



# L.G. BALAKRISHNAN & BROS LIMITED

LGB/SEC/STK-AGM-2024

05.08.2024

<b>BSE Limited</b> <b>Phiroze Jeejeebhoy Towers,</b> <b>Dalal Street,</b> <b>Mumbai - 400 001</b>	<b>National Stock Exchange of India Limited</b> <b>“Exchange Plaza”</b> <b>Bandra Kurla Complex, Bandra (E)</b> <b>Mumbai – 400 051</b>
Scrip Code: <b>500250</b>	Scrip Code: <b>LGBBROSLTD</b>

Dear Sirs,

**Sub: Notice of 68<sup>th</sup> Annual General Meeting and Book Closure for Annual General Meeting.**

Pursuant to Regulation 30 read with paragraph A of Part A of Schedule III of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (Listing Regulations), attached herewith is the Notice and the Explanatory Statement of the **68<sup>th</sup> Annual General Meeting of the Company to be held on Thursday, August 29, 2024 at 10.30 a.m. (IST) via two-way Video Conference / Other Audio Visual Means.** The said Notice forms part of the Integrated Annual Report FY 2023-2024 and is being sent through electronic mode to the shareholders of the Company.

It is further confirmed that in compliance with the Circulars, the Notice convening the 68<sup>th</sup> AGM along with Annual Report for the financial year 2023-2024 is sent only through emails to all those shareholders whose email addresses are registered with the Company/Registrars and Transfer Agent/Depository Participant(s).

The schedule of remote e-voting facility is set out as under (both days inclusive):

<b>Event</b>	<b>Day, Date and Time</b>
<b>Date and time of AGM</b>	Thursday, August 29, 2024 (10.30 a.m. IST)
<b>Cut-off date for e-voting</b>	Thursday, August 22, 2024
<b>Commencement of remote e-voting</b>	Monday, August 26, 2024 (9:00 a.m. IST)
<b>End of remote e-voting</b>	Wednesday, August 28, 2022 (5:00 p.m. IST)

Kindly take the same on record

Thanking you,  
Yours faithfully,  
**For L.G.Balakrishnan & Bros Limited**

**M.Lakshmi Kanth Joshi**  
**Senior General Manager (Legal) and Company Secretary**

## NOTICE OF 68TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE SIXTY EIGHTH ANNUAL GENERAL MEETING (“AGM” / 68TH AGM) OF THE MEMBERS OF L.G. BALAKRISHNAN & BROS LIMITED (“THE COMPANY”) WILL BE HELD ON THURSDAY, 29TH DAY OF AUGUST 2024 AT 10:30 AM (IST) THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO-VISUAL MEANS (“OAVM”) FACILITY WITHOUT THE IN PERSON PRESENCE OF MEMBERS AT A COMMON VENUE TO TRANSACT THE FOLLOWING BUSINESS:

### AGENDA

#### ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statements (including Standalone and Consolidated Financial Statements) along with the Cash Flow Statement for the Financial Year ended March 31, 2024, and the Report of the Board of Directors and the Statutory Auditors thereon, including Annexures thereto.
2. To declare a dividend of ₹ 18/- per equity share for the Financial Year ended March 31, 2024.
3. To appoint a Director in the place of Smt. Rajsri Vijayakumar (DIN: 00018244), who retires by rotation and being eligible, offers herself for re-appointment.
4. To appoint a Director in the place of Sri. P. Prabakaran (DIN:01709564), who retires by rotation and being eligible, offers himself for re-appointment.

#### SPECIAL BUSINESS

5. **Appointment of Sri.J.Dinesh Kumar (DIN: 10586227) as a Non-Executive Independent Director of the Company for the first term of five (5) consecutive years with effect from September 01, 2024.**

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 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory amendment(s) or modification(s) or re-enactment thereof, for the time being in force) and in accordance with the Articles of Association of the Company and pursuant to the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company, Sri.J.Dinesh Kumar (DIN: 10586227), who has given his consent to act as a Director in the prescribed Form DIR-2 and who has submitted a declaration to the effect that he meets the criteria of independence as envisaged under Section 149(6) of the Companies Act, 2013 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 under the provisions of the Companies Act, 2013 and Rules made thereunder and the Listing Regulations, and in respect of whom the Company has received a notice in writing from a member proposing him for the office of a Director under Section 160(1) of the said Act, be and is hereby appointed as a Non-Executive Independent Director of the Company to hold such office for a first term of five (05) consecutive years with effect from September 01, 2024 to August 31, 2029 (both days inclusive), whose term shall not be subject to retirement by rotation.

