



"SURYA", 35, Mayflower Avenue, Sowripalayam Road, Coimbatore 641028.

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COMBINED 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 - as amended)

To

The Chairman

59th Annual General Meeting of the Equity Shareholders of

M/s. L G BALAKRISHNAN & BROS LIMITED

(L29191TZ1956PLC000257)

Held on Thursday the 10th day of September, 2015 at 10:30 A:M at

Ardra Convention Centre, Kaanchan, 9, North Huzur Road, Coimbatore - 641018.

Dear Sir,

Sub: Passing of Resolution through Electronic means and Poll conducted at the 59th Annual General Meeting of M/s. L G BALAKRISHNAN & BROS LIMITED held on 10th September, 2015

I, M D Selvaraj, FCS Proprietor of M/s. MDS & Associates, Company Secretaries, Coimbatore have been appointed by the Board of Directors of **M/s. L G BALAKRISHNAN & BROS LIMITED** ("the Company") as a Scrutinizer for the remote e-voting process held between Monday, the 7th day of September, 2015 at 9.00 A:M to Wednesday, the 9th Day of September 2015 till 5:00 P:M and for poll taken at the 59th Annual General Meeting of the Company held on Thursday the 10th day of September, 2015 at 10:30 A:M at Ardra Convention Centre, Kaanchan, 9, North Huzur Road, Coimbatore - 641018 on the Resolution Nos 1 to 9 as set out in the Notice dated 30th April 2015 convening the said meeting.

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 59th Annual General Meeting dated 30th April, 2015.



Responsibility as a Scrutinizer

My responsibility, as a Scrutinizer for the e-voting process and for the poll at the 59th 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 59th Annual General Meeting, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the Authorised Agency engaged by the Company for providing e-voting facilities and also at the time of poll at the 59th Annual General Meeting.

I have already issued a separate Scrutinizer's Report dated 11th September, 2015 on the remote e-voting process and also a separate Scrutinizer's Report dated 11th September, 2015 in the prescribed Form MGT-13 on the Poll taken at the 59th 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

Resolution No: 1

Ordinary resolution

Adoption of the Audited Financial Statements of the Company along with Consolidated Financial Statements for the financial year ended 31st March, 2015 together with the Reports of the Board of Directors and Auditors thereon.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	48	9511045	100.00
Poll	59	19392	100.00
Total Voting	107	9530437	100.00

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	0	0	0.00
Poll	0	0	0.00
Total Voting	0	0	0.00

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	0	0
Total Voting	0	0



Resolution No: 2

Ordinary resolution

Confirmation of the Interim Dividend already paid and declaration of Final Dividend on the Equity Shares for the financial year ended 31st March, 2015.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	48	9511045	100.00
Poll	59	19392	100.00
Total Voting	107	9530437	100.00

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	0	0	0.00
Poll	0	0	0.00
Total Voting	0	0	0.00

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	0	0
Total Voting	0	0



Resolution No: 3

Ordinary resolution

Appointment of a Director in the place of Smt. V. Rajsri (DIN 00018244), who retires by rotation and being eligible, offers herself for re-appointment.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	47	9511043	100.00
Poll	58	19391	99.99
Total Voting	105	9530434	100.00

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	1	2	0.00
Poll	1	1	0.01
Total Voting	2	3	0.00

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	0	0
Total Voting	0	0



Resolution No: 4**Ordinary resolution**

Appointment of a Director in the place of Sri. P. Prabakaran (DIN 01709564), who retires by rotation and being eligible, offers herself for re-appointment.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	47	9511043	100.00
Poll	59	19392	100.00
Total Voting	106	9530435	100.00

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	1	2	0.00
Poll	0	0	0.00
Total Voting	1	2	0.00

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	0	0
Total Voting	0	0



Resolution No: 5

Ordinary resolution

Ratification of the appointment of Deloitte Haskins & Sells (Firm Registration No. 008072S), Chartered Accountants as Statutory Auditors of the Company.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	48	9511045	100.00
Poll	59	19392	100.00
Total Voting	107	9530437	100.00

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	0	0	0.00
Poll	0	0	0.00
Total Voting	0	0	0.00

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	0	0
Total Voting	0	0



Special Business**Resolution No: 6****Ordinary resolution**

Re-appointment of Sri.B.Vijayakumar (DIN: 00015583) as Chairman Cum Managing Director of the Company.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	48	9511045	100.00
Poll	59	19392	100.00
Total Voting	107	9530437	100.00

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	0	0	0.00
Poll	0	0	0.00
Total Voting	0	0	0.00

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	0	0
Total Voting	0	0



Resolution No: 7

Special resolution

Approval to invite / accept / renew from time to time deposits from public and / or members of the Company.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	46	8971633	94.33
Poll	56	19192	98.97
Total Voting	102	8990825	94.33

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	2	539412	5.67
Poll	3	200	1.03
Total Voting	5	539612	5.67

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	0	0
Total Voting	0	0



Resolution No: 8

Ordinary resolution

Ratification of the appointment and the payment of remuneration to Cost Auditor of the Company.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	48	9511045	100.00
Poll	59	19392	100.00
Total Voting	107	9530437	100.00

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	0	0	0.00
Poll	0	0	0.00
Total Voting	0	0	0.00

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	0	0
Total Voting	0	0



Resolution No: 9**Special resolution**

Approval for entering into related party transactions with M/s.Renold Chain India Private Limited under Section 188 of the Companies Act, 2013.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	44	6699474	95.65
Poll	58	19292	99.48
Total Voting	102	6718766	95.66

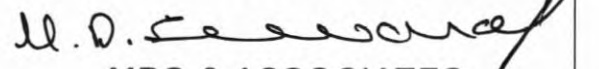
VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	3	304571	4.35
Poll	1	100	0.52
Total Voting	4	304671	4.34

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	0	0
Total Voting	0	0

Yours faithfully

**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

Place : Coimbatore

Date : 11th September , 2015