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SCRUTINIZER'S REPORT FOR E-VOTING AND POLL

(Pursuant to Section(s) 108 and 109 of the Companies Act, 2013 read with Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014)

To

The Chairman

58th Annual General Meeting of the Equity Shareholders of

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

(L29191TZ1956PLC000257)

Held on Wednesday the 9th day of July, 2014 at 10.30 am at
Ardra Convention Centre, Kaanchan, 9, North Huzur Road,
Coimbatore-641018, Tamil Nadu, India.

Dear Sir,

Sub: Passing of Resolution through Electronic means and Poll conducted at the 58th Annual General Meeting of M/s.L G BALAKRISHNAN & BROS LIMITED held on 9th July, 2014...

I, M D Selvaraj, FCS, proprietor of M/s.MDS & Associates, Company Secretaries, have been appointed as a Scrutinizer by the Board of Directors of M/s.L G BALAKRISHNAN & BROS LIMITED ("the Company") for the e-voting held between Thursday the 3rd day of July, 2014 (9.00 AM) to Saturday the 5th day of July, 2014 (6.00 PM) and the Chairman of the 58th Annual General Meeting of the Company has appointed me as the Scrutinizer for the Poll held at the 58th Annual General Meeting of the Company on 9th July, 2014.

Responsibility of the Management

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the Rules made thereunder in relation to exercising of voting rights through electronic means and poll on the Resolution(s) as set out in the Notice convening the 58th Annual General Meeting dated 15th May, 2014.



Responsibility as a Scrutinizer

My responsibility, as a Scrutinizer for the e-voting process and for the poll at the 58th Annual General Meeting, is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the Resolution(s) set out in the Notice convening the 58th Annual General Meeting, based on the reports generated from the e-voting system provided by Central Depository Services Limited (CDSL), the Authorised Agency engaged by the Company for providing e-voting facilities and also at the time of poll at the 58th Annual General Meeting.

I have already issued a separate Scrutinizer's Report dated 7th July, 2014 on the e-voting process and also a separate Scrutinizer's Report dated 9th July, 2014 in the prescribed Form MGT-13 on the Poll taken at the 58th Annual General Meeting of the Company.

In view of the above, I hereby submit my Consolidated Report on the Result of the E-voting together with that of the Poll in respect of the said Resolution(s), as under;

ORDINARY BUSINESS:**Item No.1****ORDINARY RESOLUTION:**

To receive, consider and adopt the Balance Sheet as at 31st March, 2014 and the Statement of Profit and Loss for the year ended on that date and the Report of the Directors and the Auditors thereon.

VOTES CASTED IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	31	41,16,373	--
Poll	52	7,294	--
Total Voting	83	41,23,667	100.00%



VOTES CASTED AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	Nil	Nil	--
Poll	Nil	Nil	--
Total Voting	Nil	Nil	Nil

INVALID VOTES

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	Nil	Nil	--
Poll	Nil	Nil	--
Total Voting	Nil	Nil	Nil

Item No.2

ORDINARY RESOLUTION:

To confirm the Interim Dividend already paid and declare Final Dividend on the Equity Shares for the financial year ended 31st March, 2014.

VOTES CASTED IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	30	41,16,363	--
Poll	52	7,294	--
Total Voting	82	41,23,657	100.00%



VOTES CASTED AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	1	10	--
Poll	Nil	Nil	--
Total Voting	1	10	0.00%

INVALID VOTES

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	Nil	Nil	--
Poll	Nil	Nil	--
Total Voting	Nil	Nil	Nil

Item No.3

ORDINARY RESOLUTION:

To appoint a Director in the place of Sri.V.Rajvirdhan, who retires by rotation, and being eligible, offers himself for reappointment.

VOTES CASTED IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	27	29,60,093	--
Poll	52	7,294	--
Total Voting	79	29,67,387	100.00%



VOTES CASTED AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	Nil	Nil	--
Poll	Nil	Nil	--
Total Voting	Nil	Nil	Nil

INVALID VOTES

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	Nil	Nil	--
Poll	Nil	Nil	--
Total Voting	Nil	Nil	Nil

Item No.4

ORDINARY RESOLUTION:

To re-appoint Messrs. Deloitte Haskins & Sells, Chartered Accountants the Auditors of the Company for a period of three years and to fix their remuneration.

VOTES CASTED IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	31	41,16,373	--
Poll	52	7,294	--
Total Voting	83	41,23,667	100.00%



VOTES CASTED AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	Nil	Nil	--
Poll	Nil	Nil	--
Total Voting	Nil	Nil	Nil

INVALID VOTES

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	Nil	Nil	--
Poll	Nil	Nil	--
Total Voting	Nil	Nil	Nil

SPECIAL BUSINESS:Item No.5

SPECIAL RESOLUTION:

To appoint Dr.T.Balaji as Independent Director of the Company for a term upto 8th July 2019.

