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CIN : L29191TZ1956PLC000257

**NOTICE OF THE NATIONAL COMPANY LAW TRIBUNAL, CHENNAI BENCH  
CONVENED MEETING OF THE EQUITY SHAREHOLDERS OF  
L.G. BALAKRISHNAN & BROS LIMITED**

<b>Day &amp; Date</b>	<b>MONDAY, 26<sup>th</sup> FEBRUARY, 2018</b>
<b>TIME</b>	<b>11.00 AM</b>
<b>VENUE</b>	<b>ARDRA CONVENTION CENTRE, "KAANCHAN", NO.9, NORTH HUZUR ROAD, COIMBATORE-641018</b>

<b>POSTAL BALLOT AND E-VOTING</b>	
<b>COMMENCES ON</b>	<b>SATURDAY, 27<sup>th</sup> JANUARY, 2018</b>
<b>ENDS ON</b>	<b>SUNDAY, 25<sup>th</sup> FEBRUARY, 2018</b>

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BEFORE THE NATIONAL COMPANY LAW TRIBUNAL , CHENNAI BENCH

CA No.210/CAA/2017

IN THE MATTER OF THE COMPANIES ACT, 2013

and

IN THE MATTER OF APPLICATION UNDER SECTIONS 230 TO 232 AND OTHER APPLICABLE

PROVISIONS OF THE COMPANIES ACT, 2013

AND

IN THE MATTER OF SCHEME OF AMALGAMATION (MERGER) OF M/s BCW V TECH INDIA PRIVATE LIMITED (TRANSFEROR COMPANY) WITH M/s L.G.BALAKRISHNAN & BROS LIMITED (TRANSFEE COMPANY) AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

**M/s L.G.BALAKRISHNAN & BROS LIMITED.,**

A Company incorporated under the Companies Act, 1913,

with CIN: L29191TZ1956PLC000257 and having its

registered office at 6/16/13 Krishnarayapuram Road,

Ganapathy, Coimbatore 641 006, Tamil Nadu, India.

Rep. By Its General Manager Cum Company Secretary

Mr. M. Lakshmikanth Joshi

Applicant/Transferee Company

**NOTICE CONVENING THE MEETING OF THE EQUITY SHAREHOLDERS OF  
L.G. BALAKRISHNAN & BROS LIMITED**

To

**The Equity shareholders of L G Balakrishnan & Bros Limited (“the Company”)**

Notice is hereby given that by an order dated 12<sup>th</sup> January 2018, the Chennai Bench of the National Company Law Tribunal has directed a meeting to be held of the equity shareholders of the said company for the purpose of considering, and if thought fit, approving with or without modification, the Scheme of Amalgamation of M/s.BCW V Tech India Private Limited (Transferor Company) with M/s.L.G.Balakrishnan & Bros Limited (Transferee Company).

In pursuance of the said order and as directed therein further notice is hereby given that a meeting of equity shareholders of the said company will be held at “Ardra Convention Centre”, “Kaanchan”, No.9, North Huzur Road, Coimbatore-641 018, Tamil Nadu on Monday, the 26<sup>th</sup> day of February 2018 at 11.00 AM at which time and place the said equity shareholders are requested to attend.

In the said meeting, the following business will be transacted:

To consider, and if thought fit, approve with or without modification(s), the following resolution under Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder for approval of the Scheme of Amalgamation of BCW V Tech India Private Limited with L G Balakrishnan & Bros Limited:

*“RESOLVED THAT subject to the approval of the National Company Law Tribunal (NCLT), Chennai Bench or such other competent authority and subject to such approvals, permissions and sanctions of regulatory authorities under Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 and / or Companies Act, 1956 read with the Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications(s) or re-enactment thereof for the time being in force) and subject to the relevant provisions of other applicable laws and enabling provisions of the Memorandum of Association and Articles of Association of the Company, the Scheme of Amalgamation (Merger) of BCW V Tech India Private Limited (“Transferor Company”) with L G Balakrishnan & Bros Limited (“Transferee Company”), a copy of which is sent along with the Notice, be and is hereby approved.*

*RESOLVED FURTHER THAT the Board of Directors of the Company and any person authorised by the Board, be and is hereby authorised to take all such steps as may be necessary or desirable and do all such acts, deeds, things and matters, as may be considered necessary to give effect to the aforesaid Scheme of Amalgamation (Merger) and this Resolution and to accept such alteration, modification and/or conditions, if any, which may be proposed, required or imposed by the Hon'ble National Company Law Tribunal while sanctioning the said Scheme."*

Copies of the said Scheme of Amalgamation, and of the statement under Section 230 & 232 can be obtained free of charge at the Registered Office of the company or at the office of its Counsel M/s Ramani & Shankar, Advocates, having office at No.152, Kalidas Road, Ramangar, Coimbatore - 641009.

Persons entitled to attend and vote at the meeting, may vote in person or by proxy provided that all proxies in the prescribed form are deposited at the Registered Office of the Company at 6/16/13, Krishnarayapuram Road, Ganapathy, Coimbatore - 641006, not later than 48 hours before the meeting.

The Company has also provided an alternative facility to equity shareholders to cast their votes either by Postal Ballot or remote e-voting and notes to this Notice may be referred for the detailed instructions for casting vote by postal ballot or e-voting.

Forms of Proxy can be had at the registered office of the company.

The Tribunal has appointed Mr. B. Vijayakumar, Chairman cum Managing Director and failing him, Mr. P. Shanmugasundaram, Director as Chairman of the said meeting. The above-mentioned Scheme of Amalgamation, if approved by the meeting, will be subject to the subsequent approval of the Tribunal.

Sd./-

**B. Vijayakumar**

Dated this 20<sup>th</sup> day of January 2018

**Chairman appointed for the meeting**

**Notes:**

1. A member entitled to attend and vote at the Tribunal convened Meeting (the "meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself/ herself 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 forty-eight hours before the commencement of the meeting.

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. The Form of Proxy is annexed this Notice and can also be obtained from the Registered office of the company.
3. All alterations made in the Form of Proxy should be initialled.
4. During the period beginning 24 (Twenty-four) hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, an equity shareholder would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than 3 (three) days of notice in writing is given to the Company.
5. A statement pursuant to Section 230(3) & 232(2) of the Companies Act, 2013, read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, setting out material facts, in respect of Special Business as set out above to be transacted at the meeting is annexed hereto and forms part of this Notice.

6. The quorum of the meeting of the equity shareholders of the Company shall be 30 members present in person.
7. The Notice is being sent to all the equity shareholders, whose names appear in the Register of Members/ List of Beneficial Owners as received from the National Securities Depository Limited (“NSDL”)/ Central Depository Services (India) Limited (“CDSL”) as on 19<sup>th</sup> January 2018 (cut-off date).
8. This notice of the Tribunal convened meeting of the equity shareholders of the Company along with the relevant documents are placed on the website of the Company at [www.lgb.co.in](http://www.lgb.co.in) and website of CDSL at [www.evotingindia.com](http://www.evotingindia.com)
9. Voting rights shall be reckoned on the paid-up value of the equity shares registered in the name of members as on 19<sup>th</sup> January 2018, i.e. the cut-off date for determining shareholders eligible for voting at the Tribunal convened meeting of the equity shareholders. Persons who are not equity shareholders of the Company as on the cut-off date should treat this notice for information purposes only.
10. Only registered equity shareholders of the Company shall attend (in person or by proxy) and vote at the Tribunal Convened Meeting of the equity shareholders.
11. Registered Equity Shareholders are informed that in case of joint holders attending the meeting, joint holder whose name stands first in the Register of Members and in his / her absence by the next named member of the Company in respect of such joint holding will be entitled to vote.
12. Equity Shareholders are requested to hand over the enclosed Attendance Slip, duly filled and signed in accordance with their specimen signature(s) registered with the Company / Depository for admission to the meeting hall. Shareholders who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for identification at the meeting.
13. The material documents referred to in the accompanying Statement shall be open for inspection at the Registered Office of the company on all working days up to the date of declaration of results of the meeting.
14. Members are requested to note that the venue of the Tribunal convened meeting of the equity shareholders of the company is at Ardra Convention Centre, “Kaanchan”, No.9, North Huzur Road, Coimbatore - 641018 and the route map containing the complete particulars of the venue is attached to this Notice.
15. Pursuant to Regulation 37(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company is not required to obtain the observation letter or No-objection letter of the Stock Exchanges. Further, the requirements laid down in Circular No. CFD/DIL3/CIR/2017/21 dated 10<sup>th</sup> March 2017 issued by the Securities and Exchange Board of India does not apply for the above-mentioned Scheme of Amalgamation.
16. In accordance with the provisions of Sections 230-232 of the Companies Act, 2013, the Scheme shall be acted upon only if a majority of persons representing three fourth in value of the equity shareholders of the company voting in person or by proxy or by postal ballot or e-voting, agree to the Scheme.
17. Members may also note that in accordance with Sections 230 to 232 of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the Company has also provided an alternative facility to the Equity Shareholders to cast their votes either by Postal Ballot or remote E-Voting and the Notes to this notice may be referred for the detailed instructions for casting vote by Postal Ballot and E-Voting.
18. Mr. M.D. Selvaraj FCS, Practising Company Secretary, MDS & Associates, Coimbatore has been appointed as scrutinizer for the said meeting of the Equity Shareholders for conducting the Postal Ballot, remote E-Voting and poll process in a fair and transparent manner.
19. Post the meeting, the Scrutinizer will submit the combined report to the Chairman of the meeting after completion of scrutiny of the votes cast by the equity shareholders of the Transferee Company through

(i) Postal Ballot, (ii) ballot or polling paper at the venue of the meeting and (iii) remote e-voting. The scrutinizer's decision on the validity of the votes shall be final. The results of votes cast through (i) Postal Ballot, (ii) ballot or polling paper at the venue of the meeting and (iii) remote e-voting will be announced on 28<sup>th</sup> February 2018 at the registered office of the Transferee Company. The results as declared by the Chairman, along with the reports of the scrutinizer shall be displayed at the registered office of the Company situated at L.G.Balakrishnan & Bros Limited, 6/16/13, Krishnarayapuram Road, Ganapathy Post, Coimbatore - 641006 and shall also be placed on the website of the Company viz. [www.lgb.co.in](http://www.lgb.co.in) and on the website of CDSL and will also be communicated to BSE Limited (BSE) & The National Stock Exchange of India Limited (NSE), the Stock Exchange's where the equity shares of the company is listed.

20. Members may note that each equity shareholder can opt for only one mode of voting i.e. at the venue of the meeting of the equity shareholders of the Company or by remote e-voting or by postal ballot. If you opt for remote e-voting or postal ballot, then do not vote at the venue of the meeting. In case of shareholders exercising their right to vote in all modes, then remote e-voting shall prevail over voting by the said shareholder at the venue of the meeting of the equity shareholders and postal ballot and the vote cast at the venue of the meeting by that shareholder shall be treated as invalid. In case of shareholders exercising their right to vote by postal ballot and e-voting, then voting through e-voting shall prevail and voting done by ballot paper shall be treated as invalid, notwithstanding whichever is cast first. In case of shareholders exercising their right to vote in by postal ballot and at the venue of the meeting of the equity shareholders, then voting through postal ballot shall prevail and the vote cast at the venue of the meeting by that shareholder shall be treated as invalid.

21. The detailed instructions for voting are as under:

**i. VOTING THROUGH POSTAL BALLOT FORM**

An Equity Shareholder desiring to exercise vote by postal ballot shall complete the enclosed Postal Ballot Form with assent (for) or dissent (against) and send it to the scrutinizer in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if sent by courier or by registered post or by speed post at the expense of the Equity Shareholder shall also be accepted. The envelopes may also be deposited personally at the address given thereon.

The Postal Ballot Form, duly completed and signed should be returned in the enclosed self-addressed postage prepaid Business Reply Envelope so as to reach the scrutinizer on or before Sunday, 25<sup>th</sup> February 2018 at 5.00 PM failing which, it shall be strictly treated as if the reply from the Equity Shareholder has not been received. Hence, the members are requested to send the duly completed Postal Ballot Form well before Sunday, 25<sup>th</sup> February 2018, providing sufficient time for postal transit.

The Equity Shareholders are requested to carefully read the instructions printed overleaf the Postal Ballot Form before exercising their votes.

**ii. REMOTE E-VOTING FACILITY**

a. Pursuant to the provisions of Section 108, 110 and other applicable provisions of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the relevant SEBI Circulars in this regard, the Company is also conducting remote 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.

b. The facility for voting through polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting/Postal Ballot may exercise their voting through polling paper at the meeting.

- c. The members who have cast their vote by remote e-voting/Postal Ballot may also attend the meeting but shall not be entitled to cast their vote again.

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

- i. The voting period begins on Saturday, 27<sup>th</sup> January 2018 at 9.00 AM and ends on Sunday, 25<sup>th</sup> February 2018 at 5.00 PM During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 19<sup>th</sup> January 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- iii. Click on Shareholders.
- iv. 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.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- vii. If you are a first-time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>● 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 field.</li> <li>● In 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.</li> </ul>
Dividend Bank Details or Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> <li>● 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)</li> </ul>

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. 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.

- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN for 'L.G.Balakrishnan & Bros Limited'.
- xii. 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.
- xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv. 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.
- xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take print out of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii. If Demat account holder has forgotten the login password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii. 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. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xix. 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](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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](mailto: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.
- xx. 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).



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- d. The Scrutinizer shall immediately after the conclusion of the meeting first count the votes cast at the meeting and Postal Ballot and thereafter unblock the votes cast through remote e-voting in the presence of at least two 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 meeting.
  - e. The Scrutinizer will submit his combined report to the Chairman of the meeting after completion of scrutiny, on or before Wednesday, 28<sup>th</sup> February 2018. The Chairman of the meeting will announce the results of the voting by Postal Ballot, Poll at the meeting and remote e-voting on the close of business hours on Wednesday, 28<sup>th</sup> February 2018 at the Registered Office of the Company.
  - f. The results as declared by the Chairman, along with the report of the scrutinizer shall be displayed at the Registered Office of the Company situated at L.G. Balakrishnan & Bros Limited, 6/16/13, Krishnarayapuram road, Ganapathy Post, Coimbatore - 641 006 and shall also be placed on the website of the Company viz. [www.lgb.co.in](http://www.lgb.co.in) and on the website of CDSL and will also be communicated to BSE Limited (BSE) & The National Stock Exchange of India Limited (NSE), the Stock Exchanges where the equity shares of the Company are listed.

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
CHENNAI BENCH  
CA No. 210/CAA/2017  
IN THE MATTER OF THE COMPANIES ACT, 2013  
AND

IN THE MATTER OF APPLICATION UNDER SECTIONS 230 TO 232 AND OTHER APPLICABLE  
PROVISIONS OF THE COMPANIES ACT, 2013  
AND

IN THE MATTER OF SCHEME OF AMALGAMATION (MERGER) OF M/s BCW V TECH INDIA PRIVATE LIMITED  
(TRANSFEROR COMPANY) WITH M/s L.G.BALAKRISHNAN & BROS LIMITED (TRANSFEEE COMPANY) AND  
THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

**M/s L.G.BALAKRISHNAN & BROS LIMITED.,**

A Company incorporated under the Companies Act, 1913,  
with CIN: L29191TZ1956PLC000257 and having its  
registered office at 6/16/13 Krishnarayapuram Road,  
Ganapathy, Coimbatore 641 006, Tamil Nadu, India.  
Rep. By Its General Manager Cum Company Secretary  
Mr. M. Lakshmikanth Joshi

Applicant/Transferee Company

**STATEMENT UNDER SECTIONS 230(3) & 232(2) OF THE COMPANIES ACT, 2013 READ WITH RULE 6 OF THE  
COMPANIES (COMPROMISES, ARRANGEMENT AND AMALGAMATIONS) RULES, 2016**

The Audit Committee & the Board of Directors of the Transferee Company at their meeting held on 5<sup>th</sup> May 2017 & 6<sup>th</sup> May 2017 respectively had approved the amalgamation of BCW V Tech India Private Limited (Transferor Company) with L G Balakrishnan & Bros Limited (Transferee Company).

In accordance with the Order of the National Company Law Tribunal, Chennai Bench, the resolution as mentioned in the Notice along with the details as required is being placed for the approval of the members.

