



**MDS & Associates**  
Company Secretaries in Practice

**M. D. Selvaraj** M Com MBA FCS

"SURYA", 35, Mayflower Avenue, Sowripalayam Road, Coimbatore 641028.

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**COMBINED SCRUTINIZER'S REPORT FOR REMOTE E-VOTING AND POLL**  
**(Pursuant to Section(s) 108 and 109 of the Companies Act, 2013 read with Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014 - as amended)**

To

The Chairman

63<sup>rd</sup> Annual General Meeting of the Equity Shareholders of

**M/s. L G BALAKRISHNAN & BROS LIMITED**

(L29191TZ1956PLC000257)

Held on Thursday the 18<sup>th</sup> day of July, 2019 at 10:45 A:M at

Ardra Convention Centre, Kaanchan,

9, North Huzur Road, Coimbatore - 641018,

Tamil Nadu, India.

Dear Sir,

**Sub: Passing of Resolution through Remote E-voting Process and through Poll conducted at the 63<sup>rd</sup> Annual General Meeting of M/s. L G BALAKRISHNAN & BROS LIMITED held on 18<sup>th</sup> July, 2019**

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 a Scrutinizer for the remote e-voting process held between Monday, the 15<sup>th</sup> day of July, 2019 at 9:00 A:M to Wednesday, the 17<sup>th</sup> July, 2019 till 5:00 P:M and for the poll taken at the 63<sup>rd</sup> Annual General Meeting of the Company held on Thursday the 18<sup>th</sup> day of July, 2019 at 10:45 A:M at Ardra Convention Centre, Kaanchan, 9, North Huzur Road, Coimbatore - 641018, Tamil Nadu, India on the Resolution(s) set out under Item No.1 to Item No.11 in the Notice convening the said 63<sup>rd</sup> Annual General Meeting dated 29<sup>th</sup> April, 2019.



**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 remote e-voting process and through poll process, on the Resolution(s) as set out in the Notice convening the 63<sup>rd</sup> Annual General Meeting dated 29<sup>th</sup> April, 2019.

**Responsibility as a Scrutinizer**

My responsibility, as a Scrutinizer for the remote e-voting process and for the voting through poll at the 63<sup>rd</sup> Annual General Meeting, is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the Resolution(s) set out under Item No.1 to Item No.11 in the Notice convening the 63<sup>rd</sup> Annual General Meeting, based on the reports generated from the e-voting portal provided by the Central Depository Services (India) Limited (CDSL), the Authorised Agency engaged by the Company for providing the remote e-voting facility and also at the time of poll taken at the 63<sup>rd</sup> Annual General Meeting.

I have already issued a separate Scrutinizer's Report dated 19<sup>th</sup> July, 2019 on the remote e-voting process and also a separate Scrutinizer's Report dated 19<sup>th</sup> July, 2019 in the prescribed Form No.MGT-13 on the Poll taken at the 63<sup>rd</sup> Annual General Meeting of the Company.

In view of the above, I hereby submit my Consolidated Report on the Results of the Remote E-voting together with that of the Poll in respect of the said Resolution(s), 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 31st March, 2019 together with the Reports of the Board of Directors and Auditors thereon.

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	62	2,06,03,029	100.00
Poll	46	19,247	100.00
<b>Total Voting</b>	<b>108</b>	<b>2,06,22,276</b>	<b>100.00</b>

**VOTES CAST AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	2	11	Negligible
Poll	0	0	0.00
<b>Total Voting</b>	<b>2</b>	<b>11</b>	<b>Negligible</b>

**INVALID VOTES**

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	0	0
<b>Total Voting</b>	<b>0</b>	<b>0</b>

Note: 1 (One) Shareholder holding 936 Equity Shares has abstained from casting vote on Resolution No.1 through remote e-voting.



**Ordinary Business****Resolution No: 2****Ordinary resolution**

Declaration of Dividend of Rs.5/- (50%) per equity shares of Rs.10/- each for the financial year ended 31<sup>st</sup> March, 2019.

