



L.G. BALAKRISHNAN & BROS LIMITED

Bombay Stock Exchange Limited Phiroze Jeejeebhoy Towers, Dalal Street, MUMBAI 400 001	The National Stock Exchange of India Limited "Exchange Plaza" Bandra Kurla Complex Bandra (E) Mumbai – 400 051
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LGB/SEC/STK-2018

23.10.2018

Dear Sirs,

SUB: Declaration of the result of Postal Ballot

We wish to inform you that Mr.M.D.Selvaraj, FCS of MDS & Associates, Company Secretaries, appointed by the Board of Directors as Scrutinizer, for carrying out the postal ballot process in a fair and transparent manner, has submitted his report on the postal ballot / e-voting. Based on the Scrutinizer's Report, the result of Postal Ballot was declared on 23rd October, 2018 at the registered office of the Company.

We enclosed herewith the Result of Postal Ballot declared on 23rd October, 2018 along with a copy of Scrutinizer's Report dated 22nd October, 2018 for your perusal.

Please take the same on your record.

Thanking You,
Yours Faithfully,

For **L.G. BALAKRISHNAN & BROS LTD.**


M.LAKSHMI KANTH JOSHI
General Manager (Legal) and Company Secretary
MEM No.:14273



L.G. BALAKRISHNAN & BROS LIMITED

DECLARATION OF RESULTS OF THE VOTING ON RESOLUTIONS SET OUT IN THE POSTAL BALLOT NOTICE DATED 30TH AUGUST 2018

Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (as amended) and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to vote by postal ballot and remote e-voting facilities vide Postal Ballot Notice dated 30th August 2018. Members have voted through remote e-voting and Postal Ballot from 22nd September 2018 to 21st October 2018.

The Board of Directors had appointed Mr. M D Selvaraj, FCS of MDS & Associates, Company Secretaries, Coimbatore, as scrutinizer to scrutinize the votes cast through remote e-voting and Postal Ballot. The Scrutinizer had prepared and submitted the Consolidated Scrutinizer's Report on the remote e-voting and Postal Ballot on 22nd October 2018 in terms of the Rule 20 of the Companies (Management and Administration) Rules, 2014.

Accordingly, based on the Report of the Scrutinizer dated 22nd October 2018, Resolution No(s) 1, 2 and 3 as set out in the Postal Ballot Notice dated 30th August 2018, as detailed below, have been duly passed by the shareholders on 21st October 2018 being the last date for receipt of Postal Ballot form.

Sl No	Brief description of the Resolution	Number of Shares/ Votes in favour (Assent) & %	Number of Shares/ Votes against (Dissent) & %	Results
1	Adoption of new set of Articles of Association in line with the Companies Act, 2013	1,43,26,715 99.15%	1,22,365 0.85%	Passed as Special Resolution
2	Approval for variation in the terms of appointment of Sri.P.Prabakaran (DIN: 01709564) and his re-designation as Managing Director for the remaining period of his tenure with effect from 1 st October 2018	1,44,45,468 99.98%	3,572 0.02%	Passed as Ordinary Resolution
3	Re-appointment of Sri.P.Prabakaran (DIN: 01709564) as Managing Director for a further period of 5 years with effect from 1 st June 2019	1,44,45,380 99.97%	3,710 0.03%	Passed as Ordinary Resolution

Place : Coimbatore

Date : 23.10.2018

For **L.G. BALAKRISHNAN & BROS LTD.**


M. LAKSHMI NANTH JOSHI

General Manager (Legal) and Company Secretary

MEM No.:1427²



MDS & Associates
Company Secretaries in Practice

M.D.Selvaraj M Com MBA FCS

"SURYA", 35, Mayflower Avenue, Sowripalayam Road, Coimbatore 641028.

Phone : 0422-2318780, 2316755, Fax : 0422-2314792, E-mail : mds@mdsservices.in, Web : www.mdsservices.in

SCRUTINIZER'S REPORT FOR POSTAL BALLOT AND REMOTE E-VOTING
(Pursuant to Section(s) 108 and 110 of the Companies Act, 2013 read with Rule 20
and 22 of the Companies (Management and Administration) Rules, 2014 - as
amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure
Requirements) Regulations, 2015)

Date: 22nd October 2018

To

The Chairman and Managing Director
M/s. L G BALAKRISHNAN & BROS LIMITED
CIN : L29191TZ1956PLC000257
6/16/13, Krishnarayapuram Road
Ganapathy, Coimbatore - 641 006
Tamil Nadu

Dear Sir,

Sub: Scrutinizer's Report on Postal Ballot and Remote E-voting conducted
pursuant to the provisions of Section 108 & 110 of the Companies Act, 2013
("the Act") read with Rule 20 & 22 of the Companies (Management and
Administration) Rules, 2014 - as amended and Regulation 44 of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015

I, M D Selvaraj, FCS Proprietor of M/s. MDS & Associates, Company Secretaries, Coimbatore, have been appointed by the Board of Directors of **M/s. L.G. BALAKRISHNAN & BROS LIMITED** ("the Company") as the Scrutinizer for the purpose of scrutinizing the remote e-voting process and to scrutinize the Postal Ballot forms received from the shareholders in a fair and transparent manner and for ascertaining the requisite majority on the Remote E-voting and Postal Ballot carried out in accordance with the provisions of Section 108 & 110 of the Companies Act, 2013 ("the Act") read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Resolutions as set out in the Postal ballot Notice dated 30th August 2018.



Responsibility of the Management

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the Rules made thereunder in relation to exercising of voting rights through Postal Ballot and electronic means on the Resolutions as set out in the Postal ballot Notice dated 30th August 2018.