**RESOLVED FURTHER THAT** the Board of Directors (including any Committee(s) constituted by the Board from time to time) of the Company be and is hereby authorised to do all necessary acts, things and matters and take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

**6. Approval for the re-appointment of Sri.B.Vijayakumar (DIN:00015583) as an Executive Chairman for a further period of 5 years with effect from January 01, 2025.**

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

**“RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and pursuant to Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force) and in pursuance of the Nomination and Remuneration Policy and the Articles of Association of the Company, the approval of the members be and is hereby accorded to re-appoint Sri.B.Vijayakumar (DIN: 00015583), who is aged 71 years, as Executive Chairman of the Company for a further period of 5 (Five) years with effect from January 1, 2025 on the following remuneration notwithstanding that the aggregate annual remuneration payable to Sri.B.Vijayakumar (DIN: 00015583), in any year during his tenure, together with the aggregate annual remuneration payable to Sri. Rajiv Parthasarathy (DIN: 02495329), Executive Director, exceeds 5% of the net profits of the Company as calculated under Section 198 of the Act or any other limits as may be specified under the Companies Act, 2013 or the Listing Regulations from time to time for the time being in force as recommended by the Nomination and Remuneration Committee, at their meeting held on April 13, 2024 and approved by the Audit Committee and the Board of Directors, at their respective meetings held on April 29, 2024;

<b>Basic Salary</b>	₹ 3,85,000/- per month
<b>Other Allowance</b>	₹ 3,85,000/- per month

The above shall be subject to an annual increment not exceeding an amount of 10% of the basic salary and other allowances per annum

- 1. Commission:** An amount equal to **1.00% of the Net Profits** of the Company in each financial year computed in accordance with Section 198 of the Companies Act, 2013.
- 2. Other Benefits:** Contribution to Provident fund / Superannuation fund / Gratuity fund as per the rules of the Company and the same shall not be included in the computation of the ceiling on the aforesaid remuneration to the extent as may be specified in Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors (including its Committee(s) thereof) of the Company be and is hereby authorized to alter, vary and modify the abovesaid terms of re-appointment and/ or remuneration payable to Sri.B.Vijayakumar (DIN: 00015583), Executive Chairman, including the monetary value thereof as it may deem fit, proper and necessary subject to the same not exceeding the above limits.

**RESOLVED FURTHER THAT** Sri.B.Vijayakumar (DIN: 00015583), during his tenure as Executive Chairman, shall be liable to retire by rotation and the same shall not be treated as break in his service as Executive Chairman.

**RESOLVED FURTHER THAT** Sri.B.Vijayakumar (DIN: 00015583), Executive Chairman shall not be entitled to receive any sitting fees for attending the meetings of the Board of Directors or any Committees thereof or any other benefits other than the above.

**RESOLVED FURTHER THAT** the Board of Directors (including any Committee(s) constituted by the Board from time to time) of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to sign all such documents and writings as may be necessary, expedient, proper and incidental thereto to give effect to this resolution and for matters connected therewith or incidental thereto 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. Ratification of the remuneration payable to the Cost Auditor of the Company for the financial year 2024-25

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

**“RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any amendment(s), statutory modification(s) or any re-enactment(s) thereof, for the time being in force) and based on the recommendation of the Audit Committee and approval of the Board of Directors of the Company, the remuneration payable to Dr.G.L.Sankaran, Cost Accountant, (Membership No.4482), who was re-appointed by Board of Directors as Cost Auditors to conduct the audit of the cost records of the company for the Financial Year ending March 31, 2025, amounting to ₹ 2,50,000/- (Rupees Two Lakhs Fifty Thousand Only) plus applicable taxes and reimbursement of out of pocket expenses incurred in connection with the said audit, be and is hereby ratified.

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

### STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following statements sets out the material facts relating to the special business mentioned under Item No.5 to 7 in the accompanying Notice dated April 29, 2024 and shall be taken as forming part of the Notice.

#### ITEM NO. 5

Based on the evaluation and recommendation of the Nomination and Remuneration Committee (“NRC”), the Board of Directors, at its meeting held on April, 29, 2024, has recommended the appointment of Sri.J.Dinesh Kumar (DIN: 10586227) as a Non-Executive Independent Director of the Company at the ensuing Sixty Eighth Annual General Meeting of the Company to hold such for a first term of five consecutive years with effect from September 01, 2024 by means of passing a special resolution. Further, the Company has also received a Notice from a member in writing under Section 160(1) of the Act proposing his candidature for the office of a Director.

