



L.G. BALAKRISHNAN & BROS LIMITED



Registered Office : 6/16/13, Krishnarayapuram Road, Ganapathy, Coimbatore - 641 006.

CIN : L29191TZ1956PLC000257

Phone: 0422 2532325 | Email: info@lgb.co.in | Website: www.lgb.co.in

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

To
The Members,

NOTICE is hereby given to the Members of L.G.Balakrishnan & Bros Limited (“the Company”) pursuant to Section 108 and 110 of the Companies Act, 2013 (“**Act**”) and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “**Rules**”) read with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and the General Circular No.3/2022 dated May 05, 2022 read with the other relevant circular(s) issued during the year(s) 2020, 2021 and 2022 respectively by the Ministry of Corporate Affairs (hereinafter collectively referred to as “**MCA Circulars**”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter collectively referred to as “**SEBI Circulars**”) and the Secretarial Standards on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India and all other applicable laws, rules and regulations (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force and as amended from time to time), that the following resolution(s) (as indicated herein below) are proposed to be passed through Postal Ballot by way of voting through electronic means (“**remote e-voting**”) only.

1. To re-designate Sri. B. Vijayakumar (DIN: 00015583), who is presently the Chairman and Managing Director, as “Executive Chairman” and to approve the variation in the terms of payment of remuneration to him for the remaining period of his tenure as “Executive Chairman” effective from January 01, 2023;
2. To approve the variation in the terms of payment of remuneration to Sri. P. Prabakaran (DIN: 01709564), Managing Director of the Company for the remaining period of his current tenure effective from January 01, 2023; and
3. To re-designate Sri. Rajiv Parthasarathy (DIN: 02495329), who is presently the Whole-time Director (Senior Vice President – Operations), as “Executive Director” and to approve the variation in the terms of payment of remuneration to him for the remaining period of his tenure as “Executive Director” effective from January 01, 2023.

Based on the recommendation of the Nomination and Remuneration Committee and the approval of the Audit Committee, the Board of Directors of the Company, at their meeting held on October 31, 2022, has approved the above matter(s), subject to, inter alia, the requisite approval of the Shareholders of the Company and such other authorities as may be required, if any, in this regard.

The statement setting out the material facts concerning the resolution(s) set out in Item No. 1 to Item No.3 of the Postal Ballot Notice dated October 31, 2022 pursuant to Section 102(1) read with Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2) are annexed and form part of this notice. The Postal Ballot Notice dated October 31, 2022 is also placed on the website of the Company www.lgb.co.in

Pursuant to the aforesaid MCA and SEBI Circular(s) and pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 and the relevant Rules made thereunder, the Company will send this Postal Ballot Notice by email to all its Shareholders, who have registered their email addresses with the Company or depository/depository participants and the communication of assent/dissent by the Members will only take place through remote e-voting process. This Postal Ballot is accordingly being initiated in compliance with the above said Circulars.

In compliance with the requirements of the MCA and SEBI Circular(s), the hard copy of this Postal Ballot Notice along with Postal Ballot Form and pre-paid business envelope will not be sent to the Shareholders and hence, the Shareholders are requested to communicate their assent or dissent through remote e-voting process only.



The Board of Directors of the Company, vide their resolution passed on October 31, 2022, has appointed Sri. M. D. Selvaraj, FCS of M/s. MDS & Associates, Company Secretaries, Coimbatore as the Scrutinizer for conducting the Postal Ballot voting through electronic means in a fair and transparent manner and for ascertaining the requisite majority in compliance with Rule 22(5) & (6) of the Companies (Management and Administration) Rules, 2014.

Pursuant to Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 read with the relevant Rules and the MCA and SEBI Circular(s), the Company has provided electronic voting (“e-voting”) facility only.

The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) to provide e-voting facility to the Members of the Company through their e-voting platform (<https://www.evotingindia.com>). Please refer the instructions for e-voting given hereinafter the proposed resolution(s) to cast votes through electronic voting means.

