



L.G. BALAKRISHNAN & BROS LIMITED

27th February, 2018

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

Dear Sir

Sub : Summary of Proceedings of the meeting of Equity Shareholders, Unsecured Creditors convened by the National Company Law Tribunal, Chennai Bench.

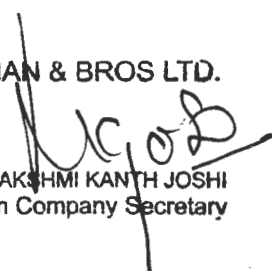
Pursuant to the order of the National Company Law Tribunal, Chennai Bench dated 12th January, 2018, the Meeting of Equity Shareholders and unsecured creditors of the Company was held on 26th February, 2018 at Ardra Convention Centre, "Kaanchan", No.9, North Huzur Road, Coimbatore – 641 018 at 11.00 AM for obtaining their approval for the Scheme of Amalgamation of BCW V Tech India Private Limited (Transferor Company) with L.G.Balakrishnan & Bros Limited (Transferee Company)

Pursuant to Regulation 30 read of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with the relevant circular made thereunder, we enclose herewith the summary of the proceedings of the Meeting of the Equity Shareholders of the Company.

A copy of the combined Scrutinizer Report on remote e-voting, postal ballot and poll conducted as per the order of the National Company Law Tribunal convened Meeting is also attached.

Kindly take this intimation on record.

Thanking you
Yours faithfully
For L.G. BALAKRISHNAN & BROS LTD.


M. LAKSHMI KANTH JOSHI
General Manager cum Company Secretary



L.G. BALAKRISHNAN & BROS LIMITED

SUMMARY OF PROCEEDINGS OF THE MEETING OF THE EQUITY SHAREHOLDERS OF THE L.G.BALAKRISHNAN & BROS LIMITED CONVENED BY THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, CHENNAI BENCH.

The Meeting of the Equity Shareholders of the Company Convened by the Hon'ble National Company Law Tribunal, Chennai Bench (Meeting was held on Monday, 26th February, 2018 at 11.00 A.M at Ardra Convention Centre, "Kaanchan", No.9, North Huzur Road, Coimbatore – 641 018.

Mr.P.Shanmugasundarm informed that the Meeting was convened pursuant to the Order of the Hon'ble National Company Law Tribunal, Chennai (NCLT) dated 12th January, 2018 (Order) in the matter of the Scheme of Arrangement amongst the BCW V Tech India Private Limited and L.G.Balakrishnan & Bros Limited and their respective Equity Shareholders. He further informed that vide the said Order, the NCLT had appointed him as Chairman to preside over the Meeting.

The requisite quorum being present, the Chairman called the meeting to order.

The Notice of the Meeting, the Explanatory Statement under Sections 230(3), 232(2) and 102 of the Companies Act, 2013 read with the Rules framed thereunder and the Scheme, had already been dispatched to all the Members.

The Chairman then provided a brief background and rationale for the Scheme.

The following resolution set out in the Notice convening the Meeting was put up to Members of Voting.

1.	Detail of the Agenda:	Approval of the Scheme of Amalgamation of BCW V Tech India Private Limited (Transferor Company) with L.G.Balakrishnan & Bros Limited (Transferee Company) pursuant to Section 230 to 232 of the Companies Act, 2013
	Resolution Required:	Special Resolution.
	Mode of voting:	Passed with requisite majority by Remote E-voting and votes cast through Postal Ballot and poll at the venue of NCLT Convened Meeting.

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L.G. BALAKRISHNAN & BROS LIMITED

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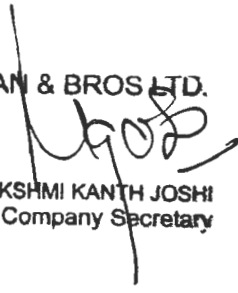
The Chairman informed the Members that as required under the Companies Act, 2013 read with the Companies (compromises, Arrangements and Amalgamations) Rules 2016 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided its Shareholders the facility to cast their vote through postal ballot and through remote e-voting administered by Central Depository Services Limited. Further the Chairman also informed that the facility of voting was available at the venue of the meeting for the Members who had earlier not exercised their vote through postal ballot or remote e-voting.

