



# Lambodhara Textiles Limited

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

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August 23, 2024

To

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

Symbol: LAMBODHARA

Series: EQ

Dear Sir/Madam,

**Sub: Submission of Notice of the 30<sup>th</sup> Annual General Meeting of the Company**

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Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice of the 30<sup>th</sup> Annual General Meeting of the Company scheduled to be held on Monday, September 16, 2024, at 11.00 AM (IST) through video conferencing / Other audio-visual means.

This will also be hosted on the website of the Company.

Kindly take the above information on record.

Thanking you

Yours faithfully,

**For Lambodhara Textiles Limited**

**Bosco Giulia**

**DIN: 01898020**

**Whole-Time Director**

Cc:

The Listing Department  
BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai 400 001

**Encl.: as above**



**LAMBODHARA TEXTILES LIMITED**

CIN: L17111TZ1994PLC004929

Registered Office : 3A, 3<sup>rd</sup> Floor, B Block, Pioneer Apartments,  
1075B, Avinashi Road, Coimbatore - 641 018

Tel.: 0422-2249038, email: cs@lambodharatextiles.com

**NOTICE TO SHAREHOLDERS**

Notice is hereby given that the 30th Annual General Meeting of the Members of Lambodhara Textiles Limited will be held on Monday, the 16th day of September 2024 at 11.00 AM through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) with virtual presence of the Shareholders to transact the following business(es).

**AGENDA**

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Annual Financial Statements of the Company including Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statements of changes in equity for the financial year ended 31st March 2024, the Balance Sheet as at that date, the Reports of the Board of Directors and the Auditors thereon.
2. To declare a dividend for the financial year ended 31st March 2024.
3. To appoint a director in place of Mr. Balu Narayanasamy (DIN: 08173046), who retires by rotation and being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS**

4. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**.

**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. C.S. Hanumantha Rao & Co. (Firm Registration No. 000216), Cost Accountants, who were appointed as Cost Auditors by the Board of Directors of the Company on the recommendation of the Audit Committee, to conduct the audit of cost records of the Company for the financial year 2024-25, on a remuneration of Rs.35,000/- (Rupees Thirty Five thousand only) exclusive of taxes as applicable and reimbursement of conveyance on actual basis as incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.



5. To consider and if thought fit, to pass the following resolution as a **Special Resolution**

**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (as amended) and the Articles of Association of the Company and upon the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Krishnamoorthy Narendra (DIN: 00412219) who was appointed as an Additional Director at the meeting of the Board of Directors of the Company held on 13th August 2024 and who had also submitted a declaration that he meets the criteria for independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and whose name is included in the databank as required under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and who is eligible for appointment and in respect of whom the Company has received a Notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five (5) consecutive years with effect from 13th August 2024 and is not liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to Regulation 17(1A) of the Listing Regulations and other applicable provisions, if any, of the Act and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the consent of the Members of the Company be and is hereby accorded for continuation of Directorship of Mr. Krishnamoorthy Narendra (DIN: 00412219) as an Independent Director of the Company, on the Board of the Company notwithstanding his attaining the age of 75 years on 24th September 2026.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to take all such steps as may be necessary and/or give such directions as may be necessary, proper or expedient, to give effect to the above resolution without being required to seek any further consent or approval of the members and the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

6. To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (as amended) and the Articles of Association of the Company and upon the recommendation of the Nomination and Remuneration Committee and the



Board of Directors, Mr. Vishnu Rajkumar Nischal (DIN: 01612434) who was appointed as an Additional Director at the meeting of the Board of Directors of the Company held on 13th August 2024 and who had also submitted a declaration that he meets the criteria for independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and whose name is included in the databank as required under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and who is eligible for appointment and in respect of whom the Company has received a Notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five (5) consecutive years with effect from 13th August 2024 and is not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to take all such steps as may be necessary and/or give such directions as may be necessary, proper or expedient, to give effect to the above resolution without being required to seek any further consent or approval of the members and the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

7. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**.

**RESOLVED THAT** pursuant to Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (as amended) and the applicable provisions, if any, of the Companies Act, 2013 (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force), the Company's Policy on Related Party Transactions and pursuant to the approval of the Audit Committee and the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to enter/ continue to enter into agreement/ contract/ business transactions with M/s. Strike Right Integrated Services Limited, a related party of the Company for an amount not exceeding Rs.400 Crores (Rupees four hundred crores only), as per the details more particularly described in the statement pursuant to Section 102 of the Companies Act, 2013, annexed to this notice notwithstanding the fact that such transactions either taken individually or together with previous transactions during the financial year may exceed 10% of the annual turnover of the Company as per the last audited financial statements or such other materiality threshold as may be specified under applicable laws/ regulations from time to time.

