



L.G. BALAKRISHNAN & BROS LIMITED

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

LGB/SEC/STK-PB-RESULTS 2022

20.11.2022

Dear Sirs,

Sub: Submission of Voting Results for Postal Ballot and Scrutinizer Report pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

This is in continuation to our letter dated November 18, 2022 regarding submission of Postal Ballot Notice seeking approval of Shareholders of the Company by way of Special/Ordinary Resolutions for:

S.No	Description of the Resolutions
1	As a Special Resolution: Approval to re-designate Sri. B. Vijayakumar (DIN: 00015583), who is presently the Chairman and Managing Director, as "Executive Chairman" and approval of the variation in the terms of payment of remuneration to him for the remaining period of his tenure as "Executive Chairman" effective from January 01, 2023;
2	As an Ordinary Resolution: Approval of the variation in the terms of payment of remuneration to Sri.P.Prabakaran (DIN.01709564), Managing Director of the Company for the remaining period of his current tenure effective from January 01, 2023; and
3	As a Special Resolution: Approval to re-designate Sri.Rajiv Parthasarathy (DIN: 02495329), who is presently the Whole-time Director (Senior Vice President – Operations), as "Executive Director" and approval of the variation in the terms of payment of remuneration to him for the remaining period of his tenure as "Executive Director" effective from January 01, 2023

The above resolution(s) were placed through Postal Ballot and were passed with requisite Majority and deemed to have been passed on the last day of postal ballot e- voting period i.e. December 18, 2022. In this regard, please find enclosed herewith:

1. Declaration of voting results of the Postal Ballot conducted through electronic means.
2. Scrutinizer's Report dated December 19, 2022.

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NTH JOSHI

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c, cn=LAKSHMIKANTH JOSHI
Date: 2022.12.20 14:40:46 +05'30'



(2)

Kindly take the same on record.

Thanking You,

Yours faithfully,

For L.G.Balakrishnan & Bros Limited

LAKSHMIKANTH JOSHI

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Date=2023.03.30.16.41.18 +05'30'

M.Lakshmi Kanth Joshi

Senior General Manager (Legal) and Company Secretary



L.G. BALAKRISHNAN & BROS LIMITED

Declaration of results of the voting on resolution(s) set out in the Postal Ballot Notice dated October 31, 2022

Pursuant to Section 108, 110 and other applicable provisions, if any, 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 and the relevant circular(s) issued during the year(s) 2020, 2021 and 2022 respectively by the Ministry of Corporate Affairs, Government of India ("MCA Circulars") and the Securities and Exchange Board of India ("SEBI Circulars"), the approval of the members of the Company was sought for passing the Special Resolution(s) / Ordinary Resolution set out in the Postal Ballot Notice dated 31st October, 2022 by means of voting through electronic means (remote e-voting) only.

Postal Ballot Notice containing the resolution(s) together with the statement setting out the material facts concerning the resolution(s) set out in the Postal Ballot Notice were sent to all the members, whose names appeared in the Register of Members / List of Beneficiaries as on Friday, 11th November, 2022 ("cut-off date") through electronic mail and in accordance with the aforesaid MCA and SEBI circulars, the Company had provided its members the facility to vote through remote electronic voting only. The remote e-voting period commenced on Saturday, 19th November, 2022 at 09:00 AM (IST) and the last date for receipt of voting through electronic means was Sunday, 18th December, 2022 at 05:00 PM (IST). The Board of Directors, at their meeting held on 31st October, 2022, had appointed Mr. M D Selvaraj, FCS of M/s. MDS & Associates, Company Secretaries, Coimbatore, as Scrutinizer to conduct the postal ballot voting through remote electronic voting means in a fair and transparent manner and for the purpose of ascertaining the requisite majority.

Accordingly, the Scrutinizer has submitted his report on postal ballot (remote e-voting) and based on his report, it is hereby declared that the Resolution(s) set out in the Postal Ballot Notice dated 31st October, 2022 have been duly passed by the members of the Company with requisite majority and it shall be deemed to have been passed with requisite majority at a duly convened General Meeting of the Company on 18th December, 2022, being the last date specified for receipt of votes through remote e-voting. A copy of the report of the Scrutinizer dated 19th December, 2022 is attached hereto.

BALAKRISHNA
N
VIJAYAKUMAR

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VIJAYAKUMAR
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Date: 2022.12.20 14:42:16 +05'30'



L.G. BALAKRISHNAN & BROS LIMITED

The details of the votes cast on the Resolution(s) passed through the Postal Ballot process are given hereunder:

1.	Date of declaration of Postal Ballot Voting Results	Tuesday, 20 th December, 2022 at 02:00 PM (IST)
2.	Total number of members as on Cut-off date for ascertaining the list of shareholders to whom the notice of Postal Ballot was sent and also for reckoning voting rights	42,632 shareholders (as on 11 th November, 2022)
3.	No. of shareholders in the meeting either in person or through proxy: Promoters and Promoter Group: Public	Not Applicable
4.	No. of shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public	Not Applicable

Item No.1 – Special Resolution (Special Business)

Approval to re-designate Sri. B. Vijayakumar (DIN: 00015583), who is presently the Chairman and Managing Director, as “Executive Chairman” and approval of the variation in the terms of payment of remuneration to him for the remaining period of his tenure as “Executive Chairman” effective from January 01, 2023.

