



MDS & Associates

Company Secretaries in Practice

M.D. Selvaraj M Com MBA FCS

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

Phone : 0422-2318780, 2316755, Fax : 0422-2314792, E-mail : mds@mdsassociates.in, Web : www.mdsservices.in

**COMBINED SCRUTINIZER'S REPORT FOR REMOTE E-VOTING AND
E-VOTING AT THE ANNUAL GENERAL MEETING**
**(Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the
Companies (Management and Administration) Rules, 2014 - as amended and
Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015)**

To
The Chairman
65th Annual General Meeting of the Equity Shareholders of
M/s. L G BALAKRISHNAN & BROS LIMITED
(L29191TZ1956PLC000257)
Held on Thursday, 9th September, 2021, at 02:00 PM (IST)
Through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)

Dear Sir,

**Sub: Scrutinizer's report on remote e-voting process and e-voting conducted at
the 65th Annual General Meeting of M/s. L G Balakrishnan & Bros Limited
held on 9th September, 2021**

I, M D Selvaraj, FCS, Proprietor of M/s. MDS & Associates, Company Secretaries, Coimbatore, have been appointed by the Board of Directors of **M/s. L G BALAKRISHNAN & BROS LIMITED** ("the Company") as a Scrutinizer for the purpose of scrutinizing the remote e-voting process and the e-voting conducted at the 65th Annual General Meeting in a fair and transparent manner and for the purpose of ascertaining the requisite majority on the remote e-voting and e-voting on the resolution(s) as set out in the Notice convening the 65th Annual General Meeting of the Company held on Thursday, 9th September, 2021, at 02:00 PM (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) in accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Circulars dated 5th May 2020 read with Circulars dated 8th April 2020, 13th April 2020 and 13th January 2021 issued by the Ministry of Corporate Affairs ("MCA Circulars") and SEBI Circular(s) No. SEBI/HO/CFD/CMD1/CIR/P/ 2020/79 dated 12th May, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 ("SEBI Circulars").



Responsibility of the Management

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the Rules made thereunder in relation to exercising of voting rights through electronic means, on the resolution(s) as set out in the Notice convening the 65th Annual General Meeting dated 31st July, 2021.

Responsibility as a Scrutinizer

My responsibility, as a Scrutinizer for the remote e-voting process and for the e-voting at the 65th Annual General Meeting, is restricted to the preparation of a Scrutinizer's Report on the votes cast "in favour" or "against" the resolution(s), as set out in Item No. 1 to Item No. 9 in the Notice convening the 65th Annual General Meeting of the Company dated 31st July, 2021, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the Authorized Agency, engaged by the Company for providing e-voting facilities.

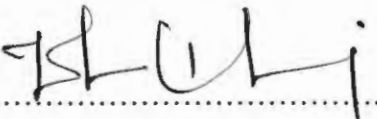
Further, in addition to the above, I submit my report as under

- a. The Notice dated 31st July, 2021 convening the 65th Annual General Meeting (AGM) of the Company along with necessary statement setting out the material facts under Section 102 of the Companies Act, 2013 and the disclosure under Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), in respect of the below mentioned resolution(s) to be passed at the said 65th Annual General Meeting of the Company, were sent by the Registrar & Share Transfer Agent viz. M/s. Cameo Corporate Services Limited through electronic mail to the members who had registered their email ID with the Company / Depositories in accordance with the said MCA Circulars and SEBI Circulars. The Company has also placed the notice of the 65th Annual General Meeting on its website.
- b. The Company has availed the e-voting services offered by the Central Depository Services (India) Limited (CDSL) for providing the remote e-voting and the facility of e-voting during the meeting to the shareholders of the Company.
- c. The remote e-voting period commenced on Monday, the 6th day of September, 2021 at 9:00 AM and ended on Wednesday, the 8th day of September 2021 at 5:00 PM. During the period, the members of the Company, holding shares in physical and / or in dematerialized form, as on the cut-off date i.e. 2nd September 2021 were entitled to vote on the resolution(s) set out in the Notice of the 65th Annual General Meeting. The remote e-voting module of Central Depository Services (India) Limited (CDSL) was disabled on Wednesday, 8th September 2021 at 05:00 PM.




