LGB ROLON

L.G. BALAKRISHNAN & BROS LIMITED

28th July, 2017

To

Listing Department
BSE Limited
25th Floor, PJ Towers, Dalal Street
Mumbai – 400 001

Listing Department
National Stock Exchange of India Limited
Exchange Plaza, C-1 Block G
BandraKurla Complex, Bandra, East
Mumbai - 400 051

Dear Sir

Sub : Proceedings of 61st Annual General Meeting of the Company held on 27th July 2017

Pursuant to the Regulation 30 read with Para A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is hereby informed that the 61st Annual General Meeting of the Company was duly held on Thursday 27th July 2017 at 10:30 A:M at Ardra Convention Centre, Kaanchan, 9, North Huzur Road, Coimbatore 641 018, Tamilnadu, India.

The proper quorum was present and all the items of business as mentioned in the Annual General Meeting Notice dated 6th May 2017 were discussed and based on the report of the Scrutinizer, all the resolutions were declared as duly passed by remote e-voting and through poll at Annual General Meeting.

1.	**Detail of the Agenda:**	**Adoption of the Audited Financial Statements of the Company along with Consolidated Financial Statements for the financial year ended 31st March, 2017 together with the Reports of the Board of Directors and Auditors thereon.**
	Resolution Required:	Ordinary Resolution.
	Mode of voting:	Passed with requisite majority by Remote E-voting and votes cast through poll at the venue of 61st AGM.
2.	**Detail of the Agenda:**	**Declaration of Dividend of Rs.7/- (70%) per Equity Shares of Rs.10/- each for the financial year ended 31st March, 2017.**
	Resolution Required:	Ordinary Resolution.
	Mode of voting:	Passed with requisite majority by Remote E-voting and votes cast through poll at the venue of 61st AGM.

Cont...2

L.G.BALAKRISHNAN & BROS LTD. GANAPATHY

3	**Detail of the Agenda:**	**Re-appointment of Sri.P.Prabakaran (DIN 01709564) as a Director on retirement by rotation.**
	Resolution Required:	Ordinary Resolution.
	Mode of voting:	Passed with requisite majority by Remote E-voting and votes cast through poll at the venue of 61st AGM.
4.	**Detail of the Agenda:**	**Re-appointment of Smt.Rajsri Vijayakumar (DIN 00018244) as a Director on retirement by rotation.**
	Resolution Required:	Ordinary Resolution.
	Mode of voting:	Passed with requisite majority by Remote E-voting and votes cast through poll at the venue of 61st AGM.
5.	**Detail of the Agenda:**	**Appointment of M/s. Suri & Co., Chartered Accounts (Firm Registration No. 004283S) as statutory auditors of the Company in place of retiring auditors, M/s. Deloitte Haskins & Sells, Chartered Accountants, for a period of five years.**
	Resolution Required:	Ordinary Resolution.
	Mode of voting:	Passed with requisite majority by Remote E-voting and votes cast through poll at the venue of 61st AGM.
6.	**Detail of the Agenda:**	**Increase in Authorised Share Capital of the Company from Rs.20,00,00,000/- to Rs.40,00,00,000/-.**
	Resolution Required:	Special Resolution.
	Mode of voting:	Passed with requisite majority by Remote E-voting and votes cast through poll at the venue of 61st AGM.
7.	**Detail of the Agenda:**	**Alteration of clause V (Capital Clause) of the Memorandum of Association due to increase in authorized share capital.**
	Resolution Required:	Special Resolution
	Mode of voting:	Passed with requisite majority by Remote E-voting and votes cast through poll at the venue of 61st AGM.
8.	**Detail of the Agenda:**	**Alteration of article 2 (Capital Clause) of the Articles of Association due to increase in authorized share capital.**
	Resolution Required:	Special Resolution
	Mode of voting:	Passed with requisite majority by Remote E-voting and votes cast through poll at the venue of 61st AGM.

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9.	**Detail of the Agenda:**	**Ratification of the appointment and the payment of remuneration to Dr.G.L.Sankaran, (Membership No.4482), Cost Auditor of the Company for the financial year ending 31st March 2018.**
	Resolution Required:	Ordinary Resolution.
	Mode of voting:	Passed with requisite majority by Remote E-voting and votes cast through poll at the venue of 61st AGM.

