



# 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 & 4351083. E-mail : info@lambodharatextiles.com www.lambodharatextiles.com  
GSTIN : 33AAACL3524B1Z9 IE Code # 3201006181 CIN : L17111TZ1994PLC004929

December 11, 2023

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

Dear Sir/Madam,

Sub : Postal Ballot Notice - Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Symbol : **LAMBODHARA**  
Series : **EQ**

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), we are attaching herewith the Postal Ballot Notice dated 7<sup>th</sup> December 2023 seeking approval of shareholders by means of special resolution for the appointment of Mr. Nishanth Balu (holding DIN: 08418408) as Director and Whole-time Director of the Company.

In compliance with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, read with other relevant circulars, including General Circular No. 9/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as "MCA Circulars"), the Postal Ballot notice dated 7<sup>th</sup> December 2023 has been sent to all the shareholders, whose names appears in the Register of Members / List of beneficial owners as received from National Securities Depository Limited and Central Depository Services (India) Limited and whose email IDs are registered with Company / Depositories as on 8<sup>th</sup> December 2023 (Cut - off date) and accordingly, the hard copy of the said Postal Ballot notice along with postal ballot forms and pre-paid business envelope are not being sent to the shareholders. The shareholders have been requested to communicate their assent or dissent through remote e-voting system only.

The Company has engaged the services of Link Intime India Private Limited (LI IPL) for the purpose of providing e-voting facility to all its members on the resolution set out in the said Postal Ballot notice.





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The details of the calendar of events for the Postal Ballot (remote e-voting) to be conducted are:

1	Cut-off date for determining the members eligible for e-voting/Postal Ballot	8 <sup>th</sup> December 2023
2	Date of completion of dispatch of the Postal Ballot notice through e-mail	11 <sup>th</sup> December 2023
3	Date of commencement of Remote e-voting	12 <sup>th</sup> December 2023 at 09:00 am (IST)
4	Date of conclusion of Remote e-voting	10 <sup>th</sup> January 2024 at 05:00 pm (IST)

A copy of the Postal Ballot Notice has been made available on the Company's website at www.lambodharatextiles.com. The result of the Postal Ballot voting will be announced within 48 hours from the conclusion of the remote e-voting by placing the same on the website of the Company and the same will be communicated to the stock exchange(s) along with Scrutinizer's Report within the prescribed time.

Kindly take the same on record

Thanking you

Yours faithfully  
For Lambodhara Textiles Limited



Bosco Giulia  
DIN: 01898020  
Whole-Time Director

Encl:a.a

Cc:  
The Listing Department  
BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai - 400 001.



## *Lambodhara Textiles Limited*

CIN: L17111TZ1994PLC004929

Registered Office :3A, B Block, Pioneer Apartments,  
1075B, Avinashi Road, Coimbatore - 641 018

Tel: 0422-2249038; Email: info@lambodharatextiles.com;

Web: www.lambodharatextiles.com

### **NOTICE FOR POSTAL BALLOT /ELECTRONIC VOTING (e-Voting)**

[Pursuant to Sections 108, 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Shareholder(s),

**NOTICE** is hereby given pursuant to Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force), read with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, read with other relevant circulars, including General Circular No. 9/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard – 2 ("SS-2") on General Meetings issued by the Institute of Company Secretaries of India and subject to other applicable laws, rules and regulations, if any, Lambodhara Textiles Limited ("the Company") hereby seeks your approval for the special business as considered in the resolution(s) appended below through Postal Ballot by way of voting through electronic means ("Remote e-voting").

A statement pursuant to Section 102 and other applicable provisions, if any, of the Act, pertaining to the resolution(s) appended below setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice. This Postal Ballot Notice is also being placed on the website of the Company at [www.lambodharatextiles.com](http://www.lambodharatextiles.com).

