



MDS & Associates

Company Secretaries in Practice

M.D. Selvaraj M Com MBA FCS

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**SCRUTINIZER'S REPORT ON POSTAL BALLOT (REMOTE E-VOTING) CONDUCTED
PURSUANT TO THE POSTAL BALLOT NOTICE DATED 31ST OCTOBER, 2022**

Date: 19th December, 2022

To
The Chairman and Managing Director,
L G BALAKRISHNAN & BROS LIMITED
(CIN: L29191TZ1956PLC000257)
6/16/13 Krishnarayapuram Road,
Ganapathy, Coimbatore - 641006,
Tamil Nadu, India

Dear Sir,

Sub: Scrutinizer's Report on Postal Ballot through Remote E-voting conducted pursuant to the provisions of Section 108 & 110 of the Companies Act, 2013 ("the Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the relevant MCA and SEBI circulars issued thereunder

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 the Scrutinizer for the purpose of scrutinizing the remote e-voting process in a fair and transparent manner and for the purpose of ascertaining the requisite majority on the remote e-voting for postal ballot carried out in accordance with the provisions of Sections 108 and 110 of the Companies Act, 2013 ('the Act') read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") and other applicable provisions, if any, of the Act and Rules made thereunder, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the relevant circular(s) issued during the year(s) 2020, 2021 and 2022 respectively by the Ministry of Corporate Affairs, Government of India ("MCA Circulars") and the Securities and Exchange Board of India ("SEBI Circulars") in respect of the Special Resolution(s) / Ordinary Resolution as set out in the Postal ballot Notice dated 31st October, 2022.



Responsibility of the Management

The management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the Rules made thereunder in relation to exercising of voting rights through Postal Ballot and electronic means on the Resolution, as set out in the Postal Ballot Notice dated 31st October, 2022.

Responsibility as a Scrutinizer

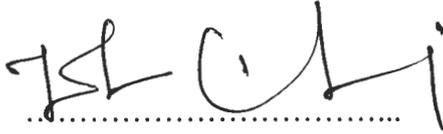
My responsibility, as a Scrutinizer for the Postal Ballot through Remote E-voting process, is restricted to the preparation of the Scrutinizer's Report on the votes cast "in favour" or "against" the Resolution(s), as set out in Item No.1 to Item No.3 of the Postal Ballot Notice dated 31st October, 2022, based on the reports generated from the e-voting system provided by the Central Depository Services (India) Limited (CDSL), the Authorized Agency engaged by the Company for providing remote e-voting facilities.

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

- The Postal Ballot Notice dated 31st October, 2022 along with necessary statement setting out the material facts under Section 102 of the Companies Act, 2013 were sent on Thursday, 17th November, 2022 by Registrar & Share Transfer Agent (RTA) viz., Cameo Corporate Services Limited through electronic mail to those members whose names appeared in the Register of Members / List of Beneficiaries as on Friday, 11th November, 2022 ("cut-off date") and who had registered their email ID with the Company / RTA / Depositories in compliance with the MCA and SEBI Circulars. The Company has also placed the notice of the Postal Ballot on its website.
- The shareholders of the Company holding shares as on the "cut-off" date on Friday, 11th November, 2022 were entitled to vote on the proposed resolution(s) as set out in Item No. 1 to Item No.3 of the said Postal Ballot Notice.
- The remote e-voting period remained open from Saturday, 19th November, 2022, 09:00 AM (IST) to Sunday, 18th December, 2022, 05:00 PM (IST) (both days inclusive). During the said period, the members of the Company, holding shares in physical and / or in dematerialized form, as on the cut-off date i.e. 11th November, 2022 were entitled to vote on the resolution(s) set out in the Notice of Postal ballot through remote e-voting.



- The e-voting module of Central Depository Services (India) Limited (CDSL) was disabled on Sunday, 18th December, 2022 at 05:00 PM (IST) and I, as the Scrutinizer, unblocked the votes cast, on Sunday, 18th December, 2022 at 05:38 PM (IST) in the presence of Mr. John Manoj A (the undersigned as Witness No.1) and Mr. R. Nagalingam (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**Witness No.2**

Name: Mr. John Manoj A



Name: R. Nagalingam

- I have scrutinized the remote e-voting for the postal ballot and the votes tendered therein and maintained registers in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014 (as amended).

I now hereby submit my report on the result of the remote e-voting in respect of the said resolution(s), as under:



SPECIAL BUSINESS**Resolution No: 1****Special resolution**

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.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Number of Members Voted through electronic voting system	Number of votes cast in favour the Resolution	Percentage of Total Number of votes cast
234	1,72,47,921	99.99

VOTES CAST AGAINST THE RESOLUTION

Number of Members Voted through electronic voting system	Number of votes cast against The Resolution	Percentage of Total Number of votes cast
7	1,708	0.01

INVALID VOTES

Total number of Members whose votes were declared invalid	Total number of invalid votes cast by them
0	0

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



SPECIAL BUSINESS**Resolution No: 2****Ordinary resolution**

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.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Number of Members Voted through electronic voting system	Number of votes cast in favour the Resolution	Percentage of Total Number of votes cast
233	1,72,31,621	99.90

VOTES CAST AGAINST THE RESOLUTION

Number of Members Voted through electronic voting system	Number of votes cast against The Resolution	Percentage of Total Number of votes cast
8	18,008	0.10

INVALID VOTES

Total number of Members whose votes were declared invalid	Total number of invalid votes cast by them
0	0

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



SPECIAL BUSINESS**Resolution No: 3****Special resolution**

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.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Number of Members Voted through electronic voting system	Number of votes cast in favour the Resolution	Percentage of Total Number of votes cast
233	1,72,31,621	99.90

VOTES CAST AGAINST THE RESOLUTION

Number of Members Voted through electronic voting system	Number of votes cast against The Resolution	Percentage of Total Number of votes cast
8	18,008	0.10

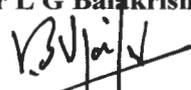
INVALID VOTES

Total number of Members whose votes were declared invalid	Total number of invalid votes cast by them
0	0

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

Based on the Scrutinizer's Report
Resolution No. 1 to 3 has been passed
with requisite majority

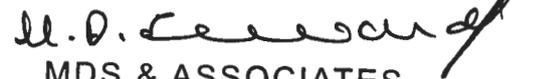
For L G Balakrishnan & Bros Limited


B. Vijayakumar

DIN: 00015583

Chairman and Managing Director

Yours faithfully,



MDS & ASSOCIATES

Prop : M.D.SELVARAJ M.Com, MBA,FCS,
COMPANY SECRETARY IN PRACTICE
FCS - 960, CP - 411

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SOWRIPALAYAM ROAD, COIMBATORE - 641 028

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