L.G. BALAKRISHNAN & BROS LIMITED

LGB/SEC/STK-BM-2018 21.09.2018

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**

Dear Sirs,

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

This is further to our letter dated 30.08.2018, informing the Stock Exchanges about the decision of the Board of Directors of the Company for variation in the terms of the appointment of Sri.P.Prabakaran (DIN.01709564) and re-designated as a Managing Director of the Company for the remaining period of his tenure effective from 1st October, 2018 & for re-appointment of Sri.P.Prabakaran (DIN.01709564) as the Managing Director of the Company for a further period of 5 years effective from 1st June, 2019 and approval for adoption of new set of Articles of Association in line with the Companies Act, 2013, we enclose a copy of the Postal Ballot Notice and Postal Ballot Form.

The Company has completed dispatch of Postal Ballot Notice and Postal Ballot Form to Members by permitted mode on Thursday, September 20, 2018. The said documents were sent to the Members whose names appear in the Register of Members Beneficial Owners received from Registrar and Share Transfer Agent, NSDL and the CDSL as on Friday, September 14, 2018 ("Cut-off date").

The Company has engaged the services of CDSL for the purpose of providing e-voting facility to Members. The voting through Postal Ballot and e-voting will commence from 9.00 a.m Saturday, September 22, 2018 and end on 5.00 p.m Sunday, October 21, 2018. The results of postal ballot will be declared on or before October 23, 2018.

Kindly take the same on record

Thanking You,

Yours faithfully,
For L.G.Balakrishnan & Bros Limited

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

L.G. BALAKRISHNAN & BROS LIMITED

CIN : L29191TZ1956PLC000257
Regd. Office: 6/16/13, Krishnarayapuram Road, Ganapathy, Coimbatore- 641 006.
Email: secretarial@lgb.co.in, Website: www.lgb.co.in
Phone: 0422 2532325, Fax: 0422 2532333

POSTAL BALLOT NOTICE

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

Dear Shareholder(s),

Notice is hereby given pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") (including any statutory modification or re-enactment thereof for the time being in force) and other applicable provisions of the Act and Rules made there-under and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, that the below mentioned resolution(s) are proposed to be transacted / passed by the Members through postal ballot/ e-voting process:

1. Approval for adoption of new set of Articles of Association in line with the Companies Act, 2013;
2. Approval for variation in the terms of the appointment of Sri.P.Prabakaran (DIN.01709564) and his re-designation as the Managing Director of the Company for the remaining period of his tenure effective from 1st October, 2018; and
3. Approval for re-appointment of Sri.P.Prabakaran (DIN.01709564) as the Managing Director of the Company for a further period of 5 years effective from 1st June, 2019.

The Board of Directors of the Company, at their meeting held on 30th August, 2018, has approved the above matters subject to, inter alia, the approval of the shareholders of the Company and such other authorities as may be required.

The Statement setting out the material facts concerning the resolution(s) set out in Item No. 1 to 3 of the Postal Ballot Notice dated 30th August, 2018 pursuant to Section 102 of the Companies Act, 2013 relating to the resolution is annexed. The Postal Ballot Notice is also placed on the website of the Company www.lgb.co.in.

You are requested to send your assent or dissent for the Resolution(s) set out in Item No.1 to 3 within 30 days in either of the following modes: -

(a) by filling in the necessary details in the Postal Ballot form enclosed, signing the same at the marked place and returning the same in the enclosed postage pre-paid business reply envelope; or

(b) by e-voting through the platform provided by Central Depository Services (India) Limited ("CDSL"), the e-voting agency appointed by the Company for the purpose.

The Board of Directors of the Company vide their resolution passed on 30th August, 2018 has appointed Mr.M.D.Selvaraj, FCS of M/s.MDS & Associates, Company Secretaries, Coimbatore as the Scrutinizer for conducting the voting through postal ballot process and through electronic means in a fair and transparent manner.

Members are requested to carefully read the instructions printed on the Postal Ballot Form and return the Form, duly completed in all respects in the enclosed self-addressed, postage pre-paid envelope, so as to reach the scrutinizer on or before the close of working hours at 5.00 PM on Sunday, the 21st October, 2018. Your assent / dissent received after 5.00 PM on Sunday, the 21st October, 2018 would be strictly treated as if a reply from you has not been received. The postage on the enclosed self-addressed postage pre-paid envelope shall be borne and paid by the Company.