The e-voting platform will be opened for tendering your votes from **9:00 AM (IST) on Saturday, November 19, 2022 to 5:00 PM (IST) on Sunday, December 18, 2022 (both days inclusive)**. Members are requested to read the instructions carefully while expressing their assent or dissent and cast votes through the e-voting facility by not later than the close of business hours at 5:00 PM (IST) on Sunday, December 18, 2022.

The Scrutinizer shall submit his report to the Chairman and Managing Director of the Company or any other person as may be authorized by him. The results of the postal ballot voting will be announced within 48 hours from the closing of the e-voting platform and the same will be displayed on the website of the Company, the Central Depository Services (India) Limited and the same will be communicated to National Stock Exchange of India Limited (“NSE”) and BSE Limited (“BSE”), being the stock exchange(s) where the equity shares of the company are listed.

In the event, the resolution(s) as set out under Item No.1 to Item No.3 below are assented by the requisite majority of the Members by means of Postal Ballot voting process, it shall be deemed to have been duly passed at the duly convened General Meeting of the Company on Sunday, December 18, 2022, being the last date specified by the Company for receiving the votes under the Postal Ballot process. The resolution(s) for the purpose as stated herein below are proposed to be passed by Postal Ballot/remote e-voting means:

Special Business:

Item No: 1

Approval to re-designate Sri. B. Vijayakumar (DIN: 00015583), who is presently the Chairman and Managing Director, as “Executive Chairman” and approval of the variation in the terms of payment of remuneration to him for the remaining period of his tenure as “Executive Chairman” effective from January 01, 2023:

To consider and, if thought fit, to give assent or dissent to pass the following Resolution as a **Special Resolution:**

RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and pursuant to Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the Nomination and Remuneration Policy and the provisions of the Articles of Association of the Company and in partial modification of the special resolution passed by the Members at their 63rd Annual General Meeting held on July 18, 2019 and the special resolution passed by the Members at their 65th Annual General Meeting held on September 09, 2021, the approval of the Members of the Company be and is hereby accorded to re-designate Sri. B. Vijayakumar (DIN: 00015583), who is presently the Chairman and Managing Director and who will attain the age of 70 (Seventy) years on January 22, 2023, as Executive Chairman of the Company for the remaining period of his current tenure on the following revised terms of remuneration effective from January 01, 2023, as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee and the Board of Directors, at their respective meetings held on October 31, 2022 notwithstanding that the aggregate annual remuneration payable to Sri. B. Vijayakumar (DIN: 00015583), in any year, during his remaining tenure together with the aggregate annual remuneration payable to Sri. Rajiv Parthasarathy (DIN: 02495329), exceeds 5% of the net profits of the Company as calculated under Section 198 of the said Act or any other limits as may be specified under the Companies Act, 2013 or the Listing Regulations from time to time for the time being in force;

1. **Salary:** ₹ 7.00 Lakhs P.M with an annual increment not exceeding an amount of 10% of the Salary per annum.
2. **Commission:** An amount equal to 1% of the Net Profits of the Company in each financial year computed in accordance with Section 198 of the Companies Act, 2013.
3. **Other Benefits:** Contribution to Provident Fund shall be made as per the rules of the Company and the same shall not be included in the computation of the ceiling on the aforesaid remuneration to the extent as may be specified in Schedule V of the Companies Act, 2013 from time to time.

RESOLVED FURTHER THAT the Board of Directors (including its Committee(s) thereof) of the Company be and is hereby authorized to alter, vary and modify the above said terms of appointment and/ or remuneration payable to Sri. B. Vijayakumar (DIN: 00015583), including the monetary value thereof, as it may deem fit, proper and necessary subject to the same not exceeding the above limits.

RESOLVED FURTHER THAT Sri. B. Vijayakumar (DIN: 00015583), during his tenure as Executive Chairman, shall be liable to retire by rotation and the same shall not be treated as break in his service as Executive Chairman.

