



L.G. BALAKRISHNAN & BROS LIMITED

04th March, 2024

To

Listing Department
BSE Limited
25th Floor, PJ Towers,
Dalal Street
Mumbai – 400 001

Listing Department
National Stock Exchange of India Limited
Exchange Plaza, C-1 Block G
BandraKurla Complex, Bandra, East
Mumbai - 400 051

Scrip Code: 500250

Scrip Code: LGBBROSLTD

Dear Sir

Sub : Submission of voting results pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the Serial No.01/2023-24 Extra-Ordinary General Meeting of the Company held on Saturday, the 2nd March, 2024.

This is to inform that the Serial No.01/2023-24 Extra-Ordinary General Meeting of the Company held on Saturday, the 2nd March, 2024 through Video conferencing (VC) / Other Audio-Visual Means (OAVM), in this regard please find enclosed the following.

1. Voting Results under Regulation 44(3) of SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015.
2. Combined Scrutinizer Report dated 03rd March, 2024 pursuant to Section 108 of the Companies of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015.

Kindly take the above on record.

Thanking you

Yours faithfully
For L.G.Balakrishnan & Bros Limited

M.Lakshmi Kanth Joshi
Senior General Manager (Legal) & Company Secretary



L.G. BALAKRISHNAN & BROS LIMITED

Declaration of results of the voting on resolution(s) set out in the Notice of the Serial No. 01/2023-24 Extra-Ordinary General Meeting of the Company held through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) on Saturday, 2nd March, 2024

The Serial No. 01/2023-24 Extra-Ordinary General Meeting (“EGM”) of the Company was held on Saturday, 2nd 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”) from time to time permitting the conduct of the said Extra-Ordinary General Meeting through VC/OAVM facility, to seek the approval of the members on the Resolution(s) as set out in the Notice of EGM dated 29th January, 2024.

Further, pursuant to the provisions of 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 Disclosures Requirements) Regulations, 2015 read with the MCA Circulars and SEBI Circulars, the Company had provided the members the facility to exercise their voting rights electronically through remote e-voting process and also, provided e-voting platform to the shareholders, who were present at the Serial No. 01/2023-24th Extra-Ordinary General Meeting through video conferencing / other audio visual means and who had not cast their vote through remote e-voting, on the below mentioned resolution(s).

The Company had appointed Mr. M D Selvaraj, FCS, Managing Partner of M/s. MDS & Associates LLP, Company Secretaries, Coimbatore, as the Scrutinizer to conduct the remote e-voting and the e-voting provided at the Serial No. 01/2023-24th Extra-Ordinary General Meeting in a fair and transparent manner and to ascertain the requisite majority.

Accordingly, the Scrutinizer has submitted his Combined Report for the remote e-voting process and the e-voting at Serial No. 01/2023-24th Extra-Ordinary General Meeting dated 3rd March, 2024 which has been attached hereto.

Based on the consolidated report of the Scrutinizer dated 3rd March, 2024, it is hereby declared that the Resolution(s) under Item No(s).1 to 5 set out in the Notice of the said EGM, as detailed herein below, have been duly passed by the shareholders with requisite majority.





L.G. BALAKRISHNAN & BROS LIMITED

(2)

Item 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

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	155	1,75,48,505	--
(b) Less: Invalid votes	1	25,000	--
(c) Net Valid E-Votes	154	1,75,23,505	100.00
- Assent	147	1,65,86,673	94.65
- Dissent	7	9,36,832	5.35

Accordingly, the above Resolution is declared as passed as a **Special Resolution** with requisite majority.

Item 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.

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	155	1,75,48,505	--
(b) Less: Invalid votes	1	25,000	--
(c) Net Valid E-Votes	154	1,75,23,505	100.00
- Assent	151	1,75,09,745	99.92
- Dissent	3	13,760	0.08

Accordingly, the above Resolution is declared as passed as a **Special Resolution** with requisite majority.





L.G. BALAKRISHNAN & BROS LIMITED

(3)

Item 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.