In compliance with the aforesaid MCA Circulars and pursuant to Section 110 of the Act read with the relevant rules made thereunder, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail address is registered with the Company / Depositories and the communication of assent / dissent of the Members on the resolution proposed will take place through the remote e-voting system only. If your e-mail address is not registered with the Company / Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

**In compliance with the requirements of the MCA Circulars, hard copy of this Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders and shareholders are requested to communicate their assent or dissent through remote e-voting system only.**

Pursuant to Rule 22 (5) & (6) of the Rules, the Board of Directors of the Company at their meeting held on 7<sup>th</sup> December 2023, had appointed Mr. M. D. Selvaraj, FCS, Managing Partner of M/s. MDS & Associates LLP, Company Secretaries, Coimbatore as the Scrutinizer to conduct the Postal Ballot through

remote e-voting process in a fair and transparent manner and for ascertaining the requisite majority.

The Company has engaged the services of Link Intime India Private Limited ("LI IPL") to provide e-voting facility to the Members of the Company through their Instavote platform (<https://instavote.linkintime.co.in>). Please refer to the instructions for e-voting given hereinafter the proposed resolutions, to cast votes through electronic voting means.

The remote e-voting period commences from 9.00 AM (India Standard Time [IST]) on Tuesday, 12<sup>th</sup> December 2023, and ends at 5.00 PM (IST) on Wednesday, 10<sup>th</sup> January 2024. Members are requested to read the instructions carefully while expressing their assent or dissent and cast votes via remote e-voting by not later than 5.00 PM (IST) on Wednesday, 10<sup>th</sup> January 2024.

The Scrutinizer shall submit his report to a Director, or any other person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the postal ballot voting will be announced within 2 working days from the conclusion of the e-voting platform and the same shall be displayed on the website of the Company at [www.lambodharatextiles.com](http://www.lambodharatextiles.com), the Link Intime India Private Limited (LI IPL) and the same will be communicated to BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE), being the stock exchanges where the equity shares of the Company are listed.

In the event, the resolution(s) as set out under Item No(s). 1 and 2 below, are assented by the requisite majority of the Members by means of the Postal Ballot process, it shall be deemed to have been duly passed as Ordinary / Special Resolution(s) at the General Meeting of the Company and it shall be deemed to have been passed on Wednesday, 10<sup>th</sup> January 2024, being the last date specified by the Company for e-voting.

The resolution(s) for the purpose as stated herein below is proposed to be passed by Postal Ballot/ remote e-voting:

## **SPECIAL BUSINESS**

### **Item No. 1:**

#### **Appointment of Mr. Nishanth Balu (DIN: 08418408) as a Director of the Company**

To consider and if thought fit, to give assent/dissent to the following resolution proposed to be passed as an **Ordinary Resolution**:

**RESOLVED THAT** in accordance with the provisions of Section 152 read with other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and 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), 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, Mr. Nishanth Balu (DIN: 08418408), who was appointed as an Additional Director at the meeting of the Board of Directors of the Company held on 7<sup>th</sup> December 2023, in accordance with the provisions of Section 161(1) of the Act 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 a Director of the Company, 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.

**Item No. 2:**

**Appointment of Mr. Nishanth Balu (DIN: 08418408) as Whole time Director of the Company and approval of his remuneration.**

To consider and if thought fit, to give assent/dissent to the following resolution proposed to be passed as a **Special Resolution**:

**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification or re-enactment thereof, for the time in force) and pursuant to the provisions of the Articles of Association of the Company, the consent of the Members be and is hereby accorded for the appointment of Mr. Nishanth Balu (DIN: 08418408) as Whole time Director of the Company for a period 3 (Three) years commencing from 7<sup>th</sup> December 2023 on the following terms and conditions as recommended by the Nomination and Remuneration Committee and as approved by the Audit Committee and the Board of Directors at their respective meetings held on 7<sup>th</sup> December 2023 .

