LGB

ROLON

L.G. BALAKRISHNAN & BROS LIMITED

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

LGB/SEC/STK-2016 21.06.2016

Dear Sirs,

Sub: Notice of 60th Annual General Meeting under Regulation 30(2) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015

In continuation with our letter dated 07.06.2016, We are forwarding herewith Notice of 60th Annual General Meeting of the Company scheduled on 14th July, 2016 at 10.30 AM at Ardra Convention Centre, Kaanchan, 9, North Huzur Road, Coimbatore – 641 018.

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

Notice is hereby given that the Sixtieth Annual General Meeting of the Members of the Company will be held on Thursday the 14th day of July 2016 at 10.30 A.M. at Ardra Convention Centre, Kaanchan, 9, North Huzur Road, Coimbatore – 641 018, to transact the following business:

AGENDA

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company along with Consolidated Financial Statements for the financial year ended 31st March, 2016 together with the Reports of the Board of Directors and Auditors thereon.

2. To confirm the Interim Dividend already paid and declare Final Dividend on the Equity Shares for the financial year ended 31st March, 2016.

3. To appoint a Director in place of Sri.V.Rajvirdhan (DIN 00156787), who retires by rotation and being eligible, seeks re-appointment.

4. To appoint a Director in place of Sri.S.Sivakumar (DIN 00016040), who retires by rotation and being eligible, seeks re-appointment.

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

   "RESOLVED that pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, the appointment of Deloitte Haskins & Sells, Chartered Accountants (Firm's Registration No. 008072S), as Auditors of the Company in the AGM held on 09.07.2014 for a term of three years i.e. till the conclusion of the 61st Annual General Meeting (AGM), which was subject to ratification at every AGM, be and is hereby ratified to hold the office from the conclusion of this AGM till the conclusion of the next AGM of the Company to be held in the year 2017, at a remuneration of ₹ 18,00,000/- (Rupees Eighteen Lakhs Only) which includes fees for other services rendered, plus applicable service tax and re-imbursement of travelling and out of pocket expenses incurred by them for the purpose of audit.

SPECIAL BUSINESS:

6. **To consider and if thought fit, to pass the following resolution 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) the consent of the Company be and is hereby accorded to the reappointment of Sri.P.Prabakaran (DIN:01709564) as Deputy Managing Director of the Company for a further period of three (3) years with effect from 1st June, 2016 on the following remuneration as recommended by the Nomination and Remuneration Committee, approved by the Audit Committee and the Board of Directors at their Meeting held on 30th April, 2016.

1. **Salary :**

   ₹ in Lakhs PA

Sl. No	Period	Amount
1	2016-17 (01-06-2016 to 31-05-2017)	36.00
2	2017-18 (01-06-2017 to 31-05-2018)	40.00
3	2018-19 (01-06-2018 to 31-05-2019)	44.00

2. **Commission:** An amount equal to 0.3 % 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 Deputy Managing Director shall be subject to the limits prescribed in Section II of Part II of Schedule V of the Companies Act, 2013.

   The Deputy 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 shall be liable to retire by rotation and if re-appointed, the same shall not be treated as break in the service as Deputy 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, Deputy Managing Director in such a manner as agreed to between the Board of Directors and Sri. P. Prabakaran within the overall limit as set out above.

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

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) Dr.G.L.Sankaran, Cost Accountant, (Membership No.4482) appointed as Cost Auditor by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2017, on a remuneration of ₹ 1,25,000 (Rupees One Lakh Twenty Five Thousand Only) (exclusive of service tax and out of pocket expenses) be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

Item No.6

Sri.P.Prabakaran Deputy Managing Director of the Company was appointed for a period of 5 years from 01-06-2011 and his appointment is due for renewal on 31st May, 2016. The significant role of Sri.P.Prabakaran for the growth of the Company to the present level was recognized accordingly the Board of Directors at its meeting held on 30th April, 2016 and as per recommendation of the Nomination & Remuneration Committee at the meeting held on 25th April, 2016 approved the re-appointment of Sri.P.Prabakaran as Deputy Managing Director for a further period of three (3) years from 01st June, 2016. They have also proposed the remuneration as approved in the resolution which is in line with Schedule V of the Companies Act, 2013.

The draft agreement which has been approved by the Board of Directors to be entered into with the Deputy Managing Director is available for inspection by the members of the Company at the Registered Office of the Company between 11.00 A.M. and 1.00 P.M. on any working day except Saturday till the date of Annual General Meeting.

