



# L.G. BALAKRISHNAN & BROS LIMITED

To

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 Sir,

**Sub: Submission of voting result and scrutinizer's Report as per Regulation 44 of SEBI(Listing Obligations and Disclosure Requirements), Regulations, 2015**

Pursuant to the provisions of Regulation 44 of SEBI(Listing Obligations and Disclosure Requirements), Regulations, 2015, we would like to inform that the resolutions contained in the Notice of Postal Ballot dated 30<sup>th</sup> August 2018 seeking the consent of the members for the resolutions set out in the Postal Notice dated 30<sup>th</sup> August 2018 have been passed with requisite majority.

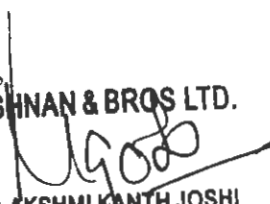
The Company had appointed Mr. M D Selvaraj of M/s. MDS & Associates, Company Secretaries, Coimbatore, as Scrutinizer to scrutinize the postal ballot and remote e-voting process. The Scrutinizer has submitted his report and the results was declared on Tuesday the 23<sup>rd</sup> October 2018 at the Registered Office of the Company.

The results of the postal ballot as per format provided under Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, along with Scrutinizer's Report is attached herewith as Annexure. The results of the Postal Ballot has also been hosted on the website of the Company ([www. www.lgb.co.in.](http://www.lgb.co.in)) and service providers website (<https://www.evotingindia.com>)

Kindly acknowledge the receipt of the same.

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

## Format for Voting Results

<b>Date of the AGM/EGM-Postal Ballot</b>	23-10-2018
<b>Total number of shareholders on record date</b>	18,355
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
Promoters and Promoter Group:	N.A
Public:	N.A
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	
Promoters and Promoter Group:	N.A
Public	

<b>Item No.1 Adoption of new set of Articles of Association in line with the Companies Act, 2013</b>								
Resolution required : (Ordinary/Special)						Special Resolution		
Whether promoter/promoter group are interested in the agenda/resolution						No		
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)* 100]	(7)=[(5)/(2)* 100
Promoter and Promoter Group	E-Voting	15030800	10633628	70.7456%	10633628	0	100.00%	0.00%
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>		<b>15030800</b>	<b>10633628</b>	<b>70.7456%</b>	<b>10633628</b>	<b>0</b>	<b>100.00%</b>
Public Institutions	E-Voting	5410259	3642487	67.3256%	3523906	118581	96.7445%	3.2555%
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>		<b>5410259</b>	<b>3642487</b>	<b>67.3256%</b>	<b>3523906</b>	<b>118581</b>	<b>96.7445%</b>
Public Non Institutions	E-Voting	10951357	68680	0.6271%	65216	3464	94.9563%	5.0437%
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot		104285	0.9523%	103965	320	99.6931%	0.3069
	<b>Total</b>		<b>10951357</b>	<b>172965</b>	<b>1.5794%</b>	<b>169181</b>	<b>3784</b>	<b>97.8123%</b>
<b>Total</b>		<b>31392416</b>	<b>14449080</b>	<b>46.0273%</b>	<b>14326715</b>	<b>122365</b>	<b>99.1531%</b>	<b>0.8469%</b>

The above resolution was declared to have been passed as a Special Resolution with requisite majority.





# L.G. BALAKRISHNAN & BROS LIMITED

Item No. 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 <sup>st</sup> October 2018								
Resolution required : (Ordinary/Special)						Ordinary Resolution		
Whether promoter/promoter group are interested in the agenda/resolution						No		
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)*100]	(7)=[(5)/(2)*100]
Promoter and Promoter Group	E-Voting	15030800	10633628	70.7456%	10633628	0	100.00%	0.00%
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>		<b>15030800</b>	<b>10633628</b>	<b>70.7456%</b>	<b>10633628</b>	<b>0</b>	<b>100.00%</b>
Public Institutions	E-Voting	5410259	3642487	67.3256%	3642487	0	100.00%	0.00%
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>		<b>5410259</b>	<b>3642487</b>	<b>67.3256%</b>	<b>3642487</b>	<b>0</b>	<b>100.00%</b>
Public Non Institutions	E-Voting	10951357	68680	0.6271%	65208	3472	94.9447%	5.0553%
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot		104245	0.9519%	104145	100	99.9041%	0.0959
	<b>Total</b>		<b>10951357</b>	<b>172925</b>	<b>1.5790%</b>	<b>169353</b>	<b>3572</b>	<b>97.9344%</b>
<b>Total</b>		<b>31392416</b>	<b>14449040</b>	<b>46.0272%</b>	<b>14445468</b>	<b>3572</b>	<b>99.9753%</b>	<b>0.0247%</b>

The above resolution was declared to have been passed as an Ordinary Resolution with requisite majority.