The chairman informed the Members that Mr.M.D.Selvaraj, FCS of MDS & Associates, Company Secretary in Practice (Membership No.960/COP No.411) had been appointed by the Board as Scrutinizer to conduct the postal ballot process, to supervise that the remote e-voting and voting at the meeting was done in a fair and transparent manner.

The Chairman then invited the Members to express their views, ask questions and seek clarifications on the Scheme. The Chairman then responded to the questions asked and clarifications sought by the Members.

Post the Q&A session, the Chairman thanked the Members for attending and participating at the meeting. The Chairman then informed the members that the results of the meeting would be declared, within the stipulated time and the consolidated Scrutinizers' Report will be placed in the website of the company, Central Depository Services (India) Limited, BSE limited and The National Stock Exchange of India Limited.

For L.G. BALAKRISHNAN & BROS LTD.


M. LAKSHMI KANTH JOSHI
General Manager cum Company Secretary



MDS & Associates
Company Secretaries in Practice

M.D. Selvaraj M.Com MBA FCS

"SURYA", 35, Mayflower Avenue, Sowripalayam Road, Coimbatore 641028.
Phone : 0422-2318780, 2316755. Fax : 0422-2314792. E-mail : mds@mdsservices.in. Web : www.mdsservices.in

CONSOLIDATED SCRUTINIZER'S REPORT FOR POSTAL BALLOT, REMOTE E-VOTING AND POLL CONDUCTED AT THE MEETING OF EQUITY SHAREHOLDERS OF L.G. BALAKRISHNAN & BROS LIMITED CONVENED BY THE NATIONAL COMPANY LAW TRIBUNAL, CHENNAI BENCH ON 26TH FEBRUARY 2018

[Pursuant to Section(s) 108, 109, 110 and 230-232 of the Companies Act, 2013 read with Rule 20, 21 and 22 of the Companies (Management and Administration) Rules, 2014 (as amended) and Rule 9 & 13 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Date: 27th February 2018

To
Mr. P. Shanmugasundaram
The Chairman of the Meeting of the Equity Shareholders convened pursuant to order of the National Company Law Tribunal, Chennai Bench in CA No./209 & 210/CAA/2017 dated 12-01-2018
M/s. L G BALAKRISHNAN & BROS LIMITED
CIN: L29191TZ1956PLC000257
6/16/13, Krishnarayapuram Road,
Ganapathy, Coimbatore - 641006,
Tamil Nadu, India

Dear Sir,

Sub: **Consolidated Scrutinizer's Report on Postal Ballot, Remote E-voting and voting conducted through Poll at the Meeting of Equity Shareholders of the Company convened by the National Company Law Tribunal, Chennai Bench.**

I, M D Selvaraj, FCS Proprietor of M/s.MDS & Associates, Practising Company Secretaries, Coimbatore, have been appointed by the National Company Law Tribunal, Chennai Bench vide order dated 12th January 2018 in CA No./209 & 210/CAA/2017 as the Scrutinizer for the purpose of scrutinizing the Postal Ballot forms received from the shareholders, remote e-voting process and voting conducted through Poll at the meeting of the equity shareholders of M/s. L G BALAKRISHNAN & BROS LIMITED ("the Company").



Report on Postal Ballot, Remote E-voting & Poll at the meeting of L G Balakrishnan & Bros Limited held on 26.02.2018

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Company") convened by the National Company Law Tribunal, Chennai Bench ("the meeting") held on Monday the 26th day of February, 2018 at 11:00 A:M at Ardra Convention Centre, "Kaanchan", No.9, North Huzur Road, Coimbatore 641 018, Tamil Nadu, India in a fair and transparent manner and for ascertaining the requisite majority on the Postal Ballot, Remote E-voting and Poll at the meeting carried out in accordance with the provisions of Section 108, 109, 110 & 230-232 of the Companies Act, 2013 ("the Act") read with Rule 20, 21 & 22 of the Companies (Management and Administration) Rules, 2014 and Rule 9 & 13 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Special Resolution as set out in the meeting Notice dated 20th January 2018.