- d. Upon the commencement of the 65th Annual General Meeting, the e-voting platform was made available to the shareholders, who were present at the 65th Annual General Meeting through video conferencing / other audio-visual means and who had not cast their vote on the resolutions(s) through remote e-voting, to cast their vote through e-voting facility at the said 65th Annual General Meeting. The e-voting facility provided at the meeting was disabled at the conclusion of the Annual General Meeting i.e. 03:46 PM.
- e. I, as the Scrutinizer, unblocked the votes cast by the Shareholders of the Company through the e-voting process, on 9th day of September 2021 at 04:05 PM in the presence of Mr. John Manoj A (the undersigned as Witness No.1) and Ms. Sindhuja S (the undersigned as Witness No.2), who are not in employment of the Company in accordance with Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 (as amended).

Witness No.1


.....

Name: Mr. John Manoj A

Witness No.2


.....

Name: Ms. Sindhuja S

- f. Thereafter, the details containing *inter alia* the list of Equity Shareholders of the Company, who have cast "for" or "against" each of the resolution(s) that were put to vote through remote e-voting process and e-voting at the meeting, were generated from the e-voting portal of the Central Depository Services (India) Limited (CDSL).
- g. I have scrutinized the votes cast by remote e-voting and by e-voting at the Annual General Meeting and maintained registers in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014 (as amended).
- h. Based on the reports generated from the e-voting portal of Central Depository Services (India) Limited (CDSL), I hereby submit my Combined Report on the results of the votes cast by the shareholders of the Company through remote e-voting and e-voting at the meeting on the resolution(s) as set out under Item No.1 to Item No.9 in the Notice convening the 65th Annual General Meeting as under:



Ordinary Business

Resolution No: 1

Ordinary resolution

Adoption of the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2021 together with the Reports of the Board of Directors and the Auditors thereon.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	244	1,65,02,309	100.00
E-Voting at AGM	9	18,60,808	100.00
Total Voting	253	1,83,63,117	100.00

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	0	0	0.00
E-Voting at AGM	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
Remote E-Voting	0	0
E-Voting at AGM	0	0
Total Voting	0	0

- 2 shareholders holding 60,819 equity shares has abstained from voting through remote e-voting facility

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



[Handwritten Signature]



Ordinary Business**Resolution No: 2****Ordinary resolution**

Declaration of dividend of Rs.10/- per equity share for the financial year ended March 31, 2021

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	242	1,65,63,061	100.00
E-Voting at AGM	9	18,60,808	100.00
Total Voting	251	1,84,23,869	100.00

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	4	67	Negligible
E-Voting at AGM	0	0	0.00
Total Voting	4	67	Negligible

INVALID VOTES

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

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



[Handwritten Signature]



Ordinary Business

Resolution No: 3

Ordinary resolution

Re-appointment of Smt. V. Rajsri (DIN: 00018244) as a Director, who retire by rotation

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	197	1,55,78,681	94.06
E-Voting at AGM	9	18,60,808	100.00
Total Voting	206	1,74,39,489	94.66

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	47	9,84,093	5.94
E-Voting at AGM	0	0	0.00
Total Voting	47	9,84,093	5.34

INVALID VOTES

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

- 2 shareholders holding 354 equity shares has abstained from voting through remote e-voting facility

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



[Handwritten signature]



Ordinary Business

Resolution No: 4

Ordinary resolution

Re-appointment of Sri. P. Prabakaran (DIN: 01709564) as a Director, who retire by rotation.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	239	1,65,18,296	99.73
E-Voting at AGM	9	18,60,808	100.00
Total Voting	248	1,83,79,104	99.76

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	4	44,475	0.27
E-Voting at AGM	0	0	0.00
Total Voting	4	44,475	0.24

INVALID VOTES

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

➤ 3 shareholders holding 357 equity shares has abstained from voting through remote e-voting facility