Cont...3






# L.G. BALAKRISHNAN & BROS LIMITED

Item No. 3 : Re-appointment of Sri.P.Prabakaran (DIN: 01709564) as Managing Director for a further period of 5 years with effect from 1 <sup>st</sup> June 2019								
Resolution required : (Ordinary/Special)						Ordinary Resolution		
Whether promoter/promoter group are interested in the agenda/resolution						No		
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	6)=[(4)/(2)*100]	(7)=[(5)/(2)*100]
Promoter and Promoter Group	E-Voting	15030800	10633628	70.7456%	10633628	0	100.00%	0.00%
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>		<b>15030800</b>	<b>10633628</b>	<b>70.7456%</b>	<b>10633628</b>	<b>0</b>	<b>100.00%</b>
Public Institutions	E-Voting	5410259	3642487	67.3256%	3642487	0	100.00%	0.00%
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>		<b>5410259</b>	<b>3642487</b>	<b>67.3256%</b>	<b>3642487</b>	<b>0</b>	<b>100.00%</b>
Public Non Institutions	E-Voting	10951357	68680	0.6271%	65108	3572	94.7991%	5.2009%
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot		104295	0.9523%	104157	138	99.8677%	0.1323
	<b>Total</b>		<b>10951357</b>	<b>172975</b>	<b>1.5795%</b>	<b>169265</b>	<b>3710</b>	<b>97.8552%</b>
<b>Total</b>		<b>31392416</b>	<b>14449090</b>	<b>46.0273%</b>	<b>14445380</b>	<b>3710</b>	<b>99.9743%</b>	<b>0.0257%</b>

The above resolution was declared to have been passed as an Ordinary Resolution with requisite majority.

Thanking You,  
Yours faithfully

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

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



# 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: 22<sup>nd</sup> 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 30<sup>th</sup> 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 30<sup>th</sup> 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 30<sup>th</sup> 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, 21<sup>st</sup> October 2018.

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

- The Company has on Thursday, 20<sup>th</sup> 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, 14<sup>th</sup> 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, 14<sup>th</sup> 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 14<sup>th</sup> 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, 22<sup>nd</sup> September 2018, 9:00 A:M to Sunday, 21<sup>st</sup> 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. 14<sup>th</sup> 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, 21<sup>st</sup> 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, 21<sup>st</sup> October 2018 at 5:00 P:M and I, as the Scrutinizer, unblocked the votes cast, on Sunday, 21<sup>st</sup> 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

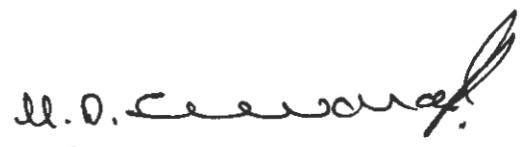
- I have scrutinized the postal ballot papers and remote e-voting and votes tendered therein and maintained registers in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014 - as amended.

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.:1427<sup>2</sup>



**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
<b>Total Voting</b>	<b>255</b>	<b>1,43,26,715</b>	<b>99.15</b>

**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
<b>Total Voting</b>	<b>24</b>	<b>1,22,365</b>	<b>0.85</b>

**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
<b>Total Voting</b>	<b>28</b>	<b>6,286</b>

\* 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 1<sup>st</sup> 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
<b>Total Voting</b>	<b>269</b>	<b>1,44,45,468</b>	<b>99.98</b>

**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
<b>Total Voting</b>	<b>9</b>	<b>3,572</b>	<b>0.02</b>

**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
<b>Total Voting</b>	<b>28</b>	<b>6,286</b>

\*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 1<sup>st</sup> 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
<b>Total Voting</b>	<b>266</b>	<b>1,44,45,380</b>	<b>99.97</b>

**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
<b>Total Voting</b>	<b>12</b>	<b>3,710</b>	<b>0.03</b>

**INVALID VOTES**

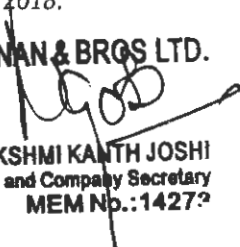
Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Postal Ballot Form	28	6,286
<b>Total Voting</b>	<b>28</b>	<b>6,286</b>

\*One shareholder holding 40 shares abstained from voting

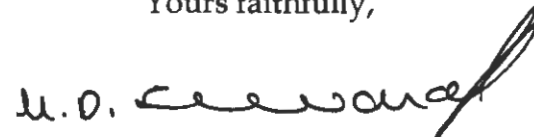
\*One shareholder holding 200 shares abstained from voting for 100 shares

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

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

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

Yours faithfully,

  
 M.D. Selvaraj

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