**1. Details of the order of the Tribunal directing the calling, convening and conducting of the meeting: -**

- a. The National Company Law Tribunal, Chennai Bench, by an order dated 12<sup>th</sup> January 2018 (“Order”) in the Company Application referred to above, has directed the convening of the meeting of the Equity Shareholders of L G Balakrishnan & Bros Limited (Transferee Company) to be held on Monday, the 26<sup>th</sup> day of February 2018 at 11.00 AM at Ardra Convention Centre, “Kaanchan”, No.9, North Huzur Road, Coimbatore - 641018 for the purpose of considering and approving the Scheme of Amalgamation of BCW V Tech India Private Limited with L G Balakrishnan & Bros Limited (the “Scheme”) under Sections 230-232 and other applicable provisions, if any, of the Companies Act, 2013. The Hon’ble National Company Law Tribunal has appointed Mr. B. Vijayakumar, Chairman cum Managing Director and failing him Mr. P. Shanmugasundaram, Director as the Chairman of the meeting.
- b. The National Company Law Tribunal, Chennai Bench by the said Order further dispensed with the convening of the meeting of the Equity Shareholders of BCW V Tech India Private Limited (Transferor Company).
- c. The order further dispensed with the convening of the meeting of the Secured Creditors of BCW V Tech India Private Limited (Transferor Company) and L G Balakrishnan & Bros Limited (Transferee Company).
- d. The Order further directed the convening of the meeting of the Unsecured Creditors of the Transferee Company to be held on Monday, the 26<sup>th</sup> day of February 2018 at 12.00 PM at Ardra Convention Centre, “Kaanchan”, No.9, North Huzur Road, Coimbatore - 641018 to consider the Scheme.

- e. The Order further directed the convening of the meeting of the Unsecured Creditors of the Transferor Company to be held on Monday, the 26<sup>th</sup> day of February 2018 at 10.00 AM at Ardra Convention Centre, “Kaanchan”, No.9, North Huzur Road, Coimbatore - 641018 to consider the Scheme.

**2. Details of the Transferor Company and Transferee Company:**

**Details of BCW V Tech India Private Limited (Transferor Company):**

- a. Corporate Identification Number (CIN) : U72200TZ2006PTC012831
- b. Permanent Account Number (PAN) : AACCV2759A
- c. Name of the Company : BCW V Tech India Private Limited
- d. Date of Incorporation : 07.06.2006
- e. Type of Company : Unlisted Private Limited Company  
Wholly owned Subsidiary of L.G. Balakrishnan and Bros Limited, a Listed Public Limited Company
- f. Registered Office Address and email ID : No 6/16/13, Krishnarayapuram Road, Ganapathy Post, Coimbatore - 641006, Tamil Nadu, India.  
E-mail ID: lk.joshi@lgb.co.in
- g. Summary of main object as per the memorandum of association; and main business carried on by the company:

**Summary of main object as per the Memorandum of Association:**

- To carry on the business of manufacturers, repairers, assemblers, importers, exporters, dealers, agents, and traders of all engineering components or any subassemblies or parts thereof including inter auto products which include shock absorbers, exhaust systems etc., and all other components, parts, sub-assemblies of the products so manufactured, repaired, assembled, distributed, imported, exported and traded by the company.*
- To carry on the business of manufacturing, importing, exporting and dealing in all kinds of Automobile Components, Spares parts and Accessories.*
- To buy, sell, exchange, repair, improve, lease, alter or otherwise deal with the products such as manufactured, repaired, assembled, distributed, imported, exported or traded or otherwise dealt with by the company.*

And such other objects as are more fully mentioned in the Object Clause of the Memorandum of Association of the Company.

**Main business carried on by the company**

The Company is presently engaged in the business of manufacture of machined components which is basically used in automobiles industry.

**h. Details of change of name registered office and objects of the Company during the last five years**

The company has not changed its name or registered office or its objects during the last five years.

**i. Name of stock exchange(s) where securities of the Company are listed, if applicable:**

The equity shares of the Company are not listed on any of the Stock Exchanges.

j. Details of the capital structure of the Company including authorized, issued, subscribed and paid-up share capital

Particulars	Pre-amalgamation [Amount (in ₹)]
<b>Authorised Share Capital</b>	
70,00,000 equity shares of ₹ 10/- each	7,00,00,000
<b>TOTAL</b>	<b>7,00,00,000</b>
<b>Issued, Subscribed and paid-up Share Capital</b>	
49,99,999 equity shares of ₹10/- each	4,99,99,990
<b>TOTAL</b>	<b>4,99,99,990</b>

BCW V Tech India Private Limited is a wholly-owned subsidiary of M/s.LG Balakrishnan & Bros Limited.

Post amalgamation, the entire authorized share capital of M/s. BCW V Tech India Private Limited shall stand combined with the authorized share capital of M/s. L.G. Balakrishnan & Bros Limited and the entire paid-up share capital of the Transferor Company shall stand cancelled.

k. Name of the Promoters and Directors along with their address

S No.	Names of Promoters	Address	
1	L.G. Balakrishnan & Bros Limited	6/16/13, Krishnarayapuram Road, Ganapathy, Coimbatore - 641006, Tamil Nadu, India.	
2	Sri. B. Vijayakumar	28, Kamaraj Road, Race Course, Coimbatore-641018, Tamil Nadu, India.	
3	Smt. Vijayshree.V	28, Kamaraj Road, Race Course, Coimbatore-641018, Tamil Nadu, India.	
4	Sri. V. Rajvirdhan	28, Kamaraj Road, Race Course, Coimbatore-641018, Tamil Nadu, India.	
5	Sri. K. Arjun	28, Kamaraj Road, Race Course, Coimbatore-641018, Tamil Nadu, India.	
6	Smt. Rajsri V	Vijay, No.1 GD Naidu Street, Race Course, Coimbatore-641018, Tamil Nadu, India.	
7	Sri S Sivakumar	Old No.65, New No.46, Bharathi Park Road, Cross 7, Coimbatore-641011, Tamil Nadu, India.	
S No	Names of Directors:	DIN	Address
1	Sri. B. Vijayakumar	00015583	28, Kamaraj Road, Race Course, Coimbatore-641018, Tamil Nadu India.
2	Smt. Vijayshree.V	00018273	28, Kamaraj Road, Race Course, Coimbatore-641018, Tamil Nadu, India.
3	Sri. V. Rajvirdhan	00156787	28, Kamaraj Road, Race Course, Coimbatore-641018, Tamil Nadu, India.
4	Sri. K. Arjun	02880584	28, Kamaraj Road, Race Course, Coimbatore-641018, Tamil Nadu, India.
5	Sri. P. Prabakaran	01709564	No.96, Bharathi Colony, Peelamedu, Coimbatore-641004, Tamil Nadu, India
6	Sri. S. Sivakumar	00016040	Old No.65, New No.46, Bharathi Park Road, Cross 7, Coimbatore-641011, Tamil Nadu India.

**Details of L G Balakrishnan & Bros Limited (Transferee Company):**

- a. Corporate Identification Number (CIN) : L29191TZ1956PLC000257
- b. Permanent Account Number (PAN) : AAACL3740P
- c. Name of the Company : L G Balakrishnan & Bros Limited
- d. Date of Incorporation : 24.03.1956
- e. Type of Company : Listed Public Limited Company
- f. Registered Office Address and email ID : 6/16/13, Krishnarayapuram Road, Ganapathy, Coimbatore - 641006, Tamil Nadu , India  
E-mail ID: secretarial@lgb.co.in
- g. Summary of main object as per the memorandum of association; and main business carried on by the company:

**Summary of main object as per the Memorandum of Association:**

1. *To maintain an Automobile Workshop and Servicing Station and deal in all kinds of motor spare parts and accessories etc.*
2. *To act as motor dealer, body builders, gas-plant manufacturers of all kinds.*
3. *To import, export, manufacture in whole or part, exchange, alter, improve, distribute, buy, sell or otherwise deal in either on cash, installments, hire purchase or any other basis or arrangement all or any of the following articles and things: - i. Colours, Varnishes, Paints and Furnishing Materials., ii. Perfumery, Soaps, Face Powders, Hair Dyes, Ointments, Cosmetics and toilets., iii. Plastics, Bakelite, Celluloid, Masonite and the like., iv. Motor cars, Trucks, Motor Lorries, Motor Cycles, Omnibuses, Cycles, Carts, Rickshaws and their spares., v. Fuel, Oil and Steam Engines., vi. Refrigerators, Food Coolers, Room Coolers, Cold Storage Equipments, Air Conditioning Equipments, Ice Making machines, Soda Fountains and other cooling and food preserving apparatus and appliances., vii. Typewriters, Stereo-Typers, Cyclostyles and other printing machines, viii. Voice Recording machine, Gramophones., ix. Sewing machines and home appliances, x. Magic lanterns, slides and Educational Equipments., xi. Electric materials, appliances and goods., xii. Shoes, Hats, Umbrellas, Fur skins and articles of wears., xiii. Pencils, Pens, Inks, Writing Pads, punching machines and other stationery., xiv. Waxes, Wax papers, Candles and articles made thereof., xv. Beverages, Vinegars, Cigarettes, Alcohols, Liquors, Tobacco, Cigar and the like., xvi. Toys and articles of Children's amusements., xvii. All metals like Tin, Copper, Iron, Lead and Bullion and amalgams and articles made therefrom., xviii. Glassware, Glass, Chinaware, Clay and utensils made from wood., xix. All kinds of leather goods., xx. Tyres, Tubes and all kinds of goods in the manufacture of which rubber is used., xxi. Ice, Flour and articles of daily necessity., xxii. Yarn and cloth of all sorts and all material made from wool, cotton, flax, hemp, jute, silk, art and other staple fibres., xxiii. Glue, Turpentine, Soda Caustic, Washing Soda, Salt and all sorts of Chemicals and drugs., xxiv. Paper, Card-Board and Mill-boards., xxv. Cement, Lime, Bricks, Asbestos and housing materials., xxvi. Match-sticks, lanterns, lamps and bulbs., xxvii. Radios, Television sets, Ultra-violet rays apparatus, x-rays and the like., xxviii. Raw Films, Cameras, Sound machines, Projectors, Enlargers and other Photographic materials and studio equipments., xxix. Honey, Lac, Shellac, Bees-Wax and other jungle produce., xxx. Coal, Coke, Wood Dust and other fuel., xxxi. Telephone and Telegraphic apparatus., xxxii. Ornaments and presentation articles., xxxiii. Petrol, Lubricants, Grease, White oil, Glycerines, Jellies, Crude oil and all kinds, of petroleum products, mineral and vegetable oils.*

*And such other objects as are more fully mentioned in the Object Clause of the Memorandum of Association of the Company*

### Main business carried on by the company

The Company is presently engaged in the business of manufacture of chains, sprockets and metal formed parts for automotive applications.

#### h. Details of change of name registered office and objects of the Company during the last five years

The company has not changed its name or registered office or its objects during the last five years.

#### i. Name of stock exchange(s) where securities of the Company are listed, if applicable:

The securities of the Transferee Company are listed on BSE Limited and The National Stock Exchange of India Limited.

#### j. Details of the capital structure of the Company including authorised, issued, subscribed and paid-up share capital

	Pre-amalgamation		Post-amalgamation	
	No. of Shares	Amount in ₹	No. of Shares	Amount in ₹
<b>Authorised Share Capital</b>				
Equity shares of ₹10/- each	4,00,00,000	40,00,00,000	4,70,00,000	47,00,00,000
<b>TOTAL</b>	4,00,00,000	40,00,00,000	4,70,00,000	47,00,00,000
<b>Issued, Subscribed and paid-up Share Capital</b>				
Equity shares of ₹ 10/- each	1,56,96,208	15,69,62,080	1,56,96,208	15,69,62,080
<b>TOTAL</b>	1,56,96,208	15,69,62,080	1,56,96,208	15,69,62,080

#### k. Name of the promoters and directors along with their address.

S No.	Names of Promoters	Address
1	Sri. B. Vijayakumar	28, Kamaraj Road, Race Course, Coimbatore-641018, Tamil Nadu India.
2	Smt. Vijayshree.V	28, Kamaraj Road, Race Course, Coimbatore-641018, Tamil Nadu, India.
3	Smt. Rajsri.V	Vijay, No.1 GD Naidu Street, Race Course, Coimbatore-641018, Tamil Nadu India.
4	Sri. V. Rajvirdhan	28, Kamaraj Road, Race Course, Coimbatore-641018, Tamil Nadu, India.
5	Sri. K. Arjun	28, Kamaraj Road, Race Course, Coimbatore-641018, Tamil Nadu, India.
6	Sri. K. Nithin	28, Kamaraj Road, Race Course, Coimbatore-641018, Tamil Nadu India
7	Sri.Rajiv Parthasarathy	No: 33, Karpagambal Nagar, Mylapore, Chennai - 600004, Tamil Nadu, India

S No.	Names of Promoters	Address	
8	ELGI Automotive Services Private Limited	6/16/13, Krishnarayapuram Road, Ganapathy Post, Coimbatore - 641 006	
9	L.G.B. Auto Products Private Limited	Mochakkottampalayam, Viswanathapuri Post Andan Koil West Village, Karur -639 002, Tamil Nadu, India	
10	LG Farm Products Private Limited	6/16/13, Krishnarayapuram Road, Ganapathy Post, Coimbatore - 641 006, Tamil Nadu, India	
11	Super Speeds Private Limited	6/16/13, Krishnarayapuram Road, Ganapathy Post, Coimbatore - 641 006, Tamil Nadu, India	
12	LG Sports Limited	6/16/13, Krishnarayapuram Road, Ganapathy Post, Coimbatore - 641 006, Tamil Nadu, India	
13	Super Transports Private Limited	Mochakkottampalayam, Viswanathapuri Post, Andan Koil West Village, Karur - 639002, Tamil Nadu, India.	
14	Silent Chain India Private Limited	6/16/13, Krishnarayapuram Road, Ganapathy Post, Coimbatore - 641 006, Tamil Nadu, India	
S. No.	Names of Directors:	DIN	Address
1	Sri. B. Vijayakumar Chairman Cum Managing Director	00015583	28, Kamaraj Road, Race Course, Coimbatore-641018, Tamil Nadu India.
2	Sri. P. Prabakaran Deputy Managing Director	01709564	No.96, Bharathi Colony, Peelamedu, Coimbatore-641004, Tamil Nadu, India
3	Sri. P. Balasubramanian Director	00018197	Old No.156, New No.215, Tea Estates, Race Course, Coimbatore - 641 018, Tamil Nadu India.
4	Sri. S. Sivakumar Director	00016040	Old No.65, New No.46, Bharathi Park Road Cross 7, Coimbatore - 641011, Tamil Nadu India.
5	Sri. V. Govindarajulu Director	00016108	"Ayathnaa", 60-4/49-H, Sathy Road Ganapathy Coimbatore - 641006, Tamil Nadu India.
6	Sri.P.Shanmugasundaram Director	00119411	4/178, Greenlands, Covai Road, Near Tansi, Karur Post, Karur - 639002, Tamil Nadu India.
7	Smt. Rajsri.V Director	00018244	Vijay, No.1 GD Naidu Street, Race Course, Coimbatore - 641018, Tamil Nadu India.
8	Sri. R. Vidhya Shankar Director	00002498	152, Kalidas Road, Ramnagar, Coimbatore - 641009, Tamil Nadu India.
9	Dr. T. Balaji Director	00002755	1996/1, Krishna Colony, Trichy Road Coimbatore - 641005, Tamil Nadu India.
10	Sri. V. Rajvirdhan Director	00156787	No.28, Kamaraj Road, Race Course, Coimbatore - 641018, Tamil Nadu India.

### 3. Relationship subsisting between the Transferor Company and Transferee Company

BCW V Tech India Private Limited (Transferor Company) is a wholly-owned subsidiary of L.G. Balakrishnan & Bros Limited (Transferee Company).



**4. Details of the Board meeting of the Transferor Company and Transferee Company at which the scheme was approved**

The Board of Directors of the Transferor Company and Transferee Company approved the Scheme of Amalgamation on 24.04.2017 & 06.05.2017 respectively.

All the directors present at the meeting voted in favour of the resolution.