RESOLVED FURTHER THAT Sri. B. Vijayakumar (DIN: 00015583) shall not be entitled to receive any sitting fees for attending the meetings of the Board of Directors or any Committees thereof or any other benefits other than the above.

RESOLVED FURTHER THAT except the above, all the other terms and conditions relating to the re-appointment of Sri. B. Vijayakumar (DIN: 00015583), as approved by the Members by means of the special resolution passed at their 63rd Annual General Meeting held on July 18, 2019 and the special resolution passed at their 65th Annual General Meeting held on September 09, 2021 remains unchanged.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to sign all such documents and writings as may be necessary, expedient, proper and incidental thereto to give effect to this resolution and for matters connected therewith or incidental thereto without being required to seek any further consent or approval of the Members and the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

Item No: 2

Approval for the variation in the terms of payment of remuneration to Sri. P. Prabakaran (DIN: 01709564), Managing Director of the Company for the remaining period of his current tenure effective from January 01, 2023:

To consider and, if thought fit, to give assent or dissent to pass the following Resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) and pursuant to the Nomination and Remuneration Policy and the provisions of the Articles of Association of the Company and in partial modification of the ordinary resolution passed by the Members through postal ballot process on October 23, 2018, the approval of the Members of the Company be and is hereby accorded for the payment of the following revised remuneration to Sri. P. Prabakaran (DIN: 01709564), Managing Director of the Company, for the remaining period of his current tenure with effect from January 01, 2023, as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee and the Board of Directors, at their respective meetings held on October 31, 2022;

1. **Salary:** ₹ 8.00 Lakhs P.M with an annual increment not exceeding an amount of 10% of the Salary per annum.
2. **Commission:** An amount equal to 0.60 % of the Net Profits of the Company in each financial year computed in accordance with Section 198 of the Companies Act, 2013.
3. **Other Benefits:** Contribution to Provident Fund / Superannuation fund / Gratuity shall be made as per the rules of the Company and the same shall not be included in the computation of the ceiling on the aforesaid remuneration to the extent as may be specified in Schedule V of the Companies Act, 2013 from time to time.



RESOLVED FURTHER THAT the Board of Directors (including its Committee(s) thereof) of the Company be and is hereby authorized to alter, vary and modify the above said terms of appointment and/ or remuneration payable to Sri. P. Prabakaran (DIN: 01709564), Managing Director, including the monetary value thereof, as it may deem fit, proper and necessary subject to the same not exceeding the above limits.

RESOLVED FURTHER THAT Sri. P. Prabakaran (DIN: 01709564), during his tenure as Managing Director, shall be liable to retire by rotation and the same shall not be treated as break in his service as Managing Director.

RESOLVED FURTHER THAT Sri. P. Prabakaran (DIN: 01709564), Managing Director shall not be entitled to receive any sitting fees for attending the meetings of the Board of Directors or any Committees thereof or any other benefits other than the above.

RESOLVED FURTHER THAT apart from the aforesaid revision in remuneration, all the other terms and conditions relating to the re-appointment of Sri. P. Prabakaran (DIN: 01709564) as Managing Director, as approved by the Members by means of an ordinary resolution passed through Postal Ballot on October 23, 2018, remains unchanged.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to sign all such documents and writings as may be necessary, expedient, proper and incidental thereto to give effect to this resolution and for matters connected therewith or incidental thereto without being required to seek any further consent or approval of the Members and the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

Item No: 3

Approval to re-designate Sri. Rajiv Parthasarathy (DIN: 02495329), who is presently the Whole-time Director (Senior Vice President – Operations), as “Executive Director” and approval of the variation in the terms of payment of remuneration to him for the remaining period of his tenure as “Executive Director” effective from January 01, 2023:

To consider and, if thought fit, to give assent or dissent to pass the following Resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and pursuant to Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the Nomination and Remuneration Policy and the provisions of the Articles of Association of the Company and in partial modification of the special resolution passed by the Members at their 65th Annual General Meeting held on September 09, 2021, the approval of the Members of the Company be and is hereby accorded to re-designate Sri. Rajiv Parthasarathy (DIN: 02495329), who is presently the Whole-time Director (Senior Vice President – Operations), as Executive Director of the Company for the remaining period of his current tenure on the following revised terms of remuneration effective from January 01, 2023, as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee and the Board of Directors, at their respective meetings held on October 31, 2022 notwithstanding that the aggregate annual remuneration payable to Sri. Rajiv Parthasarathy (DIN: 02495329), in any year, during his remaining tenure together with the aggregate annual remuneration payable to Sri. B. Vijayakumar (DIN: 00015583), exceeds 5% of the net profits of the Company as calculated under Section 198 of the said Act or any other limits as may be specified under the Companies Act, 2013 or the Listing Regulations from time to time for the time being in force;

1. **Salary:** ₹ 5.00 Lakhs P.M with an annual increment not exceeding an amount of 10% of the Salary per annum.
2. **Commission:** An amount equal to 0.25 % of the Net Profits of the Company in each financial year computed in accordance with Section 198 of the Companies Act, 2013.
3. **Other Benefits:** Contribution to Provident Fund / Superannuation fund / Gratuity shall be made as per the rules of the Company and the same shall not be included in the computation of the ceiling on the aforesaid remuneration to the extent as may be specified in Schedule V of the Companies Act, 2013 from time to time.

RESOLVED FURTHER THAT the Board of Directors (including its Committee(s) thereof) of the Company be and is hereby authorized to alter, vary and modify the above said terms of appointment and/ or remuneration payable to Sri. Rajiv Parthasarathy (DIN: 02495329), including the monetary value thereof, as it may deem fit, proper and necessary subject to the same not exceeding the above limits.

RESOLVED FURTHER THAT Sri. Rajiv Parthasarathy (DIN: 02495329), during his tenure as Executive Director, shall be liable to retire by rotation and the same shall not be treated as break in his service as Executive Director.

RESOLVED FURTHER THAT Sri. Rajiv Parthasarathy (DIN: 02495329) shall not be entitled to receive any sitting fees for attending the meetings of the Board of Directors or any Committees thereof or any other benefits other than the above.

RESOLVED FURTHER THAT except the above, all the other terms and conditions relating to the appointment of Sri. Rajiv Parthasarathy (DIN: 02495329), as approved by the Members by means of the special resolution passed at their 65th Annual General Meeting held on September 09, 2021, remains unchanged.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things and to sign all such documents and writings as may be necessary, expedient, proper and incidental thereto to give effect to this resolution and for matters connected therewith or incidental thereto without being required to seek any further consent or approval of the Members and the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

STATEMENT SETTING OUT THE MATERIAL FACTS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

The following statements sets out the material facts relating to the special business mentioned under Item No.1 to Item No.3 in the accompanying Postal Ballot Notice dated October 31, 2022 and shall be taken as forming part of the Notice:

Item No.1

Sri. B. Vijayakumar (DIN: 00015583) was re-appointed as the Chairman and Managing Director of the Company for a period of 5 (five) years with effect from January 01, 2020 on the terms and conditions approved by the Members by means of necessary special resolution passed at their 63rd Annual General Meeting held on July 18, 2019 read with the special resolution passed by the Members at their 65th Annual General Meeting held on September 09, 2021.

Sri. B. Vijayakumar (DIN: 00015583), who is attaining the age of 70 (Seventy) years on January 22, 2023, has expressed his desire to step down as Managing Director and to continue as Executive Chairman of the Company with effect from January 01, 2023. Accordingly, based on the recommendation of the Nomination and Remuneration Committee and approval of the Audit Committee, the Board of Directors, at their meeting held on October 31, 2022, has accorded their approval to re-designate Sri. B. Vijayakumar (DIN: 00015583), who is the promoter of the Company and who is presently the Chairman and Managing Director, as Executive Chairman of the Company for the remaining period of his current tenure with effect from January 01, 2023 on the terms and conditions as set out in Item No.1 of the Postal Ballot Notice dated October 31, 2022, subject to the approval of the Members of the Company.

