L.G. BALAKRISHNAN & BROS LIMITED

LGB/SEC/STK-BM-2018 09.05.2018

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 28.04.2018, informing the Stock Exchanges about the decision of the Board of Directors of the Company to issue Bonus Shares in the ratio of 1 (One) Equity Share of Rs.10/- each for every 1 (One) Equity Share of Rs.10/- each held by the Members of the Company as on record date, subject to necessary approvals. In terms of Regulation 30 of the SEBI Listing Regulation, we enclose a copy each 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 Tuesday, May 08, 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 , May 04 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 Wednesday, May 09, 2018 and end on 5.00 p.m Thursday, June 07, 2018. The results of postal ballot will be declared on or before June 09, 2018.

The **Record Date** will be **June 16, 2018** if the Bonus issue is approved by the Shareholders.

The above documents are also available on the website of the Company: http://www.lgb.co.in/pdf/LGB-Postal-Ballot-Notice-2018.pdf

Kindly take the same on record

Thanking You,

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

M.Lakshmi Kanth Joshi
General Manager Cum Company Secretary

L.G. BALAKRISHNAN & BROS LIMITED

CIN : L29191TZ1956PLC000257
Regd. Office: 6/16/13, Krishnarayapuram Road, Ganapathy, Coimbatore- 641 006.
Email: info@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 thereunder and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, that the below mentioned resolution for issue of bonus equity shares is proposed to be transacted/passed by the Members as a Special Resolution through postal ballot/ e-voting process.

The Board of Directors of the Company, at their meeting held on 28th April 2018, have approved the Issue of Bonus Equity Shares 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 set out in Item No. 1 of the Postal Ballot Notice dated 28th April 2018 pursuant to Section 102 of the Companies Act, 2013 relating to the resolution is annexed. The Postal Ballot Notice is placed on the website of the Company www.lgb.co.in.

You are requested to send your assent or dissent for the Resolution 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 28th April 2018 has appointed Mr. M.D. Selvaraj, FCS of M/s. MDS & Associates, Company Secretaries, Coimbatore as 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 Thursday, the 7th June 2018. Your assent/ dissent received after 5.00 PM on Thursday, the 7th June 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 Wednesday the 9th May 2018 to 5.00 PM on Thursday, the 7th June 2018. Members opting for e-voting may follow the procedure, as recommended by CDSL, which is specified along with this Notice.

For L.G. BALAKRISHNAN & BROS LTD.

M. LAKSHMI KANTH JOSHI
General Manager cum Company Secretary

L.G. BALAKRISHNAN & BROS LTD. CBE-6 GANAPATHY

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

- Announced on or before the close of business hours on Saturday, 9th June 2018
- Displayed on the website of the Company and CDSL on Saturday, 9th June 2018 and
- 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 as set out below is assented by the requisite majority of the shareholders by means of Postal Ballot process, it shall be deemed to have been passed as a Special Resolution 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:

Issue of Bonus Equity Shares

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

"**RESOLVED THAT** in accordance with the provisions of Section 63 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India ("SEBI") (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("the ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI and the Reserve Bank of India ("RBI") from time to time, the enabling provisions of the Articles of Association of the Company and subject to such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities and subject to such terms and modifications, if any, as may be specified while according such approvals and subject to acceptance of such conditions or modifications by the Board of Directors, consent of the members be and is hereby accorded to the Board of Directors of the Company ('the Board', which term shall include any Committee authorised by the Board to exercise its powers including powers conferred on the Board by this resolution) for capitalisation of a sum not exceeding ₹ 15,69,62,080/- (Rupees Fifteen Crores Sixty Nine Lakhs Sixty Two Thousand and Eighty Only) from and out of the Securities Premium Account, General Reserve Account and/or any other permitted reserves / surplus of the Company, as may be considered appropriate for the purpose of issue of bonus equity shares of ₹ 10/- (Rupees Ten only) each, credited as fully paid to the eligible members of the Company holding equity shares of ₹10/- (Rupees Ten only) each of the Company whose names appear in the Register of Members maintained by the Company/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on a 'Record Date' to be determined by the Board for this purpose, in the proportion of 1:1 i.e., 1 (One) new fully paid-up equity share of ₹ 10/- (Rupees Ten only) each for every 1 (One) existing fully paid-up equity share of ₹ 10/- (Rupees Ten only) each held by them and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such member;

RESOLVED FURTHER THAT the bonus equity shares so allotted shall rank pari passu in all respects with the existing fully paid-up equity shares of the Company as existing on the Record Date;

RESOLVED FURTHER THAT the bonus equity shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company;

RESOLVED FURTHER THAT in the case of members who hold shares in dematerialised form, the bonus equity shares shall be credited to the respective beneficiary accounts of the members with their respective Depository Participant(s) and in the case of members who hold equity shares in certificate form, the share certificate(s) in respect of the bonus equity shares shall be despatched, within such time as prescribed by law and the relevant authorities;

T.G BALAKRISHNAN & BROS LTD. COIMBATORE

RESOLVED FURTHER THAT the issue and allotment of the bonus equity shares to Non-Resident Members, Persons of Indian Origin (PIO), Foreign Institutional Investors (FIIs), Overseas Corporate Bodies (OCB) and other Foreign Investors, be subject to the approval of RBI or any other regulatory authority, as may be necessary;