Names of directors and the details of voting on the said resolution in the Transferor Company and Transferee Company are as follows:

Particulars	BCW V Tech India Private Limited (Transferor Company)	L.G. Balakrishnan & Bros Limited (Transferee Company)
Names of the Directors who voted in favour of the resolution	1. Sri. B. Vijayakumar 2. Smt. Vijayshree. V 3. Sri. V. Rajvirdhan 4. Sri. K. Arjun 5. Sri. P. Prabakaran 6. Sri. S. Sivakumar	1. Sri B Vijayakumar 2. Sri P Prabakaran 3. Smt Rajsri V 4. Sri V Rajvirdhan 5. Sri P Balasubramanian 6. Dr. T. Balaji 7. Sri P Shanmugasundaram 8. Sri V Govindarajulu 9. Sri S Sivakumar
Names of the Directors who voted against the resolution	NIL	NIL
Names of the Directors who did not vote or participate on the resolution	NIL	Sri R Vidhyashankar (Leave of Absence)

**5. Explanatory Statement disclosing details of the Scheme of Amalgamation**

**a. Scheme of Amalgamation:**

The Scheme of Amalgamation proposes the amalgamation of M/s.BCW V Tech India Private Limited (Transferor Company) with M/s L.G.Balakrishnan & Bros Limited (Transferee Company). A copy of the Scheme of Amalgamation has been annexed herewith as **Annexure 1** to this Notice.

**b. Appointed Date:**

The appointed date for the Scheme of Amalgamation is 1<sup>st</sup> April 2017 or any other date as may be stipulated by the National Company Law Tribunal.

**c. Effective Date:**

Effective Date shall be the date or last of the dates on which the certified copy of the order of the National Company Law Tribunal sanctioning this Scheme is filed with the concerned Registrar of Companies by the Transferor Company and the Transferee Company.

**d. Share Exchange Ratio and other considerations, if any**

As the Scheme of Amalgamation proposes the amalgamation of M/s.BCW V Tech India Private Limited, a wholly-owned subsidiary with L G Balakrishnan & Bros Limited, there will be no issue of any shares to the shareholders of the transferor company, and accordingly there is no consideration to be paid.

Upon the Scheme becoming effective, all the equity shares of the Transferor Company held by the Transferee Company (held either directly/indirectly or through its nominees) shall stand cancelled without any further application, act or deed. There is therefore no share exchange ratio for the Scheme.

**e. Details of Capital or Debt Restructuring:**

Not Applicable

**f. Summary of Valuation Report and Fairness Opinion:**

As the Scheme of Amalgamation proposes the amalgamation of the wholly-owned subsidiary with the company, no consideration is proposed to be paid and hence no valuation is required to be done. A certificate stating that the valuation report is not required for the Scheme of Amalgamation has been obtained from Shri. B. Varada Rajan, B.A., F.C.A., Chartered Accountant, Coimbatore and the same has been attached herewith as **Annexure 2** to this Notice.

As such the Transferor Company & Transferee Company are not required to obtain a Fairness Opinion with regard to the valuation.

**g. Rationale & benefits for the Scheme:**

The Scheme of Amalgamation is expected to yield the following benefits:

- (i) Enable consolidation of the business of both the companies into one entity which will facilitate in focused growth, operational efficiencies, business synergies and better supervision of the business of the group.
- (ii) Pooling of resources (including manpower, management and administration and marketing resources) of the aforesaid companies resulting in, synergies of operations and optimisation of logistics, resulting in more productive utilisation of said resources, savings in cost and operational efficiencies.
- (iii) Strengthening financial position and increased leverage capacity of the merged entity
- (iv) Concentrated management focus, improved organisational capacity, integration rationalisation and streamlining of the management structure of the merged entity, seamless implementation of policy changes at a higher level from a management perspective and shall also help enhance the efficiency and control of the entities.
- (v) Facilitating internal transfer of resources and optimum utilisation of assets
- (vi) Avoiding duplication of administrative functions, reduction in multiplicity of legal and regulatory compliances
- (vii) Enable the creation of a platform for a new business segment and to act as a gateway for growth and expansion of business operations.

**h. Amount due to unsecured creditors:**

**BCW V Tech India Private Limited (Transferor Company)**

The Transferor Company as on 31.08.2017 has 138 unsecured creditors and outstanding balance was ₹ 6,80,72,323/-

**L.G.Balakrishnan & Bros Limited (Transferee Company)**

The Transferee Company as on 31.08.2017 has 2492 unsecured creditors and outstanding balance was ₹ 159,77,82,979/-

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## 6. Disclosure about the effect of the Scheme of Amalgamation on

### a. Key Managerial Personnel

The Key Managerial Personnel (“KMP”) of the Transferor & Transferee Company and their respective relatives do not have any material interest, concern or any other interest in the Scheme of Amalgamation except to the extent of their shareholding in the Transferee Company, if any, or to the extent the said KMP are the partners, directors, members of the Companies, Firms, Association of Persons, Bodies Corporate and/or beneficiary of trust that hold shares in Transferee Company. As such there will no be adverse impact consequent to the Scheme of Amalgamation.

### b. Directors

The Directors of the Transferor Company shall cease to hold the post of Director after dissolution of the Transferor Company on and from the effective date of the Scheme of Amalgamation without having any adverse effect on them. However, if any such director is a director of the Transferee Company, such director will continue to hold his/her office in the Transferee Company.

### c. Promoters

The Scheme of Amalgamation will not have any effect on the promoter of the Transferee Company as there will be no change in their shareholding in the Transferee Company pursuant to the terms of the Scheme of Amalgamation. However, the equity shares held by the Transferee Company and/or its nominees, being promoter members, in the Transferor Company shall stand cancelled and extinguished without any further act, deed or instrument as an integral part of the Scheme of Amalgamation.

### d. Non-promoter members:

The Scheme of Amalgamation will not have any effect on the non-promoter members of the Transferee Company as there will be no change in their shareholding in the Transferee Company pursuant to the terms of the Scheme of Amalgamation. As such there will be no adverse impact on the Scheme of Amalgamation.

### e. Depositors

The Transferor Company has not accepted any deposits and hence their interests are not affected.

The interest of the depositors of the Transferee Company are not likely to be prejudicially affected because of its net worth and sound financial background.

### f. Creditors

The rights and interests of creditors (secured and unsecured) of the Transferee Company and Transferor Company, to the extent applicable, are not likely to be prejudicially affected as the Transferee Company is a company with a huge net worth and sound financial background. Further no compromise is offered to any of the creditors of the Transferor Company nor their rights are sought to be modified in any manner and the Transferee Company undertakes to meet with all such liabilities in the regular course of business.

### g. Debenture Holders:

The Transferor Company and the Transferee Company have not issued any debentures and hence disclosure as to effect of the scheme on the debenture holders does not arise.

### h. Deposit Trustee and Debenture Trustee:

The Transferor Company and the Transferee Company have no deposit trustees or debenture trustees and hence disclosure as to effect of the scheme on the debenture holders does not arise.

**i. Employees of the company**

All the executives, staff, workmen and other employees in the service of the Transferor Company, immediately before the Appointed Date, shall become the executives, staff, workmen, and other employees of the Transferee Company on terms and conditions not less favourable to them. As such, there will be no adverse impact on the Scheme of Amalgamation.

**7. Disclosure about effect of Scheme of Amalgamation on material interests of directors, Key Managerial Personnel and debenture trustee**

The Scheme does not have any effect on the material interests of the Directors or Key Managerial Personnel of the Company except to the extent of their Shareholding in the respective companies.

The Transferor Company and the Transferee Company have not issued any debentures and hence the effect of the Scheme of Amalgamation on the interests of the debenture trustees does not arise.

**8. Investigation or proceedings, if any, pending against the company under the Act.**

No Investigation proceedings have been instituted or are pending in relation to the Transferor and Transferee Company under the Companies Act, 1956/2013.

**9. Documents available for inspection by the shareholders and creditors**

The following documents are available for obtaining extract or for making/ obtaining copies of or for inspection by the members and creditors, namely:

- a. Audited Financial Statements (Standalone & Consolidated) of the Transferee Company for the last three financial years (i.e., 31<sup>st</sup> March 2017, 31<sup>st</sup> March 2016 & 31<sup>st</sup> March 2015);
- b. Audited Financial Statements of the Transferor Company for the last three financial years (i.e., 31<sup>st</sup> March 2017, 31<sup>st</sup> March 2016 & 31<sup>st</sup> March 2015);
- c. Copy of Order dated 12<sup>th</sup> January 2018 passed by the Hon'ble National Company Law Tribunal, Chennai Bench in CA No.209/CAA/2017 & CA No.210/CAA/2017;
- d. Copy of the unaudited financial statements of the Transferor Company for half year ended September 30, 2017
- e. Copy of the audited financial statements of the Transferee Company for half year ended September 30, 2017
- f. Copy of Scheme of Amalgamation
- g. Copy of the Report of the Audit Committee dated 5<sup>th</sup> May 2017 recommending the Scheme of Amalgamation
- h. Copy of the Extract of the Board Resolutions dated 24<sup>th</sup> April 2017 & 06<sup>th</sup> May 2017 of the Transferor Company and Transferee Company approving the amalgamation
- i. Copy of the Certificate obtained from Shri. B. Varada Rajan B.A., F.C.A., Chartered Accountant, Coimbatore stating that the valuation report is not required for the Scheme of Amalgamation
- j. Certificate issued by the Auditor of the Transferee Company confirming that the accounting treatment proposed in the Scheme is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013;
- k. Memorandum and Articles of Association of the Transferor Company and the Transferee Company;
- l. Copy of the Report adopted by the Board of Directors of the Transferor Company at their meeting held on 23<sup>rd</sup> October 2017 pursuant to Section 232(2)(c) of the Companies Act, 2013

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- m. Copy of the Report adopted by the Board of Directors of the Transferee Company at their meeting held on 31<sup>st</sup> October 2017 pursuant to Section 232(2)(c) of the Companies Act, 2013
- n. Contracts or agreements material to the Scheme of Amalgamation.
- o. Register of Director's Shareholding of the Transferor Company and the Transferee company
- p. Such other information or documents as the Board or Management believes necessary and relevant for making decision for or against the scheme
- 10. Details of approvals, sanctions or no-objection(s), if any, from regulatory or any other governmental authorities required, received or pending for the proposed Scheme of Amalgamation**
- a. A copy of the Scheme along with the necessary statement under Section 230 read with Rules 6 and 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, is also being forwarded to the Registrar of Companies, Regional Director, Income Tax Authorities, Official Liquidators and such other authorities as stipulated in terms of the Order of the National Company Law Tribunal, Chennai Bench dated 12<sup>th</sup> January 2018.
- b. The Scheme is subject to the approval by the requisite majority of the classes of persons, including shareholders, creditors of the Transferor Company and Transferee Company as may be directed by the National Company Law Tribunal under Sections 230 to 232 of the Companies Act, 2013.
- c. In accordance with the provisions of Sections 230 to 232 of the Companies Act, 2013, the Scheme shall be acted upon only if a majority of persons representing three fourth in value of the equity shareholders of the Transferee Company, voting in person or through proxy or by postal ballot or remote e-voting, agree to the Scheme.
- d. Upon approval of the members and creditors of the company, a petition will be made to the National Company Law Tribunal, Chennai Bench for sanctioning the Scheme of Amalgamation of the Transferor Company with the Transferee Company pursuant to Sections 230 to 232 of the Companies Act, 2013.
- 11. The shareholders may vote in the meeting either in person or by proxy or through postal ballot or by electronic means, as provided for in this Notice. The unsecured creditors may vote in the meeting either in person or by proxy.**
- 12. Other Matters**
- a. In compliance with the provisions of Section 232(2)(c) of the Companies Act, 2013, the respective Board of Directors of BCW V Tech India Private Limited (Transferor Company) and L.G.Balakrishnan & Bros Limited (Transferee Company) in their separate meetings held on 23<sup>rd</sup> October 2017 & 31<sup>st</sup> October 2017 respectively have adopted a report, inter alia, explaining the effect of the Scheme on their respective shareholders and Key Managerial Personnel amongst others. Copy of the Reports adopted by the respective Board of Directors are enclosed as **Annexure 3** and **Annexure 4** respectively.
- b. A copy of the proposed Scheme of Amalgamation has been filed by BCW V Tech India Private Limited (Transferor Company) and L.G.Balakrishnan & Bros Limited (Transferee Company) before the Registrar of Companies, Coimbatore.
- c. The Supplementary Unaudited Financial Statements of BCW V Tech India Private Limited (Transferor Company) and the Supplementary Audited Financial Statements of L.G.Balakrishnan & Bros Limited (Transferee Company) for the period ended 30<sup>th</sup> September 2017 are enclosed as **Annexure 5** and **Annexure 6** respectively.

Sd./-

B. Vijayakumar

Chairman appointed for the meeting

Dated this 20<sup>th</sup> day of January 2018

**SCHEME OF AMALGAMATION  
OF  
BCW V TECH INDIA PRIVATE LIMITED**

**WITH**

**L.G.BALAKRISHNAN & BROS LIMITED**

**(UNDER SECTIONS 230 TO 232 AND APPLICABLE NOTIFIED PROVISIONS OF THE COMPANIES ACT 2013)**

**PART -I**

**PREAMBLE & RATIONALE TO THE SCHEME**

**(A) BCW V TECH INDIA PRIVATE LIMITED - CIN: U72200TZ2006PTC012831** (hereinafter referred to as “Transferor Company”) was incorporated on the 7<sup>th</sup> day of June, 2006 under the Companies Act, 1956, in the State of Tamil Nadu. The registered office of the Transferor Company is situated at 6/16/13 Krishnarayapuram Road, Ganapathy, Coimbatore 641 006, Tamil Nadu, India. The Transferor Company is engaged in the business of Manufacturer / Exporters / Wholesale Suppliers of Machined Components which is basically used in Automobile Industry (hereinafter referred to as the “**Business of the Transferor Company**”). The entire issued, subscribed and paid-up share capital of the Transferor Company is held by “L.G.Balakrishnan & Bros Limited”, the Transferee Company, in its own name and jointly with its nominees. Hence, the Transferor Company is a wholly-owned subsidiary of the Transferee Company.

**(B) MAIN OBJECTS OF THE TRANSFEROR COMPANY:**

1. To carry on business as manufactures of forgings and castings of all types of metals and metal alloys required for industrial machinery, equipment, hardware and implements of all kinds and description such as required in the metallurgical industry, for steel plants, alloy steel plants, aluminum and copper industry and all other types of industry based on metal in the chemical process engineering, petrochemical, oil, pharmaceuticals, food-process industries and in the mineral industries such as coal mining, iron ore mining and all other industries based on minerals, in the fertilizer industry, pulp and paper, sugar, cement, oil and petroleum, rubber and glass, refractory, plastic, electrical, electronic, power generation industries, cotton, glass, refractory plastic, electrical, electronic, power generation industries, cotton, jute, woolen and synthetic fiber industries, railways, shipping, aeronautical and transportation, printing, radio and telecommunication and any other industries.
2. To carry on the business of iron founders, meal founders, metal presses, metal rollers, metal works, rolling mills, metal converters, manufactures, of metal fittings, mechanical appliances and manufactures of workshop equipments, ball and roller bearings, compressors, medium and light machines and tools, industrial and agricultural implements and machinery power driven or otherwise brass founders, and boil makers.
3. To set up steel furnaces and continuous casting and rolling mill plants for producing steel and alloy ingots, casting steel and alloy billets and all kinds and sizes of re-rolled section, i.e. flats, angles, rounds, squares, hexagons, octagons, rails, joints, channels, steel ribs, sheets, plates, deformed bars, plates and cold twisted bars, bright bars, shafting, and structures and to set up furnaces, plant and machinery, for melting, casting of ferrous and non-ferrous metals.
4. To carry on the business of mechanical engineers, machinists, fitters, mill wrights, founders, wire drawers, tube makers, metallurgists, saddlers, galvanizers, annealers, electroplaters and painters.
5. To carry on the business of manufacturers, repairers, assemblers, importers, exporters, dealers, agents, and traders of all engineering components or any sub assemblies or parts thereof including inter auto

products which include shock absorbers, exhaust systems etc, and all other components, parts, sub-assemblies of the products so manufactured, repaired, assembled, disturbed imported exported and traded by the company.