**RESOLVED FURTHER THAT** the Board of Directors (including its Committee thereof) be and are hereby severally authorised to do all such acts, deeds, matters and things, to finalise the terms and conditions of the transactions with the aforesaid party, and to execute or authorize any person to execute all such documents, instruments and writings as may be considered necessary, relevant, usual, customary, proper and/or expedient for giving effect to this resolution.



**STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013**

**Item No. 4**

The Board of Directors of the Company on the recommendation of the Audit Committee, had approved the appointment of and remuneration payable to M/s. C.S. Hanumantha Rao & Co. (Firm Registration No. 000216), Cost Accountants, for auditing the cost records of the Company for the financial year 2024-25 at a remuneration of Rs.35,000/- (Rupees Thirty Five Thousand Only), exclusive of applicable taxes and out of pocket expenses incurred by them in connection with the audit.

As per Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor as determined by the Board of Directors is required to be ratified by the members of the Company. Accordingly, consent of the members is sought for passing ordinary resolution as set out in Item No. 4 of the notice for ratification of remuneration payable to the Cost Auditors for the financial year 2024-25.

The Board recommends the Ordinary Resolution as set out in Item No.4 of the Notice for approval by the members.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financial or otherwise, in the resolution as set out in Item No.4 of the Notice.

**Item No: 5**

In terms of Section 161 of the Companies Act, 2013 ("the Act"), the Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee had appointed Mr. Krishnamoorthy Narendra (DIN: 00412219) as an Additional Director on the Board of Directors of the Company with effect from 13th August 2024.

Mr. Krishnamoorthy Narendra shall hold office up to the date of this Annual General Meeting pursuant to Section 161 of the Companies Act, 2013 and Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). The Company has received a Notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of Independent Director of the Company.

Mr. Krishnamoorthy Narendra is not disqualified from being appointed as a Director in terms of Section 164 of the Act and is not debarred from holding the office of Director by virtue of any Securities and Exchange Board of India ("SEBI") order or any other such authority. He has given his consent to act as a Director along with the declaration to the effect that he meets the criteria for independence as prescribed under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and that his name is included in the databank of Independent Directors as required under Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

In the opinion of the Board, Mr. Krishnamoorthy Narendra, fulfils the conditions as specified under the Act read with the Rules made thereunder and the Listing Regulations for his appointment as an Independent Director of the Company and is also independent of the Management.



The Nomination and Remuneration Committee and the Board of Directors have reviewed/evaluated the balance of skills, knowledge and experience on the Board and identified the role and capabilities required of an Independent Director and considered that the appointment of Mr. Krishnamoorthy Narendra, with his experience and expertise will be of immense value addition to the Company.

Further, Mr. Krishnamoorthy Narendra will be attaining the age of 75 years on 24th September 2026, and accordingly, pursuant to Regulation 17(1A) of the Listing Regulations, the approval of the Members by a special resolution is required to be obtained to enable Mr. Krishnamoorthy Narendra to continue his directorship in the Company beyond the age of 75 years.

Mr. Krishnamoorthy Narendra is a Science graduate and a Chartered Accountant. He has more than 5 decades of experience in the field of finance, data processing, management and business outsourcing. He is also an Independent Director on the Board of other Companies and is well suited to the role of Independent Director of the Company.

Considering his expertise and experience, the Board of Directors are of the opinion that his continuation as an Independent Director beyond the age of 75 years will be beneficial to the Company.

A copy of the draft appointment letter to be issued to Mr. Krishnamoorthy Narendra, upon his appointment as an Independent Director, containing the terms and conditions of such appointment, would be available to members for inspection at the Registered Office of the Company during the normal business hours on any business day without payment of fee.

The disclosures as required under Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are furnished and form a part of this Notice.

Accordingly, the Board recommends the Special Resolution in relation to eligibility and appointment of Mr. Krishnamoorthy Narendra, as an Independent Director for a term of five (5) consecutive years, for approval by the members of the Company.

Except Mr. Krishnamoorthy Narendra, being the proposed appointee, none of the Directors and the Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution as set out in Item No. 5 of the Notice.

**Item No: 6**

In terms of Section 161 of the Companies Act, 2013 ("the Act"), the Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee had appointed Mr. Vishnu Rajkumar Nischal (DIN: 01612434) as an Additional Director on the Board of Directors of the Company with effect from 13th August 2024.

Mr. Vishnu Rajkumar Nischal shall hold office up to the date of this Annual General Meeting pursuant to Section 161 of the Companies Act, 2013 and Regulation 17(1C) of SEBI (Listing



Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”). The Company has received a Notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of Independent Director of the Company.

Mr. Vishnu Rajkumar Nischal is not disqualified from being appointed as a Director in terms of Section 164 of the Act and is not debarred from holding the office of Director by virtue of any Securities and Exchange Board of India (“SEBI”) order or any other such authority. He has given his consent to act as a Director along with the declaration to the effect that he meets the criteria for independence as prescribed under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and that his name is included in the databank of Independent Directors as required under Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

In the opinion of the Board, Mr. Vishnu Rajkumar Nischal, fulfils the conditions as specified under the Act read with the Rules made thereunder and the Listing Regulations for his appointment as an Independent Director of the Company and is also independent of the Management.