Responsibility as a Scrutinizer

My responsibility, as a Scrutinizer for the Postal Ballot and Remote E-voting process is restricted to the preparation of the Scrutinizer's Report of the votes cast "in favour" or "against" the Resolutions as set out in the Postal ballot Notice dated 30th August 2018, based on the reports generated from the e-voting system provided by the Central Depository Services (India) Limited (CDSL), the Authorised Agency engaged by the Company for providing remote e-voting facilities and of the Postal Ballot forms received up to 5:00 P:M on Sunday, 21st October 2018.

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

- The Company has on Thursday, 20th September 2018 (i) completed dispatch by Registered Post of the Postal Ballot Notice and Ballot Form along with postage prepaid business reply envelope to its members, whose names appeared in the Register of Members as on Friday, 14th September 2018, and who had not registered their email ID with the Company/Depositories; (ii) sent electronic mail, of Postal Ballot Notice and ballot form to its Members, whose names appeared in the Register of Members as on Friday, 14th September 2018, and who had registered their email ID with the Company/ Depositories.
- The shareholders of the Company holding shares as on the "cut-off" date of Friday 14th September 2018 were entitled to vote on the proposed resolutions as set out in Item Nos. 1 to 3 of the Postal ballot Notice.
- The Remote e-voting period remained open from Saturday, 22nd September 2018, 9:00 A:M to Sunday, 21st October 2018, 5:00 P:M. During the period, the Members of the Company, holding shares in physical and / or in dematerialized form, as on the cut-off date i.e. 14th September 2018 were entitled to vote on the resolutions set out in the Notice of Postal Ballot.



- The Postal Ballot Forms received upto 5:00 P:M on Sunday, 21st October 2018 were considered valid for scrutiny. The Postal Ballot Forms which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- The e-voting module of CDSL was disabled on Sunday, 21st October 2018 at 5:00 P:M and I, as the Scrutinizer, unblocked the votes cast, on Sunday, 21st October 2018 at 5:07 P:M in the presence of Mr. Jayaprakash C (the undersigned as Witness No.1) and Mr.K.Masilamani (the undersigned as Witness No.2), who are not in employment of the Company in accordance with Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 - as amended.

Witness No.1



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Name: Jayaprakash C

Witness No.2

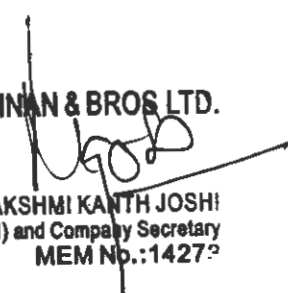


.....
Name: K.Masilamani

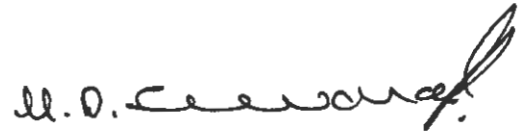
- I have scrutinized the postal ballot papers and remote e-voting and votes tendered therein and maintained registers in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014 - as amended.

I now hereby submit my Consolidated Report on the Result of the Postal ballot together with that of the remote e-voting in respect of the said Resolution, as under:

For **L.G. BALAKRISHNAN & BROS LTD.**



M. LAKSHMI KANTH JOSHI
General Manager (Legal) and Company Secretary
MEM No.:1427²



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

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

Adoption of new set of Articles of Association in line with the Companies Act, 2013

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Postal Ballot	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	54	1,42,22,750	99.15
Postal Ballot Form	201*	1,03,965	99.69
Total Voting	255	1,43,26,715	99.15

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Postal Ballot	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	21	1,22,045	0.85
Postal Ballot Form	3	320	0.31
Total Voting	24	1,22,365	0.85

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Postal Ballot Form	28	6,286
Total Voting	28	6,286

* One shareholder holding 200 shares abstained from voting for 150 shares



SPECIAL BUSINESS**Resolution No: 2****Ordinary Resolution**

Approval for variation in the terms of appointment of Sri.P.Prabakaran (DIN: 01709564) and his re-designation as Managing Director for the remaining period of his tenure with effect from 1st October 2018

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Postal Ballot	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	67	1,43,41,323	99.98
Postal Ballot Form	202*	1,04,145	99.90
Total Voting	269	1,44,45,468	99.98

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Postal Ballot	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	8	3,472	0.02
Postal Ballot Form	1	100	0.10
Total Voting	9	3,572	0.02

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Postal Ballot Form	28	6,286
Total Voting	28	6,286

*One shareholder holding 40 shares abstained from voting

*One shareholder holding 200 shares abstained from voting for 150 shares



SPECIAL BUSINESS**Resolution No: 3****Ordinary Resolution**

Re-appointment of Sri.P.Prabakaran (DIN: 01709564) as Managing Director for a further period of 5 years with effect from 1st June 2019

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Postal Ballot	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	66	1,43,41,223	99.98
Postal Ballot Form	200*	1,04,157	99.87
Total Voting	266	1,44,45,380	99.97

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Postal Ballot	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	9	3,572	0.02
Postal Ballot Form	3	138	0.13
Total Voting	12	3,710	0.03

INVALID VOTES


Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Postal Ballot Form	28	6,286
Total Voting	28	6,286

*One shareholder holding 40 shares abstained from voting

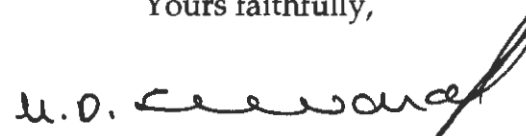
*One shareholder holding 200 shares abstained from voting for 100 shares

Based on the Scrutinizer's Report Resolutions No.1 to 3 have been Passed with requisite majority and is effective from 21st October 2018.

For L.G. BALAKRISHNAN & BROS LTD.


M. LAKSHMI KANTH JOSHI
General Manager (Legal) and Company Secretary
MEM No.:1427

Yours faithfully,



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