Responsibility of the Management

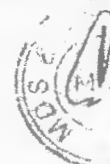
The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the Rules made thereunder in relation to exercising of voting rights through Postal Ballot, Remote E-voting and Poll at the meeting on the Resolution as set out in the meeting Notice dated 20th January 2018.

Responsibility as a Scrutinizer

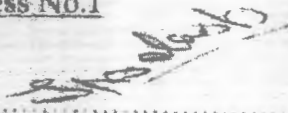
My responsibility, as a Scrutinizer for the Postal Ballot, Remote E-voting and Poll at the meeting is restricted to the preparation of the Scrutinizer's Report of the votes cast "in favour" or "against" the Resolution as set out in the Notice of the meeting dated 20th January 2018, based on the reports generated from the e-voting system provided by the Central Depository Services (India) Limited (CDSL), the Authorised Agency engaged by the Company for providing e-voting facility, the Postal Ballot forms received up to 17:00 hours on Sunday, 25th February 2018 and polling papers received at the time of poll taken at the meeting.

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

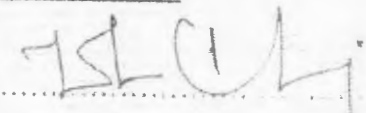
- The Company has on Wednesday, 24th January 2018 completed the dispatch by speed post/email of the Notice of the meeting and Postal Ballot Form along with postage prepaid business reply envelope to its members, whose names appeared in the Register of Members on Friday, 19th January 2018 through its Registrar and Transfer Agent viz. M/s. Cameo Corporate Services Limited, Chennai.
- The shareholders of the Company holding shares as on the "cut-off" date of Friday, 19th January 2018 were entitled to vote on the proposed resolution as set out in the Notice of the meeting dated 20th January 2018.



- The remote e-voting period remained open from Saturday, 27th January 2018 at 9:00 Hours and ended on Sunday, 25th February 2018 at 17:00 Hours. The Postal Ballot forms received up to 17:00 Hours on Sunday, 25th February 2018 and voting conducted through Poll at the meeting held on 26th February 2018 were considered valid for scrutiny. The postal ballot forms which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- The e-voting module of CDSL was disabled on Sunday, 25th February 2018 at 17:00 hours and I, as the Scrutinizer, unblocked the votes cast, on Monday, 26th February 2018 at 11:50 Hours in the presence of Mr. Jayaprakash C (the undersigned as Witness No.1) and Mr. John Manoj (the undersigned as 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).

Witness No.1

Name: Mr. Jayaprakash C

Witness No.2

Name: Mr. John Manoj

- I have scrutinized the remote e-voting, postal ballot papers and voting conducted through Poll at the meeting held on 26th February 2018 and votes tendered therein and maintained registers in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014 (as amended).
- I have already issued a separate scrutiniser's report dated 27th February 2018 in the prescribed form No.MGT-13 on the poll taken at the meeting.

I now hereby submit my Consolidated Report on the Result of the remote e-voting, postal ballot and voting conducted through Poll at the meeting held on 26th February 2018 in respect of the said resolution, as under:

**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

SPECIAL BUSINESS**Special resolution**

Approval of the Scheme of Amalgamation of BCW V Tech India Private Limited (Transferor Company) with L G Balakrishnan & Bros Limited (Transferee Company) pursuant to Sections 230 to 232 of the Companies Act, 2013

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted	Number of votes cast	Percentage of Total Number of valid votes cast
Postal Ballot Form	189	40,959	99.89%
E-Voting	64	94,49,241	100.00%
Poll	14	7,098	100.00%
Total Voting	267	94,97,298	100.00%

