



L.G. BALAKRISHNAN & BROS LIMITED

BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001	National Stock Exchange of India Limited "Exchange Plaza" Bandra Kurla Complex Bandra (E) Mumbai - 400 051
Scrip Code: 500250	Scrip Code: LGBBROSLTD

LGB/SEC/STK-2019

13.06.2019

Dear Sirs,

Sub: Notice of 63rd Annual General Meeting and Closure of Share Transfer Books – Regulations 30(3) & 42 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 & Date of Payment of Dividend

We are forwarding herewith **Notice 63rd Annual General Meeting of the Company has been scheduled to be held on Thursday, the 18th day of July, 2019** at Ardra Convention Centre, Kaanchan, 9, North Huzur Road, Coimbatore – 641 018.

Further the Register of Members and Share Transfer Books of the Company will remain closed from **Friday, 12th July, 2019 to Thursday, the 18th July, 2019 (both days inclusive)** for the purpose of payment of dividend and Annual General Meeting. The dividend of Rs.5/- per equity share of Rs.10/- each, (i.e 50% on the paidup capital) if approved by the Shareholders in the ensuing Annual General Meeting, will be paid on or before 31st July, 2019.

The Company has provided electronic voting (e-voting) facility to the members through electronic voting platform of Central Depository Services Limited (CDSL). Members holding shares either in physical or demat mode as on the **cutoff date i.e., 11th July, 2019** may cast their votes electronically on the businesses set out in the Notice of Annual General Meeting. **The e-voting shall commence from 09.00 a.m on 15th July, 2019 and shall end at 5.00 p.m on 17th July, 2019.**

Thanking you,

Yours faithfully,

For **L.G.Balakrishnan & Bros Limited**

M.Lakshmi Kanth Joshi

General Manager (Legal) and Company Secretary

CC: M/s.Cameo Corporate
Services Limited
"Subramanian Building"
No.1, Club House Road,
Chennai – 600 002

Central Depository Services
(India) Limited.
16th Floor, P. J. Towers,
Dalal Street, Fort,
Mumbai – 400 023

The National Stock Exchange of
India Limited
"Exchange Plaza"
Bandra Kurla Complex
Bandra (E)
Mumbai – 400 051

NOTICE of 63rd Annual General Meeting

NOTICE is hereby given that the Sixty Third Annual General Meeting of the Members of the Company will be held on Thursday, 18th July, 2019 at 10.45 A.M. at Ardra Convention Centre, Kaanchan, 9, North Huzur Road, Coimbatore - 641 018, to transact the following business:

AGENDA

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2019 together with the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend on Equity Shares for the Financial year ended March 31, 2019.
3. To appoint a Director in place of Sri.P.Prabakaran (DIN 01709564), who retires by rotation and being eligible, seeks re-appointment.
4. To appoint a Director in place of Smt.Rajsri Vijayakumar (DIN 00018244), who retires by rotation and being eligible, seeks re-appointment.

SPECIAL BUSINESS

5. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**.

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (SEBI Listing Regulations) as amended and as per the recommendations of the Nomination and Remuneration Committee, Smt. Kanchana Manavalan (DIN: 07497403), who has given her consent for appointment as an Independent Director of the Company and has also submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI

Listing Regulations and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, to hold office for a term of five consecutive years, with effect from January 31, 2019 and is not liable to retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

6. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**.

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (SEBI Listing Regulations) as amended and as per the recommendations of the Nomination and Remuneration Committee, Sri.G.D.Rajkumar (DIN: 00197696), who has given his consent for appointment as an Independent Director of the Company and has also submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, to hold office for a term of five consecutive years, with effect from April, 29, 2019 and is not liable to retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

7. To consider and if thought fit, to pass the following resolution as a **Special Resolution**.

"**RESOLVED THAT** pursuant to the provisions of Sections 149(10), 152 and 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017 (the Act), the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), the relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (SEBI Listing Regulations) and as per the recommendations of the Nomination and Remuneration Committee, Sri.V.Govindarajulu (holding DIN 00016108), whose present term of office as an Independent Director expires on August 31, 2019, who has given his consent for the re-appointment and has submitted a declaration that he meets the criteria for independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company, for a second term of five consecutive years with effect from September 01, 2019 and is not liable to retire by rotation."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

8. To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 149(10), 152 and 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017 (the Act), the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), the relevant provisions of the SEBI (Listing

Obligations and Disclosure Requirements) Regulations, 2015 as amended (SEBI Listing Regulations), Sri.P.Shanmugasundaram (holding DIN 00119411) whose present term of office as an Independent Director expires on August 31, 2019, who has given his consent for the re-appointment and has submitted a declaration that he meets the criteria for independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company, for a second term of five consecutive years with effect from September 01, 2019 and is not liable to retire by rotation."

