



# MDS & Associates LLP

Company Secretaries

**COMBINED SCRUTINIZER'S REPORT FOR REMOTE E-VOTING AND  
E-VOTING AT THE SERIAL NO. 01/2023-24<sup>th</sup> EXTRA-ORDINARY  
GENERAL MEETING**

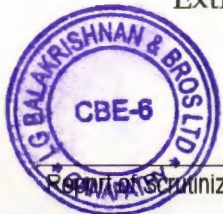
**(Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the  
Companies (Management and Administration) Rules, 2014 - as amended and  
Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements)  
Regulations, 2015)**

To  
The Executive Chairman  
Serial No.01/2023-24<sup>th</sup> Extra-Ordinary General Meeting  
of the Equity Shareholders of **M/s. L G BALAKRISHNAN & BROS LIMITED**  
(CIN: L29191TZ1956PLC000257)  
Held on Saturday, 2<sup>nd</sup> March, 2024, 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 Serial No. 01/2023-24<sup>th</sup> Extra-Ordinary General Meeting of M/s. L G  
Balakrishnan & Bros Limited held on 2<sup>nd</sup> March 2024**

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 Serial No. 01/2023-24<sup>th</sup> Extra-Ordinary 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 Serial No. 01/2023-24<sup>th</sup> Extra-Ordinary General Meeting on the resolution(s) as set out in the Notice convening the Serial No. 01/2023-24<sup>th</sup> Extra Ordinary General Meeting of the Company held on Saturday, 2<sup>nd</sup> March, 2024 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 Extra-Ordinary General Meeting through VC/OAVM facility.



Scrutinizer on remote e-voting & e-voting by members of L G Balakrishnan & Bros Ltd at the EGM held on 02-03-2024 Page 1 of 8



## 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 Serial No. 01/2023-24<sup>th</sup> Extra-Ordinary General Meeting dated 29<sup>th</sup> January, 2024.

## Responsibility as a Scrutinizer

My responsibility, as a Scrutinizer for the remote e-voting process and for the e-voting at the Serial No. 01/2023-24<sup>th</sup> Extra-Ordinary 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 Serial No. 01/2023-24<sup>th</sup> Extra-Ordinary General Meeting of the Company dated 29<sup>th</sup> January, 2024, 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 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> January 2024 convening the Serial No. 01/2023-24<sup>th</sup> Extra-Ordinary General Meeting (EGM) 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 Serial No. 01/2023-24<sup>th</sup> Extra-Ordinary 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 Serial No. 01/2023-24<sup>th</sup> Extra-Ordinary 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.



*[Handwritten Signature]*





- c. The remote e-voting period commenced on Wednesday, the 28<sup>th</sup> day of February, 2024 at 9:00 AM (IST) and ended on Friday, the 1<sup>st</sup> day of March, 2024 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. 24<sup>th</sup> February, 2024 were entitled to vote on the resolution(s) set out in the Notice of the Serial No. 01/2023-24<sup>th</sup> Extra-Ordinary General Meeting. The remote e-voting module of Central Depository Services (India) Limited (CDSL) was disabled on Friday, 1<sup>st</sup> March 2024 at 05:00 PM (IST).
- d. Upon the commencement of the Serial No. 01/2023-24<sup>th</sup> Extra-Ordinary General Meeting, the e-voting platform was made available to the shareholders, who were present at the Serial No. 01/2023-24<sup>th</sup> Extra-Ordinary 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 Serial No. 01/2023-24<sup>th</sup> Extra-Ordinary General Meeting. The e-voting facility provided at the meeting was disabled at the conclusion of the Extra-Ordinary General Meeting.
- e. I, as the Scrutinizer, unblocked the votes cast by the Shareholders of the Company through the e-voting process, on 2<sup>nd</sup> March, 2024 at 10:43 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 Extra-Ordinary 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 Serial No. 01/2023-24<sup>th</sup> Extra-Ordinary General Meeting as under:





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Company Secretaries

Continuation Sheet...

