub: Scrutinizer's Report on Postal Ballot through Remote E-voting conducted pursuant to the provisions of Section 108 & 110 of the Companies Act, 2013 ("the Act") read with Rule 20 and 22 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 MCA circulars issued thereunder**

I, Mr. 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 in a fair and transparent manner and for the purpose of ascertaining the requisite majority on the remote e-voting for postal ballot carried out in accordance with 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 ("Rules") and other applicable provisions of the Act and Rules made thereunder, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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, issued by the Ministry of Corporate Affairs, Government of India ("MCA Circulars") in respect of the Special Resolution as set out in the Postal ballot Notice dated 8<sup>th</sup> January, 2021.



**Responsibility of the Management**

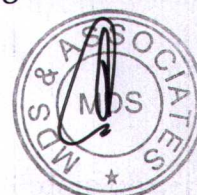
The management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the Rules made thereunder in relation to exercising of voting rights through Postal Ballot and electronic means on the Resolution, as set out in the Postal Ballot Notice dated 8<sup>th</sup> January, 2021.

**Responsibility as a Scrutinizer**

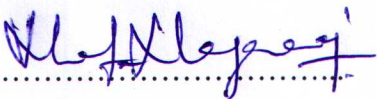
My responsibility, as a Scrutinizer for the Postal Ballot through Remote E-voting process, is restricted to the preparation of the Scrutinizer's Report on the votes cast "in favour" or "against" the Resolution, as set out in Item No.1 of the Postal Ballot Notice dated 8<sup>th</sup> January, 2021, based on the reports generated from the e-voting system provided by the Link Intime India Private Limited (LIPL), the Authorized Agency engaged by the Company for providing remote e-voting facilities.

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

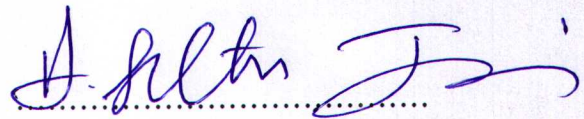
- The Postal Ballot Notice dated 8<sup>th</sup> January, 2021 along with necessary statement setting out the material facts under Section 102 of the Companies Act, 2013 were sent on Tuesday, 12<sup>th</sup> January, 2021 by Link Intime India Private Limited ("LIPL") through electronic mail to those members whose names appeared in the Register of Members / List of Beneficiaries as on Friday, 8<sup>th</sup> January, 2021 ("cut-off date") and who had registered their email ID with the Company / RTA / Depositories in compliance with the MCA Circulars. The Company has also placed the notice of the Postal Ballot on the website of the Company.
- The shareholders of the Company holding shares as on the "cut-off" date on Friday, 8<sup>th</sup> January, 2021 were entitled to vote on the proposed resolutions as set out in Item No. 1 of the Postal Ballot Notice.
- The remote e-voting period remained open from Wednesday, 13<sup>th</sup> January, 2021, 9:00 AM to Thursday, 11<sup>th</sup> February, 2021, 5:00 PM. During the said period, the members of the Company, holding shares in physical and / or in dematerialized form, as on the cut-off date i.e. 8<sup>th</sup> January, 2021 were entitled to vote on the resolutions set out in the Notice of Postal ballot through remote e-voting.



- The e-voting module of Link Intime India Private Limited ("LI IPL") was disabled on Thursday, 11<sup>th</sup> February, 2021 at 5:00 PM and I, as the Scrutinizer, unblocked the votes cast, on Thursday, 11<sup>th</sup> February, 2021 at 5:52 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**

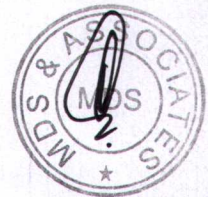
Name: Ms. Monika Nagaraj

**Witness No.2**

Name: Mr. A. Selten Jayaraj

- I have scrutinized the remote e-voting for the postal ballot and the votes tendered therein and maintained registers in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014 (as amended).

I now hereby submit my report on the result of the remote e-voting in respect of the said resolutions, as under:



**SPECIAL BUSINESS****Resolution No: 1****Special resolution**

Approval for issue of 8,00,000 Equity Shares of Rs.5/- each through preferential issue to the Promoters/Promoter Group in accordance with the provisions of Section 42 & 62 of the Companies Act, 2013 read with the relevant rules thereunder and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018.

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

| Number of Members Voted through electronic voting system | Number of votes cast in favour the Resolution | Percentage of Total Number of votes cast |
|----------------------------------------------------------|-----------------------------------------------|------------------------------------------|
| 24                                                       | 67,41,179                                     | 100.00                                   |

**VOTES CAST AGAINST THE RESOLUTION**

| Number of Members Voted through electronic voting system | Number of votes cast against The Resolution | Percentage of Total Number of votes cast |
|----------------------------------------------------------|---------------------------------------------|------------------------------------------|
| 0                                                        | 0                                           | 0.00                                     |

**INVALID VOTES**

| Total number of Members whose votes were declared invalid | Total number of invalid votes cast by them |
|-----------------------------------------------------------|--------------------------------------------|
| 0                                                         | 0                                          |

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

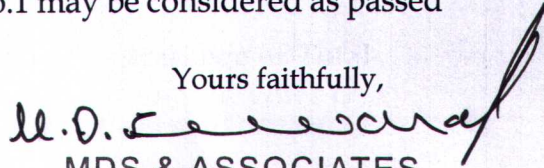
Based on the Scrutinizer's Report  
Resolution No. 1 has been passed  
Unanimously.

**For Lambodhara Textiles Limited**

  
**Bosco Giulia**  
**Whole-time Director**  
**DIN: 01898020**



Yours faithfully,



**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: F000960B002808182**