6. To carry on the business of manufacturing, importing, exporting and dealing in all kinds of Automatic components, Spares Parts and Accessories.
7. To buy, sell, exchange, repair, improve, lease, alter or otherwise deal with the products such as manufactured, repaired, assembled, distributed, imported, exported or traded or otherwise dealt with by the company.
8. To carry on business as importers, exporters, distributors, manufactures, repairers, agents and dealers in all kinds of plant, machinery, apparatus, tools, accessories and thing necessary or convenient for carrying on any of the above businesses of usually dealt in by persons engaged in like business.
9. To carry on the business of repairing and servicing including setting up service station networks in connection with the products so manufactured, assembled, repaired, imported, exported, traded and or otherwise dealt with by the company.
10. To buy, sell, exchange alter improve manipulate prepare for market or otherwise deal in all kind of plants, machinery, apparatus, tools substances, materials and things necessary or convenient for carrying on any of the above specified business or proceedings.

**(C) L.G.BALAKRISHNAN & BROS LIMITED - CIN: L29191TZ1956PLC000257** (hereinafter referred to as “Transferee Company”), was incorporated on 24<sup>th</sup> day of March, 1956 under the Companies Act, 1913 as a Private Limited Company and then converted into Public Limited Company on 15<sup>th</sup> January 1975. The registered office of the company is situated at 6/16/13 Krishnarayapuram Road, Ganapathy, Coimbatore 641 006, Tamil Nadu, India. The equity shares of the Transferee Company are listed on the National Stock Exchange of India Limited (“NSE”) and BSE Limited (“BSE”). The Transferee Company is engaged in the business of manufacturing chains, sprockets and metal formed parts for automotive applications (hereinafter referred to as the “**Business of the Transferee Company**”). The Transferee Company is the holding company of the Transferor Company.

**(D) MAIN OBJECTS OF THE TRANSFEEE COMPANY:**

1. To act as Managing Agents, Agents, Secretaries, or other officers of any company, Association, firm or person and to take part in the management, supervision or control of the business or operations of any such company, Association, Firm or Person and in connection therewith to appoint and remunerate any Directors, Accountants, and other Experts and Agents and incur such other expenses as may be necessary in the above.
2. To promote, organize or float in any part of the world any public or private company or Companies for any purposed which may seem directly or indirectly calculated to benefit of Company.
3. To sponsor or incorporate the following industries in South India directly:  
To run a public transport by air, land and water, to carry on the business of Automobiles, Lorry Services and or Air Service.
4. (a) To sponsor organise or float studio and film producing business.  
(b) To float fertilizer factories, chemical factories of all kinds and also Cement and Asbestos etc.
5. To maintain an automobile workshop and servicing station and deal in all kinds of motor spare parts and accessories etc., for the efficient carrying on of the above object.
6. To act as motor dealers, body builders, gas-plant manufactures of all kinds.
7. To act as Petrol and Oil distributors and as well as tyre. Etc.



8. To Purchase or acquire any interests in any patents, inventions, processes, letters-patent, brevets D'invention licenses, concessions, rights privilege, monopolies, subject to royalty or otherwise and whether exclusive or limited right, or rights to the use of any secret or other information with regard to any chemical, mechanical or technical invention, whether in India or in any other part of the world; and to exercise, develop grant licenses in respect of, and to sell, let or otherwise turn to account any such patent invention, letters patent, brevets D'invention, etc., belonging to or acquired by the company or any interest in the name; to apply for or take out and register any patent or patents for any invention, or inventions, or obtain exclusive or other rights or other privileges in respect of the same in any part of the world and to manufacture and produce, trade and deal in all machinery, plant, articles, appliances and things capable of being manufactured, produced or traded in by virtue of or in connection with any such inventions, processes, letters patent, brevets D'inventions licenses, concessions, rights or privileges as aforesaid.
9. To apply negotiate, arrange and secure agencies, distribution and dealership and representations of Indian or foreign goods, merchandise, and other products and for this purpose to import, export, buy, sell or otherwise deal in or dispose of all the goods connected therewith in any manner whatsoever either independently through own organizations or through agents, agencies, or dealerships as the Company may deem fit.
10. To carry on whether as Principals or Agents, whether independently or jointly with others, or otherwise on any basic and arrangements in India or elsewhere all or any of the businesses as,
  - i. Financiers, Investors, Brokers, Under-writers and Agents
  - ii. Importing and exporting business.
  - iii. Transporters, Carriers, and forwarding Agents by land, water and air.
  - iv. Generators, and distributors of steam, heat, light, electricity, gas and motive power.
  - v. Confectioners, Hotel - Keepers and Cateres.
  - vi. Film Producers, Distributors and Exhibitors.
  - vii. Cultivators and Dealers ingrains and vegetable produce.
  - viii. Printers, Bleachers and Dyres.
  - ix. Fruit preservers and planters of Tea and Coffee.
  - x. Property dealers, Town planners and Estate Managers and Auctioneers.
  - xi. Dealers in Petroleum Products and Mill stores suppliers.
  - xii. News-Agents, Advertising Agents and publishers.
  - xiii. Engineers, Builders and Planners.
  - xiv. Manufacturers and Merchants of Gur and Sugar.
  - xv. General Merchants, Contractors, Importers, Exporters, Shippers, Manufacturers, Trade Factors and Agents.
11. To import, export, manufacture in whole or part, exchange, alter, improve, distribute, buy, sell or otherwise deal in either on cash, installments, hire purchase or any other basis or arrangement all or any of the following articles and things :-
  - i. Colors', Varnishes, Paints and Furnishing Materials.
  - ii. Perfumery, Soaps, Face Powders, Hair Dyes, Ointments, Cosmetics and toilets.
  - iii. Plastics, Bakelite, Celluloid, Masonite and the like.

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- iv. Motor cars, Trucks, Motor Lorries, Motor Cycles, Omnibuses, Cycles, Carts, Rickshaws and their spares.
  - v. Fuel, Oil and Steam Engines.
  - vi. Refrigerators, Food Coolers, Room Coolers, Cold Storage Equipments, Air Conditioning Equipments, Ice Making machines, Soda Fountains and other cooling and food preserving apparatus and appliances.
  - vii. Typewriters, Stereo-Types, Cyclostyles and other printing machines.
  - viii. Voice Recording machine, Gramophones.
  - ix. Sewing Machines and home appliances.
  - x. Magic lanterns, slides and Educational Equipments.
  - xi. Electric materials, appliances and goods.
  - xii. Shoes, Hats, Umbrellas, Fur Skins and articles of wears.
  - xiii. Pencils, Pens, Inks, Writing Pads, punching machines and other stationery.
  - xiv. Waxes, Wax Papers, Candles and articles made thereof.
  - xv. Beverages, Vinegars, Cigarettes, Alcohols, Liquors, Tobacco, Cigar and the like.
  - xvi. Toys and articles and children's amusements.
  - xvii. All metals like Tin, Copper, Iron, Lead and Bullion and amalgams and articles made there from.
  - xviii. Glassware, Glass, Chinaware, Clay and utensils made from wood.
  - xix. All kinds of leather goods.
  - xx. Tyres, Tubes and all kind of goods in the manufacture of which rubber is used.
  - xxi. Yarn and cloth of all sorts and all material made from wool, Cotton, flax, hemp, jute, silk, art and other staple fibers.
  - xxii. Glue, Turpentine, Soda Caustic, Washing soda, Salt and all sorts of Chemicals and drugs,.
  - xxiii. Paper, Card - Board and Mill boards.
  - xxv. Cement, Lime, Bricks, Asbestos and housing materials.
  - xxvi. Match sticks, lanterns, lamps and bulbs.
  - xxvii. Radios, Television sets, Ultra-violet rays apparatus, x-rays and the like.
  - xxviii. Raw Films, Cameras, Sound machines, projectors, Enlargers and other Photographic materials and studio equipments.
  - xxix. Honey, Lac, Shellac, Bees-Wax and other jungle produce.
  - xxx. Coal, Coke, Wood Dust and other fuel.
  - xxxi. Telephone and Telegraphic apparatus.
  - xxxii. Ornaments and presentation articles.
  - xxxiii. Petrol, Lubricants, Grease, White oil, Glycerin's, Jellies, Crude oil and all kinds of petroleum products, mineral and vegetable oils.
12. To purchase, acquire by concession, grant, amalgamate, barter, license or otherwise either absolutely conditionally, either solely or jointly with others in India or elsewhere any mines, forests, wells, refineries and quarries or any other immovable property of any description whatever, and to exploit the same in any manner as the Company may deem fit.
  13. To acquire, establish manage improve control and superintend any hurts markets villages busties settlements and coolie-lines, and to cultivate any lands and develop the resources thereof by draining, clearing, planting, manuring, irrigating or otherwise.
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14. To carry on business of Bee-keeping, Sheep-breeding Poultry farming, Dairy farming and trading in silk filature and live-stock.
15. To purchase take on lease erect construct enlarge alter acquire exchange sell and otherwise deal independently or in partnership with others in India or elsewhere in factories, plants, Mills, Machinery, Railways, Tramways, Canals, Waterways, Sidings, Jetties, Roads, Buildings, Reservoirs, Tanks, Warehouses, Go downs, Bridges, Erections, Works and Conveniences as may be necessary and conducive to the attainment of the objects of this company.
16. To carry on business of manufacturing, importing, exporting, and marketing all sorts of machinery and tools.
17. To adopt such means of making products of the company as may seem expedient and in particular by advertising in the press, circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards and donations.
18. To do all or any of the above things in any part of the world by opening Offices and branches and whether as principals, agents, trustees, or otherwise whosoever and either alone or in conjunction with or partnership with others any by or through agents, or contractors, sub contractors, trustees, or otherwise whosoever.
19. To enter into partnership or into any arrangements for sharing profits union or interest, co-operation, adventure, reciprocal concession, or otherwise with any person or Company carrying on, engaged in, or about to carry on or engage in, any business or transaction capable of being conducted so as directly or indirectly to benefit this Company, and to lend money to, guarantee the contracts of, or otherwise assist any such person or Company, and to take or otherwise acquire' shares and securities of any such company and to sell, hold, reissue, with or without guarantee, or otherwise deal with the same.
20. To enter into any arrangements with any governments or authorities supreme judicial, municipal, local or otherwise that may seem conducive to the company's objects, or any of them, and to obtain from any such government or authority, any rights, privileges and concessions which the company may think it desirable to obtain, and to carry out, exercise, and comply with any such arrangements, rights, privileges and concessions.
21. To acquire, and take over the whole or any part of the business, goodwill, trademarks, etc., and the property and to liabilities of any person or persons, firm and corporation carrying on any business which this Company is authorized to carry on.
22. To introduce, establish and specialize in such other industry or industries, trade or trades and regulate them in such other ways or on such lines as may, directly or indirectly, benefit this Company, and to develop and give impetus to the development of such sciences or arts as are likely to be connected with or co-related to the main objects of this Company or any side-line thereof.
23. To encourage, foster, aid, establish, maintain educational institutions for imparting knowledge and instruction about and carrying on research and experiments in or about all matters connected with any trades and industries which the Company is authorized to deal in and start.
24. To aid pecuniary or otherwise, any association, body or movement having for an object the solution settlement, or surmounting of industrial or labour problems or troubles or the promotions of industry or trade.
25. To grant pensions, allowances gratuities and bonuses to employees or ex-employees of the company or the dependents of such persons and to support or subscribe to any charitable or other institutions, clubs, societies, associations, or funds.

26. To assist, financially or otherwise or render other services, or to pay costs, charges and expenses of nay investigation carried on in connection with the business and establishment of the company and to pay all expenses incurred in connection with or identical to the promotion, formation and registration of this Company and to remunerate any person, firm or Company for services rendered or to be rendered in or about the formation of the Company or in the acquisition of any property or rights., by the Company or for the conduct of the business which this Company is authorized to carry on or for rendering aid, assistance or service, financially or otherwise howsoever, to the Company.
27. To borrow raise or secure the payment of money by mortgage or by debentures stocks perpetual or otherwise or in such manner as deemed fit, and for the purpose aforesaid to charge all or any of the company's property and assets both present and future including its uncalled capital, and collaterally or further, to secure and securities of the Company by trust deed or any assurance and to Purchase, redeem and pay off any such securities.
28. To draw, make, accept, discount, execute, issue promissory notes, bill of exchange, hundies, bill of lading, warrants, debentures and other negotiable or transferable instruments.
29. To a lend money not failing within the provisions of the Banking Company's Act on any terms thought fit and particularly to customers of or other persons having dealings with the Company and to deal in Government Promissory Notes and securities, Port Trust Debentures, Corporation Securities, etc.
30. To amalgamate with any other company having object altogether or in part, similar to those of this Company.
31. To distribute any of the Company's property among the members in specie.
32. To add all such other things as are incidental or conductive to the attainments of the above objects or any of them and to prepare, treat, deal in commodities , substances, materials, and articles of all kinds.
33. To take up all or anyone or more of the above objects simultaneously or one after the other or to keep any one or more of them in abeyance for such period or time as the Company may deem fit.

And it is hereby expressly declared that in interpretation of this clause, the meanings of the Company's objects shall not be restricted by reference to any object or by juxtaposition of two or more objects and that in the event of any ambiguity, the clause shall be considered in such a way as to widen and not restrict the powers of the Company.

- (E) The Scheme of Amalgamation (as defined hereinafter) of Transferor Company with the Transferee Company has been formulated and presented under Section 230 to Section 232 and other applicable provisions, if any, of the Companies Act, 2013.
- (F) The Scheme of Amalgamation of Transferor Company with the Transferee Company is in compliance with the norms laid down under Section 2 (1B) of the Income Tax Act, 1961.
- (G) The Scheme of Amalgamation is expected to yield the following benefits :
  - (i) Enable consolidation of the business of both the companies into one entity which will facilitate in focused growth, operational efficiencies, business synergies and better supervision of the business of the group.
  - (ii) Pooling of resources (including manpower, management and administration and marketing resources) of the aforesaid companies resulting in, synergies of operations and optimisation of logistics, resulting in more productive utilisation of said resources, savings in cost and operational efficiencies.
  - (iii) Strengthening financial position and increased leverage capacity of the merged entity
  - (iv) Concentrated management focus, improved organisational capacity, integration rationalisation and streamlining of the management structure of the merged entity, seamless implementation of policy

changes at a higher level from a management perspective and shall also help enhance the efficiency and control of the entities.

- (v) Facilitating internal transfer of resources and optimum utilisation of assets
- (vi) Avoiding duplication of administrative functions, reduction in multiplicity of legal and regulatory compliances
- (vii) Enable the creation of a platform for a new business segment and to act as a gateway for growth and expansion of business operations.