The Nomination and Remuneration Committee and the Board of Directors have reviewed/evaluated the balance of skills, knowledge and experience on the Board and identified the role and capabilities required of an Independent Director and considered that the appointment of Mr. Vishnu Rajkumar Nischal, with his experience and expertise will be of immense value addition to the Company.

Mr. Vishnu Rajkumar Nischal is a Commerce graduate and possesses a Post Graduate Diploma in International Business from Dr. G. R. Damodaran College of Science. He has more than two decades of experience in the textile sector. He has wide expertise in the field of International Business and Marketing and is well suited to the role of Independent Director of the Company.

A copy of the draft appointment letter to be issued to Mr. Vishnu Rajkumar Nischal, upon his appointment as an Independent Director, containing the terms and conditions of such appointment, would be available to members for inspection at the Registered Office of the Company during the normal business hours on any business day without payment of fee.

The disclosures as required under Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are furnished and form a part of this Notice.

Accordingly, the Board recommends the Special Resolution in relation to eligibility and appointment of Mr. Vishnu Rajkumar Nischal, as an Independent Director for a term of five (5) consecutive years, for approval by the members of the Company.

Except Mr. Vishnu Rajkumar Nischal, being the proposed appointee, none of the Directors and the Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution as set out in Item No. 6 of the Notice.



**Item No: 7**

Pursuant to proviso to Regulation 23(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), a transaction with a related party shall be considered "material", if the transactions entered into individually or taken together with previous transactions during a financial year with such related party exceeds Rs.1,000 Crores or 10% of the total consolidated turnover of the Company as per the last audited financial statements, whichever is lower.

The Company has been entering into transactions with M/s. Strike Right Integrated Services Limited for purchase/sale of Cotton, Man Made Fibre, Yarn etc. in the ordinary course of business and on an arms' length basis. The transactions entered into by the Company are purely as per the business requirements of the Company. The actual value of these transactions in a financial year may vary depending on the business achieved by the Company and is directly proportional to the business.

The shareholders approved the earlier material related party transaction with M/s. Strike Right Integrated Services Limited as per the details mentioned in the notice of the Annual General Meeting held on 21st September 2023.

The transactions proposed to be entered by the Company with M/s. Strike Right Integrated Services Limited is expected to exceed 10% of the annual consolidated turnover of the Company as per the last audited financial statements and are proposed to be undertaken on an arms' length basis and in the ordinary course of business.

The Audit Committee has approved the transactions with M/s. Strike Right Integrated Services Limited at their meeting held on 13th August 2024.

Pursuant to Regulation 23(4) of Listing Regulations, the prior approval of the Shareholders of the Company by way of an ordinary resolution would be required for the transactions entered with related parties in excess of 10% of the annual consolidated turnover of the Company as per the last audited financial statements. Further, pursuant to the amendment to Regulation 23 of the Listing Regulations and SEBI Master Circular No. SEBI/HO/CFD/PoD2/ CIR/P/2023/120 dated 11th July 2023, all related party transactions which exceeds 10% of the annual turnover needs to be approved by the shareholders by way of a resolution and such approval shall be valid upto the date of next Annual General Meeting.

Accordingly, the approval of the members is now being sought for the transactions proposed to be entered into with the above-mentioned related parties as per the details given below.

The details of the transactions with above-mentioned related parties as required pursuant to SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July 2023 is given below:



|  |   |
|--|---|
| Name of the related party  | Strike Right Integrated Services Limited  |
| Type, material terms and particulars of the proposed transaction   | Purchase of Cotton/natural fibre, Man Made Fibre, Yarn and Sale of Cotton/natural fibre, Man Made Fibre, Yarn.  |
| Relationship with the entity, including nature of its concern or interest (financial or otherwise)   | Strike Right Integrated Services Limited is a venturer Company and holds 37.34% of the share capital of the Company and is part of the Promoter Group of the Company. Mrs. Giulia Bosco, Whole-Time Director and Mr. Balu Narayanasamy, Whole-Time Director are holding Directorship in Strike Right Integrated Services Limited. Mrs. Bosco Giulia holds more than 2% of its paid-up share capital. Mr. R Santossh and Mr. Nishanth Balu being relatives of Mrs. Bosco Giulia and Mr. Balu Narayanasamy respectively are interested through their relatives. |
| Tenure of the proposed transaction   | For a period from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting.   |
| Value of the proposed transaction  | The maximum value of transactions is Rs.200 Crore for purchase and Rs.200 Crore for sale.   |
| The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction | 102.73% each for purchase and sale based on audited financials for the year ended 31st March 2024   |
| Justification as to why the RPT is in the interest of the listed entity  | The Company is purchasing/selling Cotton, Man Made Fibre, Yarn from/to M/s. Strike Right Integrated Services Limited in the ordinary course of business and on an arms' length basis. The transactions entered into by the Company are purely as per the business requirements of the Company. The actual value of these transactions in a financial year may vary depending on business achieved by the Company and is directly proportional to the business.  |
| A copy of the valuation or other external party report, if any such report has been relied upon  | The Company has not relied upon any such document   |
| Whether the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary                           | The proposed transaction does not involve any loans, inter-corporate deposits, advances or investments and hence disclosure of details pertaining to the same does not arise  |
| Any other information that may be relevant   | Nil   |