## Special Business

### Resolution No: 1

#### Special resolution

Approval for the re-appointment of Smt. Kanchana Manavalan (DIN: 07497403) as an Independent Director of the Company for the second term of five consecutive years with effect from January 31, 2024

#### 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	146	1,65,85,473	94.65
E-Voting at EGM	1	1,200	100.00
<b>Total Voting</b>	<b>147</b>	<b>1,65,86,673</b>	<b>94.65</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	7	9,36,832	5.35
E-Voting at EGM	0	0	0.00
<b>Total Voting</b>	<b>7</b>	<b>9,36,832</b>	<b>5.35</b>

#### INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
Remote E-Voting	1	25,000
E-Voting at EGM	0	0
<b>Total Voting</b>	<b>1</b>	<b>25,000</b>

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



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Continuation Sheet...

## Special Business

### Resolution No: 2

#### Special resolution

Approval for the re-appointment of Sri.G.D.Rajkumar (DIN: 00197696) as an Independent Director of the Company for the second term of five consecutive years with effect from April 29, 2024.

#### 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	150	1,75,08,545	99.92
E-Voting at EGM	1	1,200	100.00
<b>Total Voting</b>	<b>151</b>	<b>1,75,09,745</b>	<b>99.92</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	13,760	0.08
E-Voting at EGM	0	0	0.00
<b>Total Voting</b>	<b>3</b>	<b>13,760</b>	<b>0.08</b>

#### INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
Remote E-Voting	1	25,000
E-Voting at EGM	0	0
<b>Total Voting</b>	<b>1</b>	<b>25,000</b>

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





**Special Business**

**Resolution No: 3**

**Special resolution**

Approval for the re-appointment of Sri.P.Prabakaran (DIN:01709564) as Managing Director for a further period of 5 years with effect from June 01, 2024 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	145	1,74,50,505	99.59
E-Voting at EGM	1	1,200	100.00
<b>Total Voting</b>	<b>146</b>	<b>1,74,51,705</b>	<b>99.59</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	8	71,800	0.41
E-Voting at EGM	0	0	0.00
<b>Total Voting</b>	<b>8</b>	<b>71,800</b>	<b>0.41</b>

**INVALID VOTES**

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
Remote E-Voting	1	25,000
E-Voting at EGM	0	0
<b>Total Voting</b>	<b>1</b>	<b>25,000</b>

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



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Continuation Sheet...

## Special Business

### Resolution No: 4

#### Special resolution

Approval for the re-appointment of Sri. Rajiv Parthasarathy (DIN: 02495329) as Executive Director for a further period of 5 years with effect from August 01, 2024 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	146	1,74,55,201	99.62
E-Voting at EGM	1	1,200	100.00
<b>Total Voting</b>	<b>147</b>	<b>1,74,56,401</b>	<b>99.62</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	7	67,104	0.38
E-Voting at EGM	0	0	0.00
<b>Total Voting</b>	<b>7</b>	<b>67,104</b>	<b>0.38</b>

#### INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
Remote E-Voting	1	25,000
E-Voting at EGM	0	0
<b>Total Voting</b>	<b>1</b>	<b>25,000</b>

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





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Company Secretaries

Continuation Sheet...

## Special Business

### Resolution No: 5

#### Special resolution

Approval to offer, issue and allot 5,00,000 (Five lakhs) warrants fully convertible into equity shares to the Promoter and certain member(s) of the Promoter Group of the Company on preferential basis.

#### 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	138	1,35,63,648	77.41
E-Voting at EGM	1	1,200	100.00
<b>Total Voting</b>	<b>139</b>	<b>1,35,64,848</b>	<b>77.41</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	14	39,58,627	22.59
E-Voting at EGM	0	0	0.00
<b>Total Voting</b>	<b>14</b>	<b>39,58,627</b>	<b>22.59</b>

#### INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
Remote E-Voting	1	25,000
E-Voting at EGM	0	0
<b>Total Voting</b>	<b>1</b>	<b>25,000</b>

- 1 shareholder holding 30 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.

Yours faithfully

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

Place : Coimbatore

Date : 3<sup>rd</sup> March, 2024

For L.G. BALAKRISHNAN & BROS LIMITED

*B. Vijayakumar*  
B. VIJAYAKUMAR  
EXECUTIVE CHAIRMAN  
DIN : 00015583



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: F000960E003528396