

**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

Serial No.:

POSTAL BALLOT FORM

(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		
ELECTRONIC VOTING PARTICULARS		
(Please read the e-voting instructions given overleaf before exercising the e-vote)		
EVSIN (Electronic Voting Sequence Number)	USER ID	PASSWORD

I/We hereby exercise my/our vote in respect of the following resolutions to be passed through Postal Ballot for the businesses stated in the Postal Ballot Notice dated 15th May, 2014 of the Company by conveying my/our assent or dissent to the said Resolutions 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.	Special Resolution for Increase of Authorised Share Capital and consequent alteration of the Memorandum and Articles of Association of the Company.			
2.	Special Resolution for Alteration of the Articles of Association.			
3.	Special Resolution for Issue of Bonus Shares by way of Capitalisation of Reserves.			
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.			
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.			

Place :

Date :

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

Please send the postal ballot form in the envelope enclosed herewith.

Notes : Last date for receipt of Postal Ballot Form by Scrutinizer is 21st June, 2014

For Voting through Physical Postal Ballot Form

- A member desiring to exercise 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.
- Please convey your assent/ dissent in this Postal Ballot Form. The assent/ dissent received in any other form shall not be considered valid.
- This form should be completed and signed by the member. In case of joint holding, this 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.
- The Postal Ballot Form shall not be exercised by a Proxy.
- 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 Board Resolution/Authority.
- Incomplete, unsigned or incorrectly ticked Postal Ballot Form will be rejected.
- In terms of 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 (i.e., 5.00 P.M.) on Saturday, 21st June 2014. All Postal Ballot Forms received after this date will be strictly treated as if the reply from such a member has not been received.
- 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.
- A member is neither required to cast all his/her votes nor he/she is required to vote in the same manner for all the Resolutions.
- There will be one Postal Ballot Form for every Folio/ Client ID, irrespective of the number of Joint holders.
- The Scrutinizer's decision on the validity of a Postal Ballot Form will be final.
- Members who have received Postal Ballot Form and are desirous of casting their votes by e-voting may follow e-voting procedure given here under.

For E-voting Facility

Pursuant to Section 110 of the Companies Act, 2013 and applicable rules thereunder and Clause 35B of the Equity Listing Agreement, 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 Physical Postal Ballot and also vice-versa. However, in case members cast their vote both via physical ballot and e-voting, then voting through physical ballot shall prevail and voting done by e-voting shall be treated as invalid.

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

(A) In case of members receiving e-mail and who wish to vote through e-voting facility:

- E-mail contains your user-id and password for e-voting. Please note this password is an initial password.
- Log on to the e-voting website www.evotingindia.co.in
- Click on "Shareholders" tab to cast your votes.
- Select the Electronic Voting Sequence Number ("EVSN") along with "L.G. BALAKRISHNAN & BROS LIMITED" from the drop down menu and click on **SUBMIT**.
- Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
User ID	For NSDL : 8 Character DP ID followed by 8 Digits Client ID For CDSL : 16 digits beneficiary ID	Folio Number registered with the Company
Password	Your unique password has been printed on the postal ballot form / mentioned in the e-mail forwarded	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting	

* Members who have not updated their PAN with the Company/ Depository Participant are requested to use the default number: 54321 in the PAN field or use physical Postal Ballot Form for voting.

- After entering these details appropriately, click on "SUBMIT" tab.
- Members holding shares in physical form will then reach directly to the voting screen.
- For such members who are holding shares in demat form and have logged on to www.evotingindia.com and caste vote for EVSN of any Company earlier, the same login ID and password are to be used.
- Other members holding shares in demat form will now reach 'Password Change' menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. 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.
- You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-voting system in future. The same may be used in case the member forgets the password and the same needs to be reset.
- For members holding shares in physical form, the password and default number can be used only for e-voting on the resolutions contained in this Postal Ballot Notice.
- On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Enter the number of equity shares (which represents number of votes) under YES/NO or alternatively you may partially enter any number in YES and partially in NO, but the total number in YES and NO taken together should not exceed your total shareholding.

The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- Click on the "Resolutions File Link" if you wish to view the entire Postal Ballot Resolutions/Notice..
- 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.
- Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- Corporate/Institutional members (other than Individuals, HUF, NRI) are required to send scanned copy (PDF/JPG format) of the relevant Board resolution/authority letter etc together with the attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the scrutinizer through email at csmdscbe@gmail.com and info@lgb.co.in with copy marked to helpdesk.evoting@cdslindia.com

(B) In case of members receiving Postal Ballot Form by Post and who wish to vote using e-voting facility:

- Initial password and other details are provided at the bottom of Postal Ballot Form:
- Please follow all steps from Sl. No. (i) to Sl. No. (xvi) above, to cast vote.

(C) The voting period commences at 9.30 a.m. on Friday May, 23, 2014 and closes at 5.00 p.m. on Saturday June, 21, 2014. The e-voting module will be disabled by CDSL for voting thereafter.

(D) 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

Members have the option either to vote through the e-voting process or through the Physical Postal Ballot Form. Members who have received the Postal Ballot Notice by email and who wish to vote through Postal Ballot Form can seek duplicate Postal Ballot Form from M/s. Cameo Corporate Services Limited, "Subramanian Building" No.1, Club House Road, Chennai – 600 002, and can fill in the requisite details and send the same to the Scrutinizer.

The Scrutinizer will submit his report after completion of scrutiny, on 22nd June, 2014. The Chairman cum Managing Director will, or in his absence any other person so authorised by him will announce the results of the voting by Postal Ballot on 23rd June, 2014 at 9.00 A.M. at the Registered Office of the Company.