As required under the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is also providing e-voting facility as an alternative to exercising the voting right through postal ballot form. Accordingly, instead of returning the Postal Ballot Form, members may choose to cast their vote electronically through the CDSL e-voting platform. The e-voting platform will be opened for tendering your votes from 9:00 AM on Saturday, the 22nd September, 2018 to 5.00 PM on Sunday, the 21st October, 2018. Members opting for

e-voting may follow the procedure, as recommended by CDSL, which is specified along with this Notice.

The Scrutinizer shall submit his report to the Chairman and Managing Director of the Company. The result of the postal ballot shall be:

(a) Announced on or before the close of business hours on Tuesday, the 23rd October, 2018

(b) Displayed on the website of the Company and CDSL on Tuesday, the 23rd October, 2018 and

(c) Communicated to BSE Limited (BSE) & the National Stock Exchange of India Limited (NSE), the stock exchanges where the equity shares of the company are listed.

In the event, the resolution(s) as set out under Item No.1 to 3 below are assented by the requisite majority of the shareholders by means of Postal Ballot process, it shall be deemed to have been passed as an Ordinary Resolution or Special Resolution, as the case may be, at the General Meeting of the Company and it shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed postal ballot forms or e-voting.

SPECIAL BUSINESS:

Item No.1:

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

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

RESOLVED THAT pursuant to the provisions of section 14 and other applicable provisions, if any of the Companies Act, 2013 read with the rules and regulations made there under including any amendment, re-enactment or statutory modification thereof for the time being in force, the regulations contained in the new set of Articles of Association as placed on the Company's website at www.lgb.co.in are hereby approved and adopted as the Articles of Association of the Company, in place of, in substitution for, and to the entire exclusion of the existing Articles of Association of the Company.

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 1st October, 2018:

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

RESOLVED THAT, in modification of Ordinary Resolution passed at the Annual General Meeting held on 14th July, 2016 and pursuant to Section 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in pursuance of the Nomination & Remuneration Policy and the Articles of Association of the Company, the approval of the members be and is hereby accorded to re-designate and appoint Sri.P.Prabakaran (DIN:01709564), who was earlier designated as the Deputy Managing Director, as the Managing Director of the Company for the remaining period of his tenure with effect from 1st October, 2018 on the following terms and conditions, as recommended by the Nomination & Remuneration Committee and approved by the Audit Committee;

1. **Salary :**

Sl. No	Period	Amount (Rs. in Lakhs)
1	01.10.2018 to 31.05.2019	40.00

2. **Commission:** An amount equal to 0.5 % of the Net Profits of the Company for the financial year ended 31st March, 2019 computed in accordance with Section 198 of the Companies Act, 2013.

3. **Other Benefits:** Contribution to Provident fund / Superannuation / Gratuity as per the rules of the Company and this shall not be included in computation of ceiling on remuneration.

4. **Minimum Remuneration:** In the event of loss or inadequacy of profits in any financial year during the tenure of his appointment, the remuneration payable to the Managing Director shall be subject to the limits prescribed in Section II of Part II of Schedule V of the Companies Act, 2013. The Managing Director shall not be entitled to any Sitting Fee for attending the Meeting of the Board of Directors or a Committee thereof. He shall not be eligible for any other benefits other than the above.

RESOLVED FURTHER THAT Sri. P. Prabakaran (DIN:01709564) shall be liable to retire by rotation and if re-appointed, the same shall not be treated as break in the service as Managing Director.

L G BALAKRISHNAN & BROS LTD COMPANY SECRETARY

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter or vary the component and elements of remuneration payable to Sri.P.Prabakaran (DIN:01709564), in such a manner as agreed to between the Board of Directors and Sri.P.Prabakaran (DIN.01709564) within the overall limit as set out above.

