



The National Stock Exchange of India Limited

"Exchange Plaza"

Bandra Kurla Complex

Bandra (E)

Mumbai - 400 051



L.G. BALAKRISHNAN & BROS LIMITED

Ganapathy, Coimbatore - 641 006

Tamil Nadu, India

Tel : (0422) 2532325

Fax : (0422) 2532333

LGB/SEC/STK-2014

23.06.2014

Dear Sirs,

SUB: Declaration of the result of Postal Ballot

We wish to inform you that Mr.M.D.Selvaraj, FCS of MDS & Associates, Company Secretaries, appointed by the Board of Directors as Scrutinizer, for carrying out the postal ballot process in a fair and transparent manner, has submitted his report on the postal ballot / e-voting. Based on the Scrutinizer's Report, the result of Postal Ballot was declared on 23rd June, 2014 at the registered office of the Company.

We enclosed herewith the Result of Postal Ballot declared on 23rd June, 2014 along with a copy of Scrutinizer's Report dated 22nd June, 2014 for your perusal.

Please take the same on your record.

Thanking You,

Yours Faithfully,

For L.G.BALAKRISHNAN & BROS LIMITED

**S.SIVAKUMAR
DIRECTOR**

CC: Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI 400 001



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RESULT OF POSTAL BALLOT

Pursuant to Section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of Companies (Management and Administration) Rules, 2014 ("Rules"), members approval was sought for the resolutions appended to the Postal Ballot Notice dated 15.05.2014. The Postal Ballot Notice containing the Special Resolutions together with the Statement to be annexed to the Postal Ballot Notice was sent to all the shareholders on 20th May, 2014 and the last date of receipt of postal ballot forms duly completed, from the shareholders, was 21st June, 2014.

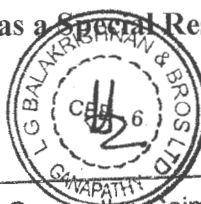
Mr.M.D.Selvaraj, FCS of MDS & Associates, Company Secretaries, was appointed as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. The Scrutinizer has submitted his report on 22nd June, 2014 and the following results were announced on 23rd June, 2014.

Based on the Scrutinizer's Report, the results of the Postal Ballot on the said resolutions are declared as under:

ITEM NO.1:- SPECIAL RESOLUTION FOR INCREASE OF AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION OF THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY

Particulars	No. of Postal Ballot Forms	No. of Shares	Percentage to Valid Votes
(a) Total Postal Ballot Forms / E-Votes Received	601	48,21,547	
(b) Less: Invalid Postal Ballot Forms (as per register)	29	5,669	
(c) Net Valid Postal Ballot Forms / E-Votes (as per register)	572	48,15,878	100.00%
(d) Postal Ballot Forms/ E-Votes with assent	566	48,15,147	99.98%
(e) Postal Ballot Forms / E-Votes with dissent	6	731	0.02%

Accordingly, the above resolution has been carried as a Special Resolution with requisite majority.



Cont...2



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Ganapathy, Coimbatore - 641 006
Tamil Nadu, India

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(2)

ITEM NO.2:- SPECIAL RESOLUTION FOR ALTERATION OF THE ARTICLES OF ASSOCIATION

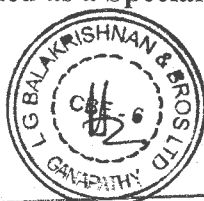
Particulars	No. of Postal Ballot Forms	No. of Shares	Percentage to Valid Votes
(a) Total Postal Ballot Forms / E-Votes Received	601	48,21,548	
(b) Less: Invalid Postal Ballot Forms (as per register)	29	5,669	
(c) Net Valid Postal Ballot Forms / E-Votes (as per register)	572	48,15,879	100.00%
(d) Postal Ballot Forms/ E-Votes with assent	561	48,14,868	99.98%
(e) Postal Ballot Forms / E-Votes with dissent	11	1,011	0.02%

Accordingly, the above resolution has been carried as a Special Resolution with requisite majority.

ITEM NO. 3 :- SPECIAL RESOLUTION FOR ISSUE OF BONUS SHARES BY WAY OF CAPITALISATION OF RESERVES

Particulars	No. of Postal Ballot Forms	No. of Shares	Percentage to Valid Votes
(a) Total Postal Ballot Forms / E-Votes Received	601	48,21,547	
(b) Less: Invalid Postal Ballot Forms (as per register)	27	5,228	
(c) Net Valid Postal Ballot Forms / E-Votes (as per register)	574	48,16,319	100.00%
(d) Postal Ballot Forms/ E-Votes with assent	569	48,15,597	99.99%
(e) Postal Ballot Forms / E-Votes with dissent	5	722	0.01%

Accordingly, the above resolution has been carried as a Special Resolution with requisite majority.