Remuneration : The Total Remuneration as CTC is Rs.7,80,000/- (Rupees Seven Lakhs and Eighty Thousand Only) per annum with such increments as the Board may decide from time to time, subject to a ceiling of Rs. 10,00,000/- (Rupees Ten Lakhs Only) per annum.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year, the above remuneration shall be payable as minimum remuneration to Mr. Nishanth Balu, Whole-time Director.

**RESOLVED FURTHER THAT** the Board of Directors (including Committees thereof) be and are hereby authorized to alter and vary the terms of appointment and/or remuneration of Mr. Nishanth Balu (DIN: 08418408), Whole time Director, as it may deem fit, subject to the same not exceeding the limits as approved by the Shareholders.

**RESOLVED FURTHER THAT** Mr. Nishanth Balu, during his tenure as Whole-time Director, shall be liable to retire by rotation and the same shall not be treated as break in his service as Whole-time Director.

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

**STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, RULES MADE THEREUNDER AND ADDITIONAL DISCLOSURES REQUIRED UNDER SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

**Item No.1:**

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act"), the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company had appointed Mr. Nishanth Balu (DIN: 08418408) as an Additional Director of the Company with effect from 7<sup>th</sup> December 2023.

Pursuant to Section 161(1) of the Act, Mr. Nishanth Balu holds office till the next Annual General Meeting. Further, pursuant to Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the approval of shareholders for his appointment is required to be obtained at the next Annual General Meeting or within a period of 3 months from the date of appointment, whichever is earlier.

Mr. Nishanth Balu is a graduate of Engineering Technology from Coimbatore Institute of Technology, Coimbatore. His association with the organisation began as an Assistant Factory Manager in the year 2022. Over the span of one year of his association with the organization, he has gained experience in the areas of Strategic Management, Sales, Marketing and Manufacturing.

The Board of Directors consider that his continued association would be of immense benefit to the Company, and it is desirable to continue to avail his services as a Director of the Company. Considering the same, the Board of Directors has recommended his appointment to the Members.

The Company has received a notice in writing from a Member under Section 160 of the Act, proposing his candidature for the office of Director of the Company. Mr. Nishanth Balu has given his consent to act as a Director of the Company and is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and is not debarred from holding the office of Director by virtue of any order of the Securities and Exchange Board of India or any other statutory authority under any laws.

The disclosure as required under Regulation 36 of the Listing Regulations and the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India has been annexed and forms part of this notice.

The Board recommends the Ordinary Resolution as set out in Item No. 1 of the Notice for the approval by the Members of the Company.

Except Mr. Nishanth Balu, being the appointee director, Mr. Narayanasamy Balu, Whole-time Director, relative of appointee director, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out in Item No. 1 of the Postal Ballot Notice.

## **Item No. 2**

Considering the qualification and skill of Mr. Nishanth Balu, the Board of Directors ("Board") of the Company at their meeting held on 7<sup>th</sup> December 2023 had, subject to the approval of the Members, appointed Mr. Nishanth Balu as Whole time Director of the Company for a period of 3 years with effect from 7<sup>th</sup> December 2023.

As per Section 178 of the Companies Act, 2013, the Nomination and Remuneration Committee at their meeting held on 7<sup>th</sup> December 2023 had in the best interest and progress of the Company, proposed the appointment of Mr. Nishanth Balu as Whole time Director of the Company for a period of 3 years with effect from 7<sup>th</sup> December 2023 and determined his remuneration as set out in the resolution and recommended the same to the Audit Committee and to the Board.

Pursuant to the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Audit Committee at their meeting held on 7<sup>th</sup> December 2023, had also approved the remuneration payable to Mr. Nishanth Balu as Whole time Director (Designated as Director Operations) of the Company and recommended the same to the Board.

Pursuant to the provisions of Sections 196, 197, 203, Schedule V and other applicable provisions of the Companies Act, 2013, the appointment of Whole time Director shall be subject to the approval of the Shareholders of the Company at the general meeting. Hence, the necessary resolution has been set out in Item No. 2 of the Postal Ballot Notice.