Pursuant to Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the remuneration payable to Executive Directors, who are promoters or Members of the promoter group, shall be subject to the approval of the Members by special resolution if, where there is more than one such Director, the aggregate annual remuneration payable to such Directors exceeds 5 percent of the net profits of the Company and that such approval of the Members under the said regulation shall be valid only till the expiry of the term of such Director.

Accordingly, the Special Resolution as set out under Item No.1 of the Postal Ballot Notice dated October 31, 2022, is placed before the Members for approval. Your Directors recommends the passing of this Special Resolution.

The disclosure as required in accordance with Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2) issued by the ICSI has been annexed and forms part of this notice.

Members are informed that the variation in the terms of re-appointment of Sri. B. Vijayakumar (DIN: 00015583) including the revised remuneration payable to him, as set out under Item No.1 of the Postal Ballot Notice dated October 31, 2022, are in conformity with Schedule V of the Companies Act, 2013.

Members are informed that, except the above variation, the other terms and conditions of the re-appointment of Sri. B. Vijayakumar (DIN: 00015583) as approved by the Members by means of the special resolution passed at their 63rd Annual General Meeting held on July 18, 2019 read with the special resolution passed at their 65th Annual General Meeting held on September 09, 2021 shall remain unchanged.



The particulars set out above can also be treated as Memorandum required to be circulated to every Member under Section 190 of the Companies Act, 2013.

Except Sri. B. Vijayakumar, (DIN: 00015583), appointee Executive Chairman, Sri. Rajiv Parthasarathy, (DIN: 02495329), Whole-time Director and Smt.Rajsri Vijayakumar (DIN: 00018244), Director, being his relatives, none of the other Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the special resolution set out in Item No. 1 of the Notice.

Item No. 2

Sri. P. Prabakaran (DIN: 01709564) was re-appointed as Managing Director of the Company for a period of 5 (five) years with effect from June 01, 2019 on the terms and conditions as approved by the Members by means of an ordinary resolution passed through Postal Ballot on October 23, 2018.

Considering his expertise knowledge, experience and skills and the role and responsibilities shouldered by him and in recognition of the leadership and strategic guidance provided by Sri. P. Prabakaran (DIN: 01709564) to the Company, the Board of Directors, at their meeting held on October 31, 2022, has accorded their approval to increase the remuneration payable to Sri. P. Prabakaran (DIN: 01709564) for the remaining period of his current tenure with effect from January 01, 2023 as set out in Item No.2 of the Postal Ballot Notice dated October 31, 2022, as per the recommendation of the Nomination and Remuneration Committee and approval of the Audit Committee of the Company, subject to the approval of the Members of the Company.

Accordingly, necessary Ordinary Resolution as set out under Item No.2 of the Postal Ballot Notice dated October 31, 2022, is placed before the Members for approval. Your Directors recommends the passing of this Ordinary Resolution.

The disclosure as required in accordance with Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2) issued by the ICSI has been annexed and forms part of this notice.

Members are informed that the variation in the terms of re-appointment of Sri. P. Prabakaran (DIN: 01709564) including the revised remuneration payable to him, as set out under Item No.2 of the Postal Ballot Notice dated October 31, 2022, are in conformity with Schedule V of the Companies Act, 2013.

Members are informed that, except the above variation, the other terms and conditions of the re-appointment of Sri. P. Prabakaran (DIN: 01709564) as Managing Director as approved by the Members by means of passing an ordinary resolution through Postal Ballot on October 23, 2018 shall remain unchanged.

The particulars set out above can also be treated as Memorandum required to be circulated to every Member under Section 190 of the Companies Act, 2013.

Except Sri. P. Prabakaran (DIN: 01709564), Managing Director, none of the other Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the ordinary resolution set out in Item No. 2 of the Notice.