Pursuant to Regulation 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the appointment of Sri.J.Dinesh Kumar (DIN: 10586227) as a Non-Executive Independent Director of the Company effective from September 01, 2024 shall require the approval of the members by means of passing a special resolution. Further, pursuant to Regulation 17(1C) of the Listing Regulations, the Company is required to obtain the approval of the members for appointment of a person on the Board of Directors at the next general meeting or within a time period of 3 months from the date of such appointment, whichever is earlier.

Sri.J.Dinesh Kumar (DIN: 10586227), being the appointee Independent Director, has expressed his consent, if appointed, to act as a Director in the prescribed Form DIR-2 and has submitted necessary declaration to the effect that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and Regulation 16(1)(b) of the Listing Regulations and that his name is included in the databank as required under Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014 and that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and not debarred from holding the office of a Director by order of Securities and Exchange Board of India (SEBI) or any other statutory authority under any law. He also has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company.

In the opinion of the Board, Sri.J.Dinesh Kumar (DIN: 10586227) is a person of integrity and fulfils the conditions specified under the Act read with Rules thereunder and the Listing Regulations for his appointment as a Non-Executive Independent Director of the Company and he possess the skills and capabilities required for the said role of an Independent Director of the Company. Considering his knowledge, qualification, skills and experience, the



Board of Directors is of the opinion that the appointment of Sri.J.Dinesh Kumar (DIN: 10586227) as an Independent Director would be highly beneficial to the Company.

Brief Profile of Sri.J.Dinesh Kumar (DIN: 10586227) and other details as required under Regulation 36(3) of the Listing Regulations and the Secretarial Standards on General Meetings (SS-2) are provided in Annexure-A forming part of the Notice.

In accordance with the provisions of Section 152(6) of the Act, Sri.J.Dinesh Kumar (DIN: 10586227) would not be liable to retire by rotation during his term of office as an Independent Director commencing from September 01, 2024 to August 31, 2029.

The draft terms and conditions of appointment of Sri.J.Dinesh Kumar (DIN: 10586227) as an Independent Director, would be made available for inspection by the members electronically on the Company's website ([www.lgb.co.in](http://www.lgb.co.in)) and also, at the Registered Office of the Company during the office hours on all working days other than on Saturdays and Sundays till the date of the meeting and the same shall also be made available for electronic inspection during the meeting.

Accordingly, the Board of Directors recommends the Special Resolution, as set out in Item No.5 of this notice, for the approval of the members.

Except Sri.J.Dinesh Kumar (DIN: 10586227), being the appointee Independent Director, none of the other Director(s) and Key Managerial Personnel of the Company or their relatives, are concerned or interested, financially or otherwise, in the special resolution set out at Item No.5 of this notice.

#### **Item No.6:**

Sri. B. Vijayakumar (DIN: 00015583) was re-appointed as the Chairman and Managing Director of the Company for a period of 5 (five) years with effect from January 01, 2020 and he expressed his desire to step down as Managing Director due to attaining the age of 70 (Seventy) years on January 22, 2023. Accordingly, he was re-designated as Executive Chairman of the Company for the remaining period of his current tenure with effect from January 01, 2023, as approved by the shareholders by means of a special resolution passed through postal ballot on December 18, 2022 and his tenure as an Executive Chairman of the Company expires on December 31, 2024.

Based on the recommendation of the Nomination and Remuneration Committee and the approval of the Audit Committee and based on the outcome of the performance evaluation, the Board of Directors, at their meeting held on April 29, 2024, has accorded their approval to re-appoint of Sri. B. Vijayakumar (DIN: 00015583) as an Executive Chairman of the Company for a further period of 5 (five) years with effect from January 01, 2025 on the terms and conditions as set out under Item No.6 of this Notice, subject to the approval of the members of the Company by means of passing a special resolution.

Sri.B.Vijayakumar is the promoter of the Company and has been associated with the Company for more than four decades. Under his leadership, LGB has become one of the leading global manufacturers with wide customer base and multi-fold growth. In recognition of his contribution in the Company and considering his expertise knowledge, varied experience and skills and the role and responsibilities shouldered by him and as per the recommendation of the Nomination & Remuneration Committee and the approval of the Audit Committee, the Board of Directors, at its meeting held on April 29, 2024, has approved and recommended the re-appointment of Sri.B.Vijayakumar as an Executive Chairman for a further period of 5 years from 01.01.2025 to 31.12.2029 on the terms and conditions as set out at Item No.6 of this notice.