Item No.3

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

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

RESOLVED THAT pursuant to Section 196, 197, 198, 203, Schedule V and other applicable provisions if any of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in pursuance of the Nomination & Remuneration Policy and the Articles of Association of the Company, the approval of the members be and is hereby accorded for the re-appointment of Sri.P.Prabakaran (DIN.01709564) as the Managing Director of the Company for a further period of five (5) years w.e.f. 1st June, 2019 on the following terms and conditions, as recommended by the Nomination & Remuneration Committee and approved by the Audit Committee;

1. **Salary :**

Sl. No	Period	Amount (Rs. in Lakhs)
1	01.06.2019 to 31.05.2020	66.00
2	01.06.2020 to 31.05.2021	72.00
3	01.06.2021 to 31.05.2022	78.00
4	01.06.2022 to 31.05.2023	84.00
5	01.06.2023 to 31.05.2024	90.00

2. **Commission:** An amount equal to 0.5 % of the Net Profits of the Company in each financial year computed in accordance with Section 198 of the Companies Act, 2013.

3. **Other Benefits:** Contribution to Provident fund / Superannuation / Gratuity as per the rules of the Company and this shall not be included in computation of ceiling on remuneration.

4. **Minimum Remuneration:** In the event of loss or inadequacy of profits in any financial year during the tenure of his appointment, the remuneration payable to the Managing Director shall be subject to the limits prescribed in Section II of Part II of Schedule V of the Companies Act, 2013. The Managing Director shall not be entitled to any Sitting Fee for attending the Meeting of the Board of Directors or a Committee thereof. He shall not be eligible for any other benefits other than the above.

RESOLVED FURTHER THAT Sri. P. Prabakaran (DIN.01709564) shall be liable to retire by rotation and if re-appointed, the same shall not be treated as break in the service as Managing Director.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter or vary the component and elements of remuneration payable to Sri.P.Prabakaran (DIN.01709564), Managing Director in such a manner as agreed to between the Board of Directors and Sri.P.Prabakaran (DIN.01709564) within the overall limit as set out above.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

Upon enactment of the Companies Act, 2013, various provisions of the Companies Act, 1956 have been repealed and in view of the same the Articles of Association of the Company needs to be re-aligned as per the provisions of the new Act. The Board of Directors, at their meeting held on 30th August, 2018, has proposed to adopt a new set of Articles of Association in line with the Companies Act, 2013, in the place of and to the exclusion of existing Articles of Association of the Company, subject to the approval of members.

Pursuant to the provisions of Section 14 of the Companies Act, 2013, the consent of the Members by way of special resolution is required for adoption of new set of Articles of Association of the Company. The Board of Directors recommends the Special Resolution as set out in Item No.1 of the Postal Ballot Notice dated 30th August, 2018 for the approval of the members.

A copy of the draft Articles of Association of the Company is available on the website of the Company and can be viewed by the members through the web-link www.lgb.co.in. Both the existing and new set of Articles of Association of the Company are available for inspection at the Registered Office of the Company on any working day between 11.00 A.M. and 1.00 P.M. except Saturdays till the closure of the voting.

None of the Directors, Key Managerial Personnel, relatives of Directors and Key Managerial Personnel of the Company is directly or indirectly, financially or otherwise, interested or concerned in the special resolution set out under Item No.1 except to the extent of their shareholding in the Company.

Item No.2 & 3

Sri.P.Prabakaran (DIN.01709564) was re-appointed as the Deputy Managing Director, subject to retirement by rotation, through an ordinary resolution passed by the members of the Company at their 60th Annual General Meeting held on 14th July, 2016, for a period of 3 years with effect from 1st June, 2016. Recognizing the significant role of Sri.P.Prabakaran (DIN.01709564) for the growth of the Company to the present level and keeping in view the role and responsibilities shouldered by him, the Board of Directors, at their meeting held on 30th August, 2018, has approved the variation in the terms of appointment of Sri.P.Prabakaran (DIN.01709564) and re-designated him as the Managing Director of the Company, subject to retirement by rotation, for the remaining period of his tenure with effect from 1st October, 2018, on the terms and conditions as set out under Item No.2 of the Postal Ballot Notice dated 30th August, 2018, subject to the approval of the members.

Keeping in view the growth of the Company and the role and responsibilities shouldered by Sri.P.Prabakaran (DIN.01709564), the Board of Directors, at their meeting held on 30th August, 2018, has also approved the re-appointment of Sri.P.Prabakaran (DIN.01709564) as the Managing Director of the Company, subject to retirement by rotation, for a further period of 5 years with effect from 1st June, 2019, on the terms and conditions as set out under Item No.3 of the Postal Ballot Notice dated 30th August, 2018, subject to the approval of the members.