Cont...3



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(3)

ITEM NO. 4:- SPECIAL RESOLUTION FOR APPROVAL TO BORROW IN EXCESS OF PAID-UP CAPITAL & FREE RESERVES PURSUANT TO SECTION 180 (1) (c) OF THE COMPANIES ACT, 2013.

Particulars	No. of Postal Ballot Forms	No. of Shares	Percentage to Valid Votes
(a) Total Postal Ballot Forms / E-Votes Received	601	48,21,547	
(b) Less: Invalid Postal Ballot Forms (as per register)	29	5,669	
(c) Net Valid Postal Ballot Forms / E-Votes (as per register)	572	48,15,878	100.00%
(d) Postal Ballot Forms/ E-Votes with assent	548	48,12,364	99.93%
(e) Postal Ballot Forms / E-Votes with dissent	24	3,514	0.07%

Accordingly, the above resolution has been carried as a Special Resolution with requisite majority.

ITEM NO.5 :-SPECIAL RESOLUTION FOR APPROVAL FOR CREATION OF CHARGE/MORTGAGE ETC. ON COMPANY'S MOVABLE OR IMMOVABLE PROPERTIES IN TERMS OF SECTION 180(1) (a) OF THE COMPANIES ACT, 2013.

Particulars	No. of Postal Ballot Forms	No. of Shares	Percentage to Valid Votes
(a) Total Postal Ballot Forms / E-Votes Received	601	48,21,546	
(b) Less: Invalid Postal Ballot Forms (as per register)	29	5,669	
(c) Net Valid Postal Ballot Forms / E-Votes (as per register)	572	48,15,877	100.00%
(d) Postal Ballot Forms/ E-Votes with assent	546	48,13,711	99.96%
(e) Postal Ballot Forms / E-Votes with dissent	26	2,166	0.04%

Accordingly, the above resolution has been carried as an Special Resolution with requisite majority.

Place: Coimbatore

Date: 23.06.2014

For L.G.Balakrishnan & Bros Limited

S.Sivakumar
Director



"SURYA", 35, Mayflower Avenue, Sowripalayam Road, Coimbatore 641028.
Phone : 0422-2318780, 2316755, Fax: 0422-2314792, E-mail : mds@mdsservices.in

SCRUTINIZER REPORT

TO

THE CHAIRMAN CUM MANAGING DIRECTOR
L.G.Balakrishnan & Bros Limited
6/16/13, Krishnarayapuram Road
Ganapathy
Coimbatore – 641 006

Dear Sir,

Sub : Submission of Report of Postal Ballot.

I have been appointed as the Scrutinizer of the Company by the Board of Directors vide Board Resolution dated 15th May 2014, to conduct the Postal Ballot process in respect of the following resolutions:

- Special Resolution for increase of Authorised Share Capital and consequent alteration of the Memorandum and Articles of Association of the Company.
- Special Resolution for Alteration of the Articles of Association.
- Special Resolution for Issue of Bonus Shares by way of Capitalisation of Reserves.
- Special Resolution for approval to borrow in excess of paid-up capital & free reserves pursuant to Section 180 (1) (c) of the Companies Act, 2013.
- Special Resolution for approval for creation of charge/mortgage etc. on Company's movable or immovable properties in terms of Section 180(1) (a) of the Companies Act, 2013.



I SUBMIT MY REPORT AS UNDER:

- The Company completed the dispatch of Postal Ballot forms on Tuesday, 20th May 2014 along with postage prepaid business reply envelope to its Members whose name(s) appeared on the Register of Members as on Friday the 16th May 2014.
- The particulars of all Postal Ballot forms received from the Members have been entered in separate Registers maintained for the purpose.
- The postal ballot forms were duly opened in my presence and scrutinized by me and the details of shareholders were matched with the Register of Members of the Company as on Friday, 16th May 2014.
- All postal ballots received by me in physical form up to 5.00 p.m. on Saturday, the 21st day of June, 2014, the last date and time fixed by the Company for receipt of the forms and the e-voting statement received from Central Depository Services (India) Limited (CDSL) on closure of the e-voting module by CDSL at the said time and date were considered for my scrutiny.
- None of the envelope containing postal ballot forms received after the business hours as aforesaid were considered.
- I did not find any defaced or mutilated ballot paper.
- Pursuant to section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 e-voting facility was also made available to all the Members to cast their votes electronically as an optional facility to physical Postal Ballot Form. The facility for e-voting was made available on <http://www.evotingindia.co.in> where the members were provided with the login id and password which would enable them to vote.
- A total of 554 Postal Ballots and 47 e-voting have been received from the members which have been scrutinized by me to ascertain the assent or dissent of the members.