Pursuant to Section(s) 196(4), 197 and 203 read with Schedule V of the Companies Act, 2013 and pursuant to Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the special resolution for re-appointment of Sri. B. Vijayakumar (DIN: 00015583), aged 71 years, as an Executive Chairman, as set out under Item No.6 of this Notice, is placed before the members for approval. Your Directors recommend the passing of this Special Resolution.

Brief Profile of Sri. B. Vijayakumar (DIN: 00015583) and other details as required under Regulation 36(3) of the Listing Regulations and the Secretarial Standards on General Meetings (SS-2) are provided in Annexure-A forming part of the Notice and the manner in which he meets such requirements is provided under section “Board Skills / Expertise / Competencies” in the Corporate Governance Report forming part of the Annual Report.

Members are informed that the terms of re-appointment of Sri. B. Vijayakumar (DIN: 00015583) as an Executive Chairman and the remuneration payable to him, as set out under Item No.6 of this Notice, are in conformity with Schedule V of the Companies Act, 2013.

The particulars set out above can also be treated as Memorandum required to be circulated to every member under Section 190 of the Companies Act, 2013.

Except Sri. B. Vijayakumar (DIN: 00015583), appointee Executive Chairman, Sri. Rajiv Parthasarathy (DIN: 02495329), Executive Director and Smt.Rajsri Vijayakumar (DIN: 00018244), Director, being his relatives, none of the other Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the special resolution set out in Item No. 6 of this Notice.

#### Item No.7

The Board of Directors, on the recommendation of the Audit Committee, has approved the re-appointment of Dr. G. L. Sankaran, Cost Accountant (Membership No.4482) as Cost Auditor and the remuneration payable to him to conduct the audit of the cost records of the Company for the Financial Year 2024-2025, subject to ratification by the Members. In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor must be ratified by the Members of the Company by means of passing an ordinary resolution.

Accordingly, the approval of the Members is sought for passing Ordinary Resolution as set out in Item No.7 of the Notice for ratification of the remuneration payable to the Cost Auditor for conducting the Cost Audit of the Company for the Financial Year ending on March 31, 2025. The Board recommends the Ordinary Resolution as set out in Item No.7 of the notice for approval of the Members.

None of the Directors and Key Managerial Personnel of the Company or their relatives, financially or otherwise, is concerned or interested in the Ordinary Resolution as set out at Item No.7 of this notice.

#### NOTES:

1. The Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”) with respect to the Special Business set out in the Notice is annexed hereto and forms part of this Notice. Further, the disclosure pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (“ICSI”) in respect of the Directors seeking appointment / re- appointment at this AGM are also annexed to this Notice.
2. In view of the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India from time to time (hereinafter referred to as “MCA and SEBI Circulars”), the Company is permitted to hold the 68<sup>th</sup> 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 68<sup>th</sup> AGM shall be the Registered Office of the Company situated at 6/16/13, Krishnarayapuram Road, Ganapathy, Coimbatore-641006, Tamil Nadu.

In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) read with the relevant MCA and SEBI Circulars, the 68<sup>th</sup> AGM of the Company is being held through VC / OAVM. Members desirous of participating in the 68<sup>th</sup> AGM through VC/ OAVM, may refer to the procedures mentioned below.