## PART II - GENERAL

### 1. DEFINITIONS

In this Scheme, unless inconsistent with the subject or context, the following shall have the meanings as provided herein:

- 1.1 “**Act**” means the Companies Act, 2013 and/or Companies Act 1956, where applicable, as amended/ substituted from time to time;
- 1.2 “**Appointed Date**” means the date from which this Scheme shall become operative viz., 1<sup>st</sup> April 2017 or any other date as may be stipulated by NCLT.
- 1.3 “**Board**” or “**Board of Directors**” means the board of directors of the Transferor Company or the Transferee Company, as the case may be, and shall, unless it is repugnant to the context or otherwise, include a committee of directors or any person authorized by the board of directors or such committee of directors;
- 1.4 “**Tribunal**” or “**NCLT**” means the Hon’ble Tribunal (i.e.) the National Company Law Tribunal (“**NCLT**”) & the National Company Law Appellate Tribunal (“**NCLAT**”) as constituted and authorized as per the provisions of the Companies Act, 2013.
- 1.5 “**Effective Date**” means the date or last of the dates on which the certified copy of the order of NCLT sanctioning this Scheme passed by the Tribunal or any other competent authority or any other appropriate authority under the applicable provisions of the Act, as may be applicable, are filed with the concerned Registrar of Companies by the Transferor Company and the Transferee Company. All references in this Scheme to the date of “coming into effect of this Scheme” or “Effectiveness of this Scheme” or “Scheme taking Effect” shall mean the Effective Date.
- 1.6 “**Scheme of Amalgamation**” or “**Scheme**” or “**The Scheme**” or “**This Scheme**” means this Scheme of Amalgamation in its present form or with any modification(s) approved, imposed, or directed by the shareholders in general meeting or by the Hon’ble NCLT.
- 1.7 “**Transferee Company**” means “**L.G.BALAKRISHNAN & BROS LIMITED**”, a public listed company incorporated under the Companies Act, 1956 on 24<sup>th</sup> day of March, 1956 and having its registered office at 6/16/13 Krishnarayapuram Road, Ganapathy, Coimbatore 641 006, Tamil Nadu, India.
- 1.8 “**Transferor Company**” means “**BCW V TECH INDIA PRIVATE LIMITED**”, a company incorporated under the Companies Act, 1956 on the 7<sup>th</sup> day of June, 2006 and having its registered office at 6/16/13 Krishnarayapuram Road, Ganapathy, Coimbatore 641 006, Tamil Nadu, India.
- 1.9 “**Undertakings**” shall mean and include the whole of the undertakings of the Transferor Company, as a going concern, including the entire Business of Transferor Company, all secured and unsecured debts, liabilities, duties and obligations and all the assets, properties, rights, titles and benefits, whether movable or immovable property (set out in **Schedule-A**) real or personal, in possession or reversion, corporeal or incorporeal, tangible or intangible, present or contingent and including but without limited to land & building (whether owned, leased, licensed) all fixed assets, tangible assets, deferred tax assets, movable assets, plant and machinery, furniture and fixtures, vehicles, computer hardware and software, generators,

inventories, reserves, electrical fittings, raw material, work in progress, finished goods, trading goods, trade receivables, cash in hand, Cheque and Demand Drafts on hand, cash with banks, loans and advances receivable, advance for purchases, advance payment of taxes, deposits with statutory authorities, other deposits, current assets, non-current assets, investments, reserves, provisions, funds, licenses, registrations, accreditations to trade and industrial bodies, copyrights, patents, trade names, trademarks and other rights and licenses in respect thereof, applications for copyrights, patents, trade names, trademarks, leases, licenses, tenancy rights, premises, ownership flats, hire purchase and lease arrangements, lending arrangements, benefits of security arrangements, computers, office equipment, telephones, telexes, facsimile connections, communication facilities, equipment and installations and utilities, electricity, water and other service connections, benefits of agreements, contracts and arrangements, powers, authorities, permits, allotments, approvals, consents, privileges, liberties, advantages, easements and all the right, title, interest, goodwill, benefit and advantage, deposits, reserves, provisions, advances, receivables, deposits, funds, cash, bank balances, accounts and all other rights, benefits of all agreements, subsidies, grants, tax credits (including but not limited to credits in respect of income tax, sales tax, value added tax, turnover tax, service tax, etc.), Software Licences, Domain/Websites etc., in connection with or relating to each of the Transferor Company and other claims and powers, of whatsoever nature and wheresoever situated belonging to or in the possession of or granted in favour of or enjoyed by the Transferor Company, as on the Appointed Date.

- 1.10 “Proceedings” include any Suit, Appeal or any Legal proceedings of whatsoever nature in any Court of law or Tribunal or any Judicial or quasi-judicial authority, Arbitration proceedings and assessment proceedings before any authority under any statute.
- 1.11 All terms and words not defined in this Scheme shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning as prescribed to them under the Act and other applicable laws, rules, regulations and byelaws as the case may be, including any statutory modification or re-enactment thereof from time to time.

## 2. SHARE CAPITAL

- 2.1. The present Share Capital of Transferor Company is as under

Particulars	Amount in ₹
<b>Authorised Share Capital</b>	
70,00,000 Equity Shares of ₹ 10/- each	7,00,00,000
<b>Issued, Subscribed and Paid-up Share Capital</b>	
49,99,999 Equity Shares of ₹ 10/- each	4,99,99,990

- 2.2 The present Share Capital of the Transferee Company is as under

Particulars	Amount in ₹
<b>Authorised Share Capital</b>	
4,00,00,000 Equity Shares of ₹ 10/- each	40,00,00,000
<b>Issued, Subscribed and Paid-up Share Capital</b>	
1,56,96,208 Equity Shares of ₹ 10/- each	15,69,62,080



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### PART III - TRANSFER AND VESTING

#### **3. TRANSFER OF UNDERTAKINGS**

- 3.1 The entire Undertaking of the Transferor Company shall be transferred to and vested in or be deemed to be transferred to and vested in the Transferee Company in the following manner:
- (a) With effect from the Appointed Date, the whole of the Undertakings of the Transferor Company comprising its entire business, all assets and liabilities of whatsoever nature and wheresoever's situated, including the immovable properties, if any, shall, in pursuance of Section 230 to Section 232 and other applicable provisions, if any of the Companies Act, 2013, without any further act or deed, be transferred to and vested in and/ or be deemed to be transferred to and vested in the Transferee Company as a going concern so as to become, as from the Appointed Date, the Undertakings of the Transferee Company and to vest in the Transferee Company all the rights, title, interest or obligations of the Transferor Company therein.
  - (b) With effect from the Appointed Date, all debts, liabilities, contingent liabilities, duties and obligations of every kind, nature, description of the Transferor Company, whether or not provided for in the books of accounts and whether disclosed or undisclosed in the balance sheet, including but not limited to deferred tax liabilities, loans from banks, loans from corporates, statutory liabilities, liabilities for employees cost, liabilities for expenses, advances against sales, advances from customers, expenses payable, shall also, under the provisions of Section 230 to Section 232 of the Act, without any further act or deed, be transferred to or be deemed to be transferred to the Transferee Company so as to become as from the Appointed Date the debts, liabilities, contingent liabilities, duties and obligations of the Transferee Company and it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such debts, liabilities, contingent liabilities, duties and obligations have arisen, in order to give effect to the provisions of this sub-clause.
  - (c) The transfer and vesting of the Undertakings of the Transferor Company as aforesaid shall be subject to the existing securities, charges and mortgages, if any subsisting, over or in respect of the property and assets or any part thereof of the respective Transferor Company.
  - (d) With effect from the Appointed Date all permits, quotas, rights, entitlements, licences (including software licences), accreditations to trade and industrial bodies, privileges, powers, facilities, subsidies, rehabilitation schemes, special status and other benefits or privileges (granted by any Government body, local authority or by any other person) of every kind and description of whatsoever nature in relation to the Transferor Company, or to the benefit of which the Transferor Company may be eligible, or having effect immediately before the Effective Date, shall be, and remain in, full force and effect in favour of the Transferee Company, and may be enforced fully and effectually as if, instead of the Transferor Company, the Transferee Company had been a beneficiary thereto.
  - (e) In so far as the various incentives, subsidies, special status and other benefits or privileges enjoyed, granted by any Government body, local authority or by any other person and availed of by the Transferor Company are concerned, the same shall vest with, and be available to, the Transferee Company on the same terms and conditions.
  - (f) Loans or other obligations, contracts or agreements if any, between the Transferor Company and the Transferee Company shall stand extinguished and there shall be no liability in that behalf. In so far as any shares, securities, debentures or notes issued by Transferor Company, and held by the Transferee Company and vice versa are concerned, the same shall, unless sold or transferred by the Transferor Company or the Transferee Company, as the case may be, at any time prior to the Effective Date,



stand cancelled as on the Effective Date, and shall have no effect and the Transferor Company or the Transferee Company, as the case may be, shall have no further obligation outstanding in that behalf.

- (g) The Transferor Company shall have taken all steps as may be necessary to ensure that vacant, lawful, peaceful and unencumbered possession, right, title, interest of immovable property, if any, is given to the Transferee Company.

#### **4. CONTRACTS, DEEDS, BONDS AND OTHER INSTRUMENTS**

- 4.1 Subject to the other provisions contained in the Scheme, all contracts, deeds, bonds, agreements, insurance policies and other instruments of whatsoever nature to which the Transferor Company is a party, subsisting or having effect immediately before this arrangement under this Scheme, shall be, in full force and effect, against or in favour of the Transferee Company, and may be enforced as fully and as effectively as if instead of the Transferor Company, the Transferee Company had been a party thereto. The Transferee Company shall enter into and/or issue and/or execute deeds, writings or confirmations or enter into any tripartite arrangement, confirmation or novation to which the Transferor Company will, if necessary, also be party in order to give formal effect to the provisions of this clause, if so required or become necessary.
- 4.2 As a consequence of the amalgamation of the Transferor Company with the Transferee Company in accordance with this Scheme, the recording of change in name from the Transferor Company to the Transferee Company, whether for the purposes of any licence, permit, approval or any other reason, or whether for the purposes of any transfer, registration, mutation or any other reason, shall be carried out by the concerned statutory or regulatory or any other authority without the requirement of payment of any transfer or registration fee or any other charge or imposition whatsoever.

#### **5. LEGAL PROCEEDINGS**

- 5.1 All suits, actions and proceedings of whatsoever nature by or against the Transferor Company on the Appointed Date shall be transferred to the name of the Transferee Company and the same shall be continued and enforced by or against the Transferee Company, to the exclusion of the Transferor Company, as the case may be.
- 5.2 If proceedings are taken against the Transferor Company, in respect of matters referred to above, it shall defend the same in accordance with the advice of, and at the cost of, the Transferee Company, as the case may be from Appointed Date till Effective Date, and the latter shall reimburse and indemnify such Transferor Company, against all liabilities and obligations incurred by the said Transferor Company in respect thereof.

#### **6. TRANSFEROR COMPANY STAFF, WORKMEN AND EMPLOYEES**

- 6.1 All the executives, staff, workmen, and other employees in the service of the Transferor Company, immediately before the Appointed Date, under this Scheme shall become the executives, staff, workmen, and other employees of the Transferee Company, on the basis that:
- a) Their services shall have been continuous and shall not have been interrupted by reason of such transfer as if such transfer is effected under Section 25FF of the Industrial Disputes Act, 1947;
  - b) The terms and conditions of service applicable to the said staff, workmen, and other employees after such transfer shall not in any way be less favourable to them than those applicable to them immediately before the transfer;
  - c) In the event of retrenchment of such staff, workmen, or other employees, the Transferee Company shall be liable to pay compensation in accordance with law on the basis that the services of the staff, workmen, or other employees shall have been continuous and shall not have been interrupted by reason of such transfer; and

d) It is provided that as far as the Provident Fund, Gratuity, Pension, Superannuation Fund or any other special funds that are applicable to the employees of the Transferee Company and existing in the Transferee Company for the benefit of the staff, workmen and other employees of the Transferee Company shall also be extended to the employees of the Transferor Company upon the Scheme becoming finally effective. The said benefits shall be extended to the employees of the Transferor Company even if such benefits were not available to the employees during their tenure in the Transferor Company, by virtue of non applicability of the relevant provisions to the Transferor Company. Notwithstanding what is stated herein above in respect of applicability of Employees Provident Fund to the employees of Transferor Company with retrospective effect from a date to be determined by the Board of Directors of Transferee company the extension of benefit to the employees of Transferor Company shall be subject to the provisions of The Employees Provident Fund and Miscellaneous Provisions Act, 1952 and the approvals of the authorities concerned for giving effect to the implementation date. It is the aim and the intent of the Scheme that all the rights, duties, powers and obligations, in whatsoever nature, that are available to the employees of the Transferee Company shall also be available to all the employees of the Transferor Company in relation to Provident Fund, Gratuity and Pension and/ or Superannuation Fund or any other special fund, however subject to the provisions of the relevant and applicable statutes.

## **7. SAVING OF CONCLUDED TRANSACTIONS**

7.1 The transfer of Undertakings under Clause 3 above, the continuance of the effectiveness of contracts and deeds under Clause 4 above and legal proceedings by or against the Transferee Company under Clause 5 above shall not affect any transaction or proceedings or contracts or deeds already concluded by the Transferor Company on or before the Appointed Date and after the Appointed Date till the Effective Date, to the end and intent that the Transferee Company accepts and adopts all acts, deeds and things done and executed by the Transferor Company in respect thereto as done and executed on behalf of itself.

## **8. CONDUCT OF BUSINESS OF THE TRANSFEROR COMPANY TILL EFFECTIVE DATE**

With effect from the Appointed Date and up to and including the Effective Date:

- 8.1 The Transferor Company shall carry on, and be deemed to have been carrying on, all business activities and shall be deemed to have been held for and on account of, and in trust for, the Transferee Company.
- 8.2 All profits or income or taxes, including but not limited to income tax, fringe benefit tax, advance taxes, tax deducted at source by or on behalf of the Transferor Company, wealth tax, sales tax, value added tax, excise duty, service tax, customs duty, refund, reliefs, etc., accruing or arising to the Transferor Company, or losses arising or expenditure incurred by them, on and from Appointed Date upto the Effective Date, shall for all purposes be treated as, and be deemed to be treated as, the profits or income or losses or expenditure or the said taxes of the Transferee Company.
- 8.3 The Transferor Company shall carry on their business activities with proper prudence and diligence and shall not, without prior written consent of the Transferee Company, alienate, charge or otherwise deal with or dispose off any of their business undertaking(s) or any part thereof (except in the ordinary course of business or pursuant to any pre-existing obligations undertaken by the Transferor Company prior to the Appointed Date).
- 8.4 The Transferee Company shall also be entitled, pending the sanction of the Scheme, to apply to the Central Government, State Government, and all other agencies, departments and statutory authorities concerned, wherever necessary, for such consents, approvals and sanctions which the Transferee Company may require including the registration, approvals, exemptions, reliefs, etc., as may be required / granted under any law for time being in force for carrying on business by the Transferee Company.

- 8.5 The Transferor Company shall continue to comply with the provisions of the Act including those relating to preparation, presentation, circulation and filing of accounts as and when they become due for compliance.
- 8.6 The Transferor Company shall not make any modification to their capital structure, either by an increase (by issue of rights shares, bonus shares, convertible debentures or otherwise), decrease, reclassification, sub-division or reorganisation or in any other manner, whatsoever, except by mutual consent of the Boards of Directors of the Transferor Company and of the Transferee Company.
- 8.7 The Transferor Company shall not vary, except in the ordinary course of business, the terms and conditions of the employment of their employees without the consent of the Board of Directors of the Transferee Company.

## 9. AUTHORISED SHARE CAPITAL

- 9.1 Upon the Scheme becoming fully effective, the authorised share capital of the Transferor Company shall stand combined with the authorised share capital of the Transferee Company. Filing fees and stamp duty, if any, paid by the Transferor Company on their respective authorised share capital, shall be deemed to have been so paid by the Transferee Company on the combined authorised share capital and accordingly, the Transferee Company shall not be required to pay any fee/ stamp duty for its increased authorised share capital.
- 9.2 Clause V of the Memorandum of Association of the Transferee Company shall, without any further act, instrument or deed, be and stand altered, modified and amended under applicable provisions of the Act by deleting the existing Clause and replacing it by the following new clause V:
- “V. The Authorised Share Capital of the Company is ₹ 47,00,00,000/- (Rupees Fourty Seven Crores only) divided into 4,70,00,000 (Four Crores Seventy Lakhs) equity shares of ₹ 10/- (Rupee Ten only) each with power to increase or reduce the capital and with liberty to divide the capital into several classes and to attach thereto respectively such preferential rights, privileges, or conditions in such manner as may be permitted by the Companies Act and as the company deems fit and necessary.”
- 9.3 The approval of this Scheme under Sections 230 to 232 of the Companies Act, 2013 shall be deemed to have the approval under Sections 13, 14, 61 & 62 and other applicable provisions of the Companies Act, 2013 and any other consents and approvals required in this regard.

## 10. CANCELLATION OF EQUITY SHARES OF THE TRANSFEROR COMPANY / REORGANISATION OF CAPITAL

- 10.1. The Transferor Company is a wholly-owned subsidiary of the Transferee Company.

Upon this Scheme coming into effect, the equity shares of the Transferor Company held by the Transferee Company directly and/or through its nominee(s), constituting the entire paid up share capital of the Transferor Company will stand cancelled.

Accordingly, there would be no issue of shares of the Transferee Company to the shareholders (including those holding the shares as nominees of the Transferee Company) of the Transferor Company.

## 11. ACCOUNTING TREATMENT

Upon the Scheme becoming effective, the amalgamation of the Transferor Company with the Transferee Company would follow ‘pooling of interest’ method as prescribed in the Indian Accounting Standard 103 (Appendix C): ‘Accounting for Business Combinations under Common Control’ as per the provisions of Section 133 of the Companies Act, 2013, such that:-

- 11.1 The Transferee Company shall, upon the Scheme coming into effect, record the assets and liabilities of the Transferor Company vested in it pursuant to this Scheme at the respective book values thereof and in the same form as appearing in the books of the Transferor Company at the close of business of the day immediately preceding the Appointed Date.