The Board of Directors recommend the resolution as set out in Item No. 7 of the Notice for the approval of the Members who are not related parties of the Company.

The Members may please note that in terms of the provisions of the Listing Regulations, no related party(ies) as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall vote to approve the resolution under Item No. 7 of this notice.

None of the Directors, Key Managerial Personnel or their relatives other than Mrs. Bosco Giulia, Mr. Nishanth Balu and Mr. Balu Narayanasamy, Whole Time Director(s), R Santosh, Chief Financial Officer of the Company, are concerned or interested, financially or otherwise, in the resolution set out in Item No. 7 of the Notice.

**Notes :**

1. The Ministry of Corporate Affairs ("MCA") vide its Circular dated 5th May 2020 read with circulars dated 8th April 2020, 13th April 2020, 15th June 2020, 28th September 2020, 31st December 2020, 13th January 2021, 14th December 2021, 5th May 2022, 28th December 2022 and 25th September 2023 (collectively referred to as "MCA Circulars") and the Securities and Exchange Board of India vide their circulars dated 12th May 2020, 15th January 2021, 13th May 2022, 5th January 2023 and 7th October 2023 (collectively referred to as "SEBI Circulars") permitted the conduct of the Annual General Meeting ("AGM") through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), without the physical presence of the Members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC / OAVM. Members desirous of participating in the meeting through VC/ OAVM, may refer to the procedures mentioned below.
2. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Since this AGM is being held pursuant to the MCA Circulars / SEBI Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. In the case of Joint Holders, the member whose name appears as First Holder in the order of names on the Register of Members of the Company will be entitled to vote.
5. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.



6. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution / Authorization shall be sent to the Scrutinizer by email through its registered email address to [lambodhara@mdsassociates.in](mailto:lambodhara@mdsassociates.in) with a copy marked to the Company at [cs@lambodharatextiles.com](mailto:cs@lambodharatextiles.com) and to its Registrar and Share Transfer Agent at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in).
7. Pursuant to the provisions of Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and share transfer books of the Company will remain closed from Tuesday, 10th September 2024 to Monday, 16th September 2024 (both days inclusive).
8. Dividend as recommended by the Board of Directors, if declared at the Annual General Meeting will be paid within 30 days from the date of declaration, to those members whose names appear on the Register of Members in respect of shares held in physical form as well as in respect of shares held in electronic form as per the details received from the depositories for this purpose as at the close of the business hours on Monday, 9th September 2024.
9. Members are advised to utilize the National Electronic Clearing System (NECS) for receiving dividends. Members holding shares in electronic form are requested to contact their respective Depository Participants for availing NECS facility. Members holding shares in physical form are requested to download the ECS form from the website of the Company viz., [www.lambodharatextiles.com](http://www.lambodharatextiles.com) and the same, duly filled up and signed along with original cancelled cheque leaf may be sent to the Company or to the Registrar and Share Transfer Agent.
10. The Company has entered into agreements with National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”). The Depository System envisages the elimination of several problems involved in the scrip-based system such as bad deliveries, fraudulent transfers, fake certificates, thefts in postal transit, delay in transfers, mutilation of share certificates, etc. Simultaneously, Depository System offers several advantages like exemption from stamp duty, elimination of concept of market lot, elimination of bad deliveries, reduction in transaction costs, improved liquidity, etc. Members, therefore, now have the option of holding and dealing in the shares of the company in electronic form through NSDL or CDSL. Members are encouraged to convert their holding to electronic mode.
11. A. Securities and Exchange Board of India (‘SEBI’) had earlier mandated that the transfer of securities held in physical form, except in case of transmission or transposition, shall not be processed by the listed entities / Registrar and Share Transfer Agents with effect from 1st April 2019.  
B. Further, SEBI had mandated the listed entities to issue shares only in dematerialized



mode, with effect from 25th January 2022 to Shareholder(s)/claimant(s) holding shares in physical mode, as against their service requests including for transmission or transposition of shares.

As per the said circular, the Company has opened a separate Escrow Demat Account for the purpose of crediting the shares of the Shareholders who fail to submit the letter of confirmation with the respective Depository Participant within the prescribed timeline.