3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING 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 THE 68TH AGM IS BEING HELD 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 68TH AGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE. MEMBERS ATTENDING THE AGM THROUGH VC / OAVM SHALL BE COUNTED FOR THE PURPOSE OF RECKONING THE QUORUM UNDER SECTION 103 OF THE ACT.
4. Since the AGM will be held through VC/OAVM, the Route Map to the venue of the AGM is not annexed to this Notice.
5. The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”), as the authorized agency for conducting the AGM and providing remote e-Voting and e-Voting facility at/ during the AGM of the Company. The instructions for participation by Members are given in the subsequent notes.
6. Electronic copy of the Annual Report for FY 2023-24 and Notice of AGM are uploaded at ‘Investor Relations’ Section on the Company’s website <https://www.lgb.co.in/investor-relations/annual-reports/> and is being sent to all the Members whose email IDs are registered with the Company/ Depository Participants(s)/RTA for communication purposes and also on the website of BSE Ltd., and National Stock Exchange of India Ltd. at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. Further, Notice of AGM is available on the website of CDSL, the agency engaged for providing e-voting facility, i.e. [www.evotingindia.com](http://www.evotingindia.com). Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.
7. Members of the Company under the category of Institutional/Corporate Shareholders are encouraged to attend and vote at the AGM through VC. Corporate Members intending to authorize their representatives to participate, and vote are requested to send a certified copy of the Board resolution / authorization letter to the Scrutinizer by e-mail at [mds@mdsassociates.in](mailto:mds@mdsassociates.in) and the same should also be uploaded on the VC portal / e-Voting portal of CDSL.
8. The Register of Members and Share Transfer Books of the Company will remain closed from **FRIDAY, AUGUST 23, 2024 TO THURSDAY, AUGUST 29, 2024 (BOTH DAYS INCLUSIVE)** for the purpose of determining the eligibility of the Members to receive the dividend for the financial year ended March 31, 2024, if declared at the AGM.
9. Dividend, as recommended by the Board of Directors, if declared at the ensuing Annual General Meeting will be paid on or before September 25, 2024 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 **THURSDAY, AUGUST 22, 2024**.
10. Pursuant to the Income Tax Act, 1961, as amended by the Finance Act, 2020, dividend income will be taxable in the hands of the Shareholders w.e.f. April 1, 2020, and the Company is required to deduct tax at source (TDS) from the dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 (‘the IT Act’). In general, to enable compliance with TDS requirements, Members are requested to complete and/ or update their Residential Status, PAN, and Category as per the IT Act with their Depository Participants (‘DPs’) or in case shares are held in physical form, with the Company / Cameo Corporate Services Limited by sending documents latest by **FRIDAY AUGUST 16, 2024 (UPTO 5:00 PM)** to enable the Company to determine the appropriate TDS/withholding tax rate applicable, verify the documents and provide exemption.

For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows-

Members having valid PAN	10% or as notified by the Government of India
Members not having valid PAN	20% or as notified by the Government of India

However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during Financial Year 2023-24 does not exceed ₹ 5,000/- and also in cases where members provide **FORM 15G / FORM 15H (APPLICABLE TO INDIVIDUALS AGED 60 YEARS OR MORE)** subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / Nil withholding tax. PAN is mandatory for members providing Form 15G / 15H or any other document as mentioned above. Form 15G/15H can be downloaded from the weblink: <https://investors.cameoindia.com> to avail the benefit and e-mail to <https://wisdom.cameoindia.com> & [secretarial@lgb.co.in](mailto:secretarial@lgb.co.in) by 5.00 P.M (IST) on August 16, 2024. There is also a provision to upload Form 15G/15H in the weblink viz., <https://investors.cameoindia.com> provided by Company's RTA. No communication would be accepted from members after **August 16, 2024**, regarding the tax withholding matters.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits etc., may send the requisite documents by email to <https://wisdom.cameoindia.com> & [secretarial@lgb.co.in](mailto:secretarial@lgb.co.in). The aforesaid declarations and documents need to be submitted by the shareholders by 5.00 P.M. IST on or before Friday, August 16, 2024.

11. The Company will arrange to issue the soft copy of TDS certificate to its shareholders at their registered email ID in accordance with the provisions of the Income Tax Act 1961 after filing of the quarterly TDS Returns of the Company, post payment of the said Dividend. Shareholders will be able to download Form 26AS from the Income Tax Department's website <https://www.incometax.gov.in/>.
12. The Company has sent necessary intimation with regard to TDS on dividend with all details to all the members through e-mail, whose e-mail IDs are registered with the Company / RTA.
13. Members who have not registered their Bank particulars with the Depository Participant(s) ("DP") / Company are advised to utilize the electronic solutions provided by National Automated Clearing House ("NACH") for receiving dividends. Members holding shares in electronic form are requested to contact their respective Depository Participant(s) for availing this facility. Members holding shares in physical form are requested to download the NACH form from the website of the Company viz., <https://www.lgb.co.in/investor-relations/investor-services-forms-for-download/> 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 ("RTA").
14. In accordance with SEBI's Master Circular dated 17<sup>th</sup> May 2023 and amendment circular dated 17<sup>th</sup> November 2023, Members holding shares in physical form, whose folio(s) are updated with PAN, nomination details, contact details, Bank Account details or updated specimen signature, will only be eligible for payment of dividend, through electronic mode effective from **1<sup>st</sup> April 2024**. Therefore, Members holding shares in physical form are requested to update the above-mentioned details by providing the appropriate requests through ISR forms with the Registrar and Share Transfer Agent to ensure receipt of dividend.

