



**CONSOLIDATED SCRUTINIZER'S REPORT FOR POSTAL BALLOT, REMOTE E-VOTING AND POLL CONDUCTED AT THE MEETING OF EQUITY SHAREHOLDERS OF L.G.BALAKRISHNAN & BROS LIMITED CONVENED BY THE NATIONAL COMPANY LAW TRIBUNAL, CHENNAI BENCH ON 26<sup>TH</sup> FEBRUARY 2018**

[Pursuant to Section(s) 108, 109, 110 and 230-232 of the Companies Act, 2013 read with Rule 20, 21 and 22 of the Companies (Management and Administration) Rules, 2014 (as amended) and Rule 9 & 13 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Date: 27<sup>th</sup> February 2018

To

Mr.P.Shanmugasundaram

The Chairman of the Meeting of the Equity Shareholders convened pursuant to order of the National Company Law Tribunal, Chennai Bench in CA No./209 & 210/CAA/2017 dated 12-01-2018

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

CIN: L29191TZ1956PLC000257

6/16/13, Krishnarayapuram Road,  
Ganapathy, Coimbatore - 641006,  
Tamil Nadu, India

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on Postal Ballot, Remote E-voting and voting conducted through Poll at the Meeting of Equity Shareholders of the Company convened by the National Company Law Tribunal, Chennai Bench.**

I, M D Selvaraj, FCS Proprietor of M/s.MDS & Associates, Practising Company Secretaries, Coimbatore, have been appointed by the National Company Law Tribunal, Chennai Bench vide order dated 12<sup>th</sup> January 2018 in CA No./209 & 210 /CAA/2017, as the Scrutinizer for the purpose of scrutinizing the Postal Ballot forms received from the shareholders, remote e-voting process and voting conducted through Poll at the meeting of the equity shareholders of **M/s. L G BALAKRISHNAN & BROS LIMITED** ("the

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Company") convened by the National Company Law Tribunal, Chennai Bench ("the meeting") held on Monday the 26<sup>th</sup> day of February, 2018 at 11.00 A:M at Ardra Convention Centre, "Kaanchan", No.9, North Huzur Road, Coimbatore 641 018, Tamil Nadu, India in a fair and transparent manner and for ascertaining the requisite majority on the Postal Ballot, Remote E-voting and Poll at the meeting carried out in accordance with the provisions of Section 108, 109, 110 & 230-232 of the Companies Act, 2013 ("the Act") read with Rule 20, 21 & 22 of the Companies (Management and Administration) Rules, 2014 and Rule 9 & 13 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Special Resolution as set out in the meeting Notice dated 20<sup>th</sup> January 2018.

### **Responsibility of the Management**

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the Rules made thereunder in relation to exercising of voting rights through Postal Ballot, Remote E-voting and Poll at the meeting on the Resolution as set out in the meeting Notice dated 20<sup>th</sup> January 2018.

### **Responsibility as a Scrutinizer**

My responsibility, as a Scrutinizer for the Postal Ballot, Remote E-voting and Poll at the meeting is restricted to the preparation of the Scrutinizer's Report of the votes cast "in favour" or "against" the Resolution as set out in the Notice of the meeting dated 20<sup>th</sup> January 2018, based on the reports generated from the e-voting system provided by the Central Depository Services (India) Limited (CDSL), the Authorised Agency engaged by the Company for providing e-voting facility, the Postal Ballot forms received up to 17:00 hours on Sunday, 25<sup>th</sup> February 2018 and polling papers received at the time of poll taken at the meeting.

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

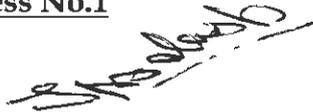
- The Company has on Wednesday, 24<sup>th</sup> January 2018 completed the dispatch by speed post/email of the Notice of the meeting and Postal Ballot Form along with postage prepaid business reply envelope to its members, whose names appeared in the Register of Members on Friday, 19<sup>th</sup> January 2018 through its Registrar and Transfer Agent viz. M/s. Cameo Corporate Services Limited, Chennai.
- The shareholders of the Company holding shares as on the "cut-off" date of Friday, 19<sup>th</sup> January 2018 were entitled to vote on the proposed resolution as set out in the Notice of the meeting dated 20<sup>th</sup> January 2018.

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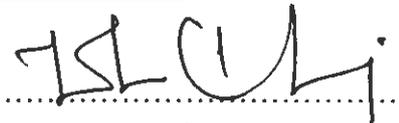
- The remote e-voting period remained open from Saturday, 27<sup>th</sup> January 2018 at 9:00 Hours and ended on Sunday, 25<sup>th</sup> February 2018 at 17:00 Hours. The Postal Ballot forms received up to 17:00 Hours on Sunday, 25<sup>th</sup> February 2018 and voting conducted through Poll at the meeting held on 26<sup>th</sup> February 2018 were considered valid for scrutiny. The postal ballot forms which were incomplete, and/or which were otherwise found defective have been treated as invalid and kept separately.
- The e-voting module of CDSL was disabled on Sunday, 25<sup>th</sup> February 2018 at 17:00 hours and I, as the Scrutinizer, unblocked the votes cast, on Monday, 26<sup>th</sup> February 2018 at 11:50 Hours in the presence of Mr. Jayaprakash C (the undersigned as Witness No.1) and Mr. John Manoj (the undersigned as Witness No.2), who are not in employment of the Company in accordance with Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 (as amended).

Witness No.1



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Name: Mr. Jayaprakash C

Witness No.2

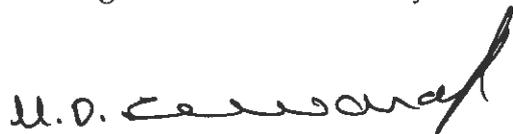


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Name: Mr. John Manoj

- I have scrutinized the remote e-voting, postal ballot papers and voting conducted through Poll at the meeting held on 26<sup>th</sup> February 2018 and votes tendered therein and maintained registers in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014 (as amended).
- I have already issued a separate scrutiniser's report dated 27<sup>th</sup> February 2018 in the prescribed form No.MGT-13 on the poll taken at the meeting.

I now hereby submit my Consolidated Report on the Result of the remote e-voting, postal ballot and voting conducted through Poll at the meeting held on 26<sup>th</sup> February 2018 in respect of the said resolution, as under:

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

**SPECIAL BUSINESS**

**Special resolution**

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 Sections 230 to 232 of the Companies Act, 2013

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

Mode of Voting	Number of Members Voted	Number of votes cast	Percentage of Total Number of valid votes cast
Postal Ballot Form	189	40,959	99.89%
E-Voting	64	94,49,241	100.00%
Poll	14	7,098	100.00%
<b>Total Voting</b>	<b>267</b>	<b>94,97,298</b>	<b>100.00%</b>

**VOTES CAST AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted	Number of votes cast	Percentage of Total Number of valid votes cast
Postal Ballot Form	2	44	0.11%
E-Voting	1	1	Negligible
Poll	0	0	0
<b>Total Voting</b>	<b>3</b>	<b>45</b>	<b>Negligible</b>

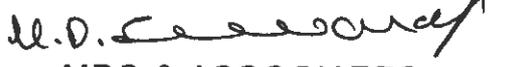
**INVALID VOTES**

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
Postal Ballot Form	13	917
E-Voting	0	0
Poll	1	400
<b>Total Voting</b>	<b>14</b>	<b>1,317</b>

Yours faithfully,

Based on the Scrutinizer's Report  
the resolution has been passed with requisite majority

  
Chairman of the Meeting

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