The appointment of Sri.P.Prabakaran as Deputy Managing Director of the Company and the payment of remuneration is in conformity with schedule V of the Companies Act, 2013.

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

Except Sri.P.Prabakaran, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the above resolution.

The Board recommends the resolution for your approval.

Item No:7

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of Dr.G.L.Sankaran, Cost Accountant (Membership No.4482) as Cost Auditor to conduct the audit of the cost records of the Company for the financial year 2016-2017. In accordance with the provision of Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the members of the Company.

Accordingly, consent of the members is sought for passing ordinary resolution as setout in item no.7 of the notice for ratification of the remuneration of the cost auditor for the financial year 2016-2017.

None of the Directors or Key Managerial Personnel of your Company and their relatives are concerned or interested financially or otherwise in the above resolution.

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

   THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTYEIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM FOR THE AGM IS ENCLOSED.

   A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.

3. Members / Proxies attending the Meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the meeting hall.

4. Details under Regulation 36 of SEBI (Listing Obligations and disclosure Requirements) Regulation 2015 and clause 1.2.5 of Secretarial Standard (SS-2) in respect of the Directors seeking appointment / re-appointment at the Annual General Meeting are furnished and forms a part of the notice. The Directors have furnished the requisite consents / declarations for their appointment / re-appointment.

5. Pursuant to Section 123 of the Companies Act, 2013 dividend as recommended by the Board of Directors for the year ended 31st March 2016, if declared, at the ensuing Annual general meeting is proposed to be paid on or before 10th August, 2016.

6. The Register of Members and the Share Transfer Books of the Company shall remain closed from Friday, the 08th July, 2016 to Thursday, the 14th July, 2016, (both days inclusive) for payment of final dividend.

7. Members holding shares in electronic form are hereby informed that bank particulars registered against their depository accounts will be used by the Company for payment of dividend. The Company or the Registrars cannot act on any request received directly from the members holding shares in electronic form for any change in bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the Members.

   Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the Registrars and Share Transfer Agents of the Company.

8. Change of Address: Members are requested to notify any change of address and bank details to their depository participants in respect of their holdings in electronic form and in respect of shares held in physical form, to the secretarial department at the registered office of the Company or to M/s. Cameo Corporate Services Limited, "Subramanian Building" No.1, Club House Road, Chennai – 600 002 the Registrar and Share Transfer Agent of the Company.

9. Pursuant to the provisions of Sections 205A(5) and 205C of the Companies Act, 1956, the Company has transferred the unclaimed or un-encashed dividends paid up to the year 2008 to the Investor Education and Protection Fund (IEPF) established by the Central Government. The Company transfers the unclaimed or un-encashed dividend to IEPF after the expiry of seven years from the date of transfer to unpaid dividend account.

   Members who have a valid claim to any unclaimed dividends which are not yet transferred, may claim the same from the Company immediately. The detailed dividend history and due dates for transfer to IEPF are available on website of the Company,

www.lgb.co.in. Further, pursuant to the provisions of the Investor Education and Protection Fund (Uploading of Information regarding Unpaid and Unclaimed amounts lying with Companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 10th September, 2015, i.e., the date of last Annual General Meeting, in respect of dividends paid since 2009 up to financial year 2015, on the website of the Company and also filed the same with the Ministry of Corporate Affairs.

10. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Registrar and Share Transfer Agents, for consolidation into a single folio.

11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat account(s). Members holding shares in physical form can submit their PAN details to the Registrar and Share Transfer Agent.

12. Copies of the Annual Report 2016, the Notice of the 60th Annual General Meeting of the Company and instructions for e-voting, along with the Attendance Slip and Proxy Form, are being sent by electronic mode only to the members whose email addresses are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report 2016 are being sent by permitted mode.

13. Members may also note that the Notice of the 60th Annual General Meeting and the Annual Report 2016 will be available on the Company's website, www.lgb.co.in. The physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at: secretarial@lgb.co.in.

14. Voting Through Electronic Means In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company is pleased to provide members facility to exercise their votes for all the resolutions detailed in the Notice of the 60th Annual General Meeting scheduled to be held at 10.30 a.m. on Thursday, the 14th July, 2016, by electronic means and the business may be transacted through remote e-voting.

    The Company has engaged the services of CDSL as the authorised agency to provide the remote e-voting facilities. The instructions for remote e-voting is provided below.

    Members, who have not voted through remote e-voting and present at the AGM in person or proxy, can vote through the ballot conducted at the AGM.