Further, pursuant to Section 197 and Schedule V of the Companies Act, 2013, the managerial personnel are eligible to receive minimum remuneration and remuneration in excess of the limits as specified in the Companies Act, 2013 upon receipt of approval of the shareholders by means of a Special Resolution. In this regard, considering the dynamic economic and ever-changing business conditions/scenarios, the Company may be in a situation of inadequacy or absence of profits for payment of remuneration to the Directors. Thus, to ensure payment of minimum remuneration to Mr. Nishanth Balu, approval of the Shareholders is being sought.

Based on the above, the Board of Directors have recommended the resolution as set out in Item No. 2 of the Notice for approval of the Members as a Special Resolution.

The disclosure as required under Schedule V of the Companies Act, 2013, Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India has been annexed and forms part of this notice.

Except Mr. Nishanth Balu, being the appointee director, Mr. Narayanasamy Balu, Whole-time Director, relative of appointee director, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out in Item No. 2 of the Postal Ballot Notice.

**By and on behalf of the Board  
For Lambodhara Textiles Limited**

Date: 7<sup>th</sup> December, 2023  
Place: Coimbatore

Sd/-  
**Bosco Giulia**  
**DIN: 01898020**  
**Whole-Time Director**

## Notes:

1. Members may note that this Postal Ballot Notice has been placed on the Company's website [www.lambodharatextiles.com](http://www.lambodharatextiles.com), on the website of BSE Limited and National Stock Exchange of India Limited, being the stock exchanges where the equity shares of the Company are listed and on LIPL e-voting website <https://instavote.linkintime.co.in>.
2. The brief profile, details of shareholding, other directorships, and inter-se relationship of the Director seeking appointment as required under Regulation 36(3) of the Listing Regulations, and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India is attached and forms part of this notice.
3. The facility of voting by electronic means is being provided by Link Intime India Private Limited (LIPL) for which the required procedure is incorporated in the Postal Ballot Notice. Voting period commences from **9.00 AM (IST) on Tuesday, 12<sup>th</sup> December 2023, and ends at 5.00 PM (IST) on Wednesday, 10<sup>th</sup> January 2024 (both days inclusive)**. The e-voting module shall be disabled by LIPL for voting thereafter.
4. The Notice is being sent only by email to all those Members of the Company, whose names appear in the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited ("NSDL")/ Central Depository Services (India) Limited ("CDSL") as on Friday, 8<sup>th</sup> December, 2023 ("Cut-off date") and who have registered their email address in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, M/s. S.K.D.C. Consultants Limited ("RTA") in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and the MCA Circulars.
5. All the Members of the Company whose names are appearing on the Register of Members / List of Beneficial Owners as on the cut-off date i.e., Friday, 8<sup>th</sup> December 2023 ("Cut-off date") (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Company or the Depositories / Depository Participants) shall be eligible for remote e-voting. A person who is not a Member as on the cut-off date should treat this notice for information purposes only.
6. Please note that e-voting module shall be disabled for voting by LIPL after 5:00 PM (IST) on Wednesday, 10<sup>th</sup> January 2024. During the voting period, the Members of the Company holding equity shares either in physical form or dematerialised form, as on Friday, 8<sup>th</sup> December 2023 ("Cut-off date"), may cast their vote electronically. Once vote on a resolution is cast by the Member, he/ she shall not be allowed to change it subsequently or cast the vote again.
7. In terms of the MCA Circulars, the Company will send this Notice in electronic form only and hard copy of this Notice along with postal ballot forms and pre-paid business envelope will not be sent to the shareholders for this postal ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the remote e-voting system. Therefore, those Shareholders who have not yet registered their e-mail address are requested to get their e-mail address submitted by following the procedure given below:
  - i. In light of the MCA Circulars, for remote e-voting for this Postal Ballot, the Shareholders whether holding equity shares in dematerialised form or in physical form and who have not submitted their email address and in consequence to whom the Postal Ballot notice



could not be served, may temporarily get their e-mail address registered with the Company's Registrar and Share Transfer Agent, M/s. S.K.D.C Consultants Limited by submitting necessary request form(s) along with supporting documents. Post successful registration of the e-mail address, the Shareholder would get a soft copy of this Notice and the procedure for e-voting along with the user-id and the password to enable e-voting for this Postal Ballot. In case of any queries, Shareholders may write to the Company at [info@lambodharatextiles.com](mailto:info@lambodharatextiles.com) or may contact INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in)