The variation in the terms of appointment of Sri.P.Prabakaran (DIN.01709564) and his re-designation as the Managing Director and thereafter, his re-appointment for a further period of 5 years with effect from 1st June, 2019 including the payment of remuneration, has been recommended by the Nomination and Remuneration Committee and further, it has been approved by the Audit Committee of the Company, at their respective meeting(s) held on 23rd August, 2018.

The general information as required under Section II, Part II of Schedule V of the Companies Act, 2013 and the disclosure as required in accordance with Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) issued by the ICSI has been annexed and forms part of this notice.

Pursuant to Section 196(4) of the Companies Act, 2013, the Ordinary Resolution(s) set out under Item No.2 & 3 of the Postal Ballot Notice dated 30th August, 2018 are being placed before the members for approval. Accordingly, the Board of Directors recommends the Ordinary Resolution(s), as set out in Item No.2 & 3, for the approval of the members.

Members are informed that the variation in the terms of appointment and re-designation of Sri.P.Prabakaran (DIN:01709564) as Managing Director for the remaining period of his tenure effective from 1st October, 2018 and his re-appointment as Managing Director thereafter for a further period of 5 years with effect from 1st June, 2019 and the payment of remuneration, as set out under Item No.2 & 3 of the Postal Ballot Notice dated 30th August, 2018, 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.

The draft agreement, setting out the terms and conditions of the aforementioned variation in the terms of appointment / re-designation and re-appointment as Managing Director, proposed to be entered into with Sri.P.Prabakaran (DIN.01709564), would be available for inspection by the members of the Company at the Registered Office of the Company on any working day between 11.00 A.M. and 1.00 P.M. except Saturdays till the closure of the meeting.

Except Sri.P.Prabakaran (DIN.01709564), being the Appointee Managing Director, none of the other Directors, Key Managerial Personnel, relatives of Directors and Key Managerial Personnel of the Company is directly or indirectly, financially or otherwise, interested or concerned in the Ordinary Resolution(s) set out under Item No.2 & 3.

By Order of the Board
For L.G. Balakrishnan & Bros Ltd
M. Lakshmikanth Joshi
General Manager (Legal) and
Company Secretary

Coimbatore
30.08.2018

Notes:

1. The general information as required under the Schedule V of the Companies Act, 2013 and the disclosure required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standards on General Meetings (SS-2) issued by The Institute of Company Secretaries of India ("ICSI") in respect of the Director seeking appointment / re-appointment through Postal Ballot is annexed and forms part of this notice.

2. The Board of Directors of the Company has appointed Mr.M.D.Selvaraj, FCS of MDS & Associates, Company Secretaries, Coimbatore as the Scrutinizer for conducting the postal ballot in a fair and transparent manner.

3. The approval of the shareholders is being sought through the Postal Ballot, pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for which a separate Ballot paper is circulated to the members along with this notice.

4. Voting period commences from 9:00 AM on Saturday, the 22nd September, 2018 and ends at 5.00 PM on Sunday, the 21st October, 2018 for the members exercising their voting either by Postal Ballot or through E-voting within 30 days from date of dispatch of the notice.

5. The Notice is being sent to all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited **("NSDL")**/Central Depository Services (India) Limited **("CDSL")** as on 14th September, 2018 (cut-off date).

6. The members whose names appear in the Register of Members/ Record of Depositories as on Friday the 14th September, 2018 will only be considered for voting. In case a person, who is not a shareholder of the company as on the cut-off date receives this Notice, the same should be treated as being sent for informative purposes.

7. Members have the option either to vote through the e-voting process or through the Postal Ballot Form. Members who have received the Postal Ballot Notice by email and who wish to vote through Postal Ballot Form can download Postal Ballot Form from the Company's website www.lgb.co.in

8. Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed with the Assent (For) Dissent (Against) in the attached Business Reply envelope so as to reach the Scrutinizer on or before 5:00 PM on Sunday the 21st October, 2018 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the member. Hence the members are requested to send the duly completed Postal Ballot Form well before Sunday the 21st October, 2018, providing sufficient time for postal transit.

9. The result of the Postal Ballot shall be announced on or before 5:00 PM on Tuesday, 23rd October, 2018 at the registered office of the Company and shall also be displayed on the Company's website www.lgb.co.in, on the website of CDSL and will also be communicated to BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE), the stock exchanges where the equity shares of the Company are listed.

