



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@mdsassociates.in, Web : www.mdsservices.in

**COMBINED SCRUTINIZER'S REPORT FOR REMOTE E-VOTING AND
E-VOTING AT THE ANNUAL GENERAL MEETING**

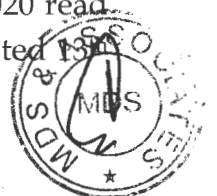
**(Pursuant to Section(s) 108 and 109 of the Companies Act, 2013 read with Rule 20 of the
Companies (Management and Administration) Rules, 2014 - as amended and
Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015)**

To
The Chairman
64th Annual General Meeting of the Equity Shareholders of
M/s. L G BALAKRISHNAN & BROS LIMITED
(L29191TZ1956PLC000257)
Held on Thursday, 20th August, 2020, at 03:30 PM
Through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)

Dear Sir,

Sub: Passing of resolution(s) through remote e-voting process and through e-voting conducted at the 64th Annual General Meeting of M/s. L G Balakrishnan & Bros Limited held on 20th August, 2020

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 purpose of scrutinizing the remote e-voting process and the e-voting conducted at the 64th Annual General Meeting in a fair and transparent manner and for the purpose of ascertaining the requisite majority on the remote e-voting and e-voting on the resolution(s) as set out in the Notice convening the 64th Annual General Meeting of the Company held on Thursday, 20th August, 2020, at 03:30 PM (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) in accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Circular No. 20/2020 dated 5th May 2020 read with Circular No. 14/2020 dated 8th April 2020 and Circular No. 17/2020 dated 13th April 2020 issued by the Ministry of Corporate Affairs ("MCA Circulars").



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 electronic means, on the resolution(s) as set out in the Notice convening the 64th Annual General Meeting dated 5th June, 2020.

Responsibility as a Scrutinizer

My responsibility, as a Scrutinizer for the remote e-voting process and for the e-voting at the 64th Annual General Meeting, is restricted to the preparation of a Scrutinizer's Report on the votes cast "in favour" or "against" the resolution(s), as set out in Item No. 1 to Item No. 5 in the Notice convening the 64th Annual General Meeting of the Company dated 5th June, 2020, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the Authorized Agency, engaged by the Company for providing e-voting facilities.

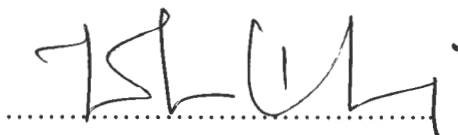
Further, in addition to the above, I submit my report as under

- a. The Notice dated 5th June, 2020 convening the 64th Annual General Meeting (AGM) of the Company along with necessary statement setting out the material facts under Section 102 of the Companies Act, 2013 and the disclosure under Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), in respect of the below mentioned resolution(s) to be passed at the said 64th Annual General Meeting of the Company, were sent by the Registrar & Share Transfer Agent viz. M/s. Cameo Corporate Services Limited through electronic mail to the members who had registered their email ID with the Company / Depositories in accordance with the said MCA Circulars. The Company has also placed the notice of the 64th Annual General Meeting on its website.
- b. The Company has availed the e-voting services offered by the Central Depository Services (India) Limited (CDSL) for providing the remote e-voting and the facility of e-voting during the meeting to the shareholders of the Company.



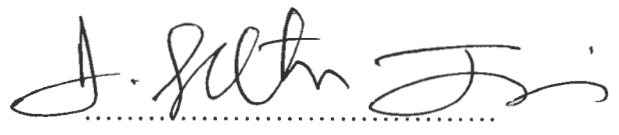
- c. The remote e-voting period commenced on Monday, the 17th day of August, 2020 at 9:00 AM and ended on Wednesday, the 19th day of August 2020 at 5:00 PM. During the period, the members of the Company, holding shares in physical and / or in dematerialized form, as on the cut-off date i.e. 13th August 2020 were entitled to vote on the resolutions set out in the Notice of the 64th Annual General Meeting. The remote e-voting module of Central Depository Services (India) Limited (CDSL) was disabled on Wednesday, 19th August 2020 at 05:00 PM.
- d. Upon the commencement of the 64th Annual General Meeting, the e-voting platform was made available to the shareholders, who were present at the 64th Annual General Meeting through video conferencing / other audio visual means and who had not cast their vote through remote e-voting, to cast their vote through e-voting facility at the said 64th Annual General Meeting. The e-voting facility provided at the meeting was disabled at the conclusion of the Annual General Meeting i.e. 04:05 PM.
- e. I, as the Scrutinizer, unblocked the votes cast by the Shareholders of the Company through the e-voting process, on 20th day of August 2020 at 04:35 PM in the presence of Mr. John Manoj A (the undersigned as Witness No.1) and Mr.A.Selten Jayaraj (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



Name: Mr. John Manoj A

Witness No.2



Name: Mr. A. Selten Jayaraj

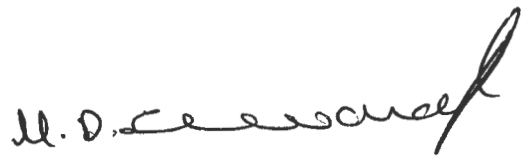
- f. Thereafter, the details containing *inter alia* the list of Equity Shareholders of the Company, who have cast "for" or "against" each of the resolution(s) that were put to vote through remote e-voting process and e-voting at the meeting, were generated from the e-voting portal of the Central Depository Services (India) Limited (CDSL).