    Kindly note that members can opt for only one mode of voting i.e., either by remote e-voting or by ballot at the AGM. A member present at the AGM and voted by remote e-voting will not be permitted to vote at the AGM by Ballot.

    Votes cast by members who hold shares on the cutoff date viz 07th July, 2016 alone will be counted.

    Instructions for Shareholders Voting Electronically are as under:

    (i) The voting period begins at 09.00 a.m. on 11th July, 2016 and ends on at - 05.00 p.m. on 13th July, 2016. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 07th July, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

    (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

    (iii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iv) Click on Shareholders.

(v) 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

(vi) Next enter the Image Verification as displayed and Click on Login

(vii) 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.

(viii) 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 fieldIn 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).

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) 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.

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

(xii) Click on the EVSN for the relevant L.G.Balakrishnan & Bros Limited on which you choose to vote.

(xiii) 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.

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

(xv) 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.

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

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

(xviii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix) 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 on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xx) 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 Corporate.
- 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.
- 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.

15. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 07th July, 2016. Mr. M.D. Selvaraj FCS of MDS & Associates, Company Secretary in Practice, Coimbatore has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

16. The Scrutinizer shall immediately after the conclusion of the Annual General Meeting first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

17. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.lgb.co.in and on the website of CDSL immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

18. Request for additional information, if required: In case you intend to raise any queries in the forthcoming Annual General Meeting, you are requested to please forward the same at least 10 days before the date of the Meeting to Mr.M.Lakshmi Kanth Joshi, General Manager cum Company Secretary at the following address so that the same may be attended appropriately to your entire satisfaction.

By Order of the Board,
M. LAKSHMI KANTH JOSHI
General Manager cum
Company Secretary

Coimbatore
30.04.2016

Additional information on Directors recommended for appointment / re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.

Name	V.Rajvirdhan	Sri. S. Sivakumar	Sri. P. Prabakaran
DIN	00156787	00016040	01709564
Date of Birth	05.09.1983	30.11.1952	01.02.1959
Nationality	Indian	Indian	Indian
DOA on the Board	04/11/2010	28.06.1996	30.05.2008
Relationship with other Director	B.Vijayakumar - Father V.Rajsri - Sister	None	None
Qualification	B.Sc., IME	B.Com.,	B.E.,
Expertise in area	More than 6 years experience as an Industrialist	More than 29 years experience as an Industrialist	More than 25 years experience in Business
No. of shares held	2,198,586	1205	400
Terms of appointment or reappointment	Liable to retire by rotation	Liable to retire by rotation	Re-appointed as DMD for a Further period of 3 years
Remunearion sought to be paid	Sitting fees only	Sitting fees only	Vide Item No. 6 of the Agenda
Remuneration last drawn	₹ 0.40 Lakhs*	₹ 0.75 Lakhs*	₹ 55.69 Lakhs
No. of Board meetings attended	2	4	5
List of Director-ships held in other Companies	1. LGB Forge Ltd 2. South Western Engineering India Ltd 3. ELGI Automotive Services P. Ltd 4. Super Transports P Ltd 5. BCW V Tech India P Ltd 6. Super Speeds P Ltd	1. BCW V Tech India P Ltd 2. LG Sports Ltd 3. South Western Engineering India Ltd 4. LGB Auto Products P Ltd 5. Ishwarya Lakshmi Finance P Ltd	1. BCW V Tech India P Ltd 2. Silent Chain India P Ltd 3. LGB USA INC 4. GFM Corporation LLC
Chairman/Member of the Committees of the Board of othercompanies in which he is Director	Member of Stakeholders' Relationship Committee in LGB Forge Limited	NIL	NIL

* Only sitting fees

ATTENDANCE SLIP

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

60th ANNUAL GENERAL MEETING

DP ID	**Folio No.**
Client ID	**No. of Shares**

Name of the Member

Name of the Proxy

I hereby record my presence at the 60th **ANNUAL GENERAL MEETING** of the Company held on **Thursday, July 14th, 2016 at 10.30 A.M.** at Ardra Convention Centre, Kaanchan, 9, North Huzur Road, Coimbatore - 641 018

Member's / Proxy's Signature

Note:

1. Please complete the Folio / DP ID – Client ID No. and name, sign this Attendance Slip and handover at the Attendance Verification Counter at THE MEETING HALL
2. Electronic copy of the Annual Report for FY 2015-16 and the Notice of the Annual General Meeting (AGM) along with Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
3. Physical copy of the Annual Report for 2015-16 and the Notice of the Annual General Meeting along with the Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email is not registered or who have requested for a hard copy.