Members may please note that the dividends will be credited to their bank accounts only after their KYC details has been updated in the folio as mentioned above, else it will be held back by the company.

15. The relevant formats for Nomination and Updation of KYC details viz; **FORMS ISR-1, ISR-2, ISR-3, SH-13, SH-14 AND SEBI CIRCULAR ARE AVAILABLE ON COMPANY'S WEBSITE AS WELL AS THE WEBSITE OF CAMEO CORPORATE SERVICES LIMITED** the Registrar and Share Transfer Agent of the Company. Original cancelled cheque leaf bearing the name of the first holder failing which first security holder is required to submit copy of bank passbook / statement attested by the bank which is mandatory for registering the new bank details.



16. 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 holdings 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.

17. It may be noted that any service request can be processed only after the folio is KYC compliant. SEBI vide its notification dated January 25, 2022 read with Regulation 40 of SEBI Listing Regulations, as amended, has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. Members can contact the Company or Cameo Corporate Services Limited, Company’s Registrar and Share Transfer Agent for assistance in this regard.

In addition to above Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/ Splitting of securities certificate; Consolidation of securities certificates/ folios; Transmission and Transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR- 4, the format of which is available on the Company’s website under the weblink at <https://www.lgb.co.in/investor-relations/investor-services-forms-for-download/>

18. As per the provisions of Section 72 of the Act, the facility for submitting nomination is available for members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The form can be downloaded from <https://www.lgb.co.in/investor-relations/investor-services-forms-for-download/>. Members are requested to submit these details to their DP in case the shares are held by them in electronic form, and to the Company’s RTA, in case the shares are held in physical form.

19. Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Company Secretary of the Company or its RTA, namely M/s Cameo Corporate Services Limited, Subramanian Building, #1, Club House Road, Chennai 600 002, by quoting the Folio number or the Client ID number with DP ID number.

20. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

21. Members who wish to claim dividends, which remain unclaimed, are requested to correspond with the Company / Registrar & Share Transfer Agent 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/ unclaimed dividend can be viewed on the Company’s website. 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.

Details of shareholders whose shares are liable to be transferred to IEPF are available at the Company website: <https://www.lgb.co.in/investor-relations/transfer-of-shares-to-iepf/> The shareholders whose unclaimed dividend /share has been transferred to the ‘Investor Education and Protection Fund’, may claim the same

from IEPF authority by filing Form IEPF-5 along with requisite documents. Mr. M. Lakshmi Kanth Joshi, Senior General Manager (Legal) and Company Secretary, is the Nodal Officer of the Company for the purpose of verification of such claims.

22. In compliance with the MCA and SEBI Circulars, the Annual Report for FY 2023-24, the Notice of the 68<sup>th</sup> AGM and the Instructions for e-voting are being sent by electronic mode to all the Members whose e-mail addresses are registered with the Company / respective Depository Participants. Members may also note that the Annual Report for FY 2023-24 and the Notice convening the AGM are also available on the Company's website <https://www.lgb.co.in/investor-relations/annual-reports/>, 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 Central Depository Services (India) Limited ("CDSL") (agency for providing the Remote e-voting facility) at [www.evotingindia.com](http://www.evotingindia.com).
23. Soft copies of the Register of Directors and Key Managerial Personnel 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
24. E-voting (voting through electronic means):
  - i. The businesses as set out in this Notice may be transacted through electronic voting system. In compliance with the provisions of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014, the Secretarial Standards on General Meetings (SS-2), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and pursuant to the relevant MCA and SEBI Circulars, the Company is pleased to offer the facility of voting through electronic means, to all its members to enable them to cast their votes electronically. The Company has made necessary arrangements with CDSL to facilitate the members to cast their votes from a place other than venue of the AGM ("remote e-voting"). The facility for voting shall also be made available during the AGM through electronic voting and the members participating in the AGM who have not cast their vote by remote e-voting shall be able to exercise their right during the AGM. The facility of casting votes by a member using remote e-voting as well as venue e-voting system on the date of the AGM will be provided by CDSL.
  - ii. In terms of provisions of Section 108 of the Act, as the Company is providing the facility of remote e-voting to the members, there shall be no voting by show of hands at the AGM.
  - iii. The members can join the AGM through VC / OAVM mode 30 minutes before the scheduled time of the AGM and within 15 minutes after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available for 1,000 members on first come first served basis. This will be in addition to large members (members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
  - iv. The attendance of the members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
  - v. A person whose name is recorded in the Register of Members / List of Beneficial Owners maintained by the depositories as on Thursday, August 22, 2024, being the cut-off date shall be entitled to avail the facility of remote e-voting or e-voting during the AGM. Persons who are not members as on the cut-off date, but have received this Notice, should treat receipt of this Notice for information purpose only.