10. The Postal Ballot Form and self-addressed, pre-paid postage envelopes are enclosed for use of the shareholders and it bears the address to which the duly completed Postal Ballot Forms are to be sent. The facility of voting by electronic means is being provided by Central Depository Services (India) Limited ('CDSL') for which the required procedure is incorporated in the Postal Ballot Notice.

11. The Postal Ballot Notice and Form have been placed on Company's website www.lgb.co.in and CDSL e-voting website www.evotingindia.com and will remain on such website until the last date of receipt of the Postal Ballot from members.

12. The voting rights of members shall be in proportion to their share of the paid-up equity share capital of the Company as on 14th September, 2018.

INSTRUCTIONS FOR VOTING:

A. VOTING THROUGH POSTAL BALLOT FORM

Instructions regarding voting through Postal Ballot Form have been given on the reverse side of the Postal Ballot Form

B. REMOTE E-VOTING FACILITY

Pursuant to Section 110 of the Companies Act, 2013 and applicable rules made there under, the Company is pleased to offer e-voting facility for the members to enable them to cast their votes electronically. For this purpose, the Company has signed an agreement with

the Central Depository Services (India) Limited ("CDSL") for facilitating e-voting. Members have option to vote either through e-voting or through the Postal Ballot Form. If a member has opted for e-voting, then he/she should not vote by Postal Ballot also and vice-versa. However, in case members cast their vote both via physical ballot and e-voting, then voting through e-voting shall prevail and voting done by physical ballot shall be treated as invalid.

The instructions for members for voting electronically are as under: -

i. The voting period begins on Saturday, the 22nd September, 2018 at 9.00 AM and ends on Sunday the 21st October, 2018 at 5.00 PM. 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 Friday, the 14th September, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

ii. The shareholders should log on to the e-voting website www.evotingindia.com.

iii. Click on Shareholders.

iv. 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) Members holding shares in Physical Form should enter Folio Number registered with the Company.

v. Next enter the Image Verification as displayed and Click on Login.

vi. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.

vii. If you are a first-time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). i. Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. ii. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details or Date of Birth (DOB)	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. 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 as mentioned in instruction (iv).

viii. After entering these details appropriately, click on "SUBMIT" tab.

ix. Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.

x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

xi. Click on the EVSN for 'L.G. Balakrishnan & Bros Limited'.

xii. 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.

xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

xiv. 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.

xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xvi. You can also take print out of the voting done by you by clicking on "Click here to print" option on the Voting page.

xvii. If 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.

xviii. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

xix. Note for Non - Individual Shareholders and Custodians

a. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

c. 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.

d. The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

e. 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.

xx. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

The Scrutinizer will submit his report after completion of scrutiny, on or before Tuesday, the 23rd October, 2018. The Chairman and Managing Director or any other person authorized by him will announce the results of the voting by Postal Ballot on or before 5.00 PM on Tuesday, the 23rd October, 2018 at the Registered Office of the Company.

General information and disclosure as required under Section II, Part II of Schedule V of the Companies Act, 2013 is furnished herein below;

I. General Information:

1.	Nature of Industry	Engineering Industry		
2.	Date or expected date of commencement of commercial production	The Company was incorporated on 24th March 1956 and commenced commercial production subsequently in the same year.		
3.	In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable		
4.	Financial performance based on given indicators	**Particulars**	**Year ended 31.03.2018**	**Year ended 31.03.2017**
			(Rs. in Crores)	
		Turnover (net)	1355.55	1287.20
		Profit Before Tax	122.76	90.47
		Profit after Tax	80.10	66.05
		Paid up Capital	15.69	15.69
		Reserves & Surplus	542.56	480.97
		Basic Earning per Share	51.03	42.08
5.	Foreign investments or collaborations, if any	NIL		

II. Information about the Appointee:

1.	Background details	Sri. P. Prabakaran is a Mechanical Engineer from Madras University. He has been associated with the Company for the past 28 years and undertaken multiple assignments in product development, manufacturing, sales, marketing and distribution functions in the Company

2.	Past remuneration	Rs.81.56 Lakhs as on 31.03.2018
3.	Recognition or awards	NIL
4.	Job profile and his suitability	He is instrumental for the expansion and the growth of the Industry for the present level.
5.	Remuneration proposed	As set out under Item No.2 & Item No.3 of the Postal Ballot Notice dated 30th August, 2018 respectively
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with reference to the Country of his origin)	The proposed remuneration package is commensurate with his competence and responsibility in the Company and also with remuneration paid by comparable Companies for similar positions.
7.	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	Except for receiving remuneration, Sri.P.Prabakaran has no pecuniary relationship with the Company or with the Directors or Key Managerial Personnel.

