



|                                                                                                |                                                                                                                            |
|------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|
| Bombay Stock Exchange Limited<br>Phiroze Jeejeebhoy Towers,<br>Dalal Street,<br>MUMBAI 400 001 | The National Stock Exchange of India Limited<br>“Exchange Plaza”<br>Bandra Kurla Complex<br>Bandra (E)<br>Mumbai – 400 051 |
|------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|

09.06.2018

**SUB: Result of Postal Ballot Process pursuant to provisions of Section 110 of the Companies Act, 2013 read with Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (as amended) the Company has conducted the process of Postal Ballot for seeking the consent of the Shareholders by means of passing Special Resolution for “Issue of Bonus Equity Shares.”

Further pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the results of the voting by Postal Ballot (including e-voting). We are also enclosing Scrutinizer's Report dated 08<sup>th</sup> June, 2018 for your kind reference.

Please take the same on your record.

Thanking You,  
Yours Faithfully,  
**For L.G.BALAKRISHNAN & BROS LIMITED**

**BALAKRISHNAN VIJAYAKUMAR**  
Digitally signed by BALAKRISHNAN VIJAYAKUMAR  
DN: cn=B, o=Person  
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serialNumber=ca; c=IN, o=55513a326c338f0b34ac5a408187b2b  
231250d6c8b0b343, cn=BALAKRISHNAN VIJAYAKUMAR  
Date: 2018.06.08 07:23:29 +05'30'

**B.VIJAYAKUMAR**  
**CHAIRMAN CUM MANAGING DIRECTOR**





# L.G. BALAKRISHNAN & BROS LIMITED

## Format for Voting Results

|                                                                                      |            |
|--------------------------------------------------------------------------------------|------------|
| <b>Date of the AGM/EGM</b>                                                           | 09-06-2018 |
| <b>Total number of shareholders on record date</b>                                   | 15982      |
| <b>No. of shareholders present in the meeting either in person or through proxy:</b> |            |
| Promoters and Promoter Group:                                                        | N.A        |
| Public:                                                                              | N.A        |
| <b>No. of Shareholders attended the meeting through Video Conferencing</b>           |            |
| Promoters and Promoter Group:                                                        | N.A        |
| Public                                                                               | N.A        |

### Item No. 1 :

Resolution required : (Ordinary/Special)

**Special Resolution**

Whether promoter/promoter group are interested in the agenda / resolution

No

| Category                    | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes in favour | No. of Votes against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|-----------------------------|----------------|--------------------|---------------------|-----------------------------------------|------------------------|----------------------|--------------------------------------|------------------------------------|
|                             |                | (1)                | (2)                 | (3)=[(2)/(1)]*100                       | (4)                    | (5)                  | (6)=[(4)/(2)*100]                    | (7)=[(5)/(2)*100]                  |
| Promoter and Promoter Group | E-Voting       | 7515400            | 7515400             | 100.00%                                 | 7515400                | 0                    | 100.00%                              | 0.00%                              |
|                             | Poll           |                    | N.A                 | N.A                                     | N.A                    | N.A                  | N.A                                  | N.A                                |
|                             | Postal Ballot  |                    | 0                   | 0.00%                                   | 0                      | 0                    | 0.00%                                | 0.00%                              |
|                             | <b>Total</b>   |                    | <b>7515400</b>      | <b>100.00%</b>                          | <b>7515400</b>         | <b>0</b>             | <b>100.00%</b>                       | <b>0.00%</b>                       |
| Public Institutions         | E-Voting       | 2693348            | 1816745             |                                         | 1816745                | 0                    | 100.00%                              | 0.00%                              |
|                             | Poll           |                    | N.A                 | N.A                                     | N.A                    | N.A                  | N.A                                  | N.A                                |
|                             | Postal Ballot  |                    | 0                   | 0.00%                                   | 0                      | 0                    | 0.00%                                | 0.00%                              |
|                             | <b>Total</b>   |                    | <b>1816745</b>      |                                         | <b>1816745</b>         | <b>0</b>             | <b>0.00%</b>                         | <b>0.00%</b>                       |
| Public Non Institutions     | E-Voting       | 5487460            | 453757              |                                         | 441192                 | 12565                | 97.23%                               | 2.77%                              |
|                             | Poll           |                    | N.A                 | N.A                                     | N.A                    | N.A                  | N.A                                  | N.A                                |
|                             | Postal Ballot  |                    | 119951              |                                         | 119951                 | 0                    | 0                                    | 0                                  |
|                             | <b>Total</b>   |                    | <b>573708</b>       | <b>%</b>                                | <b>561143</b>          | <b>12565</b>         | <b>97.81%</b>                        | <b>2.19%</b>                       |
| <b>Total</b>                |                | <b>15696208</b>    | <b>9905853</b>      | <b>%</b>                                | <b>9893288</b>         | <b>12565</b>         | <b>99.87%</b>                        | <b>0.13%</b>                       |