Item No. 3

Sri. Rajiv Parthasarathy (DIN: 02495329) was appointed as a Whole-time Director (Senior Vice President – Operations) of the Company for a period of 3 years with effect from August 01, 2021 on the terms and conditions as approved by the Members by means of a special resolution passed at their 65th Annual General Meeting held on September 09, 2021.

Considering the knowledge, qualification, skills and varied experience and considering the role and responsibilities shouldered by Sri. Rajiv Parthasarathy (DIN: 02495329), the Board of Directors, at their meeting held on October 31, 2022, has accorded their approval to re-designate Sri. Rajiv Parthasarathy (DIN: 02495329), who is presently the Whole-time Director (Senior Vice President – Operations) and who is also a Member of the Promoter Group, as Executive Director and to increase the remuneration payable to him for the remaining period of his current tenure with effect from January 01, 2023 as set out in Item No.3 of the Postal Ballot Notice dated October 31, 2022, as per the recommendation of the Nomination and Remuneration Committee and approval of the Audit Committee of the Company, subject to the approval of the Members of the Company.

Pursuant to Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the remuneration payable to Executive Directors, who are promoters or Members of the promoter group, shall be subject to the approval of the Members by special resolution if, where there is more than one such Director, the aggregate

annual remuneration payable to such Directors exceeds 5 percent of the net profits of the Company and that such approval of the Members under the said regulation shall be valid only till the expiry of the term of such Director.

Accordingly, necessary Special Resolution as set out under Item No.3 of the Postal Ballot Notice dated October 31, 2022, is placed before the Members for approval. Your Directors recommends the passing of this Special Resolution.

The disclosure as required in accordance with Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2) issued by the ICSI has been annexed and forms part of this notice.

Members are informed that the variation in the terms of appointment of Sri. Rajiv Parthasarathy (DIN: 02495329) including the revised remuneration payable to him, as set out under Item No.3 of the Postal Ballot Notice dated October 31, 2022, are in conformity with Schedule V of the Companies Act, 2013.

Members are informed that, except the above variation, the other terms and conditions of the appointment of Sri. Rajiv Parthasarathy (DIN: 02495329) as approved by the Members by means of a special resolution passed at their 65th Annual General Meeting held on September 09, 2021 shall remain unchanged.

The particulars set out above can also be treated as Memorandum required to be circulated to every Member under Section 190 of the Companies Act, 2013.

Except Sri. Rajiv Parthasarathy (DIN: 02495329), being the appointee Executive Director and Sri. B. Vijayakumar, (DIN: 00015583), Chairman and Managing Director and Smt. Rajsri Vijayakumar, (DIN: 00018244), Director, being his relatives, none of the other Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the special resolution set out in Item No. 3 of the Notice.

Notes:

1. The Statement setting out the material facts pursuant to Section 102, 110 and other applicable provisions of the Companies 2013 (the "Act") read with the Rules setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is annexed hereto.
2. The Board of Directors has appointed Sri. M. D. Selvaraj, FCS (Membership No. FCS 960 / CP No. 411 / Peer Review No. 985/2020) of M/s. MDS & Associates, Company Secretaries, Coimbatore to act as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner and for the purpose of ascertaining the requisite majority.
3. The approval of the Shareholders is being sought through the Postal Ballot pursuant to Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4. Pursuant to the relevant circular(s) issued by the Ministry of Corporate Affairs ("MCA") and the Securities and Exchange Board of India ("SEBI") during the year(s) 2020, 2021 and 2022 respectively, the Postal Ballot notice is being sent only through electronic mode to those Members whose names appear in the Register of Members of the Company or in the List of Beneficial Owners as received from National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") as on **Friday, November 11, 2022 ("Cut-off date")** and who have registered their e-mail addresses with the Company or with the concerned Depository Participants.
5. The brief profile, details of shareholding, other directorships and inter-se relationship of the Director(s) seeking variation in terms of appointment/re-appointment as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) issued by the ICSI are provided as Annexure and form part of this Notice.
6. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, the Company has engaged the services of Central Depository Services (India) Limited ("CDSL") as the agency to provide e-voting facility for enabling the Members to cast their votes electronically in a secure manner on the resolution(s) set out in the Postal Ballot Notice dated October 31, 2022. The procedure to cast vote by electronic means is provided in this Postal Ballot Notice.
7. In terms of the MCA and SEBI Circulars, the Company will send this Notice in electronic form only and hard copy of this Notice along with postal ballot forms and pre-paid business envelope will not be sent to the Shareholders for