- 11.2 The Transferee Company shall record the security premium, general reserves and the capital reserves, if any, of the Transferor Company in the same form and at the same values as they appear in the financial statements of the Transferor Company at the close of business of the day immediately preceding the Appointed Date. The surplus balance in the Statement of Profit and Loss of the Transferor Company shall be similarly aggregated with the surplus balances in Statement of Profit and Loss of the Transferee Company.
- 11.3 The accumulated losses/ deficit in the Statement of Profit and Loss of the Transferor Company shall be shown as goodwill in the books of the Transferee Company.
- 11.4 The difference, if any, between the investment of the Transferee Company and the amount of share capital of the Transferor Company shall be adjusted in the Reserves of the Transferee Company.
- 11.5 To the extent there are inter-corporate loans or balances between the Transferor Company and the Transferee Company, the obligations in respect thereof shall come to an end and corresponding effect shall be given in the books of accounts and records of the Transferee Company for the reduction of any assets or liabilities, as the case may be.

## **12. CONSEQUENTIAL MATTERS RELATING TO TAX**

- 12.1. Upon the Scheme coming into effect, all taxes/ cess/ duties, direct and/or indirect, payable by or on behalf of the Transferor Company from the Appointed Date onwards including refunds or claims pending with the Revenue Authorities and including the right to claim credit for minimum alternate tax and carry forward of accumulated losses, shall, for all purposes, be treated as the tax/ cess/ duty, liabilities or refunds, claims and accumulated losses of the Transferee Company. Accordingly, upon the Scheme becoming effective, the Transferee Company is expressly permitted to revise, if it becomes necessary, its Income tax returns, Sales tax returns, Excise & Cenvat returns, service tax returns, other tax returns, and to claim refunds/ credits, pursuant to the provisions of this Scheme. The Transferee Company is also expressly permitted to claim refunds / credits in respect of any transaction between or amongst any Transferor Company and the Transferee Company or inter se amongst the Transferor Company.

*Provided further* that upon the Scheme becoming effective, the Transferee Company is also expressly permitted to revise, if it becomes necessary, its income tax returns and related TDS Certificates, including TDS Certificates relating to transactions between the Transferor Company and the Transferee Company and to claim refunds, advance tax and withholding tax credits, benefit of credit for minimum alternate tax and carry forward of accumulated losses etc., pursuant to the provisions of this Scheme.

- 12.2. In accordance with the Cenvat Credit Rules framed under the Central Excise Act, 1944, as are prevalent on the Effective Date, the unutilized credits relating to excise duties/service tax paid on inputs/capital goods/ input services lying in the accounts of the undertakings of the Transferor Company shall be permitted to be transferred to the credit of the Transferee Company, as if all such unutilized credits were lying to the account of the Transferee Company. The Transferee Company shall accordingly be entitled to set off all such unutilized credits against the excise duty/ service tax payable by it.
- 12.3. In accordance with the Tamil Nadu Value Added Tax Act, 2006, as are prevalent on the Effective Date, the unutilized credits, if any, relating to VAT paid on inputs/capital goods lying in the accounts of the undertakings of the Transferor Company shall be permitted to be transferred to the credit of the Transferee Company, as if all such unutilized credits were lying to the account of the Transferee Company. The Transferee Company shall accordingly be entitled to set off all such unutilized credits against the VAT/ CST payable by it.

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**PART IV - GENERAL TERMS AND CONDITIONS**

**13. APPLICATION TO NCLT**

13.1. The Transferor Company and the Transferee Company shall, with reasonable despatch, apply to NCLT for necessary orders or directions for holding meetings of the members, Secured Creditors and Unsecured Creditors of the Transferor Company and the Transferee Company for sanctioning this Scheme of Amalgamation under Section 230 to Section 232 of the Companies Act, 2013 or for dispensing the holding of such meetings and orders under Section 230 to Section 232 of the Companies Act, 2013, for carrying this Scheme into effect and for dissolution of the Transferor Company without winding up.

**14. DISSOLUTION OF TRANSFEROR COMPANY**

14.1 Subject to an order being made by the NCLT under Section 230 to Section 232 of the Companies Act, 2013, the Transferor Company shall be dissolved without the process of winding up on the Scheme becoming effective in accordance with the provisions of the Act and the rules made thereunder.

**15. MODIFICATIONS / AMENDMENTS TO THE SCHEME**

15.1 The Transferor Company and the Transferee Company through their respective Boards of Directors including Committees of Directors or other persons, duly authorised by the respective Boards in this regard, may make, or assent to, any alteration or modification to this Scheme or to any conditions or limitations, which the NCLT or any other Competent Authority may deem fit to direct, approve or impose and may give such directions including an order of dissolution of the Transferor Company without process of winding up as they may consider necessary, to settle any doubt, question or difficulty, arising under the scheme or in regard to its implementation or in any manner connected therewith and to do and to execute all such acts, deeds, matters and things necessary for putting this Scheme into effect, or to review the portion relating to the satisfaction of the conditions to this scheme and if necessary, to waive any of those (to the extent permitted under law) for bringing this scheme into effect.

15.2 If any part or provision of this Scheme is found to be unworkable for any reason whatsoever, the same shall not, subject to the decision of the Transferor Company and the Transferee Company, affect the validity of implementation of the other parts and/or provisions of the Scheme. If any Part or provision of this Scheme hereof is invalid, ruled illegal by any Court of competent jurisdiction, or unenforceable under present or future laws, then it is the intention of the Transferor Company and the Transferee Company that such Part or provision, as the case may be, shall be severable from the remainder of the Scheme, and the Scheme shall not be affected thereby, unless the deletion of such Part or provision, as the case may be, shall cause this Scheme to become materially adverse to the Transferor Company and the Transferee Company, in which case the Transferor Company and the Transferee Company shall attempt to bring about a modification in the Scheme, as will best preserve for the Transferor Company and the Transferee Company the benefits and obligations of the Scheme, including but not limited to such Part or provision.

**16. DATE OF TAKING EFFECT**

16.1 The Scheme set out herein in its present form or with any modification(s) or amendment(s) approved, imposed or directed by NCLT shall be effective from the Appointed Date but shall be operative from the Effective Date.

**17. SCHEME CONDITIONAL ON APPROVALS / SANCTIONS**

This Scheme is conditional on and subject to -

17.1 The Scheme being agreed to by the respective requisite majorities of the members of the Transferor Company, if meetings of Equity Shareholders of the said companies are convened by NCLT or if dispensation from conducting the meeting of the equity shareholders is obtained from NCLT, and the sanction of NCLT being accorded to the Scheme.

17.2 The sanction by NCLT under Section 230 to Section 232 of Companies Act, 2013 being obtained by the Transferor Company/ Transferee Company.

17.3 The filing with the Registrar of Companies, Coimbatore of certified copies of all necessary orders, sanctions and approvals mentioned above by the respective Companies.

#### **18. EFFECT OF NON-RECEIPT OF APPROVALS / SANCTIONS**

18.1 In the event of the Scheme not being sanctioned by NCLT and/or the Order or orders not being passed or the Scheme not being registered under the appropriate provisions of Companies Act, 2013, the Scheme shall become fully null and void and in that event no rights and liabilities shall accrue to or be inter-se by the parties in terms of the Scheme, save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any rights and/ or liabilities which might have arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out as is specifically provided in the Scheme or as may otherwise arise in law. In such event, each party shall bear and pay its respective costs, charges and expenses for and / or in connection with the Scheme.

#### **19. EXPENSES CONNECTED WITH THE SCHEME**

19.1 All costs, charges, levies, fees, duties and expenses of the Transferor Company and the Transferee Company respectively in relation to or in connection with negotiations leading up to the Scheme and of carrying out and completing the terms and provisions of this Scheme and in relation to or in connection with the Scheme shall be borne and paid by the Transferee Company.

### **SCHEDULE**

#### **SCHEDULE OF IMMOVEABLE PROPERTY OF TRANSFEROR COMPANY**

Coimbatore Registration District, Annur Sub-Registration District, Avinashi Taluk, Annur Village, Patta No.1805, T.S.L.R No.028295

S.F.No.412, an extent of 12.58, kist ₹ 10.19 in this punjai Acre 3.09 ½, kist ₹ 2.47

In the above said Avinashi Taluk, Kariampalayam Village in Patta No. 229, 42,131,165, T.S.L.R No. 028295, 051822, 054685, 054665, 033717 & 044424.

S.F.No.206 an extent of 5.39 punjai acres

S.F.No.207/2 an extent of 0.84 punjai acres

S.F.No.208 an extent of 9.93 punjai acres, in this 7.62 ½ punjai acres

S.F.No. 209/2 an extent of 1.65 punjai acres, in this 0.83 punjai acres

Totaling both village properties is 17.78 punjai acres, one part situate as per sub division in S.F.No.412 with the following boundaries:-

North of S.F.No.412 part in Annur Village - East of 40 ft wide common pathway mentioned below

South of 40 ft wide common pathway mentioned below - West of S.F.No.412 part in Annur Village

Within this an extent of 2.44 punjai acres

In the above mentioned property totaling 17.78 punjai acres, a 40 ft common pathway measuring 2.29 ¼ punjai acres, in this 1/7<sup>th</sup> share measuring punjai acre 0.32 ¾

In total 2.76 ¾ punjai acres, wet agriculture land along with all appurtenances, easements and pathway rights thereto

In this with a right to use all common pathways, tracks, cart tracks and common passages

The schedule property falls within the limits of Kariampalayam Village Panchayat.



B. Varada Rajan B.A., F.C.A.,  
Chartered Accountant

DM



### CERTIFICATE

We have examined the proposed Draft Scheme of Amalgamation under Sections 230 to 232 of the Companies Act, 2013 proposing the amalgamation of BCW V Tech India Private Limited (hereinafter referred to as Transferor Company), a wholly-owned subsidiary with L G Balakrishnan & Bros Limited (hereinafter referred to as the Transferee Company), the Holding company.

Based on our examination of the draft Scheme and according to the information and explanation given to us, we note that the draft scheme entails the amalgamation of BCW V Tech India Private Limited, a wholly-owned subsidiary with L G Balakrishnan & Bros Limited, the holding company with the consequent dissolution without winding up of the Transferor company.

We further note that, as a result of the proposed amalgamation, the equity shares of BCW V Tech India Private Limited held by the Transferee Company shall stand cancelled, with no issuance of shares or payment of other consideration by the Transferee Company. Accordingly, no valuation report is necessary in respect of the amalgamation contemplated by the aforesaid scheme.

The management of the company is responsible for the maintenance of the proper books of accounts and such other relevant records as prescribed by applicable laws, which includes collecting, collating and validating data and designing, implementing and monitoring of internal controls relevant for the preparation of the proposed scheme and for ensuring compliance with the applicable regulations.

This certificate is issued at the request of the company in respect of the said Scheme of Amalgamation and should not be used for any other purpose or to be distributed to any other parties without our written consent.

Place: Coimbatore

Date : 24-04-2017

B. Varada Rajan, B.A., F.C.A.,  
M. 24724 - Chartered Accountant  
200, Thirumagal Bhavanam  
100 Feet Road, Coimbatore-641 012.





## BCW V TECH INDIA PRIVATE LIMITED

**REPORT ADOPTED BY THE BOARD OF DIRECTORS OF BCW V TECH INDIA PRIVATE LIMITED AT THEIR MEETING HELD ON MONDAY THE 23<sup>RD</sup> DAY OF OCTOBER 2017 EXPLAINING THE EFFECT OF THE SCHEME OF AMALGAMATION OF BCW V TECH INDIA PRIVATE LIMITED WITH L G BALAKRISHNAN & BROS LIMITED ON EACH CLASS OF SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON-PROMOTER SHAREHOLDERS**

The proposed Scheme of Amalgamation of BCW V Tech India Private Limited ("Transferor Company") with L G Balakrishnan & Bros Limited ("Transferee Company") under Sections 230 to 232 of the Companies Act, 2013 was approved by the Board of Directors of the company vide resolution dated 24<sup>th</sup> April 2017.

Pursuant to Section 232(2)(c) of the Companies Act, 2013, a report adopted by the Board of Directors explaining the effect of the Scheme of Amalgamation on each class of shareholders, key managerial personnel, promoters and non-promoter shareholders laying out in particular the share exchange ratio, specifying any special valuation difficulties must be circulated to the shareholders and class of creditors along with the Notice convening the meeting of the shareholders and class of creditors of the company.

The following documents were placed before the Board of Directors for their consideration

- a. Draft Scheme of Amalgamation
- b. Certificate from B Varadarajan B A FCA, Chartered Accountants, M No 024724 residing at 200, Thirumagal Bhavanam, 100 Feet Road, Coimbatore- 641 012. Dated 24-04-2017 stating that the valuation report is not required for the Scheme of Amalgamation

Accordingly, after detailed discussion, the Board of Directors of the company at their meeting held on Monday the 24<sup>th</sup> Day of April 2017 took on record the following impact of the Scheme on the Equity Shareholders, Key Managerial Personnel, Promoters and Non-promoter shareholders of the company.

- i. The Scheme of Amalgamation is being undertaken in view of the following benefits:
  - a. Enable consolidation of the business of both the companies into one entity which will facilitate in focused growth, operational efficiencies, business synergies and better supervision of the business of the group.



Regd. Office : 6 / 16/ 13, Krishnarayapuram Road, Ganapathy, Coimbatore, Tamil Nadu  
 CIN : U72200TZ2006PTC012831 Ph: (0422) 2532325 Fax : (0422) 2552353  
 E-mail : info@lgb.co.in Website : www.lgb.co.in



## BCW V TECH INDIA PRIVATE LIMITED

- b. Pooling of resources (including manpower, management and administration and marketing resources) of the aforesaid companies resulting in, synergies of operations and optimization of logistics, resulting in more productive utilization of said resources, savings in cost and operational efficiencies.
  - c. Strengthening financial position and increased leverage capacity of the merged entity
  - d. Concentrated management focus, improved organizational capacity, integration rationalization and streamlining of the management structure of the merged entity, seamless implementation of policy changes at a higher level from a management perspective and shall also help enhance the efficiency and control of the entities.
  - e. Facilitating internal transfer of resources and optimum utilization of assets
  - f. Avoiding duplication of administrative functions, reduction in multiplicity of legal and regulatory compliances
  - g. Enable the creation of a platform for a new business segment and to act as a gateway for growth and expansion of business operations.
- ii. As the Scheme of Amalgamation proposes the amalgamation of the Company with its holding company, no consideration is proposed to be paid and hence no valuation is required to be done. A certificate stating that the valuation report is not required for the Scheme of Amalgamation has been obtained from B Varadarajan B A FCA, Chartered Accountants, M No 024724 residing at 200, Thirumagal Bhavanam, 100 Feet Road, Coimbatore- 641 012. Dated 24-04-2017
- iii. Upon the Scheme becoming effective, the entire authorized share capital of the Transferor Company shall stand combined with the authorized share capital of Transferee Company.
- iv. Upon the Scheme becoming effective, the entire paid-up share capital of the Transferor Company shall stand cancelled and no shares will be issued under the Scheme of Amalgamation.



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E-mail : info@lgb.co.in Website : www.lgb.co.in





## BCW V TECH INDIA PRIVATE LIMITED

- v. Upon the Scheme becoming effective, the Transferor Company shall stand dissolved without following the procedure of winding up as prescribed in the Companies Act, 2013 and Insolvency and Bankruptcy Code, 2016 as may be applicable.
- vi. The Transferor Company does not have any Key Managerial Personnel and hence there is no effect of the Scheme of Amalgamation on the Key Managerial Personnel of the Transferor Company.
- vii. Upon the Scheme becoming effective, the directors of the Transferor Company shall cease to hold office as directors of the Transferor Company.
- viii. Save as otherwise specified above, none of the directors or their relatives, except to their extent of shareholding and directorship in the said companies, is concerned or interested financially or otherwise in the Scheme.

Taking into consideration the effects of the Scheme as mentioned above, the Board of Directors noted that there will be no adverse effect of the said Scheme on the Equity Shareholders, Key Managerial Personnel, Promoter and Non-promoter shareholders of the Transferor Company.