- vi. The members who have cast their vote by remote e-voting prior to AGM may also attend the AGM but shall not be entitled to cast their vote again.
- vii. Eligible members who have acquired shares after sending the Notice electronically and holding shares as on the cut-off date may approach the Company for issuance of the User Id and Password for exercising their right to vote by electronic means.

**viii. Process for those members whose e-mail ids / mobile numbers are not registered with the Company / Depositories:**

- i. Members holding shares in physical mode please provide necessary details like Folio No., Name of member, scanned copy of the share certificate (front and back), PAN (self- attested scanned copy of PAN card), Aadhaar Card (self-attested scanned copy of Aadhaar Card) by e-mail to Company/RTA e-mail id.
- ii. Members holding shares in demat mode please update your e-mail ID and mobile number with your respective DP.
- iii. Individual members holding shares in demat mode-please update your e-mail ID and mobile number with your respective DP which is mandatory for e-voting and joining the AGM through VC / OAVM through Depository.

**25. Instructions for Members for remote voting, e-voting during AGM and joining the AGM through VC / OAVM are as under:**

- i. The voting period begins on **MONDAY, AUGUST 26, 2024, AT 9.00 AM (IST) AND ENDS ON WEDNESDAY, AUGUST 28, 2024 AT 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 (record date) of Thursday, August 22, 2024, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/ CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>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 company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is 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.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, 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.</li> </ol>
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>



Type of shareholders	Login Method
Individual member (holding shares in demat mode) login through their DPs	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 company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned websites.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
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 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 and 022 - 2499 7000

## Step 2

**Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and nonindividual shareholders in demat mode.**

**v. Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID

a.	For CDSL: 16 digits beneficiary ID,
b.	For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
c.	Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and have logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

PAN	<p>For Physical shareholders and other than individual shareholders holding shares in Demat. Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
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<b>Dividend Bank Details OR Date of Birth (DOB)</b>	<p>For Physical shareholders and other than individual shareholders holding shares in Demat. Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or Company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>
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7. After entering these details appropriately, click on “SUBMIT” tab.
8. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
9. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
10. Click on the EVSN for the relevant L.G.BALAKRISHNAN & BROS LIMITED on which you choose to vote.
11. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
12. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
13. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
14. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
15. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
16. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
17. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

## **26. Additional Facility for Non - Individual Shareholders and Custodians -For Remote Voting only**

- i. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- ii. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- iii. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- iv. The list of accounts linked in the login will be mapped automatically & can be delinked in case of any wrong mapping.
- v. It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- vi. Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address [mds@mdsassociates.in](mailto:mds@mdsassociates.in) and [secretarial@lqb.co.in](mailto:secretarial@lqb.co.in) if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

## **27. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [lk.joshi@lqb.co.in](mailto:lk.joshi@lqb.co.in). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [lk.joshi@lqb.co.in](mailto:lk.joshi@lqb.co.in). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM 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 system available during the AGM.

## **28. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR EVOTING**

1. For shareholders holding shares in physical form - 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 Company/RTA's email ID at [secretarial@lqb.co.in](mailto:secretarial@lqb.co.in) or [investor3@cameoindia.com](mailto:investor3@cameoindia.com) respectively.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

Members can also cast their vote using CDSL's mobile app m-Voting. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while remote e-voting on your mobile.

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

### 29. Other Instructions

1. Sri. M. D. Selvaraj (FCS: 960, CP: 411), Managing Partner of M/s.MDS & Associates LLP, Company Secretaries, Coimbatore has been appointed as the Scrutinizer to scrutinize both the remote e-voting process and e-voting process during the meeting in a fair and transparent manner.
2. The Scrutinizer shall, immediately after the conclusion of e-voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolutions have been carried or not, and such report shall then be sent to the Chairman or a person authorized by him, within 2 (two) working days from the conclusion of the AGM, who shall then countersign and declare the result of the voting forthwith.
3. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company at <https://www.lgb.co.in/investor-relations/general-meeting-notice/> and on the website of CDSL at [www.evoting.india.com](http://www.evoting.india.com) immediately after the declaration of results by the Chairman or a person authorized by him. The results shall also be forwarded to BSE Limited and National Stock Exchange of India Limited in the prescribed manner within the stipulated time.