E-VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	USED ID	PASSWORD*
1606016008	Folio No. / Client ID	PAN Number / Bank Account No / Date of Birth

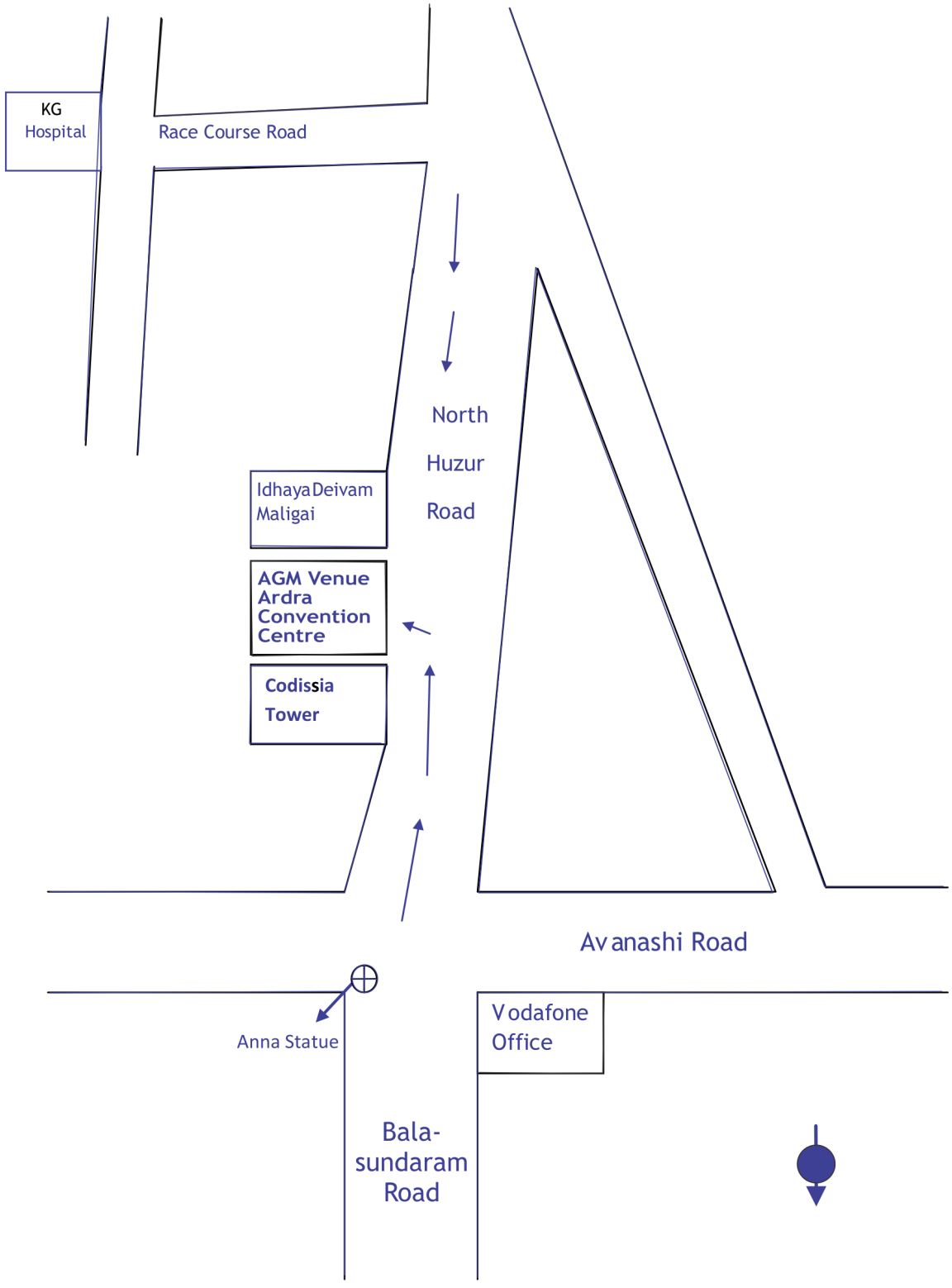
*** Physical Shareholders who does not have PAN should enter No. of Shares they hold as their password if they prefer to execise e-voting.**

The e-voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting
Monday, 11th July, 2016 (from 9.00 A.M)	Wednesday, 13th July, 2016 (upto 5.00 P.M)

Note : Please refer the details and instructions form integral part of the Notice for the Annual General Meeting.