"**RESOLVED FURTHER THAT** pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 ("Amendment Regulations, 2018"), the consent of the members of the Company be and is hereby accorded to continue the directorship of Sri.P.Shanmugasundaram (holding DIN 00119411) who will attain the age of 75 (seventy five) years on August 10, 2023, as an Independent Director of the Company till the expiry of his term of office."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

9. To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 149(10), 152 and 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017 (the Act), The Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), the relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (SEBI Listing

Regulations) and as per the recommendations of the Nomination and Remuneration Committee, Sri.R.Vidhya Shankar (holding DIN 00002498), whose present term of office as an Independent Director expires on August 31, 2019, who has given his consent for the re-appointment and has submitted a declaration that he meets the criteria for independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company, for a second term of five consecutive years with effect from September 01, 2019 and is not liable to retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

10. To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to re-appoint Sri.B.Vijayakumar (DIN 00015583) as a Chairman and Managing Director of the Company, for a further period of 5 (Five) years with effect from January 1, 2020 on the following remuneration as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee and the Board of Directors at their Meeting held on April 29, 2019.

1. Salary: Rs.8,75,000/- P.M with annual increment not exceeding 10% of the Salary.
2. Commission: An amount equal to 2 % of the Net Profits of the Company in each financial year computed in accordance with Section 198 of the Companies Act, 2013.

3. Other Benefits: Contribution to Provident Fund as per the rules of the Company and this shall not be included in computation of ceiling on remuneration.

RESOLVED FURTHER THAT the Board and/ or the Nomination and Remuneration Committee of the Company be and is hereby authorized to alter, vary and modify the said terms of appointment and/ or remuneration payable to him, including the monetary value thereof, as per Schedule V of the Companies Act, 2013 or any statutory modification, clarifications or re-enactment thereof from time to time in force.

RESOLVED FURTHER THAT pursuant to Section 196(3) read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013, the consent of the Members be and is hereby accorded for the continuance of the employment of Sri.B.Vijayakumar (DIN 00015583) who will attain the age of 70 (Seventy) years on January 22, 2023 as the Chairman and Managing Director till the expiry of his term of office.

RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company be and are hereby authorized to do all such acts, deeds and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto to give effect to this resolution and for matters connected therewith or incidental thereto."

11. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**.

"RESOLVED THAT pursuant to Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration payable to Dr.G.L.Sankaran, Cost Accountant, (Membership No.4482), who have been appointed by the Board of Directors as Cost Auditor to conduct the audit of the cost records of the Company for the financial year ending March 31, 2020, on a remuneration of Rs.1.90 lakhs (Rupees One Lakh Ninety Thousand Only) plus taxes as applicable and re-imbursement of out of- pocket expenses incurred in connection with the audit, be and is hereby ratified."

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 5

The Board of Directors of the Company, pursuant to the recommendations of the Nomination and Remuneration Committee, has appointed Smt. Kanchana Manavalan (DIN: 07497403) on January 31, 2019, as an Additional Director (Independent and Non-Executive) on the Board of Directors of the Company, in terms of Section 161 of the Companies Act, 2013.

Smt. Kanchana Manavalan holds office up to the date of this Annual General Meeting pursuant to Section 161 of the Companies Act, 2013. The Company has received notice in writing from a Member under Section 160 of the Act, proposing her candidature for the office of Independent Director of the Company.

Brief profile of Smt. Kanchana Manavalan and her other directorships has been included in this Notice.

The Company has received a declaration from Smt. Kanchana Manavalan stating that she meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations). In the opinion of the Board, she fulfill the conditions for appointment as an Independent Director and she is independent of the Management.

The details of the Board and the Committee meetings attended by Smt. Kanchana Manavalan have been given elsewhere in this Annual Report. Smt. Kanchana Manavalan will not be paid any remuneration other than sitting fee for attending meetings of the Board and Committees thereof of which she is a member/ Chairperson.

A copy of the draft letter for re-appointment of the Independent Directors setting out the terms and conditions of their re-appointment is available for inspection by the Members at the Registered Office of the Company during the office hours on all working days other than on Saturdays and Sundays till the date of the Annual General Meeting.

The Board of Directors considers it in the interest of the Company to appoint Smt. Kanchana Manavalan as an

Independent Director of the Company for a period of 5 consecutive years with effect from January 31, 2019.

None of the Directors and Key Managerial Personnel of the Company or their relatives, except Smt. Kanchana Manavalan, is in any way, interested or concerned, financially or otherwise, in this resolution.

The Board recommends the resolution set forth in item No. 5 of the notice for approval of the members.

Item No. 6:

The Board of Directors of the Company, pursuant to the recommendations of the Nomination and Remuneration Committee, has appointed Sri.G.D.Rajkumar (DIN: 00197696) on April, 29, 2019, as an Additional Director (Independent and Non-Executive) on the Board of Directors of the Company, in terms of Section 161 of the Companies Act, 2013.

Sri.G.D.Rajkumar holds office up to the date of this Annual General Meeting pursuant to Section 161 of the Companies Act, 2013. The Company has received notice in writing from a Member under Section 160 of the Act, proposing his candidature for the office of Independent Director of the Company.