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted	Number of votes cast	Percentage of Total Number of valid votes cast
Postal Ballot Form	2	44	0.11%
E-Voting	1	1	Negligible
Poll	0	0	0
Total Voting	3	45	Negligible

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
Postal Ballot Form	13	917
E-Voting	0	0
Poll	1	400
Total Voting	14	1,317

Yours faithfully,

Based on the Scrutinizer's Report
the resolution has been passed with requisite majority

Chairman of the Meeting



M. D. Selvaraj
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 - 641 027



MDS & Associates
Company Secretaries in Practice

M. D. Selvaraj M Com MBA FCS

"SURYA" 35, Mayflower Avenue, Sowripalayam Road, Coimbatore 641028
Phone 0422-2318780, 2316755, Fax 0422-2314792, E-mail mds@mdsservices.in, Web www.mdsservices.in

FORM NO. MGT-13

REPORT OF SCRUTINIZER

[Pursuant to Section 109, 230-232 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014 (as amended) and Rule 9 & 13 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016]

To

Mr. P. Shanmugasundaram

The Chairman of the Meeting of the Equity Shareholders convened pursuant to order of the National Company Law Tribunal, Chennai Bench in CA No. 209 & 210 /CAA/ 2017 dated 12-01-2018

M/s. L G BALAKRISHNAN & BROS LIMITED

CIN: L29191TZ1956PLC000257

6/16/13, Krishnarayapuram Road,
Ganapathy, Coimbatore - 641006,
Tamil Nadu, India

Dear Sir,

I, M D Selvaraj, FCS, proprietor of M/s. MDS & Associates, Practising Company Secretaries, Coimbatore have been appointed by the National Company Law Tribunal, Chennai Bench vide order dated 12th January 2018 in CA No. 209 & 210 / CAA/ 2017 as the Scrutinizer for the purpose of scrutinizing the voting through poll taken on the below mentioned Resolution, at the Meeting of the Equity Shareholders of M/s. L G BALAKRISHNAN & BROS LIMITED ("the Company") convened by the National Company Law Tribunal, Chennai Bench ("the Meeting") held on Monday the 26th day of February, 2018 at 11:00 A.M at Ardra Convention Centre, "Kaanchan", No.9, North Huzur Road, Coimbatore 641 018, Tamil Nadu, India, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, 1 (One) Ballot Box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked Ballot Box was subsequently opened in the presence of myself and two witnesses and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the Authorizations/Proxies lodged with the Company.
3. The polling papers, which were incomplete, and/or which were otherwise found defective have been treated as invalid and kept separately.



4. The Result of the poll is as under:

SPECIAL BUSINESS**Special resolution**

Approval of the Scheme of Amalgamation of BCW V Tech India Private Limited (Transferor Company) with L G Balakrishnan & Bros Limited (Transferee Company) pursuant to Sections 230 to 232 of the Companies Act, 2013.

VOTED IN FAVOUR OF THE RESOLUTION

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	Percentage of Total Number of valid votes cast
14	7,098	100.00%

VOTED AGAINST THE RESOLUTION

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	Percentage of Total Number of valid votes cast
0	0	0

INVALID VOTES

Total number of Members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	400

5. The Register containing the list of Equity Shareholders who have voted "For", "Against" and those votes which were declared invalid, in respect of the Resolution is enclosed.

6. The poll papers and all other relevant records were sealed and handed over to the Chairman appointed by the National Company Law Tribunal, Chennai Bench.

Yours faithfully

Date : 27th February 2018

Place : Coimbatore

Based on the Scrutinizer's Report
the resolution has been passed with requisite majority

Chairman of the meeting



M.D. Selvaraj

MDS & ASSOCIATES
Prop : M.D.SELVARAJ M.Com, MBA, FCS
COMPANY SECRETARY IN PRACTICE
FCS - 960, CP - 411
"SURYA" 35, MAYFLOWER AVENUE
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