Route map of AGM Venue



PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

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

60th ANNUAL GENERAL MEETING
14th July, 2016

Name of the member(s):

Registered address:

E-mail ID:

Folio No/Client ID: DP ID:

I/We being the member(s) of shares of L.G. Balakrishnan & Bros Limited, hereby appoint:

1) Name:..... Address.....

Email ID.....Signature.....or failing him;

2) Name:..... Address.....

Email ID.....Signature.....or failing him;

3) Name:..... Address.....

Email ID.....Signature.....or failing him;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 60th Annual General Meeting of the Company, to be held on **Thursday, July 14, 2016 at 10.30 A.M** at Ardra Convention Centre, Kaanchan, 9, North Huzur Road, Coimbatore - 641 018, and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

P.T.O.

S.No	Resolutions
	Ordinary Business
1	To receive, consider and adopt the Audited Financial Statements of the Company along with Consolidated Financial Statements for the financial year ended 31st March, 2016 together with the Reports of the Board of Directors and Auditors thereon.
2	To confirm the Interim Dividend already paid and declare Final Dividend on the Equity Shares for the financial year ended 31st March, 2016.
3	To appoint a Director in place of Sri. V. Rajvirdhan (DIN 00156787, who retires by rotation and being eligible, seeks re-appointment.
4	To appoint a Director in place of Sri.S. Sivakumar (DIN 00016040), who retires by rotation and being eligible, seeks re-appointment.
5	Appointment of Statutory Auditor
6	Re appointment of Deputy Managing Director
7	Appointment of Cost Auditor

Affix Revenue Stamp not less than ₹ 1/-

Signed this ..... day of 2016

Signature of Shareholder .....

Notes

1. **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting**
2. For the resolutions, explanatory statements and Notes, please refer to the Notice of 60th Annual General Meeting

To

The General Manager cum Company Secretary
L.G. Balakrishnan & Bros Limited
6/16/13, Krishnarayapuram Road, Coimbatore- 641 006.
Phone No. 0422 - 3911212

Mandate for payment of Dividend (Physical Shareholders Only)

FORM FOR NATIONAL ELECTRONIC CLEARING SERVICE FOR PAYMENT OF DIVIDEND

1. Particulars of the shareholder
   a) Regd. Folio No. : .....
   b) Name of the first Regd. Holder (in block letters) : .....
2. Particulars of the Bank
   a) Name of the Bank : .....
   b) Address of the Branch : .....
   : .....
   c) Account No. (As appearing in the cheque book) : .....
   d) Account Type (Savings Account, Current Account or Cash Credit) :

Please Tick relevant box

SAVINGS	CURRENT	CASH CREDIT

   e) Nine Digit code number of the bank and branch appearing on the MICR cheque issued by the bank (Please attach a photocopy of a cheque for verifying the accuracy of the code number)

   IFSC code of the Bank

DECLARATION

I hereby declare that the particulars given above are correct and complete. If the transaction is delayed or not effective at all for reasons of incomplete or incorrect information, I would not hold the Company responsible.

(Signature of the first Regd. holder) (Signature of the second holder)

Place :

Date :

Name : .....

Address : .....

.....

.....Pincode .....

Phone : .....

Email:.....

Note : Please send this form to the address mentioned above, if shares are held in physical form.

To (Your Depository Participant)

Cameo Corporate Services Limited
"Subramanian Building"
No.1, Club House Road, Chennai- 600 002.
Phone No. 044 - 28460390

FORM FOR NATIONAL ELECTRONIC CLEARING SERVICE FOR PAYMENT OF DIVIDEND (NECS)

1. Particulars of the shareholder
   a) Name of the first/ Sole Share Holder (in block letters) : .....
   b) DP ID & Client ID Nos. : .....
2. Particulars of the Bank
   a) Name of the Bank : .....
   b) Address of the Branch : .....
   c) Account No. (As appearing in the cheque book) : .....
   d) Account Type (Savings Account, Current Account or Cash Credit) : Please Tick relevant box

SAVINGS	CURRENT	CASH CREDIT

   e) Nine Digit code number of the bank and branch appearing on the MICR cheque issued by the bank (Please attach a photocopy of a cheque for verifying the accuracy of the code number)

   IFSC code of the Bank

DECLARATION

I hereby declare that the particulars given above are correct and complete. I undertake to inform any subsequent changes in the above particulars before the relevant book closure date(s). If the payment transaction is delayed or not effected at all for any reason(s), beyond the control of the Company, I would not hold the Company responsible.

(Signature of the First (regd.) holder)

Place :

Date :

Phone : .....

Email:.....

Note : Please send this form to your Depository participant.