- ii. It is clarified that for permanent submission of e-mail address, the Shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participant(s) and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, M/s. S.K.D.C. Consultants Limited, having its office at Surya, 35 Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore - 641028 (Tel: +91 422-2539835/36), by following the due procedure.
  - iii. Those Shareholders who have already registered their e-mail address are requested to keep their e-mail address validated with their depository participant(s)/ the Company's Registrar and Share Transfer Agent, M/s. S.K.D.C. Consultants Limited to enable serving of notices/documents/annual reports electronically to their e-mail address.
8. Any query/grievance may please be addressed to the Company Secretary with respect to the voting by Postal Ballot including voting by electronic means at: Email id: [info@lambodharatextiles.com](mailto:info@lambodharatextiles.com) or may contact INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in)
  9. Members are requested to carefully read the instructions while expressing their assent or dissent and to cast their vote(s) via e-voting by not later than 5:00 PM ("IST") on Wednesday, 10<sup>th</sup> January 2024.
  10. 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 vote through postal ballot means by remote e-voting means on its behalf. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to [mds@mdsassociates.in](mailto:mds@mdsassociates.in) with a copy marked to the company to [info@lambodharatextiles.com](mailto:info@lambodharatextiles.com).
  11. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date. Further, a member cannot exercise his/her vote by proxy on Postal Ballot.
  12. 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 to enable the Company to serve documents in electronic mode.
  13. The Scrutinizer will submit his report after completion of scrutiny, within two working days from the date when e-voting ends. A Director or any other person authorised by a Director of the Company, will announce the results of the voting by Postal Ballot within the prescribed time by placing the same on the Company's website [www.lambodharatextiles.com](http://www.lambodharatextiles.com).

14. The results will also be made available on the website of LIPL and shall also be communicated to the Stock Exchange(s), where the equity shares of the Company are listed, for dissemination.

#### **INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MEANS:**

- (i) In compliance with provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, Regulation 44 of the SEBI Listing Regulations and the Secretarial Standards on General Meetings (SS-2), the Company is pleased to provide remote e-voting facility to all its Members, to enable them to cast their vote electronically. The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide remote e-voting facility to its members.
- (ii) The voting period begins from 9.00 AM (IST) on Tuesday, 12<sup>th</sup> December 2023, and ends at 5.00 PM (IST) on Wednesday, 10<sup>th</sup> January 2024. During this period, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., 8<sup>th</sup> December 2023, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting after 5.00 PM (IST) on Wednesday, 10<sup>th</sup> January 2024.

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

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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 user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.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 re-directed 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.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
  3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile. 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. 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. LinkIntime 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:**

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 form**, 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 LI IPL 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.

<b>Login type</b>	<b>Helpdesk details</b>
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.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 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 22 55 33

## **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".

## **STATEMENT OF INFORMATION AS PER SCHEDULE V OF THE COMPANIES ACT, 2013**

Relevant to appointment of Mr. Nishanth Balu as Wholetime Director of the Company.

### **I. GENERAL INFORMATION**

#### **1. Nature of Industry**

Textiles

#### **2. Date or expected date of commencement of commercial production:**

The Company started its commercial Production in the year 1994.