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	63	2,06,03,965	100.00
Poll	46	19,247	100.00
<b>Total Voting</b>	<b>109</b>	<b>2,06,23,212</b>	<b>100.00</b>

**VOTES CAST AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	2	11	Negligible
Poll	0	0	0.00
<b>Total Voting</b>	<b>2</b>	<b>11</b>	<b>Negligible</b>

**INVALID VOTES**

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	0	0
<b>Total Voting</b>	<b>0</b>	<b>0</b>



**Ordinary Business****Resolution No: 3****Ordinary resolution**

Re-appointment of Sri. P. Prabakaran (DIN: 01709564) as a Director on retirement by rotation.

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

<b>Mode of Voting</b>	<b>Number of Members Voted through electronic means and Poll</b>	<b>Number of votes cast</b>	<b>Percentage of Total Number of valid votes cast</b>
<b>E-Voting</b>	60	2,06,03,612	100.00
<b>Poll</b>	46	19,247	100.00
<b>Total Voting</b>	106	2,06,22,859	100.00

**VOTES CAST AGAINST THE RESOLUTION**

<b>Mode of Voting</b>	<b>Number of Members Voted through electronic means and Poll</b>	<b>Number of votes cast</b>	<b>Percentage of Total Number of valid votes cast</b>
<b>E-Voting</b>	5	364	Negligible
<b>Poll</b>	0	0	0.00
<b>Total Voting</b>	5	364	Negligible

**INVALID VOTES**

<b>Mode of Voting</b>	<b>Number of Members whose votes were declared INVALID</b>	<b>Number of votes cast</b>
<b>E-voting</b>	0	0
<b>Poll</b>	0	0
<b>Total Voting</b>	0	0



**Ordinary Business**

**Resolution No: 4**

**Ordinary resolution**

Re-appointment of Smt. Rajsri Vijayakumar (DIN: 00018244) as a Director on retirement by rotation.

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	60	2,06,03,612	100.00
Poll	46	19,247	100.00
<b>Total Voting</b>	<b>106</b>	<b>2,06,22,859</b>	<b>100.00</b>

**VOTES CAST AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	5	364	Negligible
Poll	0	0	0.00
<b>Total Voting</b>	<b>5</b>	<b>364</b>	<b>Negligible</b>

**INVALID VOTES**

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	0	0
<b>Total Voting</b>	<b>0</b>	<b>0</b>



**Special Business****Resolution No: 5****Ordinary resolution**

Appointment of Smt. Kanchana Manavalan (DIN: 07497403) as an Independent Director of the Company for a period of 5 consecutive years w.e.f January 31, 2019.

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	61	2,06,03,625	100.00
Poll	46	19,247	100.00
<b>Total Voting</b>	<b>107</b>	<b>2,06,22,872</b>	<b>100.00</b>

**VOTES CAST AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	4	351	Negligible
Poll	0	0	0.00
<b>Total Voting</b>	<b>4</b>	<b>351</b>	<b>Negligible</b>

**INVALID VOTES**

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	0	0
<b>Total Voting</b>	<b>0</b>	<b>0</b>



**Special Business****Resolution No: 6****Ordinary resolution**

Appointment of Sri. G. D. Rajkumar (DIN: 00197696) as an Independent Director of the Company for a period of 5 consecutive years w.e.f April 29, 2019.

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	63	2,06,03,965	100.00
Poll	46	19,247	100.00
<b>Total Voting</b>	<b>109</b>	<b>2,06,23,212</b>	<b>100.00</b>

**VOTES CAST AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	2	11	Negligible
Poll	0	0	0.00
<b>Total Voting</b>	<b>2</b>	<b>11</b>	<b>Negligible</b>

**INVALID VOTES**

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	0	0
<b>Total Voting</b>	<b>0</b>	<b>0</b>





**Special Business****Resolution No: 7****Special resolution**

Re-appointment of Sri. V. Govindarajulu (DIN: 00016108) as an Independent Director of the Company for a second term of 5 consecutive years w.e.f September 1, 2019.