By Order of the Board,

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

Place : Coimbatore  
Date : 29.04.2024



Brief profile of Director(s) seeking appointment/re-appointment at the 68<sup>th</sup> Annual General Meeting of the Company pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by The Institute of Company Secretaries of India (“ICSI”).

Name of Director	Smt Rajsri Vijayakumar	Sri. P. Prabakaran	Sri.J.Dinesh Kumar	Sri.B.Vijayakumar
Director Identification Number	00018244	01709564	10586227	00015583
Date of Birth / Age	11.09.1981 / 43 years	01.02.1959 / 65 years	12.06.1994 / 30 years	22.01.1953 / 71 years
Nationality	Indian	Indian	Indian	Indian
Qualifications	B.B.A.,	B.E.,	Chartered Accountant	B.Sc.,
Date of first appointment on the Board	30.10.2006	30.05.2008	He is proposed to be appointed as Non-Executive Independent Director w.e.f. September 01, 2024 for first term of five years.	25.11.1986
Board position held	Non Executive Director	Managing Director		Executive Chairman
Brief profile including areas of expertise and experience	More than 25 years experience in General Administration	More than 33 years experience in manufacturing & marketing	Having around 8 years of experience in Taxation, Accounting and Auditing.	More than 42 years as an industrialist and more than 36 years as Managing Director of the Company
Terms and conditions of appointment/re-appointment	Liable to retire by rotation	Liable to retire by rotation	Not liable to retire by rotation	As set out in Item No.6 of the Notice
Number of Board Meetings attended during last Financial Year 2023-24	6 of 6	6 of 6	Not applicable	6 of 6
Remuneration to be paid	Sitting fees only	As approved by Shareholders	Sitting fees only	As set out in Item No.6 of the Notice
Remuneration last drawn	NIL	₹ 326.35 lakhs	NIL	₹ 464.53 lakhs

Name of Director	Smt Rajsri Vijayakumar	Sri. P. Prabakaran	Sri.J.Dinesh Kumar	Sri.B. Vijayakumar
Details of relationship with other Directors, Manager and Key Managerial Personnel of the Company.	Daughter of Sri.B.Vijayakumar and wife of Sri.Rajiv Parthasarathy	No inter-se relationship with other Directors or KMPs	No inter-se relationship with other Directors or KMPs	Smt. Rajsri Vijayakumar - Daughter Sri. Rajiv Parthasarathy - Daughter's Husband
Details of shares held in the Company (including shareholding as a beneficial owner) (as on March 31, 2024)	21,79,156	4,750	Nil	34,54,000
Details of fully convertible warrants	1,50,000	-	-	2,00,000
List of Directorships held in other Companies as on March 31 <sup>st</sup> , 2024	<ol style="list-style-type: none"> <li>1. LGB Forge Limited</li> <li>2. Super Transports Private Limited</li> <li>3. L.G.B.Auto Products Private Limited</li> <li>4. ELGI Automotive Services Private Limited</li> <li>5. Silent Chain India Private Limited</li> <li>6. LG Farm Products Private Limited</li> <li>7. Super Speeds Private Limited</li> <li>8. Paatimaachi Private Limited</li> <li>9. Rajvirdhan Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Silent Chain India Private Ltd</li> <li>2. Netcon Technologies India Private Ltd</li> </ol>	NIL	<ol style="list-style-type: none"> <li>1. LGB Forge Limited</li> <li>2. Elgi Equipments Limited</li> <li>3. South Western Engineering India Private Limited</li> <li>4. LG Sports Private Limited</li> <li>5. L.G.B. Auto Products Private Limited</li> <li>6. LG Farm Products Private Limited</li> <li>7. Super Speeds Private Limited</li> <li>8. Super Transports Private Limited</li> <li>9. Magriver Private Limited</li> <li>10. D Engines Private Limited</li> <li>11. Primekart Zone Private Limited</li> </ol>

Name of Director	Smt Rajsri Vijayakumar	Sri. P. Prabakaran	Sri.J.Dinesh Kumar	Sri.B.Vijayakumar
Name of Listed Companies from which the Director has resigned in the past three years	NIL	NIL	NIL	NIL
Chairman/Member of the Committees of other public companies as on March 31 <sup>st</sup> , 2024 (includes audit committee and stakeholder's relationship committee)	Member of Audit and Stakeholder Relationship committee in LGB Forge Limited	NIL	NIL	NIL