#### **3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:**

Not applicable

#### **4. Financial performance based on given indicators:**

(Rs. In lakhs, except EPS)

<b>Particulars</b>	<b>2022-23</b>	<b>2021-22</b>
Total Revenue	21,464.20	19,252.02

Profit Before Tax	2,365.28	2,234.42
Profit After Tax	1,730.40	1,583.09
EPS	16.67	15.25
Rate of Dividend	15%	30%

## 5. Foreign Investments or collaborations, if any.

Nil

## II. INFORMATION ABOUT THE DIRECTOR

1	Background details	Mr. Nishanth Balu is presently the Factory Assistant Manager. He was appointed as Director on the Board by the Board of Directors at their Meeting held on 7 <sup>th</sup> December 2023. Mr. Nishanth Balu is associated with the Company for the past 1 year and he possesses adequate knowledge in manufacturing and operations.
2	Past Remuneration	Mr. Nishanth Balu was paid a remuneration Rs.60,000/- per month as Assistant Factory Manager.
3	Recognition or awards	---
4	Job Profile and his suitability	Mr. Nishanth Balu as Wholetime Director shall have all the powers and duties as the Board may determine from time to time. His expertise and skills are imminently needed for achieving the business plans of the Company and his appointment as Whole-time Director would augur well for the future growth of the Company
5	Remuneration proposed	The details of the remuneration proposed to be paid to Mr. Nishanth Balu has been set out in Item No. 2 of the Notice.
6	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Taking into consideration the size of the Company, the profile of Mr. Nishanth Balu, responsibility shouldered by him and the industry standard, the remuneration proposed to be paid is commensurate with the remuneration packages payable to Managerial Personnel in similar Companies
7	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Besides the remuneration being received, the Wholetime Director does not have any pecuniary relationship with the Company. He is a relative of Mr. Narayanasamy Balu, Whole-time Director of the Company.

## II. OTHER INFORMATION

### 1. Reasons for loss or inadequate profits

Not applicable as the Company has earned a profit during the year. However, loss or

inadequacy of profits may arise in future owing to economic and business slowdown caused by various external factors beyond the control of the Company.

**2. Steps taken or proposed to be taken for improvement.**

Not applicable

**3. Expected increase in productivity and profits in measurable terms.**

Not applicable

**III. DISCLOSURES**

**(i) All elements of remuneration package such as salary, benefits, bonuses, stock options, pension etc. of all the directors.**

Details for the Financial Year ended 31<sup>st</sup> March 2023 are available in the Annual Report of the Financial Year 2022-23 and the details of Financial Year 2023-24 will be disclosed in the Corporate Governance Report of next year.

**(ii) Details of fixed component and performance linked incentives along with the performance criteria - not paid.**

**(iii) Service contracts, notice period, severance fees - not applicable, and,**

**(iv) Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable -The Company has not issued any Stock Option**

**DISCLOSURES UNDER REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND THE SECRETARIAL STANDARDS ON GENERAL MEETINGS (SS-2) ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA**

<b>Name</b>	<b>Mr. Nishanth Balu</b>
Director Identification Number	08418408
Date of Birth and Age	18.04.1995, 28 years old
Nationality	Indian
Date of first appointment on the Board	07.12.2023
Experience & Areas of expertise	Mr. Nishanth Balu (DIN: 08418408) has done his Master's in Business Administration at the Amirta University, Coimbatore. He has one year experience as Factory assistant Manager. His exposure in the field would be of immense help to the Company
Relationship with other Directors, Manager and KMP	Mr. Nishanth Balu is the son of Mr. Narayanasamy Balu, Whole-time Director
Qualification	B.E and MBA
No. of shares held in the Company including shareholding as a beneficial owner	Nil
List of other companies in which Directorship held	Nil
Names of listed entities in which the person has resigned in the past three years	Nil
Chairman/ Member of the Committees of the Board of the companies on which he is a Director	Nil
Number of Board meetings attended during the financial year	NA
Remuneration last drawn (in the capacity as Factory assistant Manager)	Rs. 60,000/- per month.
Remuneration sought to be paid	As specified in the Item No. 2 of the Notice
Terms and conditions of appointment	As set in Item No.1 & 2 of the Notice
Board position held	Additional Director (Whole time Director)