A copy of the combined Scrutinizer Report on remote e-voting and poll conducted at the venue of the 61st Annual General Meeting is also attached.

Kindly take this intimation on record.

Thanking you
Yours faithfully
For L.G. BALAKRISHNAN & BROS LTD.

M. LAKSHMIKANTH JOSHI
General Manager cum Company Secretary

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

COMBINED SCRUTINIZER'S REPORT FOR REMOTE E-VOTING AND POLL

(Pursuant to Section(s) 108 and 109 of the Companies Act, 2013 read with Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014 – as amended)

To
The Chairman
61st Annual General Meeting of the Equity Shareholders of
M/s. L G BALAKRISHNAN & BROS LIMITED
(L29191TZ1956PLC000257)
Held on Thursday the 27th day of July, 2017 at 10:30 A:M at
Ardra Convention Centre, Kaanchan,
9, North Huzur Road, Coimbatore – 641018,
Tamil Nadu, India.

Dear Sir,

Sub: Passing of Resolution through Remote E-voting Process and through Poll conducted at the 61st Annual General Meeting of M/s. L G BALAKRISHNAN & BROS LIMITED held on 27th July, 2017.

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 a Scrutinizer for the remote e-voting process held between Monday, the 24th day of July, 2017 at 9:00 A:M to Wednesday, the 26th day of July 2017 till 5:00 P:M and for the poll taken at the 61st Annual General Meeting of the Company held on Thursday the 27th day of July, 2017 at 10:30 A:M at Ardra Convention Centre, Kaanchan, 9, North Huzur Road, Coimbatore – 641018, Tamil Nadu, India on the Resolution(s) set out under Item No.1 to Item No.9 in the Notice convening the said 61st Annual General Meeting dated 6th May, 2017.

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 remote e-voting process and through poll process, on the Resolution(s) as set out in the Notice convening the 61st Annual General Meeting dated 6th May, 2017.

Responsibility as a Scrutinizer

My responsibility, as a Scrutinizer for the remote e-voting process and for the voting through poll at the 61st Annual General Meeting, is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the Resolution(s) set out under Item No.1 to Item No.9 in the Notice convening the 61st Annual General Meeting, based on the reports generated from the e-voting portal provided by the Central Depository Services (India) Limited (CDSL), the Authorised Agency engaged by the Company for providing the remote e-voting facility and also at the time of poll taken at the 61st Annual General Meeting.

I have already issued a separate Scrutinizer's Report dated 27th July, 2017 on the remote e-voting process and also a separate Scrutinizer's Report dated 27th July, 2017 in the prescribed Form No.MGT-13 on the Poll taken at the 61st Annual General Meeting of the Company.

In view of the above, I hereby submit my Consolidated Report on the Results of the Remote E-voting together with that of the Poll in respect of the said Resolution(s), as under;

Ordinary Business

Resolution No: 1

Ordinary resolution

Adoption of the Audited Financial Statements of the Company along with Consolidated Financial Statements for the financial year ended 31st March, 2017 together with the Reports of the Board of Directors and Auditors thereon.

VOTES CAST IN **FAVOUR OF THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	45	91,05,608	100.00
Poll	37	10,786	100.00
Total Voting	**82**	**91,16,394**	**100.00**

VOTES CAST **AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	2	81	Negligible
Poll	0	0	0.00
Total Voting	**2**	**81**	**Negligible**

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	0	0
Total Voting	0	0

Ordinary Business

Resolution No: 2

Ordinary resolution

Declaration of Dividend of Rs.7/- (70%) per equity shares of Rs.10/- each for the financial year ended 31st March, 2017.

VOTES CAST IN **FAVOUR OF THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	45	91,05,608	100.00
Poll	37	10,786	100.00
Total Voting	82	91,16,394	100.00

VOTES CAST **AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	2	81	Negligible
Poll	0	0	0.00
Total Voting	2	81	Negligible

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	0	0
Total Voting	0	0

Ordinary Business

Resolution No: 3

Ordinary resolution

Re-appointment of Sri.P.Prabakaran (DIN 01709564) as a Director on retirement by rotation.