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	155	1,75,48,505	--
(b) Less: Invalid votes	1	25,000	--
(c) Net Valid E-Votes	154	1,75,23,505	100.00
- Assent	146	1,74,51,705	99.59
- Dissent	8	71,800	0.41

Accordingly, the above Resolution is declared as passed as a **Special Resolution** with requisite majority.

Item 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.

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	155	1,75,48,505	--
(b) Less: Invalid votes	1	25,000	--
(c) Net Valid E-Votes	154	1,75,23,505	100.00
- Assent	147	1,74,56,401	99.62
- Dissent	7	67,104	0.38

Accordingly, the above Resolution is declared as passed as a **Special Resolution** with requisite majority.





L.G. BALAKRISHNAN & BROS LIMITED

(4)

Item 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.

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	154	1,75,48,475	--
(b) Less: Invalid votes	1	25,000	--
(c) Net Valid E-Votes	153	1,75,23,475	100.00
- Assent	139	1,35,64,848	77.41
- Dissent	14	39,58,627	22.59

➤ *Note: 1 shareholder holding 30 equity shares has abstained from voting through remote e-voting facility*

Accordingly, the above Resolution is declared as passed as a **Special Resolution** with requisite majority.

For L.G. BALAKRISHNAN & BROS LTD

M. LAKSHMI KANTH JOSHI
Sr. General Manager (Legal) & Company Secretary
MEM No.: 14273

Date : 04th March, 2024

Place : Coimbatore



MDS & Associates LLP

Company Secretaries

**COMBINED SCRUTINIZER'S REPORT FOR REMOTE E-VOTING AND
E-VOTING AT THE SERIAL NO. 01/2023-24th 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.01/2023-24th Extra-Ordinary General Meeting
of the Equity Shareholders of **M/s. L G BALAKRISHNAN & BROS LIMITED**
(CIN: L29191TZ1956PLC000257)
Held on Saturday, 2nd 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. 01/2023-24th Extra-Ordinary General Meeting of M/s. L G
Balakrishnan & Bros Limited held on 2nd 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. 01/2023-24th 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. 01/2023-24th Extra-Ordinary General Meeting on the resolution(s) as set out in the Notice convening the Serial No. 01/2023-24th Extra Ordinary General Meeting of the Company held on Saturday, 2nd 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. 01/2023-24th Extra-Ordinary General Meeting dated 29th 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. 01/2023-24th 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. 01/2023-24th Extra-Ordinary General Meeting of the Company dated 29th 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 29th January 2024 convening the Serial No. 01/2023-24th 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. 01/2023-24th 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. 01/2023-24th 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.



MDS & Associates LLP

Company Secretaries

Continuation Sheet...

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



MDS & Associates LLP

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
Total Voting	147	1,65,86,673	94.65

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
Total Voting	7	9,36,832	5.35

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
Total Voting	1	25,000

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



MDS & Associates LLP

Company Secretaries

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
Total Voting	151	1,75,09,745	99.92

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
Total Voting	3	13,760	0.08

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
Total Voting	1	25,000

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



MDS & Associates LLP

Company Secretaries

Continuation Sheet...

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
Total Voting	146	1,74,51,705	99.59

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
Total Voting	8	71,800	0.41

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
Total Voting	1	25,000

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



VB



MDS & Associates LLP

Company Secretaries

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
Total Voting	147	1,74,56,401	99.62

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
Total Voting	7	67,104	0.38

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
Total Voting	1	25,000

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



MDS & Associates LLP

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
Total Voting	139	1,35,64,848	77.41

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
Total Voting	14	39,58,627	22.59

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
Total Voting	1	25,000

- 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 : 3rd March, 2024

For L.G. BALAKRISHNAN & BROS LIMITED

B. VIJAYAKUMAR
EXECUTIVE CHAIRMAN
DIN : 00015583

For MDS & Associates LLP
Company Secretaries



M. D. Selvaraj
Managing Partner

FCS No: 960 / CP No: 411
Peer Review No: 3030/2023
UDIN: F000960E003528396