- g. I have scrutinized the votes cast by remote e-voting and by e-voting at the Annual General Meeting and maintained registers in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014 (as amended).
- h. Based on the reports generated from the e-voting portal of Central Depository Services (India) Limited (CDSL), I hereby submit my Combined Report on the results of the votes cast by the shareholders of the Company through remote e-voting and e-voting at the meeting on the resolution(s) as set out under Item No.1 to Item No.5 in the Notice convening the 64th Annual General Meeting as under:

For L.G. BALAKRISHNAN & BROS LTD.


P. PRABAKARAN
MANAGING DIRECTOR
DIN No.: 01709564


M.D. SELVARAJ
M.D. SELVARAJ M.Com, MBA, FCS,
COMPANY SECRETARY IN PRACTICE

FCS - 960, CP - 411
"SURYA" 35, MAYFLOWER AVENUE
SOWRIPALAYAM ROAD, COIMBATORE - 641 028
UDIN : F000960B000600636

Ordinary BusinessResolution No: 1**Ordinary resolution**

Adoption of the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2020 together with the Reports of the Board of Directors and the Auditors thereon.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	94	2,05,27,327	100.00
E-Voting at AGM	12	1,01,334	88.79
Total Voting	106	2,06,28,661	99.94

VOTES CAST AGAINST THE RESOLUTION

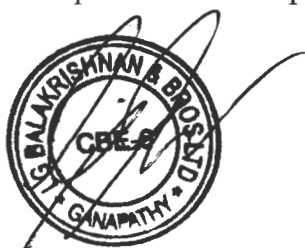
Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	0	0	0.00
E-Voting at AGM	1	12,800	11.21
Total Voting	1	12,800	0.06

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
Remote E-Voting	0	0
E-Voting at AGM	0	0
Total Voting	0	0

- 1 shareholder holding 936 equity shares has abstained from voting through remote e-voting facility

Note: Thus, the Ordinary Resolution as given in Item No. 1 may be considered as passed with requisite majority.



Ordinary Business

Resolution No: 2

Ordinary resolution

Confirmation of the payment of interim dividend of Rs.5/- per equity share already paid as final dividend for the financial year ended 31st March, 2020.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	95	2,05,28,263	100.00
E-Voting at AGM	12	1,01,334	88.79
Total Voting	107	2,06,29,597	99.94

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	0	0	0.00
E-Voting at AGM	1	12,800	11.21
Total Voting	1	12,800	0.06

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
Remote E-Voting	0	0
E-Voting at AGM	0	0
Total Voting	0	0

Note: Thus, the Ordinary Resolution as given in Item No. 2 may be considered as passed with requisite majority.



Ordinary Business

Resolution No: 3

Ordinary resolution

Re-appointment of Sri. V. Rajvirdhan (DIN: 00156787) as a Director, who retire by rotation.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	94	2,05,26,433	99.99
E-Voting at AGM	11	1,00,032	87.64
Total Voting	105	2,06,26,465	99.92

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	1	1,830	0.01
E-Voting at AGM	2	14,102	12.36
Total Voting	3	15,932	0.08

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
Remote E-Voting	0	0
E-Voting at AGM	0	0
Total Voting	0	0

Note: Thus, the Ordinary Resolution as given in Item No. 3 may be considered as passed with requisite majority.



Ordinary Business

Resolution No: 4

Ordinary resolution

Re-appointment of Sri. S. Sivakumar (DIN: 00016040) as a Director, who retire by rotation.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	94	2,05,26,433	99.99
E-Voting at AGM	12	1,01,334	88.79
Total Voting	106	2,06,27,767	99.93

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	1	1,830	0.01
E-Voting at AGM	1	12,800	11.21
Total Voting	2	14,630	0.07

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
Remote E-Voting	0	0
E-Voting at AGM	0	0
Total Voting	0	0

Note: Thus, the Ordinary Resolution as given in Item No. 4 may be considered as passed with requisite majority.



Special BusinessResolution No: 5**Ordinary resolution**

Ratification of the remuneration payable to Dr. G. L. Sankaran, Cost Accountant (Membership No.4482), Cost Auditors, for the financial year ending March 31, 2021.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	95	2,05,28,263	100.00
E-Voting at AGM	10	1,01,194	88.66
Total Voting	105	2,06,29,457	99.94

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	0	0	0.00
E-Voting at AGM	3	12,940	11.34
Total Voting	3	12,940	0.06

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
Remote E-Voting	0	0
E-Voting at AGM	0	0
Total Voting	0	0

Note: Thus, the Ordinary Resolution as given in Item No. 5 may be considered as passed with requisite majority.

Based on the Scrutinizer's Report, the Resolution Nos.1 to 5 have been duly passed with requisite majority For **L.G. BALAKRISHNAN & BROS LTD.**

Place : Coimbatore
Date : 21st August, 2020

P. PRABAKARAN
MANAGING DIRECTOR
DIN No.: 01709564

Yours faithfully
M.D. Selvaraj
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

UDIN: F000960B000600636