Place: Coimbatore  
Date: 23-10-2017

For BCW V Tech India Private Limited

  
P Prabakaran  
Director  
DIN:01709564



## L.G. BALAKRISHNAN & BROS LIMITED

**REPORT ADOPTED BY THE BOARD OF DIRECTORS OF L G BALAKRISHNAN & BROS LIMITED AT THEIR MEETING HELD ON 31<sup>st</sup> October 2017 EXPLAINING THE EFFECT OF THE SCHEME OF AMALGAMATION OF BCW V TECH INDIA PRIVATE LIMITED WITH L G BALAKRISHNAN & BROS LIMITED ON EACH CLASS OF SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON-PROMOTER SHAREHOLDERS**

The proposed Scheme of Amalgamation of BCW V Tech India Private Limited ("Transferor Company") with L G Balakrishnan & Bros Limited ("Transferee Company") under Sections 230 to 232 of the Companies Act, 2013 was approved by the Board of Directors of the company vide resolution dated 6<sup>th</sup> May 2017.

Pursuant to Section 232(2)(c) of the Companies Act, 2013, a report adopted by the Board of Directors explaining the effect of the Scheme of Amalgamation on each class of shareholders, key managerial personnel, promoters and non-promoter shareholders laying out in particular the share exchange ratio, specifying any special valuation difficulties must be circulated to the shareholders and class of creditors along with the Notice convening the meeting of the shareholders and class of creditors of the company.

The following documents were placed before the Board of Directors for their consideration

- a. Draft Scheme of Amalgamation
- b. Certificate B Varadarajan B A FCA, Chartered Accountants, M No 024724 residing at 200, Thirumagal Bhavanam, 100 Feet Road, Coimbatore- 641 012 Dated 24<sup>th</sup> April 2017 stating that the valuation report is not required for the Scheme of Amalgamation
- c. Report of the Audit Committee of the Board of Directors dated 5<sup>th</sup> May 2017

Accordingly, after detailed discussion, the Board of Directors of the company at their meeting held on 31<sup>st</sup> October 2017 took on record the following impact of the Scheme on the Equity Shareholders, Key Managerial Personnel, Promoters and Non-promoter shareholders of the company.

- i. The Scheme of Amalgamation is being undertaken in view of the following benefits:







## L.G. BALAKRISHNAN & BROS LIMITED

- a. Enable consolidation of the business of both the companies into one entity which will facilitate in focused growth, operational efficiencies, business synergies and better supervision of the business of the group.
  - b. Pooling of resources (including manpower, management and administration and marketing resources) of the aforesaid companies resulting in, synergies of operations and optimization of logistics, resulting in more productive utilization of said resources, savings in cost and operational efficiencies.
  - c. Strengthening financial position and increased leverage capacity of the merged entity
  - d. Concentrated management focus, improved organizational capacity, integration rationalization and streamlining of the management structure of the merged entity, seamless implementation of policy changes at a higher level from a management perspective and shall also help enhance the efficiency and control of the entities.
  - e. Facilitating internal transfer of resources and optimum utilization of assets
  - f. Avoiding duplication of administrative functions, reduction in multiplicity of legal and regulatory compliances
  - b. Enable the creation of a platform for a new business segment and to act as a gateway for growth and expansion of business operations.
- ii. As the Scheme of Amalgamation proposes the amalgamation of the wholly-owned subsidiary with the company, no consideration is proposed to be paid and hence no valuation is required to be done. A certificate stating that the valuation report is not required for the Scheme of Amalgamation has been obtained from B Varadarajan B A FCA, Chartered Accountants, M No 024724 residing at 200, Thirumagal Bhavanam, 100 Feet Road, Coimbatore- 641 012 Dated 24<sup>th</sup> April 2017
- iii. Upon the Scheme becoming effective, the entire authorized share capital of the Transferor Company shall stand combined with the authorized share capital of Transferee Company and the entire paid-up share capital of the Transferor Company shall stand cancelled. The investments made by the Transferee Company in the Transferor Company will also be cancelled consequent to amalgamation.





## L.G. BALAKRISHNAN & BROS LIMITED

- iv. Upon the Scheme becoming effective, the promoters, non-promoter shareholders and the equity shareholders of the Company will not be entitled to any additional shares consequent to the Scheme of Amalgamation. As such, there will be no change in the shareholding pattern of the Company and there will not be any dilution in the shareholding of the promoters, non-promoter shareholders and the equity shareholders of the Company.
- v. The Promoters, Non-Promoter Shareholders and the equity shareholders of the Company will not be adversely affected by the Scheme of Amalgamation.
- vi. Upon the Scheme becoming effective, the Transferor Company shall stand dissolved without following the procedure of winding up as prescribed in the Companies Act, 2013 and Insolvency and Bankruptcy Code, 2016 as may be applicable.
- vii. Upon the Scheme becoming effective, no change is expected to take place in the Key Managerial Personnel of the Transferee Company.
- viii. Save as otherwise specified above, none of the directors or Key Managerial Personnel or their relatives, except to their extent of shareholding and directorship in the said companies, is concerned or interested financially or otherwise in the Scheme.

Taking into consideration the effects of the Scheme as mentioned above, the Board of Directors noted that there will be no adverse effect of the said Scheme on the Equity Shareholders, Key Managerial Personnel, Promoter and Non-promoter shareholders of the Transferee Company.

Place: Coimbatore  
Date: 31-10-2017

For L G Balakrishnan & Bros Limited

  
P Prabakaran  
Deputy Managing Director  
DIN:01709564



**BCW V TECH INDIA PRIVATE LIMITED**  
**Unaudited Balance Sheet for the period ended 30<sup>th</sup> September 2017**

**ANNEXURE - 5**

(₹ in Lakhs)

Particulars	As at 30.09.2017	As at 30.09.2016
<b>A ASSETS</b>		
(1) Non-current assets		
a) Property, Plant and Equipment		
(i) Tangible assets	320.30	354.78
(ii) Intangible assets	-	0.04
(iii) Capital work-in-progress	-	-
(iv) Investment Property		
(v) Asset held for Sale		
b) Non-current investments		
c) Long-term loan and advances	47.80	46.57
d) Deferred Tax Assets (Net)	75.65	71.33
	<u>443.75</u>	<u>472.72</u>
(2) Current assets		
a) Inventories	291.07	240.76
b) Trade receivables	497.96	495.12
c) Cash and cash equivalents	11.08	2.42
d) Short-term loans and advances	184.60	128.26
	<u>984.71</u>	<u>866.56</u>
<b>TOTAL</b>	<u><b>1,428.46</b></u>	<u><b>1,339.28</b></u>
<b>A EQUITY AND LIABILITIES</b>		
(1) Shareholders' funds		
a) Share capital	499.99	499.99
b) Reserves and surplus	5.12	(16.99)
	505.11	483.00
(2) Non-current liabilities		
a) Long term borrowings	-	-
b) Deferred tax liabilities (net)	-	-
(3) Current liabilities		
a) Short term borrowings	20.00	470.00
b) Trade payables		
(i) total outstanding dues of micro & small enterprises	-	-
(ii) total outstanding dues other than micro & small enterprises	790.99	319.27
c) Other current liabilities	108.17	67.01
d) Short-term provisions	4.19	-
	<u>923.35</u>	<u>856.28</u>
<b>TOTAL</b>	<u><b>1,428.46</b></u>	<u><b>1,339.28</b></u>

For and on behalf of Board of Directors

**B. VIJAYAKUMAR**  
Director  
DIN: 00015583

**P. PRABAKARAN**  
Director  
DIN : 01709564



**BCW V TECH INDIA PRIVATE LIMITED****Unaudited Statement of Profit and Loss for the period ended 30<sup>th</sup> September 2017**

(₹ in Lakhs)

Particulars	As at 30.09.2017	As at 30.09.2016
I Revenue for Operations	749.75	587.49
II Other Income	-	-
III Total Income (I+II)	<u>749.75</u>	<u>587.49</u>
IV Expenses		
(a) Cost of materials consumed	185.24	117.50
(b) Purchase in Stock - in- Trade	-	-
(c) Changes in inventories of finished goods, stock-in-trade and work-in-progress	(20.13)	6.83
(d) Excise Duty	29.05	9.92
(e) Employee benefits expense	139.74	120.41
(f) Finance Costs	10.73	28.86
(g) Depreciation and amortization expense	48.56	42.97
(h) Other expenses	<u>334.58</u>	<u>293.09</u>
<b>Total Expenses</b>	<u><b>727.77</b></u>	<u><b>619.58</b></u>
V Profit/(Loss) before exceptional and tax (I - IV)	21.98	(32.09)
VI Exceptional items	-	-
VII Profit/(Loss) before tax (V-VI)	<u>21.98</u>	<u>(32.09)</u>
VIII Tax expense:		
(1) Current tax	4.19	0.00
(2) Deferred tax	(4.32)	(8.64)
IX Profit / (Loss) for the period from continuing operations (VII-VIII)	<u>22.11</u>	<u>(23.45)</u>
X Profit / (Loss) from discontinuing operations	-	-
XI Tax expense of discontinuing operations	-	-
XII Profit / (Loss) from discontinuing operations (after tax) (X-XI)	-	-
XIII Profit / (Loss) for the period (IX-XII)	<u>22.11</u>	<u>(23.45)</u>
XIV Other Comprehensive Income		
A (i) Items that will not be reclassified to profit or loss	-	-
(ii) Income tax relating to items that will not be reclassified to profit or loss	-	-
B (i) Items that will be reclassified to profit or loss	-	-
(ii) Income tax relating to items that will be reclassified to profit or loss	-	-
XVI Total Comprehensive Income for the period (XIII+XIV) (Comprising Profit (Loss) and Other Comprehensive Income for the period)	<u>-</u>	<u>-</u>
XVI Earnings per share (for continuing operations):		
(a) Basic	0.44	-0.47
(b) Diluted	0.44	-0.47
XVII Earnings per share (for discontinued operations):		
(a) Basic	-	-
(b) Diluted	-	-
XVIII Earnings per share (for discontinued & continuing operations):		
(a) Basic	0.44	-0.47
(b) Diluted	0.44	-0.47

For and on behalf of Board of Directors

**B. VIJAYAKUMAR**  
Director  
DIN: 00015583

**P. PRABAKARAN**  
Director  
DIN : 01709564

**BCW V TECH INDIA PRIVATE LIMITED**
**Unaudited Cash Flow Statement for the period ended 30<sup>th</sup> September 2017**

(₹ in Lakhs)

Particulars	As at 30.09.2017	As at 30.09.2016
<b>A. Cash flow from operating activities</b>		
Net Profit before Tax and Extra Ordinary Items	21.98	(114.94)
Adjustments for Depreciation	48.56	87.01
Asset Condemned and written off	-	-
(Profit) or Loss on sale of assets	-	-
(Profit) or Loss on sale of investments	-	-
Finance Charges	10.73	57.17
Interest Income	-	-
Dividend Income	-	-
Rental income on operating lease	-	-
<b>Operating profit before working capital changes</b>	<b>81.27</b>	<b>29.24</b>
<b>Changes in Working Capital</b>		
Adjustments for (increase) / decrease in operating assets		
Inventories	(50.31)	(9.28)
Trade Receivables	(2.84)	(26.64)
Short term Loans and advances	(56.34)	(32.06)
Long term Loans and advances	-	-
Other current assets excluding advance tax	-	-
Other Non-Current assets	-	-
Adjustments for (increase) / decrease in operating liabilities		
Trade Payables	471.72	152.20
Other Current Liabilities	41.16	22.60
Other Non-Current Liabilities	-	-
Short Term Provisions	-	-
Cash generated from operations	484.66	136.06
Income tax paid	(1.23)	5.00
<b>Net Cash from operating activities (A)</b>	<b>483.43</b>	<b>141.06</b>
<b>B Cash flow from Investing activities</b>		
Purchase of Fixed Assets		
Proceeds from sale of fixed assets	(14.04)	(82.68)
Purchase of Investments	-	-
Proceeds from sale of investments	-	-
Bank balances not considered as Cash and Cash equivalents		
Fixed Deposits with banks matured more than 3 months	-	-
Dividend Received	-	-
From Associates	-	-
From Others -	-	-
Interest received	-	-
From subsidiaries	-	-
From others -	-	-
Rental income on operating lease	-	-
<b>Net cash outflow from investing activities (B)</b>	<b>(14.04)</b>	<b>(82.68)</b>

**BCW V TECH INDIA PRIVATE LIMITED****Unaudited Cash Flow Statement for the period ended 30<sup>th</sup> September 2017 (Contd.)**

(₹ in Lakhs)

Particulars	As at 30.09.2017	As at 30.09.2016
<b>C. Cash flow from financing activities</b>		
(Repayment) / Proceeds of Secured Loan	-	0.00
Proceeds / (Repayment) of Unsecured Loan	(450.00)	0.00
Interest paid	(10.73)	(57.17)
Dividend paid	-	-
Increase in share Capital	0.00	0.00
<b>Net cash used in financial activities (C)</b>	<b>(460.73)</b>	<b>(57.17)</b>
<b>Net increase in cash and cash equivalents (A) +(B)+(C)</b>	<b>8.65</b>	<b>1.21</b>
<b>Opening Balance</b>	<b>2.43</b>	<b>1.22</b>
<b>Closing Balance</b>	<b>11.08</b>	<b>2.43</b>
<b>Reconciliation of Cash and Cash equivalent with the Balance Sheet</b>		
<b>CASH AND CASH EQUIVALENTS AT THE END OF THE QUARTER</b> Comprises		
(a) Cash - On- Hand	0.03	0.04
(b) Cheque and Demand Drafts on Hand		
(c) Balances with Banks		
(i) In Current Account	11.05	2.39
(ii) In Earmarked Accounts		
In Margin Money with Banks	-	-
	<b>11.08</b>	<b>2.43</b>

For and on behalf of Board of Directors

**B. VIJAYAKUMAR**  
Director  
DIN: 00015583

**P. PRABAKARAN**  
Director  
DIN : 01709564

### Statement of Changes in Equity for the Half Year ended 30th September 2017

**BCW V Tech India Private Limited**

₹ in Lakhs

A) Equity Share Capital		Changes in Equity Share Capital during the year Balance as at 30.09.2017						₹ in Lakhs	
Balance as at 01.04.2017		499.99							
499.99		-							
B) Other Equity		₹ in Lakhs							
Particulars	Share Application Money pending Allotment	Securities Premium Reserve	General Reserve	Surplus	Other Comprehensive Income	Debt Instruments through Other Comprehensive Income	Equity Instruments through other comprehensive income	Total	Total
Balance as at 01.04.2017	-	-	-	(16.99)	-	-	-	(16.99)	-
Changes in accounting policies	-	-	-	-	-	-	-	-	-
Prior period errors	-	-	-	-	-	-	-	-	-
Restates Balance as at 01.04.2017	-	-	-	(16.99)	-	-	-	(16.99)	-
Total Comprehensive Income for the period	-	-	-	22.11	-	-	-	22.11	-
Dividends	-	-	-	-	-	-	-	-	-
Transfer to Reserves	-	-	-	-	-	-	-	-	-
Balance as at 30.09.2017	-	-	-	5.12	-	-	-	5.12	-

For and on behalf of Board of Directors

**B. VIJAYAKUMAR**  
Director  
DIN: 00015583

**P. PRABAKARAN**  
Director  
DIN : 01709564



**L.G.BALAKRISHNAN & BROS LIMITED**  
**Balance Sheet for the period ended 30<sup>th</sup> September 2017**

**ANNEXURE - 6**

(₹ in Lakhs)