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

Thanking You,  
Yours faithfully

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

BALAKRISHNAN  
VIJAYAKUMAR

**B.VIJAYAKUMAR**

**CHAIRMAN CUM MANAGING DIRECTOR**





**MDS & Associates**  
Company Secretaries in Practice

**M.D. Selvaraj** M Com MBA FCS

"SURYA", 35, Mayflower Avenue, Sowripalayam Road, Coimbatore 641028

Phone 0422-2318780, 2316755, Fax : 0422-2314792, E-mail : mds@mdsservices.in, Web www.mdsservices.in

**SCRUTINIZER'S REPORT FOR POSTAL BALLOT AND REMOTE E-VOTING**  
**(Pursuant to Section(s) 108 and 110 of the Companies Act, 2013 read with Rule 20**  
**and 22 of the Companies (Management and Administration) Rules, 2014 - as**  
**amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure**  
**Requirements) Regulations, 2015)**

Date: 8<sup>th</sup> June 2018

To  
The Chairman and Managing Director  
**M/s. L G BALAKRISHNAN & BROS LIMITED**  
CIN : L29191TZ1956PLC000257  
6/16/13, Krishnarayapuram Road  
Ganapathy, Coimbatore - 641 006  
Tamil Nadu

Dear Sir,

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

I, M D Selvaraj, FCS Proprietor of M/s. MDS & Associates, Company Secretaries, Coimbatore, have been appointed by the Board of Directors of **M/s. L.G. BALAKRISHNAN & BROS LIMITED** ("the Company") as the Scrutinizer for the purpose of scrutinizing the remote e-voting process and to scrutinize the Postal Ballot forms received from the shareholders in a fair and transparent manner and for ascertaining the requisite majority on the Remote E-voting and Postal Ballot carried out in accordance with the provisions of Section 108 & 110 of the Companies Act, 2013 ("the Act") read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Special Resolution as set out in the Postal ballot Notice dated 28<sup>th</sup> April 2018.

BALAKRISHNAN  
VIJAYAKUMAR

Report of Scrutinizer on Postal Ballot & Remote E-voting by the Members of L.G. Balakrishnan & Bros Limited

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## 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 28<sup>th</sup> April 2018.

## Responsibility as a Scrutinizer

My responsibility, as a Scrutinizer for the Postal Ballot and Remote E-voting process is restricted to the preparation of the Scrutinizer's Report of the votes cast "in favour" or "against" the Resolution as set out in the Postal ballot Notice dated 28<sup>th</sup> April 2018, based on the reports generated from the e-voting system provided by the Central Depository Services (India) Limited (CDSL), the Authorised Agency engaged by the Company for providing remote e-voting facilities and of the Postal Ballot forms received up to 5:00 P:M on Thursday, 7<sup>th</sup> June 2018.

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

- The Company has on Tuesday, 8<sup>th</sup> May, 2018 (i) completed dispatch by Registered Post of the Postal Ballot Notice and Ballot Form along with postage prepaid business reply envelope to its members, whose names appeared in the Register of Members as on Friday, 4<sup>th</sup> May 2018, and who had not registered their email ID with the Company/Depositories; (ii) sent electronic mail, of Postal Ballot Notice and ballot form to its Members, whose names appeared in the Register of Members as on Friday, 4<sup>th</sup> May 2018, and who had registered their email ID with the Company/ Depositories.
- The shareholders of the Company holding shares as on the “cut-off” date of Friday 4<sup>th</sup> May 2018 were entitled to vote on the proposed resolution as set out in Item Nos. 1 of the Postal ballot Notice.
- The Remote e-voting period remained open from Wednesday, 9<sup>th</sup> May 2018, 9:00 A:M to Thursday, 7<sup>th</sup> June 2018, 5:00 P:M. During the period, the Members of the Company, holding shares in physical and / or in dematerialized form, as on the cut-off date i.e. 4<sup>th</sup> May 2018 were entitled to vote on the resolution set out in the Notice of Postal Ballot.