C. Further, as per SEBI's Master circular dated 17th May 2023 and amendment circulars dated 17th November 2023 and 7th May 2024, Members holding shares in physical form, whose folio(s) lack PAN, nomination details, contact details, Bank Account details or updated specimen signature, will only be eligible for payment, including dividend, interest or redemption, through electronic mode only effective from 1st April 2024. Therefore, Members holding shares in physical form are requested to update the mentioned details by providing the appropriate requests through ISR forms with the Registrar and Share Transfer Agent to ensure receipt of dividend.

Necessary prior intimation(s) in this regard was provided to the Shareholders. A copy of the required circular(s) is/are available on the Company's website [www.lambodharatextiles.com](http://www.lambodharatextiles.com).

12. Members whose shareholding is in the electronic mode are requested to direct change of address notifications and updates of bank account details to their respective Depository Participant(s). Members whose shareholding is in the physical mode are requested to coordinate with the Registrars and Share Transfer Agents, M/s. Link Intime India Pvt Limited, "Surya", 35 May Flower Avenue, Behind Senthil Nagar, Sowripalayam, Coimbatore – 641028 for payment of dividend through electronic mode.
13. Non-Resident Indian ("NRI") Members are requested to inform the Company or its RTA or to the concerned Depository Participants, as the case may be, immediately:
  - a. the change in the residential status on return to India for permanent settlement or
  - b. the particulars of the NRE/NRO Account with a Bank in India, if not furnished earlier.
14. As per the provisions of Section 72 of the Act, facility for making nominations is now available to individual(s) holding shares in the Company. Members holding shares in physical form may coordinate with the Registrars and Share Transfer Agents of the Company. Members holding shares in electronic form have to approach their depository participants to complete the nomination formalities.
15. Members who are holding shares in identical order of names in more than one folio are requested to send to the Registrar and Share Transfer Agent ('RTA'), the details of such folios together with the share certificates for consolidating their holdings into one folio.
16. Members are requested to forward their communications in connection with shares held by them directly to the Company Secretary of the Company or its RTA, namely, M/s. Link Intime India Pvt Limited, "Surya", 35 May Flower Avenue, II Floor, Behind Senthil Nagar,



Sowripalayam, Coimbatore – 641028 by quoting the Folio number or the Client ID number with DP ID number.

17. Members desirous of receiving any information on the accounts or operations of the Company are requested to forward his/her queries to the Company through email at [cs@lambodharatextiles.com](mailto:cs@lambodharatextiles.com) seven working days prior to the meeting. The same will be replied by the Company suitably.
18. Members who wish to claim dividends, which remain unclaimed, are requested to correspond with the Company Secretary / RTA of the Company. Members are requested to note that pursuant to Section 124 of the Companies Act, 2013 dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government under Section 125 of the Companies Act, 2013. The details of unpaid dividend can be viewed on the Company's website [www.lambodharatextiles.com](http://www.lambodharatextiles.com). As per the provisions of Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules 2016, the Company will be transferring the share(s) on which the beneficial owner has not encashed any dividend during the last seven years to the IEPF demat account as identified by the IEPF Authority. Subsequently, the members shall be entitled to claim the shares from IEPF in accordance with procedure and on submission of documents as may be prescribed by IEPF Authority from time to time. Hence, the Shareholders whose unclaimed dividend /share has been transferred to the 'Investor Education and Protection Fund', may claim the same from the IEPF authority by filing Form IEPF-5 along with the requisite documents. Mrs. Shanthi P, Company Secretary, is the Nodal Officer of the Company for the purpose of verification of such claims.
19. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report for the financial year 2023-24 is being **sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories/RTA**. Members may note that a physical copy of the Annual Report will not be sent. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website [www.lambodharatextiles.com](http://www.lambodharatextiles.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of Link Intime India Private Limited at [instavote.linkintime.co.in](http://instavote.linkintime.co.in). Further pursuant to SEBI Circulars, the Company will be sending a hard copy of the Annual Report to those Shareholders who request for the same at [cs@lambodharatextiles.com](mailto:cs@lambodharatextiles.com).
20. Pursuant to the provisions of Section 124(6) of the Act and Rule 6 of the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, ("the IEPF Rules") and amendments thereto, the Company has transferred the shares in respect of Members who have not claimed/ encashed dividend for the last seven consecutive years to the Demat Account of the IEPF Authority. Details of the Members whose shares have been transferred to the Demat account of the IEPF Authority are available at the Company's website at [www.lambodharatextiles.com](http://www.lambodharatextiles.com).



21. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of Shareholders with effect from April 1, 2020, and the Company is required to deduct tax at source from dividend paid to Shareholders at the prescribed rates. For the prescribed rates for various categories, the Shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. Detailed communication regarding the prescribed TDS rates for various categories, conditions for Nil/preferential TDS and details/documents required thereof are being sent to the members. Members are requested to submit the documents as stated in the communication by sending an email to [cs@lambodharatextiles.com](mailto:cs@lambodharatextiles.com) on or before 13th September 2024.
22. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) and bank account details by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN and bank account details to their Depository Participants with whom they are maintaining their demat account(s). Members holding shares in physical form can submit their PAN details to the RTA.
23. Members whose shareholding is in the electronic mode are requested to update bank account details (Bank Account Number, Name of the Bank, Branch, IFSC, MICR code and place with PIN Code) to their respective Depository Participant(s) and not with the Company. Members whose shareholding is in the physical mode are requested to direct the above details to the Company or to the RTA. Regular updation of bank particulars is intended to prevent fraudulent activities.
24. Members may kindly note that in accordance with SEBI circular dated 31st July 2023, the Company has registered on the SMART ODR (Securities Market Approach for Resolution through Online Disputes Resolution) Portal. This platform aims to enhance investor grievance resolution by providing access to Online Dispute Resolution institutions for addressing complaints. Members can access the SMART ODR Portal via: <https://smartodr.in/login>. Members may utilize this online conciliation and/or arbitration facility, as outlined in the circular, to resolve any outstanding disputes between Members and the Company (including RTA).
25. Members holding shares in electronic form may please note that as per the regulations of Securities Exchange Board of India (SEBI), National Security Depository Services Limited (NSDL) and Central Depository Services (India) Limited (CDSL), the Company is obliged to print the bank details on the dividend warrants as furnished by these depositories to the Company and the Company cannot entertain any request for deletion/change of Bank details already printed on dividend warrants as per the information received from the concerned depositories. In this regard, Members should contact their Depository Participants (DP) and furnish particulars of any changes desired by them.



26. Brief resume, details of shareholding and Directors' inter-se relationship of Directors seeking election/re-election/ changes in terms as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards 2, are provided as Annexure to this Notice.
27. As per the green initiative taken by the Ministry of Corporate Affairs, the shareholders are advised to register/update their e-mail address with the Company/RTA in respect of shares held in physical form and with the concerned Depository Participant in respect of shares held in electronic form in order to enable the Company to serve documents in electronic mode.
28. Members who have not received the split share certificates (Rs.5/- face value) are requested to receive the split share certificates by surrendering their old share certificates (Rs.10/- face value) to the company's registrar & share transfer agent immediately.
29. Soft copies of the Register of Directors and Key Managerial Personal and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members during the AGM.
30. Members may note that M/s. Mohan & Venkataraman, Chartered Accountants (Firm Registration No. 007321S) were appointed as Statutory Auditors of the Company at the 28th Annual General Meeting (AGM) held on 8th September 2022, to hold their office for a period of 5 consecutive years till the conclusion of the Annual General Meeting of the Company to be held in the financial year 2027. Hence, no resolution is being proposed for the appointment of Statutory Auditors at this 30th Annual General Meeting.
31. **Registration of email ID and Bank Account details:** In case the shareholder's email ID is already registered with the Company/its RTA/Depositories, log in details for e-voting are being sent on the registered email address.

In case the shareholders have not registered his/her/their email address with the Company/ its RTA/Depositories and or not updated the Bank Account mandate for receipt of dividend, the following instructions are to be followed:

- i) Shareholders holding shares in physical form are requested to register/update the details in the prescribed Form ISR-1 and other relevant forms with the Registrar and Transfer Agents of the Company, Link Intime India Private Limited at [coimbatore@linkintime.co.in](mailto:coimbatore@linkintime.co.in) Members may download the prescribed forms from the Company's website at [www.lambodharatextiles.com](http://www.lambodharatextiles.com).
- ii) In the case of shares held in demat mode, the shareholder may please contact the Depository Participant and register the email address and bank account details in the demat account as per the process followed and advised by the depository participant.



## **VOTING THROUGH ELECTRONIC MEANS**

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, (as amended) (including any statutory modification(s), clarifications, exemptions or reenactments thereof for the time being in force), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS - 2), the Company is providing to its Members with the facility to cast their vote electronically from a place other than venue of the Annual General Meeting (“remote e-voting”) using an electronic voting system provided by Link Intime India Private Ltd (‘LI IPL’), as an alternative, for all members of the Company to enable them to cast their votes electronically, on all the business items set forth in the Notice of Annual General Meeting and the business may be transacted through such remote e-voting. The instructions to e-voting, as given below, explain the process and manner for casting of vote(s) in a secure manner.