Particulars	As at 30.09.2017	As at 30.09.2016
<b>A Assets</b>		
<b>1 Non-Current Assets</b>		
(a) Property, Plant and Equipment		
(i) Tangible Assets	33,303.45	31,960.71
(ii) Intangible assets	278.88	364.87
(iii) Capital work-in-process	928.45	1,567.00
(iv) Investment Property	1,127.57	1,173.58
(v) Asset held for Sale	8.55	8.55
(b) Non-current investments	6,766.61	7,210.56
(c) Long-term loans and advances	2,846.72	2,238.79
(d) Other non-current assets	49.84	67.96
	<b>45,310.07</b>	<b>44,592.02</b>
<b>2 Current Assets</b>		
(a) Inventories	19,640.84	20,709.33
(b) Trade receivables	18,302.97	14,339.86
(c) Cash and Cash equivalents	1,129.35	782.83
(d) Short-term loans and advances	1,633.76	1,244.05
(e) Other current assets	360.72	64.93
	<b>41,067.64</b>	<b>37,141.01</b>
<b>TOTAL</b>	<b>86,377.71</b>	<b>81,733.03</b>
<b>B EQUITY AND LIABILITIES</b>		
<b>1 Shareholders' funds</b>		
(a) Share capital	1,569.62	1,569.62
(b) Reserves and surplus	49,562.95	44,275.03
	<b>51,132.57</b>	<b>45,844.65</b>
<b>2 Non-Current liabilities</b>		
(a) Long-term borrowings	6,687.56	7,402.02
(b) Deferred tax liabilities (net)	1,570.39	1,694.94
(c) Long term provisions	862.35	729.59
	<b>9,120.30</b>	<b>9,826.55</b>
<b>3 Current liabilities</b>		
(a) Short - term borrowings	466.25	1,065.31
(b) Trade payables		
(i) total outstanding dues of micro & small enterprises	129.58	133.68
(ii) total outstanding dues other than micro & small enterprises	19,479.32	16,661.34
(c) Other current liabilities	5,785.71	8,175.67
(d) Short-term provisions	263.98	25.83
	<b>26,124.84</b>	<b>26,061.83</b>
	<b>86,377.71</b>	<b>81,733.03</b>

<p>For SURI &amp; CO  Chartered Accountant  Firm Regn. No: 0042835  R. KRISHNAMOORTHY  Membership No:020695  Partner</p>	<p>For and on behalf of Board of Directors  B.VIJAYAKUMAR  Chairman Cum Managing Director  DIN: 00015583  N. RENGARAJ  Chief Financial Officer</p>
<p>Place: Coimbatore  Date : 31.10.2017</p>	<p>P.PRABAKARAN  Deputy Managing Director  DIN : 01709564  M. LAKSHMIKANTH JOSHI  General Manager Cum Company Secretary</p>

**L.G.BALAKRISHNAN & BROS LIMITED****Statement of Profit and Loss for the period ended 30<sup>th</sup> September 2017**

(₹ in Lakhs)

Particulars	As at 30.09.2017	As at 30.09.2016
<b>A. CONTINUING OPERATIONS</b>		
1 Revenue from operations	66,259.72	62,635.43
2 Other income	122.29	195.00
<b>3 Total Revenue (1+2)</b>	<b>66,382.01</b>	<b>62,830.43</b>
<b>4 Expenses</b>		
a. Cost of materials consumed	25,719.94	22,108.86
b. Purchases of stock-in-trade	1,701.14	2,098.43
c. Changes in inventories of finished goods stock-in-trade and work-in-process	1,913.35	507.76
d. Excise duty	3,595.84	6,368.60
e. Employee benefits expense	8,901.66	8,093.52
f. Finance costs	529.81	719.80
g. Depreciation and amortization expense	2,579.72	2,391.85
h. Other expenses	16,183.33	16,041.41
<b>Total Expenses</b>	<b>61,124.79</b>	<b>58,330.23</b>
5 Profit before exceptional and extraordinary items and tax (3-4)	5,257.22	4,500.20
6 Exceptional items	-	-
7 Profit before extraordinary items and tax (5-6)	5,257.22	4,500.20
8 Tax expense / benefit)		
(1) Current tax	1778.69	1534.10
(2) Deferred tax	32.32	(179.03)
Net tax expense	1,811.01	1,355.07
9 Profit for the period (7-8)	3,446.21	3,145.13
<b>10 Other Comprehensive Income (Net of Taxes)</b>		
(A) (i) items that will not be reclassified to Profit or Loss Account		
1) Re-measurement of defined benefit plans	350.15	(61.50)
2) Others	(1130.10)	844.01
(ii) Income tax relating to items that will not be reclassified to Profit and Loss Account	121.19	(21.28)
(B) Items that will be reclassified to Profit or Loss Account	-	-
<b>11 Total Comprehensive Income for the period</b>	<b>2,787.45</b>	<b>3,906.36</b>
<b>12 Earnings per share (Face value of ₹ 10/- each)</b>		
(a) Basic	21.96	20.04
(b) Diluted	21.96	20.04

<p>For SURI &amp; CO Chartered Accountant Firm Regn. No: 0042835 R. KRISHNAMOORTHY Membership No:020695 Partner</p>	<p>For and on behalf of Board of Directors B.VIJAYAKUMAR Chairman Cum Managing Director DIN: 00015583 N. RENGARAJ Chief Financial Officer</p>
<p>Place: Coimbatore Date : 31.10.2017</p>	<p>P.PRABAKARAN Deputy Managing Director DIN : 01709564 M. LAKSHMIKANTH JOSHI General Manager Cum Company Secretary</p>

**L.G.BALAKRISHNAN & BROS LIMITED**
**Cash Flow Statement for the period ended 30<sup>th</sup> September 2017**

(₹ in Lakhs)

Particulars	As at 30.09.2017	As at 30.09.2016
<b>A. Cash flow from operating activities</b>		
Net Profit before Tax	5,257.22	4,443.09
Adjustments for		
Depreciation and amortization expense	2,579.72	2,385.37
Asset Condemned and written off	41.00	120.38
Profit on sale of assets	(0.14)	(2.02)
Revaluation Reserve	-	(44.44)
Finance Costs	529.81	760.89
Interest income	(35.14)	(60.56)
Dividend income	(12.64)	(12.33)
Provision for contingencies	-	-
Provision for doubtful trade receivables	(7.01)	53.07
Net unrealized foreign exchange loss	-	3.77
Operating profit before working capital changes	<u>8,352.82</u>	<u>7,647.23</u>
<b>Change in Working Capital</b>		
<i>Adjustments for (increase) / decrease in operating assets:</i>		
Inventories	2,162.84	401.75
Trade Receivables	(2,762.63)	(575.77)
Short term Loans and advances	189.02	1,580.66
Long term Loan and advances	(158.93)	(320.77)
Other Non-Current assets	(128.48)	58.94
<i>Adjustments for (increase) / decrease in operating liabilities:</i>		
Trade Payables	(52.85)	(1,144.81)
Long Term Provisions	237.35	627.20
Short Term Provisions	(11.42)	11.66
Other Current Liabilities	387.12	358.01
	<u>(137.98)</u>	<u>996.87</u>
Cash generated from operations	8,214.83	8,644.10
Income tax paid, net of refunds received	(1,609.02)	(876.55)
<b>Net Cash generated from operating activities (A)</b>	<u>6605.81</u>	<u>7,767.55</u>
<b>B Cash flow from Investing activities</b>		
Capital expenditure, including capital advances	(4,286.14)	(4,144.90)
Proceeds from sale of fixed assets	24.22	14.84
Purchase / Fair valuation of investments	-	-
Bank balances not considered as Cash and cash equivalents		
Fixed Deposit with banks with maturity period of more than 3 months	1.73	20.99
Dividend received		
From associates		
From others	12.64	12.33
Interest received		
From others	39.34	58.54
<b>Net Cash used in Investing activities (B)</b>	<u>(4,208.21)</u>	<u>(4,038.21)</u>



**L.G.BALAKRISHNAN & BROS LIMITED****Cash Flow Statement for the period ended 30<sup>th</sup> September 2017 (Contd.)**

(₹ in Lakhs)

Particulars	As at 30.09.2017	As at 30.09.2016
<b>C. Cash flow from financing activities</b>		
Proceeds of Long Term Borrowings	80.42	811.25
Repayment of Long term borrowings	(1268.54)	(1284.72)
Proceeds of Short Term Borrowings	352.25	(2168.53)
Interest paid	(488.10)	(731.48)
Dividend paid, including Dividend Distribution Tax	(1327.67)	(188.92)
<b>Net cash used in financing activities (C)</b>	<b>(2651.64)</b>	<b>(3562.40)</b>
<b>Net (decrease)/Increase in cash and cash equivalents (A) +(B) + (C)</b>	<b>(254.04)</b>	<b>166.95</b>
Cash and Cash Equivalents at the beginning of the year	1,019.12	245.95
Cash and Cash Equivalents at the end of the year	<b>765.08</b>	<b>412.90</b>
<b>Reconciliation of Cash and cash equivalent with the Balance Sheet CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR</b>		
Comprises		
(a) Cash-on-Hand	13.90	23.60
(b) Balances with Banks		
(i) In Current Account	145.04	(1.11)
(ii) In Collection Account	335.14	227.43
(iii) In Deposit Account	271.00	162.98
	<b>765.08</b>	<b>412.90</b>

	For SURI & CO	For and on behalf of Board of Directors
	Chartered Accountant	B.VIJAYAKUMAR
	Firm Regn. No: 0042835	Chairman Cum Managing Director
	R. KRISHNAMOORTHY	DIN: 00015583
Place: Coimbatore	Membership No:020695	N. RENGARAJ
Date : 31.10.2017	Partner	M. LAKSHMIKANTH JOSHI
		Chief Financial Officer General Manager Cum Company Secretary

### Statement of Changes in Equity for the Half Year ended 30th September 2017

#### L.G. Balakrishnan and Bros Limited

₹ in Lakhs

A) Equity Share Capital		Changes in Equity Share Capital during the year							Balance as at 30.09.2017	
Balance as at 01.04.2017		-							1,569.62	
B) Other Equity		-							1,569.62	
Particulars	Share Application Money pending Allotment	Securities Premium Reserve	General Reserve	Surplus	Other Comprehensive Income	Debt Instruments through Other Comprehensive Income	Equity Instruments through other comprehensive income	Total		
Balance as at 01.04.2017	-	3,100.61	35,500.00	8370.84	1126.46	-	-	48,097.91		
Changes in accounting policies	-	-	-	-	-	-	-	-		
Prior period errors	-	-	-	-	-	-	-	-		
Restates Balance as at 01.04.2017	-	3,100.61	35,500.00	8370.84	1126.46	-	-	48,097.91		
Total Comprehensive Income for the period	-	-	-	3446.21	(658.76)	-	-	2787.45		
Dividends	-	-	-	(1322.41)	-	-	-	(1322.41)		
Transfer to Reserves	-	-	-	-	-	-	-	-		
Balance as at 30.09.2017	-	3,100.61	35,500.00	10494.64	467.70	-	-	49,562.95		

For SURI & CO

Chartered Accountant

Firm Regn. No: 004283S

R. KRISHNAMOORTHY

Membership No:020695

Partner

For and on behalf of Board of Directors

B.VIJAYAKUMAR

Chairman Cum Managing Director

DIN: 00015583

P.PRABAKARAN

Deputy Managing Director

DIN : 01709564

M. Lakshmi Kanth Joshi

General Manager Cum Company Secretary

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
CHENNAI BENCH  
CA No. 210/CAA/2017  
IN THE MATTER OF THE COMPANIES ACT, 2013  
AND  
IN THE MATTER OF APPLICATION UNDER SECTIONS 230 TO 232 AND OTHER APPLICABLE  
PROVISIONS OF THE COMPANIES ACT, 2013  
AND  
IN THE MATTER OF SCHEME OF AMALGAMATION (MERGER) OF M/s BCW V TECH INDIA PRIVATE  
LIMITED (TRANSFEROR COMPANY) WITH M/s L.G.BALAKRISHNAN & BROS LIMITED (TRANSFeree  
COMPANY) AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS**

**M/s L.G.BALAKRISHNAN & BROS LIMITED.,**

A Company incorporated under the Companies Act, 1913,  
with CIN: L29191TZ1956PLC000257 and having its  
registered office at 6/16/13 Krishnarayapuram Road,  
Ganapathy, Coimbatore 641 006, Tamil Nadu, India.  
Rep. By Its General Manager Cum Company Secretary  
Mr.M.Lakshmikanth Joshi

Applicant/Transferee Company

**FORM NO. MGT - 11  
Proxy Form**

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



**L.G. BALAKRISHNAN & BROS LIMITED**  
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  
CIN : L29191TZ1956PLC000257

**National Company Law Tribunal convened Meeting of the Equity Shareholders on 26<sup>th</sup> February 2018**

Name of the Member(s) :

Registered address :

Email ID :

Folio No./ DP ID and Client ID :

I/We being the member(s) holding ..... shares of the above named Company, hereby appoint:

1) Name :..... Address :..... Email ID:..... Signature ..... or failing him/her
2) Name :..... Address :..... Email ID:..... Signature ..... or failing him/her
3) Name :..... Address :..... Email ID:..... Signature .....

as my / our proxy to attend and vote (on poll) for me / us and on my / our behalf at the Tribunal convened Meeting of the company to be held on **Monday the 26<sup>th</sup> day of February 2018 at 11.00 A.M. at Ardra Convention Centre**”, **“Kanchan”, No.9, North Huzur Road, Coimbatore-641 018** and at any adjournment thereof in respect of such resolution as is indicated below:

Sl. No.	Resolution	Optional	
		I/We assent the resolution (FOR)	I/We dissent the resolution (AGAINST)
1	Approval of the Scheme of Amalgamation of BCW V Tech India Private Limited (Transferor Company) with L G Balakrishnan & Bros Limited (Transferee Company) pursuant to Section 230 to 232 of the Companies Act, 2013	<input type="checkbox"/>	<input type="checkbox"/>

Signed this ..... day of ..... 2018

Signature of shareholder : .....

Signature of Proxy holder (s) : .....



**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. All alterations made in the form of proxy should be initialed.
3. Please affix appropriate revenue stamp before putting signature.
4. In case of multiple proxies, the proxy later in time shall be accepted.
5. Proxy need not be a member of the Company.
6. No person shall be appointed as a proxy who is a minor.
7. For the resolution, explanatory statement and Notes please refer to the Notice of the NCLT convened meeting.
8. It is optional to put “✓” in the appropriate column against the Resolution indicated in the Box. If you leave the ‘For’ or ‘Against’ column blank against the resolution, your proxy will be entitled to vote in the manner as he / she thinks appropriate.
9. Please complete all details including details of member(s) in the above box before submission.

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
CHENNAI BENCH  
CA No. 210/CAA/2017  
IN THE MATTER OF THE COMPANIES ACT, 2013  
AND  
IN THE MATTER OF APPLICATION UNDER SECTIONS 230 TO 232 AND OTHER APPLICABLE  
PROVISIONS OF THE COMPANIES ACT, 2013  
AND  
IN THE MATTER OF SCHEME OF AMALGAMATION (MERGER) OF M/s BCW V TECH INDIA PRIVATE LIMITED  
(TRANSFEROR COMPANY) WITH M/s L.G.BALAKRISHNAN & BROS LIMITED (TRANSFeree COMPANY) AND  
THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS**

**M/s L.G.BALAKRISHNAN & BROS LIMITED.,**  
A Company incorporated under the Companies Act, 1913,  
with CIN: L29191TZ1956PLC000257 and having its  
registered office at 6/16/13 Krishnarayapuram Road,  
Ganapathy, Coimbatore 641 006, Tamil Nadu, India.  
Rep. By Its General Manager Cum Company Secretary  
Mr.M.Lakshmikanth Joshi

Applicant/Transferee Company



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  
CIN : L29191TZ1956PLC000257

**National Company Law Tribunal convened Meeting of the Equity Shareholders on 26<sup>th</sup> February 2018**

**Attendance Slip**

Name of the Equity Shareholder	
Folio No. / DP ID and Client ID	
No. of Shares	
Name of Proxy	

I hereby record my/ our presence at the meeting of the equity shareholders of L G Balakrishnan & Bros Limited, the Applicant Company, convened pursuant to the Order of the National Company Law Tribunal, Chennai Bench dated 12<sup>th</sup> January 2018, on Monday, the 26<sup>th</sup> day of February 2018 at 11.00 A.M. at Ardra Convention Centre”, “Kanchan”, No.9, North Huzur Road, Coimbatore-641 018, Tamil Nadu.

Member's / Proxy's Signature

Note:

1. The Equity Shareholders attending the meeting in person or by proxy or through authorized representative are requested to complete and bring the Attendance Slip with them and hand it over at the entrance of the meeting hall.
2. Equity Shareholders who come to attend the meeting are requested to bring a copy of the Notice for reference at the meeting.
3. Equity Shareholders are informed that in case of joint shareholders attending the meeting, only such joint holder whose name stands first in the Register of Members in respect of such joint holding will be entitled to vote.

ARDRA CONVENTION CENTRE,  
"KAANCHAN", NO.9, NORTH HUZUR ROAD, COIMBATORE-641018