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



WS



Special Business**Resolution No: 5****Special resolution**

Approval for the appointment of Dr. Vinay Balaji Naidu (DIN: 09232643) as an Independent Director for a term of 5 (five) consecutive years with effect from August 04, 2021 to August 03, 2026 and whose office shall not be liable to retire by rotation.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	235	1,65,61,301	99.99
E-Voting at AGM	9	18,60,808	100.00
Total Voting	244	1,84,22,109	99.99

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	6	1,215	0.01
E-Voting at AGM	0	0	0.00
Total Voting	6	1,215	0.01

INVALID VOTES

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

- 5 shareholders holding 612 equity shares has abstained from voting through remote e-voting facility

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



Special Business

Resolution No: 6

Ordinary resolution

Approval for the appointment of Sri. Rajiv Parthasarathy (DIN: 02495329) as a Director of the Company.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	196	1,56,10,342	94.25
E-Voting at AGM	9	18,60,808	100.00
Total Voting	205	1,74,71,150	94.83

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	45	9,52,174	5.75
E-Voting at AGM	0	0	0.00
Total Voting	45	9,52,174	5.17

INVALID VOTES

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

➤ 5 shareholders holding 612 equity shares has abstained from voting through remote e-voting facility

Note: Thus, the Ordinary Resolution as given in Item No. 6 may be considered as passed with requisite majority.



[Handwritten signature]



Special Business

Resolution No: 7

Special resolution

Approval for the appointment of Sri. Rajiv Parthasarathy (DIN: 02495329) as a Whole-time Director (designated as Senior Vice-President - Operations) for a period of 3 (three) years with effect from August 01, 2021 and the remuneration payable to him.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	204	1,57,70,482	95.22
E-Voting at AGM	9	18,60,808	100.00
Total Voting	213	1,76,31,290	95.70

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	37	7,92,034	4.78
E-Voting at AGM	0	0	0.00
Total Voting	37	7,92,034	4.30

INVALID VOTES

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

➤ 5 shareholders holding 612 equity shares has abstained from voting through remote e-voting facility

Note: Thus, the Special Resolution as given in Item No. 7 may be considered as passed with requisite majority.



Special Business**Resolution No: 8****Special resolution**

Approval to continue the payment of remuneration to Sri. B. Vijayakumar (DIN: 00015583), Chairman and Managing Director for the remaining period of his current tenure in accordance with Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	222	1,51,10,484	91.23
E-Voting at AGM	9	18,60,808	100.00
Total Voting	231	1,69,71,292	92.12

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	22	14,52,290	8.77
E-Voting at AGM	0	0	0.00
Total Voting	22	14,52,290	7.88

INVALID VOTES

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

- 2 shareholders holding 354 equity shares has abstained from voting through remote e-voting facility

Note: Thus, the Special Resolution as given in Item No. 8 may be considered as passed with requisite majority.



Special Business**Resolution No: 9****Ordinary resolution**

Ratification of the appointment and remuneration payable to Dr. G. L. Sankaran, Cost Accountant (Membership No.4482), Cost Auditors, for the financial year ending March 31, 2022.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	235	1,65,62,356	100.00
E-Voting at AGM	9	18,60,808	100.00
Total Voting	244	1,84,23,164	100.00

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	7	163	Negligible
E-Voting at AGM	0	0	0.00
Total Voting	7	163	Negligible

INVALID VOTES


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

- 4 shareholders holding 609 equity shares has abstained from voting through remote e-voting facility

Note: Thus, the Ordinary Resolution as given in Item No. 9 may be considered as passed with requisite majority.

Based on the Scrutinizer's Report, the Resolution Nos.1 to 9 have been duly passed with requisite majority

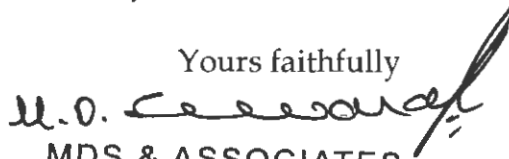
For L.G. BALAKRISHNAN & BROS LTD.


B. VIJAYAKUMAR
Chairman and Managing Director
DIN No.: 00015583

Place : Coimbatore

Date : 9th September, 2021

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

UDIN: F000960C000924905