Particulars	No. of remote e-votes	No. of Shares	Percentage to valid votes
(a) Total remote e- votes received	241	1,72,49,629	--
(b) Less: Invalid ballot forms / Abstained	--	--	--
(c) Net Valid ballot forms / e-votes	241	1,72,49,629	100.00
- Assent	234	1,72,47,921	99.99
- Dissent	7	1,708	0.01

Accordingly, the above Resolution has been declared as passed as a **Special Resolution** with requisite majority.

**BALAKRISHNAN
VIJAYAKUMAR**

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Date: 2022.12.20 14:42:40 +05'30'



L.G. BALAKRISHNAN & BROS LIMITED

Item No.2 – Ordinary Resolution (Special Business)

Approval for the variation in the terms of payment of remuneration to Sri. P. Prabakaran (DIN: 01709564), Managing Director of the Company for the remaining period of his current tenure effective from January 01, 2023.

Particulars	No. of remote e-votes	No. of Shares	Percentage to valid votes
(a) Total remote e- votes received	241	1,72,49,629	--
(b) Less: Invalid ballot forms / Abstained	--	--	--
(c) Net Valid ballot forms / e-votes	241	1,72,49,629	100.00
- Assent	233	1,72,31,621	99.90
- Dissent	8	18,008	0.10

Accordingly, the above Resolution has been declared as passed as an **Ordinary Resolution** with requisite majority.

Item No.3 – Special Resolution (Special Business)

Approval to re-designate Sri. Rajiv Parthasarathy (DIN: 02495329), who is presently the Whole-time Director (Senior Vice President – Operations), as "Executive Director" and approval of the variation in the terms of payment of remuneration to him for the remaining period of his tenure as "Executive Director" effective from January 01, 2023.

Particulars	No. of remote e-votes	No. of Shares	Percentage to valid votes
(a) Total remote e- votes received	241	1,72,49,629	--
(b) Less: Invalid ballot forms / Abstained	--	--	--
(c) Net Valid ballot forms / e-votes	241	1,72,49,629	100.00
- Assent	233	1,72,31,621	99.90
- Dissent	8	18,008	0.10

Accordingly, the above Resolution has been declared as passed as a **Special Resolution** with requisite majority.

For L G Balakrishnan & Bros Limited

**BALAKRISHNAN
VIJAYAKUMAR**

Digitally signed by BALAKRISHNAN VIJAYAKUMAR
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Date: 2022.12.20 14:43:02 +05'30'

B. Vijayakumar
DIN: 00015583
Chairman and Managing Director

Date : 20th December, 2022
Place : Coimbatore



"Surya Enclave", 37, Mayflower Avenue, Sowripalayam Road, Coimbatore - 641 028
Phone : 0422-2318780, 2316755 E-mail : mds@mdsassociates.in

**SCRUTINIZER'S REPORT ON POSTAL BALLOT (REMOTE E-VOTING) CONDUCTED
PURSUANT TO THE POSTAL BALLOT NOTICE DATED 31ST OCTOBER, 2022**

Date: 19th December, 2022

To
The Chairman and Managing Director,
L G BALAKRISHNAN & BROS LIMITED
(CIN: L29191TZ1956PLC000257)
6/16/13 Krishnarayapuram Road,
Ganapathy, Coimbatore - 641006,
Tamil Nadu, India

Dear Sir,

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

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 in a fair and transparent manner and for the purpose of ascertaining the requisite majority on the remote e-voting for postal ballot carried out in accordance with the provisions of Sections 108 and 110 of the Companies Act, 2013 ('the Act') read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") and other applicable provisions, if any, of the Act and Rules made thereunder, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the relevant circular(s) issued during the year(s) 2020, 2021 and 2022 respectively by the Ministry of Corporate Affairs, Government of India ("MCA Circulars") and the Securities and Exchange Board of India ("SEBI Circulars") in respect of the Special Resolution(s) / Ordinary Resolution as set out in the Postal ballot Notice dated 31st October, 2022.



Responsibility of the Management

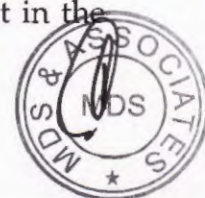
The management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the Rules made thereunder in relation to exercising of voting rights through Postal Ballot and electronic means on the Resolution, as set out in the Postal Ballot Notice dated 31st October, 2022.

Responsibility as a Scrutinizer

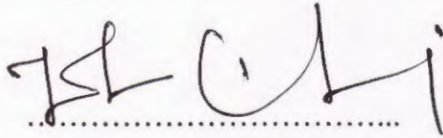
My responsibility, as a Scrutinizer for the Postal Ballot through Remote E-voting process, is restricted to the preparation of the Scrutinizer's Report on the votes cast "in favour" or "against" the Resolution(s), as set out in Item No.1 to Item No.3 of the Postal Ballot Notice dated 31st October, 2022, based on the reports generated from the e-voting system provided by the Central Depository Services (India) Limited (CDSL), the Authorized Agency engaged by the Company for providing remote e-voting facilities.

