

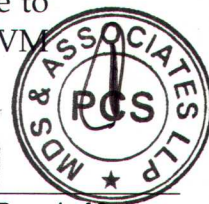
**COMBINED SCRUTINIZER'S REPORT FOR REMOTE E-VOTING AND  
E-VOTING AT THE ANNUAL GENERAL MEETING**  
**(Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the  
Companies (Management and Administration) Rules, 2014 - as amended and  
Regulation 44 of the SEBI (Listing Obligations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

To  
The Executive Chairman  
67<sup>th</sup> Annual General Meeting of the Equity Shareholders of  
**M/s. L G BALAKRISHNAN & BROS LIMITED**  
(CIN: L29191TZ1956PLC000257)  
Held on Monday, 25<sup>th</sup> September, 2023, at 10:00 AM (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 67<sup>th</sup> Annual General Meeting of M/s. L G Balakrishnan & Bros Limited  
held on 25<sup>th</sup> September, 2023**

I, M D Selvaraj, FCS, Managing Partner of M/s. MDS & Associates LLP, 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 67<sup>th</sup> 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 at the 67<sup>th</sup> Annual General Meeting on the resolution(s) as set out in the Notice convening the 67<sup>th</sup> Annual General Meeting of the Company held on Monday, 25<sup>th</sup> September, 2023 at 10:00 AM (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 the relevant circulars issued by the Ministry of Corporate Affairs ("MCA Circulars") and Securities and Exchange Board of India ("SEBI Circulars") respectively from time to time permitting the conduct of the Annual General Meeting through VC/OAVM facility.



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 67<sup>th</sup> Annual General Meeting dated 29<sup>th</sup> April, 2023.

## Responsibility as a Scrutinizer

My responsibility, as a Scrutinizer for the remote e-voting process and for the e-voting at the 67<sup>th</sup> 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. 5 in the Notice convening the 67<sup>th</sup> Annual General Meeting of the Company dated 29<sup>th</sup> April, 2023, 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, since the meeting was held through VC / OAVM facility in accordance with the said MCA Circulars and SEBI Circulars, the facility of appointment of proxies was not applicable for the meeting. Accordingly, no proxy registers were made or maintained by the Company in respect of the said meeting.

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

- a. The Notice dated 29<sup>th</sup> April 2023 convening the 67<sup>th</sup> 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 67<sup>th</sup> 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 67<sup>th</sup> 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 Friday, the 22<sup>nd</sup> day of September, 2023 at 9:00 AM (IST) and ended on Sunday, the 24<sup>th</sup> day of September, 2023 at 5:00 PM (IST). 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. 18<sup>th</sup> September, 2023 were entitled to vote on the resolution(s) set out in the Notice of the 67<sup>th</sup> Annual General Meeting. The remote e-voting module of Central Depository Services (India) Limited (CDSL) was disabled on Sunday, 24<sup>th</sup> September 2023 at 05:00 PM (IST).



# MDS & Associates LLP

## Company Secretaries

Continuation Sheet...

- d. Upon the commencement of the 67<sup>th</sup> Annual General Meeting, the e-voting platform was made available to the shareholders, who were present at the 67<sup>th</sup> Annual General Meeting through video conferencing / other audio-visual means and who had not cast their vote on the resolution(s) through remote e-voting, to cast their vote through e-voting facility at the said 67<sup>th</sup> Annual General Meeting. The e-voting facility provided at the meeting was disabled at the conclusion of the Annual General Meeting.
- e. I, as the Scrutinizer, unblocked the votes cast by the Shareholders of the Company through the e-voting process, on 25<sup>th</sup> September 2023 at 11:50 AM (IST) in the presence of Mr. John Manoj A (Witness No.1) and Ms. Sahitya S (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).
- 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.5 in the Notice convening the 67<sup>th</sup> 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, 2023 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	209	1,75,34,952	100.00
E-Voting at AGM	4	15,311	100.00
<b>Total Voting</b>	<b>213</b>	<b>1,75,50,263</b>	<b>100.00</b>

### 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	3	78	Negligible
E-Voting at AGM	0	0	0.00
<b>Total Voting</b>	<b>3</b>	<b>78</b>	<b>Negligible</b>

### 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	3	13,166
<b>Total Voting</b>	<b>3</b>	<b>13,166</b>

- 3 shareholders holding 1,25,280 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.



## Resolution No: 2

### Ordinary resolution

Declaration of dividend of Rs.16/- per equity share for the financial year ended March 31, 2023

### 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	212	1,76,60,232	100.00
E-Voting at AGM	4	15,311	100.00
<b>Total Voting</b>	<b>216</b>	<b>1,76,75,543</b>	<b>100.00</b>

### 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	3	78	Negligible
E-Voting at AGM	0	0	0.00
<b>Total Voting</b>	<b>3</b>	<b>78</b>	<b>Negligible</b>

### 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	3	13,166
<b>Total Voting</b>	<b>3</b>	<b>13,166</b>

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



## Resolution No: 3

### Ordinary resolution

Re-appointment of Sri. B. Vijayakumar (DIN: 00015583) as a Director, who retires 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	172	1,63,99,186	92.86
E-Voting at AGM	4	15,311	100.00
<b>Total Voting</b>	<b>176</b>	<b>1,64,14,497</b>	<b>92.87</b>

### 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	43	12,61,124	7.14
E-Voting at AGM	0	0	0
<b>Total Voting</b>	<b>43</b>	<b>12,61,124</b>	<b>7.13</b>

### 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	3	13,166
<b>Total Voting</b>	<b>3</b>	<b>13,166</b>

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



## Resolution No: 4

### Ordinary resolution

Re-appointment of Smt. Rajsri Vijayakumar (DIN: 00018244) as a Director, who retires 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	140	1,54,56,097	87.52
E-Voting at AGM	4	15,311	100.00
<b>Total Voting</b>	<b>144</b>	<b>1,54,71,408</b>	<b>87.53</b>

### 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	74	22,04,183	12.48
E-Voting at AGM	0	0	0
<b>Total Voting</b>	<b>74</b>	<b>22,04,183</b>	<b>12.47</b>

### 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	3	13,166
<b>Total Voting</b>	<b>3</b>	<b>13,166</b>

- 1 shareholder holding 30 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.



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Company Secretaries  
Special Business

Continuation Sheet...

## Resolution No: 5

### Ordinary resolution

Ratification of the remuneration payable to Dr. G. L. Sankaran (Membership No.4482), who was appointed by the Board of Directors as Cost Auditor for the financial year 2023-24.

### 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	211	1,76,60,202	100.00
E-Voting at AGM	4	15,311	100.00
<b>Total Voting</b>	<b>215</b>	<b>1,76,75,513</b>	<b>100.00</b>

### 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	3	78	Negligible
E-Voting at AGM	0	0	0.00
<b>Total Voting</b>	<b>3</b>	<b>78</b>	<b>Negligible</b>

### 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	3	13,166
<b>Total Voting</b>	<b>3</b>	<b>13,166</b>

- 1 shareholder holding 30 equity shares has abstained from voting through remote e-voting facility

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

Yours faithfully

Based on the Scrutinizer's Report, the Resolution Nos.1 to 5 have been duly passed with requisite majority

For MDS & Associates LLP  
Company Secretaries

*M. D. Selvaraj*

M D Selvaraj

Managing Partner

FCS No: 960 / CP No: 411

Peer Review No: 3030/2023

UDIN: F000960E001080555



Place : Coimbatore

Date : 25<sup>th</sup> September 2023