- I. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of Annual General Meeting Notice and holding shares as of the cut-off date, i.e. Monday, 9th September 2024, may refer to this Notice of the Annual General Meeting, posted on Company’s website [www.lambodharatextiles.com](http://www.lambodharatextiles.com) for detailed procedure with regard to remote e-voting. Any person who ceases to be the member of the Company as on the cut-off date and is in receipt of this Notice, shall treat this Notice for information purpose only.
- II. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- III. The voting period begins on Friday, 13th September 2024 (9.00 AM IST) and ends on Sunday, 15th September 2024 (5.00 PM IST). During this period Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Monday, 9th September 2024 may cast their votes electronically. The e-voting module shall be disabled by LI IPL for voting thereafter.
- IV. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Monday, 9th September 2024.
- V. Mr. M. D. Selvaraj, FCS, Managing Partner of MDS & Associates LLP, Company Secretaries, Coimbatore, has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- VI. The Chairman shall, at the Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow e-voting for all those members who are present at the Annual General Meeting by electronic means but have not cast their votes by availing the remote e-voting facility.



- VII. The Scrutinizer shall, after the conclusion of voting at the Annual General Meeting, first count the votes cast during the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two working days of the conclusion of the meeting, a combined scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- VIII. The results shall be declared within 2 working days from the conclusion of the Annual General Meeting. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.lambodharatextiles.com](http://www.lambodharatextiles.com) and on the website of LIPL and be communicated to the Stock Exchanges, where the shares of the Company are listed by the Chairman or a person authorized by him.

**Remote e-Voting Instructions for shareholders:**

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

**Login method for Individual shareholders holding securities in demat mode is given below:**

**1. Individual Shareholders holding securities in demat mode with NSDL:**

1. Existing IDeAS users can visit the e-Services website of NSDL viz. <https://eservices.nsd.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.



## **2. Individual Shareholders holding securities in demat mode with CDSL**

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

## **3. Individual Shareholders (holding securities in demat mode) login through their depository participants**

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name i.e. Link Intime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

### **Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:**

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:



1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details:

**A. User ID:** Enter your User ID

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

**B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

**C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

**D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

\* *Shareholders holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

\* *Shareholders holding shares in **NSDL**, shall provide ‘D’ above*

⇒ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).

⇒ Click “confirm” (Your password is now generated).

3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

**Cast your vote electronically:**

1. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option ‘**Favour / Against**’ (If you wish to view the entire Resolution details, click on the ‘**View Resolution**’ file link).
4. After selecting the desired option i.e. Favour / Against, click on ‘**Submit**’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘**Yes**’, else to change your vote, click on ‘No’ and accordingly modify your vote.



**Guidelines for Institutional shareholders:**

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘**Custodian / Mutual Fund / Corporate Body**’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘**Custodian / Mutual Fund / Corporate Body**’ login for the Scrutinizer to verify the same.

**Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:**

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 - 4918 6000.

**Helpdesk for Individual Shareholders holding securities in demat mode:**

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

| Login type   | Helpdesk details  |
|--|---|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at : 022 - 4886 7000.  |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911. |

**Individual Shareholders holding securities in Physical mode has forgotten the password:**

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on ‘**Login**’ under ‘**SHARE HOLDER**’ tab and further Click ‘**forgot password?**’
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

*In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company



**Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:**

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

**Process for those shareholders whose email addresses are not registered with the depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:**

- i. For physical shareholders – please provide necessary details like 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 [cs@lambodharatextiles.com](mailto:cs@lambodharatextiles.com) .
- ii. For Demat shareholders – Members are requested to update their email address with the depository participants by following the procedure advised by them and then follow the instructions as detailed above to login for e-voting.

**Process and manner for attending the Annual General Meeting through InstaMeet:**

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>

☞. Select the “Company” and ‘Event Date’ and register with your following details: -

- A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No
  - Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
  - Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
  - Shareholders/ members holding shares in physical form shall provide Folio Number registered with the Company
- B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
- C. Mobile No.: Enter your mobile number.



D. Email ID: Enter your email id, as recorded with your DP/Company.

☞. Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

**Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:**

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on the email id: cs@lambodharatextiles.in.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

**Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:**

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on ‘Submit’.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/ Against’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.



6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

**Note:** Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.



**Details of Director seeking appointment/ re-appointment at the 30th Annual General Meeting of the Company (in pursuance of Regulation 36 (3) of the Listing Obligations and Disclosure Requirements Regulations and Point 1.2.5 of SS-2).**