- The Company has sent 13,803 postal ballot to members and 593 postal ballots are returned by postal authorities.
- A Summary of the postal ballot forms received and casting of the votes by e-voting is given below:

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ITEM NO.2:- SPECIAL RESOLUTION FOR ALTERATION OF THE ARTICLES OF ASSOCIATION

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(c) Net Valid Postal Ballot Forms / E-Votes (as per register)	572	48,15,879	100.00%
(d) Postal Ballot Forms/ E-Votes with assent	561	48,14,868	99.98%
(e) Postal Ballot Forms / E-Votes with dissent	11	1,011	0.02%



ITEM NO. 3 :- SPECIAL RESOLUTION FOR ISSUE OF BONUS SHARES BY WAY OF CAPITALISATION OF RESERVES

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ITEM NO. 4:- SPECIAL RESOLUTION FOR APPROVAL TO BORROW IN EXCESS OF PAID-UP CAPITAL & FREE RESERVES PURSUANT TO SECTION 180 (1) (c) OF THE COMPANIES ACT, 2013.

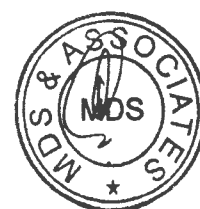
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ITEM NO.5 :-SPECIAL RESOLUTION FOR APPROVAL FOR CREATION OF CHARGE/MORTGAGE ETC. ON COMPANY'S MOVABLE OR IMMOVABLE PROPERTIES IN TERMS OF SECTION 180(1) (a) OF THE COMPANIES ACT, 2013.

Particulars	No. of Postal Ballot Forms	No. of Shares	Percentage to Valid Votes
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(c) Net Valid Postal Ballot Forms / E-Votes (as per register)	572	48,15,877	100.00%
(d) Postal Ballot Forms/ E-Votes with assent	546	48,13,711	99.96%
(e) Postal Ballot Forms / E-Votes with dissent	26	2,166	0.04%

- Accordingly, I report that
- out of total of 572 members holding 48,15,878 shares, who have exercised their voting rights (valid votes), 566 members holding 48,15,147 shares have voted in favour of the Special Resolution which works out to 99.98% of the total votes polled in respect of the Special Resolution for increase of Authorised Share Capital and consequent alteration of the Memorandum and Articles of Association of the Company as set out in Item No.1 of the Postal Ballot Notice dated 15th May 2014.
- out of total of 572 members holding 48,15,879 shares, who have exercised their voting rights (valid votes), 561 members holding 48,14,868 shares have voted in favour of the Special Resolution which works out to 99.98% of the total votes polled in respect of the Special Resolution for Alteration of the Articles of Association as set out in Item No.2 of the Postal Ballot Notice dated 15th May 2014.



- out of total of 574 members holding 48,16,319 shares, who have exercised their voting rights (valid votes), 569 members holding 48,15,597 shares have voted in favour of the Special Resolution which works out to 99.99-% of the total votes polled in respect of the Special Resolution for Issue of Bonus Shares by way of capitalization of reserves as set out in Item No.3 of the Postal Ballot Notice dated 15th May 2014.
- out of total of 572 members holding 48,15,878 shares, who have exercised their voting rights (valid votes), 548 members holding 48,12,364 shares have voted in favour of the Special Resolution which works out to 99.93% of the total votes polled in respect of the Special Resolution for approval to borrow in excess of paid-up capital & free reserves pursuant to section 180(1)(c) of the Companies Act, 2013 as set out in Item No.4 of the Postal Ballot Notice dated 15th May 2014.
- out of total of 572 members holding 48,15,877 shares, who have exercised their voting rights (valid votes), 546 members holding 48,13,711 shares have voted in favour of the Special Resolution which works out to 99.96% of the total votes polled in respect of the Special Resolution for approval for creation of charge/mortgage etc. on Company's movable or immovable properties in terms of section 180(1)(a) of the Companies Act, 2013 as set out in Item No.5 of the Postal Ballot Notice dated 15th May 2014.
- I have handed over the postal ballot forms and other related papers/registers and records for safe custody to Company.

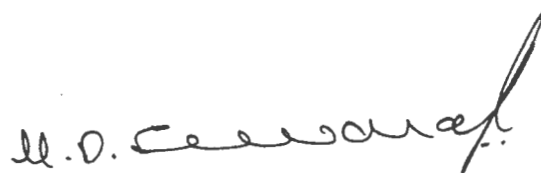
You may accordingly declare the results of the voting by Postal Ballot.

Date: 22nd June 2014
Place: Coimbatore

For L.G. BALAKRISHNAN & BROS LTD.



DIRECTOR



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 - 641 022