VOTES CASTED IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	31	41,16,373	--
Poll	52	7,294	--
Total Voting	83	41,23,667	100.00%



VOTES CASTED AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	Nil	Nil	--
Poll	Nil	Nil	--
Total Voting	Nil	Nil	Nil

INVALID VOTES

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	Nil	Nil	--
Poll	Nil	Nil	--
Total Voting	Nil	Nil	Nil

Item No.6

SPECIAL RESOLUTION:

To appoint Sri.V.Govindarajulu as Independent Director of the Company for a term upto 31st August 2019.

VOTES CASTED IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	31	41,16,373	--
Poll	52	7,294	--
Total Voting	83	41,23,667	100.00%



VOTES CASTED AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	Nil	Nil	--
Poll	Nil	Nil	--
Total Voting	Nil	Nil	Nil

INVALID VOTES

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	Nil	Nil	--
Poll	Nil	Nil	--
Total Voting	Nil	Nil	Nil

Item No.7

SPECIAL RESOLUTION:

To appoint Sri.P.Balasubramanian as Independent Director of the Company for a term upto 31st August 2019.

VOTES CASTED IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	31	41,16,373	--
Poll	52	7,294	--
Total Voting	83	41,23,667	100.00%



VOTES CASTED AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	Nil	Nil	--
Poll	Nil	Nil	--
Total Voting	Nil	Nil	Nil

INVALID VOTES

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	Nil	Nil	--
Poll	Nil	Nil	--
Total Voting	Nil	Nil	Nil

Item No.8

SPECIAL RESOLUTION:

To appoint Sri.P.Shanmugasundaram as Independent Director of the Company for a term upto 31st August 2019.

VOTES CASTED IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	31	41,16,373	--
Poll	52	7,294	--
Total Voting	83	41,23,667	100.00%



VOTES CASTED AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	Nil	Nil	--
Poll	Nil	Nil	--
Total Voting	Nil	Nil	Nil

INVALID VOTES

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	Nil	Nil	--
Poll	Nil	Nil	--
Total Voting	Nil	Nil	Nil

Item No.9

SPECIAL RESOLUTION:

To appoint Sri.R.Vidhya Shankar as Independent Director of the Company for a term upto 31st August 2019.

VOTES CASTED IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	31	41,16,373	--
Poll	52	7,294	--
Total Voting	83	41,23,667	100.00%



VOTES CASTED AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	Nil	Nil	--
Poll	Nil	Nil	--
Total Voting	Nil	Nil	Nil

INVALID VOTES

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	Nil	Nil	--
Poll	Nil	Nil	--
Total Voting	Nil	Nil	Nil

Item No.10

SPECIAL RESOLUTION:

To authorize Board of Directors to enter into contracts and/or agreements with Silent Chain India Private Limited, Lakshmi Printers, Excel Marketing Associates, Veena coach Products and Sri.S.Sivakumar - Director, being the related parties as defined under the Companies Act, 2013.

VOTES CASTED IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	19	18,17,309	--
Poll	51	7,094	--
Total Voting	70	18,24,403	100.00%



VOTES CASTED AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	Nil	Nil	--
Poll	Nil	Nil	--
Total Voting	Nil	Nil	Nil

INVALID VOTES

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	4	2,42,190	--
Poll	1	200	--
Total Voting	5	2,42,390	13.28%

Item No.11

SPECIAL RESOLUTION:

To authorize Board of Directors to enter into contracts and/or agreements with Super Speeds Private Limited, Super Transports Private Limited, LGB Fuel Systems Private Limited, LG Balakrishnan & Bros - Karur, LGB Auto Products Private Limited, LGB Forge Limited, South Western Engineering India Limited, LG Farm Products Private Limited and Elgi Automotive Services Private Limited being the related parties as defined under the Companies Act, 2013.

VOTES CASTED IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	18	5,63,028	--
Poll	52	7,294	--
Total Voting	70	5,70,322	100.00%

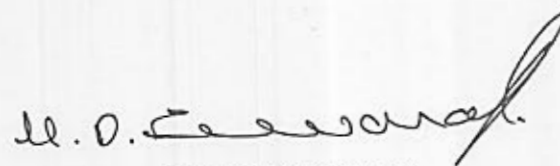


VOTES CASTED AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	Nil	Nil	--
Poll	Nil	Nil	--
Total Voting	Nil	Nil	Nil

INVALID VOTES

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	Nil	Nil	--
Poll	Nil	Nil	--
Total Voting	Nil	Nil	Nil


M D SELVARAJ

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

Date : 9th July, 2014

Place : Coimbatore