III. Other Information:

1.	Reasons of loss or inadequate profits	Not Applicable
2.	Steps taken or proposed to be taken for improvement	Not Applicable
3.	Expected increase in productivity and profits in measurable terms	Not Applicable

IV. Disclosures:

1.	The following disclosures shall be mentioned in the Board of Director's report under the heading "Corporate Governance", if any, attached to the Financial statement: (i) all elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors; (ii) details of fixed component and performance linked incentives along with the performance criteria; (iii) service contracts, notice period, severance fees; and (iv) stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.	The Company shall make requisite disclosure on the remuneration of the appointee Managing Director in the Board of Director's report under the heading "Corporate Governance" for the relevant financial year(s),

The disclosure in accordance with Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) issued by the ICSI is furnished below;

Name	P.Prabakaran
DIN	01709564
Date of Birth / Nationality	01.02.1959 / Indian
Age	60
Educational Qualification	B.E
Experience	28 Years
Area of Expertise	More than 28 years experience in Business
Date of first Appointment on the Board	01.06.2008
Inter-se relationship with other Director / Manager and other KMP	Sri.P.Prabakaran is not related to any of the Directors or Key Managerial Personnel of the Company
No. of Shares held in the Company	800 Equity Shares of Rs.10/- each
Board Position held	Deputy Managing Director
Terms and Conditions of Appointment / Re-appointment	As specified in item No.2 & 3 of the Postal Ballot Notice
Remuneration sought to be paid	As specified in item No.2 & 3 of the Postal Ballot Notice
Remuneration last drawn (if applicable)	Gross remuneration drawn as on 31.03.2018:Rs.81.56 Lakhs as Deputy Managing Director
Number of Board Meetings attended during the year	3
Other Directorships held, if any	1.Silent Chain India Private Limited 2.Netcon Technologies India Private Limited 3.Netcon Network Academy (India) Private Limited
Chairmanship / Membership in the Committees of the Board of Other Companies	NIL

For L.G. BALAKRISHNAN & BROS LTD

M. LAKSHMI KANTH JOSHI
General Manager cum Company Secretary
Coimbatore
30.08.2018

By Order of The Board
For L.G. Balakrishnan & Bros Ltd
M. Lakshmikanth Joshi
General Manager (Legal) and
Company Secretary

L.G. BALAKRISHNAN & BROS LIMITED

CIN : L29191TZ1956PLC000257
Regd. Office: 6/16/13, Krishnarayapuram Road, Ganapathy, Coimbatore- 641 006.
Email: secretarial@lgb.co.in, Website: www.lgb.co.in Phone: 0422 2532325, Fax: 0422 2532333

Serial No.:

POSTAL BALLOT FORM

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

(Please read the instructions printed overleaf carefully before completing this form.)

1. Registered Folio No./ DP ID No. & Client ID No. * *(Applicable to investors holding shares in dematerialized form)
2. Name(s) and Registered Address of the sole/first named Shareholder / Beneficial owner, including Joint holder(s), if any (in block letters)
3. Number of shares held

I/We hereby exercise my/our vote in respect of the following resolutions to be passed through Postal Ballot for the businesses stated in the Postal Ballot Notice dated 30th August, 2018 of the Company by conveying my/our assent or dissent to the said Resolutions by placing the tick (✓) mark at the appropriate box below:

Item No.	Item Description	No. of Shares	Nature of Voting Please tick(✓) in appropriate box below	
			I/We assent the resolution (FOR)	I/We dissent the resolution (AGAINST)
1.	Adoption of new set of Articles of Association in line with the Companies Act, 2013:			
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 1st October, 2018:			
3.	Re-appointment of Sri.P.Prabakaran (DIN:01709564) as Managing Director for a further period of 5 years with effect from 1st June, 2019:			

Place :

Date :

Signature of share holder
(Refer instruction No.d. over leaf)

ELECTRONIC VOTING PARTICULARS

(If desirous of E-voting, please read the instructions given in the Postal Ballot Notice before exercising the same.)