|  |  |
|--|--|
| <b>Name</b>  | <b>Balu Narayanasamy</b>   |
| Director Identification Number (DIN)   | 08173046   |
| Date of Birth and Age  | 15/04/1962, 62 years   |
| Nationality  | Indian   |
| Date of first appointment on the Board   | 11/07/2018   |
| Board position held  | Whole-Time Director  |
| Brief Profile/ Experience  | Mr. Narayanasamy Balu is associated with the Company since 1997 and designated as the Factory Manager in our Company from 1997. He has 27 years of experience in the field of operations and management of textile industry. |
| Relationship with other Directors, Manager and Key Managerial Personnel                          | Mr. Nishanth Balu, Whole-time Director is son of Mr. Narayanasamy Balu   |
| Qualification  | BA History from Madurai Kamaraj University.  |
| Expertise in functional area   | Textile Industry Operations and Management   |
| No. of shares held in the Company (including shareholding as a beneficial owner)                 | Nil  |
| Directorship held in other companies   | Strike Right Integrated Services Limited   |
| Chairman/ Member of the Committees of the Board of other companies on which he/she is a director | Nil  |
| Names of the listed entities from which the person has resigned in the past 3 years              | Nil  |
| Number of Board meetings attended during the year  | Information as disclosed in the Corporate Governance Report annexed to the Annual Report   |
| Remuneration last drawn  | Rs.11.31 Lakhs   |
| Remuneration sought to be paid   | He is entitled to salary and perquisites as detailed in the resolution passed by the shareholders of the Company at the annual general meeting held on 21st September 2023.  |
| Terms and conditions of re appointment   | The appointment shall be governed by the resolution passed by the shareholders   |



|   |  |
|---|--|
| <b>Name</b>   | <b>Krishnamoorthy Narendra</b>   |
| Director Identification Number (DIN)  | 00412219   |
| Date of Birth and Age   | 24/09/1951, 72 years   |
| Nationality   | Indian   |
| Date of first appointment on the Board  | 13/08/2024   |
| Board position held   | Additional Director (Independent Non-executive)  |
| Brief Profile/ Experience   | He is a Science graduate and a Chartered Accountant. He has more than 5 decades of experience in the field of finance, data processing, management and business outsourcing. He is also an Independent Director on the Board of other Companies. |
| Relationship with other Directors, Manager and Key Managerial Personnel   | He is not related to any of the Directors or Key Managerial Personnel of the Company   |
| Qualification   | B. Sc., Chartered Accountant   |
| Expertise in functional area  | He has more than 5 decades of experience in the field of finance, data processing, management and business outsourcing.  |
| The skills and capabilities required for the role and the manner in which the proposed person meets such requirements | Refer to the statement as set out in Item No. 5 of the Notice  |
| No. of shares held in the Company (including shareholding as a beneficial owner)                                      | Nil  |
| Directorship held in other companies  | Veejay Lakshmi Engineering Works Limited   |
| Chairman/ Member of the Committees of the Board of other companies on which he/she is a director                      | Member of Audit Committee of Veejay Lakshmi Engineering Works Limited  |
| Names of the listed entities from which the person has resigned in the past 3 years                                   | Nil  |
| Number of Board meetings attended during the year   | Nil  |
| Remuneration last drawn   | Not applicable   |
| Remuneration sought to be paid  | He is entitled for payment of sitting fees for attending the meetings of the board and its committees  |
| Terms and conditions of re appointment  | He is proposed to be appointed as a non-executive independent director of the company with effect from 13th August 2024  |



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| <b>Name</b>   | <b>Vishnu Rajkumar Nischal</b>   |
| Director Identification Number (DIN)  | 01612434   |
| Date of Birth and Age   | 04/03/1981, 43 years   |
| Nationality   | Indian   |
| Date of first appointment on the Board  | 13/08/2024   |
| Board position held   | Additional Director (Independent Non-executive)  |
| Brief Profile/ Experience   | He is a Commerce graduate and possesses a Post Graduate Diploma in International Business from Dr. G. R. Damodaran College of Science. He has more than two decades of experience in the textile sector. He has wide expertise in the field of International Business and Marketing. |
| Relationship with other Directors, Manager and Key Managerial Personnel   | He is not related to any of the Directors or Key Managerial Personnel of the Company   |
| Qualification   | B. Com, Post Graduate Diploma in International Business  |
| Expertise in functional area  | He has wide expertise in the field of International Business and Marketing.  |
| The skills and capabilities required for the role and the manner in which the proposed person meets such requirements | Refer to the statement as set out in Item No. 6 of the Notice  |
| No. of shares held in the Company (including shareholding as a beneficial owner)                                      | Nil  |
| Directorship held in other companies  | 1.Kamala Sugar Mills Limited<br>2.Suruchi Refinery Private Limited<br>3.Winover Apparels Exporters Private Limited   |
| Chairman/ Member of the Committees of the Board of other companies on which he/she is a director                      | Nil  |
| Names of the listed entities from which the person has resigned in the past 3 years                                   | Nil  |
| Number of Board meetings attended during the year   | Nil  |
| Remuneration last drawn   | Not Applicable   |



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| <b>Name</b>                            | <b>Vishnu Rajkumar Nischal</b>  |
| Remuneration sought to be paid         | He is entitled for payment of sitting fees for attending the meetings of the board and its committees                   |
| Terms and conditions of re appointment | He is proposed to be appointed as a non-executive independent director of the company with effect from 13th August 2024 |

**By Order of the Board  
For Lambodhara Textiles Limited**

**Bosco Giulia  
Whole-Time Director  
(DIN: 01898020)**

Place : Coimbatore

Date : 13th August 2024