RESOLVED FURTHER THAT the Board (including any committee thereof) be and is hereby authorised to take necessary steps for listing of such bonus equity shares on the Stock Exchanges where the securities of the Company are presently listed as per the provisions of the Listing Regulations and other applicable regulations, rules and guidelines;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board (including any committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things and to give such directions as may be necessary, proper, expedient or desirable and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

The Book Value of the Company has surpassed ₹ 550 Crores and the Market Capitalization of the Company is around 3 times of the Book Value. It is felt therefore that the current Number of Equity Shares can be generously doubled and the Company can still maintain its Dividend Pay-out its growth. Parallelly this will improve the Liquidity in the Share Market. The Board of Directors, at its meeting held on 28th April, 2018 has, subject to consent of the members of the Company, approved and recommended issue of bonus Equity Shares of ₹ 10/- (Rupees Ten only) each credited as fully paid-up to eligible members of the Company in the proportion of 1 : 1 i.e., (one) new fully paid-up equity share of ₹ 10/- (Rupees Ten only) each for every 1 (one) existing fully paid-up equity share of ₹ 10/- (Rupees Ten only) each by capitalising a sum not exceeding ₹ 15,69,62,080/- (Rupees Fifteen Crores Sixty Nine Lakhs Sixty Two Thousand and Eighty only) out of the Securities Premium Account, General Reserve Account and/or any other permitted reserves / surplus of the Company, as may be considered appropriate.

Article 19B of the Articles of Association of the Company permits capitalisation of any part of the amount for the time being standing to the credit of any of the Company's reserve accounts (including securities premium account and capital redemption reserve account), or to the credit of the profit and loss account, or otherwise available for distribution by applying the same towards payment of unissued shares to be issued to the members as fully paid bonus shares.

The Company has not defaulted in payment of interest or principal in respect of fixed deposits, and in respect of the payment of statutory dues of the employees such as contribution to provident fund, gratuity and bonus.

Pursuant to Section 63 of the Companies Act, 2013, the approval of the members is required for issue of bonus equity shares. Accordingly, the special resolution as set out in Item No.1 of the Notice is placed before the members for their approval.

The Board recommends the special resolution as set out in Item No.1 of the Notice for the approval of the members.

Relevant documents referred in this Postal Ballot notice are available for inspection of the members at the Registered Office of the Company during office hours on all working days till 7th June 2018.

None of the Directors / Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this Postal Ballot Notice except to the extent of their shareholding in the Company.

By Order of the Board
For L.G. Balakrishnan & Bros Limited
M. Lakshmi Kanth Joshi
General Manager cum
Company Secretary

Coimbatore
28.04.2018

Notes:

1. 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.
2. The approval of the shareholders is being sought through the Postal Ballot, pursuant to

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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.

3. Voting period commences from 9:00 AM on Wednesday the 9th May 2018 to 5:00 PM on Thursday the 7th June 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.

4. 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 4th May 2018 (cut-off date).

5. The members whose names appear in the Register of Members/ Record of Depositories as on Friday the 4th May 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.

6. 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

7. 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 Thursday the 7th June 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 Thursday the 7th June 2018, providing sufficient time for postal transit.

8. The result of the Postal Ballot shall be announced on or before 5:00 PM on Saturday, 9th June 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.

9. The Postal Ballot Form and self-addressed, postage pre-paid 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.

10. 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.

11. The voting rights of members shall be in proportion to their share of the paid-up equity share capital of the Company as on 4th May 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.

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

i. The voting period begins on Wednesday 9th May 2018 at 9.00 AM and ends on Thursday the 7th June 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 of 4th May 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) • 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. • 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'.

L G BALAKRISHNAN & BROS LTD. GANAPATHY CBE-6

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

- 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.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- 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.
- 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.
- 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 Saturday, 9th June 2018. The Chairman cum Managing Director or Deputy Managing Director will announce the results of the voting by Postal Ballot on or before 5.00 PM Saturday, 9th June 2018 at the Registered Office of the Company.

By Order of the Board
For L.G. Balakrishnan & Bros Limited
M. Lakshmi Kanth Joshi
General Manager cum
Company Secretary

Coimbatore
28.04.2018

Enclosure:

1. Postal Ballot Form
2. Postage prepaid envelope

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 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 Special Resolution proposed to be passed through postal ballot for the business stated in the Notice dated 28th April 2018 as per the resolution with explanatory statement by conveying my / our assent or dissent to the said resolution 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.	Approval for issue of bonus equity shares pursuant to 63 of the Companies Act, 2013 read with relevant Rules made thereunder and Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009			

Place :

Date :

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

(PTO)

E-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)	USER ID	PASSWORD*
180504012	Folio No. / Client ID	PAN / Bank Account No / Date of Birth

*** Physical Shareholders who do not have PAN should enter No. of Shares they hold as their password if they prefer to exercise e-voting.**

COMMENCEMENT OF e-VOTING	END OF e-VOTING
From 9.00 AM on Wednesday, May 9, 2018	Upto 5.00 PM on Thursday, June 7, 2018

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 Thursday, 7th June 2018 (5.00 PM).

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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 (✓) in the column provided for assent or dissent. Postal Ballot Form bearing (✓) 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 Thursday, 7th June 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 the Registred Office of the Company. 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.