BALAKRISHNAN  
VIJAYAKUMAR

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DN: cn=BK, o=Personal,  
2.5.4.20=a10746988d7e0d182f2b3b61a178085597b999c88fa5586  
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b231250dd38c99bbe343, cn=BALAKRISHNAN VIJAYAKUMAR



- The Postal Ballot Forms received upto 5:00 P:M on Thursday, 7<sup>th</sup> June 2018 were considered valid for scrutiny. The Postal Ballot Forms which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- The e-voting module of CDSL was disabled on Thursday, 7<sup>th</sup> June 2018 at 5:00 P:M and I, as the Scrutinizer, unblocked the votes cast, on Thursday, 7<sup>th</sup> June 2018 at 5:07 P:M in the presence of Mr. Jayaprakash C (the undersigned as Witness No.1) and Mrs. I.Roseline (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**

Y. Mahesh

Name: Mr.Jayaprakash C

**Witness No.2**

*[Handwritten signature]*

Name: Mrs. I. Roseline

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

I now hereby submit my Consolidated Report on the Result of the Postal ballot together with that of the remote e-voting in respect of the said Resolution, as under:

M. O. Leonard

**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



BALAKRISHNAN  
VIJAYAKUMAR

Digitally signed by BALAKRISHNAN VIJAYAKUMAR  
DN: c=IN, o=Personal,  
2.5.4.20=a1074698d7e0d18b92b3b61a178085597b899d8dfae5  
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serialNumber=c4cd80a5da955a3a9c26b33d6fcb34ace5408187  
cb231255d6dc89b6e343, cn=BALAKRISHNAN VIJAYAKUMAR  
Date: 2018.06.09.12:35:05 +05'30'

**Resolution No: 1****Special Resolution**

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

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

| Mode of Voting      | Number of Members Voted through electronic means and Postal Ballot | Number of votes cast | Percentage of Total Number of valid votes cast |
|---------------------|--------------------------------------------------------------------|----------------------|------------------------------------------------|
| E-Voting            | 101                                                                | 97,73,337            | 99.87%                                         |
| Postal Ballot Form  | 315                                                                | 1,19,951             | 100.00%                                        |
| <b>Total Voting</b> | <b>416</b>                                                         | <b>98,93,288</b>     | <b>99.87%</b>                                  |

**VOTES CAST AGAINST THE RESOLUTION**

| Mode of Voting      | Number of Members Voted through electronic means and Postal Ballot | Number of votes cast | Percentage of Total Number of valid votes cast |
|---------------------|--------------------------------------------------------------------|----------------------|------------------------------------------------|
| E-Voting            | 5                                                                  | 12,565               | 0.13%                                          |
| Postal Ballot Form  | 0                                                                  | 0                    | 0.00%                                          |
| <b>Total Voting</b> | <b>5</b>                                                           | <b>12,565</b>        | <b>0.13%</b>                                   |

**INVALID VOTES**

| Mode of Voting      | Number of Members whose votes were declared INVALID | Number of votes cast |
|---------------------|-----------------------------------------------------|----------------------|
| E-voting            | 0                                                   | 0                    |
| Postal Ballot Form  | 18                                                  | 3,062                |
| <b>Total Voting</b> | <b>18</b>                                           | <b>3,062</b>         |

Based on the Scrutinizer's Report Resolution No.1 has been Passed with requisite majority and is effective from 7<sup>th</sup> June 2018.

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 028BALAKRISHNAN  
VIJAYAKUMAR
Digitally signed by BALAKRISHNAN VIJAYAKUMAR  
DN: cn=BALAKRISHNAN VIJAYAKUMAR, o=L.G. Balakrishnan & Bros Limited, ou=Report of Scrutinizer on Postal Ballot & Remote E-voting by the Members of L.G. Balakrishnan & Bros Limited, email=vi.jayakumar@lgbal.com, c=IN, postalCode=641028, serialNumber=1, date=2018.06.07 17:25:27 +05'30'