EVSN (Electronic Voting Sequence Number)	*PASSWORD

*Please use default PAN for those who have not registered their PAN.

Notes :

(i) If the voting rights are exercised electronically, there is no need to use this form.

(ii) Last date for receipt of Postal Ballot Form by Scrutinizer is Sunday, 21st October, 2018 (5.00 PM).

(PTO)

For L.G. BALAKRISHNAN & BROS LTD

M. LAKSHMI KANTH JOSHI
General Manager cum Company Secretary
MEM NO. 14273

INSTRUCTIONS

For Voting through Physical Postal Ballot Form

a) A member desiring to exercise his vote by postal ballot may complete the Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if sent by courier at the expenses of the registered member will also be accepted.

b) Please convey your assent/ dissent in this Postal Ballot Form. The assent/ dissent received in any other form shall not be considered valid.

c) The votes should be cast in favour of or against the resolution by putting the tick mark (ó) in the column provided for assent or dissent. Postal Ballot Form bearing (ó) in both the column will render the form invalid.

d) The Postal Ballot Form should be completed and signed by the member. In case of joint holding, the Postal Ballot Form should be completed and signed (as per specimen signature registered with the company) by the first named member and in his absence, by the next named member.

e) The Postal Ballot Form shall not be exercised by a Proxy.

f) In case of shares are held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/Authority of the Shareholder.

g) Incomplete, unsigned or incorrectly ticked Postal Ballot Form shall be rejected.

h) In case the number of shares is not mentioned against the resolutions, it will be deemed that the member has exercised his votes for the entire shares held by him.

i) In addition to the reasons as mentioned above for rejection, Postal Ballot Form/Votes will be considered invalid on the following grounds:

   a. If a form other than the one issued by the company has been used.

   b. If the Postal Ballot Form has not been signed by or on behalf of the member.

   c. If the shareholders' signature does not match with the specimen signature registered with the Company.

   d. If it is not possible to determine without any doubt the assent or dissent of the member.

   e. If assent or dissent is not mentioned

   f. If assent or dissent is given subject to some amendment to the resolution or condition.

   g. If any competent authority has given direction in writing to the company to freeze the voting rights of a member

   h. If the envelope containing the Postal Ballot Form is received after the last date and time prescribed.

   i. If the postal Ballot form is signed by a representative of a member and is not accompanied by a certified copy of the specific authority.

   j. If the Postal Ballot Form is filled in pencil or signed in pencil

   k. If the Postal Ballot Form is received torn or defaced or mutilated to an extent that it is difficult for the Scrutinizer to identify either the shareholder or the number of votes or as to whether the votes are in favour or against or if the signature could not be checked or one or more of the grounds.

j) In terms of the provisions of Rule 22 of the Companies (Management and Administration) Rules, 2014 Mr.M.D.Selvaraj, FCS of MDS & Associates, Company Secretaries, Coimbatore has been appointed as Scrutinizer for conducting the postal ballot. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours (ie. 5.00 PM) on Sunday, 21st October 2018. All Postal Ballot Forms received after the last date will be strictly treated as if the reply from such a member has not been received.

k) Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.

l) A member is neither required to cast all his/her votes nor he/she is required to vote in the same manner.

m) There shall be one Postal Ballot Form for every Folio/ Client ID, irrespective of the number of Joint holders. In case two forms are received for a Folio/ Client ID, then the Postal Ballot Form received first alone shall be considered.

n) In case members cast their vote both via physical ballot and e-voting, then voting through e-voting shall prevail and voting done by physical ballot shall be treated as invalid.

o) Members receiving the Postal Ballot notice by email may request for a duplicate Postal Ballot Form, if so required from M/s. Cameo Corporate Services Limited, ISubramanian Buildingî No.1, Club House Road Chennai ñ 600002, E-mail ID: cameo@cameoindia.com, However, the duplicate Postal Ballot forms should reach the Scrutinizer not later than the date specified in (j) above.

p) Members who have received Postal Ballot Form and are desirous of casting their votes by e-voting may follow e-voting procedure given in the Postal Ballot Notice.

q) The Scrutinizer's decision on the validity of a Postal Ballot Form will be final.

For L.G. BALAKRISHNAN & BROS LTD

M LAKSHMI KANTH JOSHI
General Manager cum Company Secretary
MEM NO. 14273