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

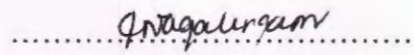
- The Postal Ballot Notice dated 31st October, 2022 along with necessary statement setting out the material facts under Section 102 of the Companies Act, 2013 were sent on Thursday, 17th November, 2022 by Registrar & Share Transfer Agent (RTA) viz., Cameo Corporate Services Limited through electronic mail to those members whose names appeared in the Register of Members / List of Beneficiaries as on Friday, 11th November, 2022 ("cut-off date") and who had registered their email ID with the Company / RTA / Depositories in compliance with the MCA and SEBI Circulars. The Company has also placed the notice of the Postal Ballot on its website.
- The shareholders of the Company holding shares as on the "cut-off" date on Friday, 11th November, 2022 were entitled to vote on the proposed resolution(s) as set out in Item No. 1 to Item No.3 of the said Postal Ballot Notice.
- The remote e-voting period remained open from Saturday, 19th November, 2022, 09:00 AM (IST) to Sunday, 18th December, 2022, 05:00 PM (IST) (both days inclusive). During the said period, the members of the Company, holding shares in physical and / or in dematerialized form, as on the cut-off date i.e. 11th November, 2022 were entitled to vote on the resolution(s) set out in the Notice of Postal ballot through remote e-voting.



- The e-voting module of Central Depository Services (India) Limited (CDSL) was disabled on Sunday, 18th December, 2022 at 05:00 PM (IST) and I, as the Scrutinizer, unblocked the votes cast, on Sunday, 18th December, 2022 at 05:38 PM (IST) in the presence of Mr. John Manoj A (the undersigned as Witness No.1) and Mr. R. Nagalingam (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

Name: Mr. John Manoj A

Witness No.2

Name: R. Nagalingam

- I have scrutinized the remote e-voting for the postal ballot and the 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 report on the result of the remote e-voting in respect of the said resolution(s), as under:



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

Approval to re-designate Sri. B. Vijayakumar (DIN: 00015583), who is presently the Chairman and Managing Director, as "Executive Chairman" and approval of the variation in the terms of payment of remuneration to him for the remaining period of his tenure as "Executive Chairman" effective from January 01, 2023.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Number of Members Voted through electronic voting system	Number of votes cast in favour the Resolution	Percentage of Total Number of votes cast
234	1,72,47,921	99.99

VOTES CAST AGAINST THE RESOLUTION

Number of Members Voted through electronic voting system	Number of votes cast against The Resolution	Percentage of Total Number of votes cast
7	1,708	0.01

INVALID VOTES

Total number of Members whose votes were declared invalid	Total number of invalid votes cast by them
0	0

Note: Thus, the Special Resolution as given in Item No. 1 may be considered as passed with requisite majority.



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

Approval for the variation in the terms of payment of remuneration to Sri. P. Prabakaran (DIN: 01709564), Managing Director of the Company for the remaining period of his current tenure effective from January 01, 2023.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Number of Members Voted through electronic voting system	Number of votes cast in favour the Resolution	Percentage of Total Number of votes cast
233	1,72,31,621	99.90

VOTES CAST AGAINST THE RESOLUTION

Number of Members Voted through electronic voting system	Number of votes cast against The Resolution	Percentage of Total Number of votes cast
8	18,008	0.10

INVALID VOTES

Total number of Members whose votes were declared invalid	Total number of invalid votes cast by them
0	0

Note: Thus, the Ordinary Resolution as given in Item No. 2 may be considered as passed with requisite majority.



SPECIAL BUSINESS**Resolution No: 3****Special resolution**

Approval to re-designate Sri. Rajiv Parthasarathy (DIN: 02495329), who is presently the Whole-time Director (Senior Vice President - Operations), as "Executive Director" and approval of the variation in the terms of payment of remuneration to him for the remaining period of his tenure as "Executive Director" effective from January 01, 2023.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Number of Members Voted through electronic voting system	Number of votes cast in favour the Resolution	Percentage of Total Number of votes cast
233	1,72,31,621	99.90

VOTES CAST AGAINST THE RESOLUTION

Number of Members Voted through electronic voting system	Number of votes cast against The Resolution	Percentage of Total Number of votes cast
8	18,008	0.10

INVALID VOTES

Total number of Members whose votes were declared invalid	Total number of invalid votes cast by them
0	0

Note: Thus, the Special Resolution as given in Item No. 3 may be considered as passed with requisite majority.

Based on the Scrutinizer's Report
Resolution No. 1 to 3 has been passed
with requisite majority

For L G Balakrishnan & Bros Limited

BALAKRISHNAN

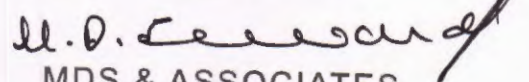
VIJAYAKUMAR

B. Vijayakumar

DIN: 00015583

Chairman and Managing Director

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

UDIN: F000960D002749761

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Date: 2022.12.20 14:43:37 +05'30'