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	59	2,06,01,782	99.99
Poll	46	19,247	100.00
<b>Total Voting</b>	105	2,06,21,029	99.99

**VOTES CAST AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	6	2,194	0.01
Poll	0	0	0.00
<b>Total Voting</b>	6	2,194	0.01

**INVALID VOTES**

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	0	0
<b>Total Voting</b>	0	0



**Special Business****Resolution No: 8****Special resolution**

Re-appointment of Sri. P. Shanmugasundaram (DIN: 00119411) as an Independent Director of the Company for a second term of 5 consecutive years w.e.f September 1, 2019.

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

<b>Mode of Voting</b>	<b>Number of Members Voted through electronic means and Poll</b>	<b>Number of votes cast</b>	<b>Percentage of Total Number of valid votes cast</b>
<b>E-Voting</b>	59	2,06,01,782	99.99
<b>Poll</b>	46	19,247	100.00
<b>Total Voting</b>	105	2,06,21,029	99.99

**VOTES CAST AGAINST THE RESOLUTION**

<b>Mode of Voting</b>	<b>Number of Members Voted through electronic means and Poll</b>	<b>Number of votes cast</b>	<b>Percentage of Total Number of valid votes cast</b>
<b>E-Voting</b>	6	2,194	0.01
<b>Poll</b>	0	0	0.00
<b>Total Voting</b>	6	2,194	0.01

**INVALID VOTES**

<b>Mode of Voting</b>	<b>Number of Members whose votes were declared INVALID</b>	<b>Number of votes cast</b>
<b>E-voting</b>	0	0
<b>Poll</b>	0	0
<b>Total Voting</b>	0	0



**Special Business****Resolution No: 9****Special resolution**

Re-appointment of Sri. R. Vidhya Shankar (DIN: 00002498) as an Independent Director of the Company for a second term of 5 consecutive years w.e.f September 1, 2019.

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	59	2,06,01,782	99.99
Poll	46	19,247	100.00
<b>Total Voting</b>	<b>105</b>	<b>2,06,21,029</b>	<b>99.99</b>

**VOTES CAST AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	6	2,194	0.01
Poll	0	0	0.00
<b>Total Voting</b>	<b>6</b>	<b>2,194</b>	<b>0.01</b>

**INVALID VOTES**

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	0	0
<b>Total Voting</b>	<b>0</b>	<b>0</b>



**Special Business****Resolution No: 10****Special resolution**

Re-appointment of Sri. B. Vijayakumar (DIN: 00015583) as the Chairman and Managing Director of the Company for a further period of 5 consecutive years w.e.f January 1, 2020.

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	60	2,06,01,962	99.99
Poll	46	19,247	100.00
<b>Total Voting</b>	106	2,06,21,209	99.99

**VOTES CAST AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	5	2,014	0.01
Poll	0	0	0.00
<b>Total Voting</b>	5	2,014	0.01

**INVALID VOTES**

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	0	0
<b>Total Voting</b>	0	0



**Special Business****Resolution No: 11****Ordinary resolution**

Ratification of the appointment and the payment of remuneration to Dr. G. L. Sankaran, (Membership No. 4482), Cost Auditor of the Company for the financial year ending 31<sup>st</sup> March 2020.

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	61	2,06,03,625	100.00
Poll	46	19,247	100.00
<b>Total Voting</b>	<b>107</b>	<b>2,06,22,872</b>	<b>100.00</b>

**VOTES CAST AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	4	351	Negligible
Poll	0	0	0.00
<b>Total Voting</b>	<b>4</b>	<b>351</b>	<b>Negligible</b>

**INVALID VOTES**

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	0	0
<b>Total Voting</b>	<b>0</b>	<b>0</b>

Based on the Scrutinizer's Report  
Resolution(s) No(s).1 to 11 have been passed  
with requisite majority

For L.G. BALAKRISHNAN & BROS LTD



DIRECTOR

PIN: 0006108

Place : Coimbatore

Date : 19<sup>th</sup> July, 2019

Yours faithfully,



**MDS & ASSOCIATES**

Prop : M.D.SELVARAJ M.Com, MBA,FCS,

COMPANY SECRETARY IN PRACTICE

FCS - 960, CP - 411

"SURYA" 35, MAYFLOWER AVENUE

SOWRIPALAYAM ROAD, COIMBATORE - 641 028