



# MDS & Associates LLP

Company Secretaries

**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  
68<sup>th</sup> Annual General Meeting of the Equity Shareholders of  
M/s. L G BALAKRISHNAN & BROS LIMITED  
(CIN: L29191TZ1956PLC000257)  
Held on Thursday, 29<sup>th</sup> August, 2024, at 10:30 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 68<sup>th</sup> Annual General Meeting of M/s. L G Balakrishnan & Bros Limited  
held on 29<sup>th</sup> August, 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 68<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 68<sup>th</sup> Annual General Meeting on the resolution(s) as set out in the Notice convening the 68<sup>th</sup> Annual General Meeting of the Company held on Thursday, 29<sup>th</sup> August, 2024 at 10:30 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.



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Report of Scrutinizer on remote e-voting & e-voting by members of L G Balakrishnan & Bros Ltd at 68th AGM held on 29-08-2024 Page 1 of 10

LLPIN: ABZ-8060  
GSTIN: 33ABWFM0766CIZY  
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# MDS & Associates LLP

Company Secretaries  
Responsibility of the Management

Continuation Sheet...

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 68<sup>th</sup> Annual General Meeting dated 29<sup>th</sup> April, 2024.

## Responsibility as a Scrutinizer

My responsibility, as a Scrutinizer for the remote e-voting process and for the e-voting at the 68<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. 7 in the Notice convening the 68<sup>th</sup> Annual General Meeting of the Company dated 29<sup>th</sup> April, 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 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 2024 convening the 68<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 68<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 68<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.



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Continuation Sheet...

## Company Secretaries

- c. The remote e-voting period commenced on Monday, the 26<sup>th</sup> day of August, 2024 at 09:00 AM (IST) and ended on Wednesday, the 28<sup>th</sup> day of August, 2024 at 05:00 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. 22<sup>nd</sup> August, 2024 were entitled to vote on the resolution(s) set out in the Notice of the 68<sup>th</sup> Annual General Meeting. The remote e-voting module of Central Depository Services (India) Limited (CDSL) was disabled on Wednesday, 28<sup>th</sup> August 2024 at 05:00 PM (IST).
- d. Upon the commencement of the 68<sup>th</sup> Annual General Meeting, the e-voting platform was made available to the shareholders, who were present at the 68<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 68<sup>th</sup> Annual General Meeting. After the conclusion of the proceedings at 12:36 PM (IST), the e-voting facility was extended for another 15 minutes to enable the members to cast their votes. 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 29<sup>th</sup> August 2024 at 12:58 PM (IST) in the presence of Mr. John Manoj A (Witness No.1) and Ms. Samiksha Tiwari (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.7 in the Notice convening the 68<sup>th</sup> Annual General Meeting as under:



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Company Secretaries

Continuation Sheet...

## 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, 2024 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	193	1,74,56,975	99.77
E-Voting at AGM	5	1,23,118	100.00
Total Voting	198	1,75,80,093	99.77

#### 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	40,927	0.23
E-Voting at AGM	0	0	0.00
Total Voting	3	40,927	0.23

#### 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 1,17,135 equity shares have 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.



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Company Secretaries

Continuation Sheet...

## Ordinary Business

### Resolution No: 2

#### Ordinary resolution

Declaration of dividend of Rs.18/- per Equity Share for the financial year ended 31st March, 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	197	1,76,15,017	100.00
E-Voting at AGM	5	1,23,118	100.00
Total Voting	202	1,77,38,135	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	2	20	Negligible
E-Voting at AGM	0	0	0.00
Total Voting	2	20	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.



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# MDS & Associates LLP

Company Secretaries

Continuation Sheet..

## Ordinary Business

### Resolution No: 3

#### Ordinary resolution

Re-appointment of Smt. Rajsri Vijayakumar (DIN: 00018244), as 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	142	1,61,41,047	91.63
E-Voting at AGM	5	1,23,118	100.00
Total Voting	147	1,62,64,165	91.69

#### 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	57	14,73,990	8.37
E-Voting at AGM	0	0	0.00
Total Voting	57	14,73,990	8.31

#### 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. 3 may be considered as passed with requisite majority.



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# MDS & Associates LLP

Company Secretaries

Continuation Sheet...

## Ordinary Business

### Resolution No: 4

#### Ordinary resolution

Re-appointment of Sri.P.Prabakaran (DIN: 01709564), as 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	173	1,72,13,930	97.72
E-Voting at AGM	5	1,23,118	100.00
Total Voting	178	1,73,37,048	97.74

#### 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	26	4,01,107	2.28
E-Voting at AGM	0	0	0.00
Total Voting	26	4,01,107	2.26

#### 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. 4 may be considered as passed with requisite majority.



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# MDS & Associates LLP

Company Secretaries  
Special Business

Continuation Sheet...

## Resolution No: 5

### Special resolution

Appointment of Sri. J Dinesh Kumar (DIN: 10586227) as a Non-Executive Independent Director of the Company for the first term of five (5) consecutive years with effect from September 01, 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	194	1,76,06,669	99.95
E-Voting at AGM	5	1,23,118	100.00
Total Voting	199	1,77,29,787	99.95

### 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	5	8,368	0.05
E-Voting at AGM	0	0	0.00
Total Voting	5	8,368	0.05

### 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 Special Resolution as given in Item No. 5 may be considered as passed with requisite majority.



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# MDS & Associates LLP

Company Secretaries

Continuation Sheet...

## Special Business

### Resolution No: 6

#### Special resolution

Approval for the re-appointment of Sri. B. Vijayakumar (DIN:00015583) as an Executive Chairman for a further period of 5 years with effect from January 01, 2025 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	182	1,73,92,907	98.74
E-Voting at AGM	5	1,23,118	100.00
<b>Total Voting</b>	<b>187</b>	<b>1,75,16,025</b>	<b>98.75</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	17	2,22,130	1.26
E-Voting at AGM	0	0	0.00
<b>Total Voting</b>	<b>17</b>	<b>2,22,130</b>	<b>1.25</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	0	0
<b>Total Voting</b>	<b>0</b>	<b>0</b>

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



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# MDS & Associates LLP

Company Secretaries

Special Business

Resolution No: 7

Ordinary resolution

Continuation Sheet...

Ratification of the remuneration payable to Dr. G. L. Sankaran (Membership No.4482), Cost Auditor for the financial year 2024-2025.

## 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	195	1,76,13,842	99.99
E-Voting at AGM	5	1,23,118	100.00
Total Voting	200	1,77,36,960	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	3	1,185	0.01
E-Voting at AGM	0	0	0.00
Total Voting	3	1,185	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

➤ 1 shareholder holding 10 equity shares have abstained from voting through remote e-voting facility

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

Yours faithfully

Based on the Scrutinizer's Report, the Resolution Nos. 1 to 7 have been duly passed with requisite majority

For MDS & Associates LLP  
Company Secretaries



*M. D. Selvaraj*

M D Selvaraj  
Managing Partner

PCS No: 960 / CP No: 411

Peer Review No: 3030/2023

DIN: F000960F001077167

Place : Coimbatore

Date : 30<sup>th</sup> August 2024

For L.G. BALAKRISHNAN & BROS LIMITED

BALAKRISHNAN  
VIJAYAKUMAR

B. VIJAYAKUMAR  
EXECUTIVE CHAIRMAN