this postal ballot. Accordingly, the communication of the assent or dissent of the Members on the resolution(s) set out in this Postal Ballot Notice would take place only through the remote e-voting system.

8. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on the “Cut-off date”. All the Members of the Company whose names are appearing on the Register of Members / List of Beneficial Owners as on **Friday, November 11, 2022 (“Cut-off date”)** (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Company or the Depository Participants) shall be eligible for remote e-voting. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice. A person who is not a Member as on the cut-off date should treat this notice for information purpose only.
9. Members may note that the remote e-voting period commences from **09:00 a.m. (IST) on Saturday, November 19, 2022 and ends at 5:00 p.m. (IST) on Sunday, December 18, 2022 (both days inclusive)**. Members are requested to carefully read the instructions while expressing their assent or dissent and cast votes via e-voting by not later than the close of working hours at 5:00 p.m. (IST) on Sunday, December 18, 2022.
10. This Postal Ballot Notice is also available on the Company’s website (www.lgb.co.in) and also on the website(s) of BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited (www.nseindia.com), where the shares of the Company are listed and on the website at CDSL (www.evotingindia.com).
11. The Scrutinizer will submit the results of the remote e-voting along with his report to the Chairman and Managing Director of the Company or any other person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the postal ballot voting will thereafter be announced and the same will be displayed on the website of the Company, the Central Depository Services (India) Limited and the same will be communicated to National Stock Exchange of India Limited (“NSE”) and BSE Limited (“BSE”), being the stock exchange(s) where the equity shares of the company are listed.
12. The Resolution, if passed by requisite majority, will be deemed to have been duly passed on the last day of voting i.e. December 18, 2022.
13. A Member cannot exercise his vote by proxy on Postal Ballot.
14. The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the Companies and has issued circulars stating that service of notice /documents including Annual Report can be sent by e-mail to its Members. To support this green initiative of the Government in full measure, Members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses with the Company (through the Registrar and Share Transfer Agent of the Company), in the case of shares held in physical form or through the concerned depository participant, in the case of shares held in dematerialized form.
15. In compliance with provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, Regulation 44 of the SEBI Listing Regulations and the Secretarial Standards on General Meetings (SS-2), the Company is pleased to provide remote e-voting facility to all its Members, to enable them to cast their vote electronically instead of dispatching the physical Postal Ballot form by post. For this purpose, the Company has signed an agreement with CDSL for facilitating the e-voting.
16. The instructions for Shareholders for remote e-voting are as under:
 - a) The remote e-voting period commences from **09:00 a.m. (IST) on Saturday, November 19, 2022 and ends at 5:00 p.m. (IST) on Sunday, December 18, 2022 (both days inclusive)**. During this period, the Members of the Company holding shares either in physical form or in dematerialized form, as on the **Cut-Off Date i.e. Friday, November 11, 2022**, shall be entitled to cast their vote electronically. The e-voting module shall be disabled by CDSL thereafter. Once the vote on the resolution is cast by Member, he/she shall not be allowed to change it subsequently or cast the vote again.
 - b) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. Pursuant to aforesaid SEBI Circular, login method for remote e-voting for Individual Shareholders holding securities in mode with CDSL/ NSDL is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon & select New System Myeasi. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KFINTECH/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>



Important Note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

c) Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL:

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

d) Login method for remote e-Voting for Physical Shareholders and Shareholders other than individual holding in Demat form.