VOTES CAST IN **FAVOUR OF THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	45	91,05,608	100.00
Poll	37	10,786	100.00
Total Voting	**82**	**91,16,394**	**100.00**

VOTES CAST **AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	2	81	Negligible
Poll	0	0	0.00
Total Voting	**2**	**81**	**Negligible**

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	0	0
Total Voting	0	0

Ordinary Business

Resolution No: 4

Ordinary resolution

Re-appointment of Smt.Rajsri Vijayakumar (DIN 00018244) as a Director on retirement by rotation.

VOTES CAST IN **FAVOUR OF THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	45	91,05,608	100.00
Poll	37	10,786	100.00
Total Voting	**82**	**91,16,394**	**100.00**

VOTES CAST **AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	2	81	Negligible
Poll	0	0	0.00
Total Voting	**2**	**81**	**Negligible**

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	0	0
Total Voting	0	0

Ordinary Business

Resolution No: 5

Ordinary resolution

Appointment of M/s.Suri & Co., Chartered Accounts (Firm Registration No. 004283S) as statutory auditors of the Company in place of retiring auditors, M/s.Deloitte Haskins & Sells, Chartered Accountants, for a period of five years.

VOTES CAST IN **FAVOUR OF THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	45	91,05,608	100.00
Poll	37	10,786	100.00
Total Voting	82	91,16,394	100.00

VOTES CAST **AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	2	81	Negligible
Poll	0	0	0.00
Total Voting	2	81	Negligible

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	0	0
Total Voting	0	0

Special Business

Resolution No: 6

Special resolution

Increase in Authorised Share Capital of the Company from Rs.20,00,00,000/- to Rs.40,00,00,000/-

VOTES CAST IN **FAVOUR OF THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	44	91,04,624	99.99
Poll	37	10,786	100.00
Total Voting	**81**	**91,15,410**	**99.99**

VOTES CAST **AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	3	1,065	0.01
Poll	0	0	0.00
Total Voting	**3**	**1,065**	**0.01**

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	0	0
Total Voting	0	0

Special Business

Resolution No: 7

Special resolution

Alteration of clause V (Capital Clause) of the Memorandum of Association due to increase in authorized share capital.

VOTES CAST IN **FAVOUR OF THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	45	91,05,608	100.00
Poll	37	10,786	100.00
Total Voting	82	91,16,394	100.00

VOTES CAST **AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	2	81	Negligible
Poll	0	0	0.00
Total Voting	2	81	Negligible

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	0	0
Total Voting	0	0

Special Business

Resolution No: 8

Special resolution

Alteration of article 2 (Capital Clause) of the Articles of Association due to increase in authorized share capital.

VOTES CAST IN **FAVOUR OF THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	45	91,05,608	100.00
Poll	37	10,786	100.00
Total Voting	**82**	**91,16,394**	**100.00**

VOTES CAST **AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	2	81	Negligible
Poll	0	0	0.00
Total Voting	2	81	**Negligible**

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	0	0
Total Voting	0	0

Special Business

Resolution No: 9

Ordinary resolution

Ratification of the appointment and the payment of remuneration to Dr.G.L.Sankaran, (Membership No. 4482), Cost Auditor of the Company for the financial year ending 31st March 2018.

VOTES CAST IN **FAVOUR OF THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	45	91,05,608	100.00
Poll	37	10,786	100.00
Total Voting	82	91,16,394	100.00

VOTES CAST **AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	2	81	Negligible
Poll	0	0	0.00
Total Voting	2	81	Negligible

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	0	0
Total Voting	0	0

Yours faithfully

MDS & ASSOCIATES
Prop : M.D.SELVARAJ M.Com, MBA,FCS,
COMPANY SECRETARY IN PRACTICE
FCS - 960, CP - 411
"SURYA" 35, MAYFLOWER AVENUE
SOWRIPALAYAM ROAD,COIMBATORE - 641 028

Place : Coimbatore
Date : 28th July, 2017

For L.G. BALAKRISHNAN & BROS LTD

P. PRABAKARAN
Deputy Managing Director
DIN NO : 01709564