- 1) The Shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - i) For CDSL: 16 digits beneficiary ID,
 - ii) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - iii) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- e) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- f) If you are a first-time user follow the steps given below:

For Physical Shareholders and other than individual Shareholders holding shares in Demat form.	
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat Shareholders as well as physical Shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	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. • 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.

- g) After entering these details appropriately, click on “SUBMIT” tab.
- h) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, Shareholders 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 resolution 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.
- i) For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
- j) Click on the EVSN for the relevant <L.G.Balakrishnan & Bros Limited > on which you choose to vote.

- k) 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.
- l) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- m) 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.
- n) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- o) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- p) If a 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.
- q) Additional Facility for Non-Individual Shareholders and Custodians:
- Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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.

Alternatively, Non Individual Shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz. secretarial@lgb.co.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

r) PROCESS FOR THE SHAREHOLDERS WHOSE EMAIL/ MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES:

1. **For Physical Shareholders**, please provide necessary details like Folio No., Name of Shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company at secretarial@lgb.co.in or RTA at investor@cameoindia.com
For Demat Shareholders, please update your email id & mobile no. with your respective Depository Participant (DP). For Individual Demat Shareholders, please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting.
2. If you have any queries or issues regarding remote e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.
3. Any query / grievances connected with this Postal Ballot Notice or connected with the facility for voting by electronic means may be addressed to Sri. Lakshmi Kanth Joshi, GM Legal & Company Secretary (secretarial@lgb.co.in) or to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited (CDSL), A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

Details of the Director(s) seeking Appointment / Re-appointment [Pursuant to Regulation 36(3) of the SEBI (LODR) Regulations, 2015 and Clause 1.25 of the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), are given hereunder]



Name of Director	Sri. B.Vijayakumar	Sri. P.Prabakaran	Sri. Rajiv Parthasarathy
Director Identification Number	00015583	01709564	02495329
Date of Birth	22.01.1953	01.02.1959	03.11.1977
Nationality	Indian	Indian	Indian
Date of first Appointment on the Board	25.11.1986	30.05.2008	10.06.2021
Expertise in specific functional areas	More than 40 years as an industrialist and more than 34 years as Managing Director of the Company	More than 31 years experience in manufacturing & marketing	More than 20 years with specialization in Industrial Management and has wide experience in Operations and marketing
Qualifications & experience	B.Sc.,	B.E.,	B.S.,(IE)
Terms and conditions of appointment/re-appointment	As set out in Item No.1	As set out in Item No.2	As set out in Item No.3
Remuneration to be paid	As set out in Item No.1	As set out in Item No.2	As set out in Item No.3
Remuneration last drawn (for FY 2021-22)	₹ 126.57 lakhs	₹ 86.24 lakhs	₹ 17.92 lakhs
Details of relationship with other Directors, Manager and Key Managerial Personnel of the Company	Smt. Rajsri Vijayakumar - Daughter Sri. Rajiv Parthasarathy - Daughter's Husband	Not related to any Director / KMP	Smt. Rajsri Vijayakumar- Spouse
Details of shares held in the Company (including shareholding as a beneficial owner)	34,54,000	4,750	Nil
No. of Board Meetings attended during the financial year 2022 - 23	3	3	3
Directorship in other Companies	1. LGB Forge Limited 2. Elgi Equipments Limited 3. South Western Engineering India Private Limited 4. LG Sports Private Limited 5. L.G.B. Auto Products Private Limited 6. LG Farm Products Private Limited 7. Super Speeds Private Limited 8. Super Transports Private Limited	1. Silent Chain India Private Limited 2. Netcon Technologies India Private Limited	1. Oriental Hydraulics Private Limited 2. Metal Forms Private Limited 3. Metal Forms Aegis Private Limited 4. Illumo Tech Solutions Private Limited
Name of listed Companies from which the Director has resigned in the past three years	NIL	NIL	NIL
Chairman / Member of the Committees of other public Companies (includes Audit Committee and Stakeholders' Relationship Committee only)	NIL	NIL	NIL