Brief profile of Sri.G.D.Rajkumar and his other directorships has been included in this Notice.

The Company has received a declaration from Sri.G.D.Rajkumar stating that he meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations). In the opinion of the Board, he fulfill the conditions for appointment as an Independent Director and he is independent of the Management.

The details of the Board and the Committee meetings attended by Sri.G.D.Rajkumar have been given elsewhere in this Annual Report. Sri.G.D.Rajkumar will not be paid any remuneration other than sitting fee for attending meetings of the Board and Committees thereof of which he is a member/ Chairperson.

A copy of the draft letter for re-appointment of the Independent Directors setting out the terms and conditions of their re-appointment is available for inspection by the Members at the Registered Office of

the Company during the office hours on all working days other than on Saturdays and Sundays till the date of the Annual General Meeting.

The Board of Directors considers it in the interest of the Company to appoint Sri.G.D.Rajkumar as an Independent Director of the Company for a period of 5 consecutive years with effect from 29th April, 2019.

None of the Directors and Key Managerial Personnel of the Company or their relatives, except Sri.G.D.Rajkumar, is in any way, interested or concerned, financially or otherwise, in this resolution.

The Board recommends the resolution set forth in item No. 6 of the notice for approval of the members.

Item No.7,8,9 :

As per the provisions of Sections 149, 152, 160 & Schedule IV of the Companies Act, 2013 read with the relevant Rules thereunder as amended, the Company had appointed Sri.V.Govindarajulu, Sri. P. Shanmugasundaram and Sri. R. Vidhya Shankar as Independent Directors as per the requirements of the Companies Act, 2013 at the Annual General Meeting held on July 09, 2014 to hold office upto August 31, 2019 for a first term of five consecutive years.

As the above named Independent Directors shall be completing their first term of appointment upon completion of five years from the respective dates of their appointment during the current year, they are eligible for re-appointment for another term of five consecutive years subject to approval of the Members by way of passing a Special Resolution.

All the above named persons have consented to their re-appointment and confirmed that they do not suffer from any disqualifications which stand in the way of their re-appointment as Independent Directors.

The performance evaluation of the Independent Directors was conducted by the entire Board of Directors (excluding the Director being evaluated) on the basis of a structured questionnaire which was prepared after taking into consideration inputs received from the Directors covering various aspects of the Board's functioning viz. adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

As per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, ("Amendment Regulations, 2018"), inter alia, provides that "no listed Company shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 (seventy five) years unless it is approved by the members by passing a special resolution to that effect". Accordingly, Sri.P.Shanmugasundaram will attain the age of 75 years on August 10, 2023 and hence, continuation of his directorship beyond the age of 75 years requires the approval of members by way of a special resolution.

Accordingly, based on the performance evaluation of the Independent Directors, the Nomination & Remuneration Committee and the Board of Directors of the Company at their Meetings held on April 29, 2019, respectively have recommended the re-appointment of the aforesaid persons as Independent Directors for a second term of five consecutive years commencing from the dates on which their present appointments with the Company expire.

During their tenure of appointment, they shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

The Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under sub-section 6 of Section 149 of the Act and as per Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations). In the opinion of the Board, they fulfill the conditions for re-appointment as Independent Directors and they are independent of the Management.

The brief profile of all the Appointee Independent Directors is mentioned under "Profile of Directors" forming part of this Notice and details of the remuneration paid/payable to them are as provided in the Corporate Governance Report forming part of the annual report for the year 2018-2019.

The Company has also received notices from a Member under Section 160 of the Companies Act, 2013 (the Act) proposing their re-appointment as Independent Directors for the second term of 5 consecutive years.

A copy of the draft letter for re-appointment of the Independent Directors setting out the terms and conditions of their re-appointment is available for inspection by the Members at the Registered Office of the Company during the office hours on all working days other than on Saturdays and Sundays till the date of the Annual General Meeting.

The Board recommends the Resolutions as set out in Item Nos. 7, 8 and 9 of the Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company and their relatives other than the concerned Independent Directors are in any way deemed to be concerned or interested, financially or otherwise, in the Resolutions as set out in Item Nos. 7, 8 and 9 of the Notice.

Item Nos.10:

Sri.B.Vijayakumar, Chairman and Managing Director of the Company was appointed for a period of 5 years from 01.01.2015 and his appointment is due for renewal on 31.12.2019. He was one of the promoter and main contributor to the growth and development of the Company and has more than 42 years of rich industrial experience and managerial experience. Under his stellar leadership the Company has grown rapidly with manufacturing facilities spread across India and Overseas. In recognition of his contribution in the Company and as per the recommendation of the Nomination & Remuneration Committee and the approval of the Audit Committee, the Board of Directors, at its meeting held on 29.04.2019, has approved the re-appointment of Sri.B.Vijayakumar as Chairman and Managing Director for a further period of 5 years from 01.01.2020. They have also approved the remuneration as proposed in the resolution which is in line with Section 197 read with Schedule V of the Companies Act, 2013.

Further, Sri.B.Vijayakumar, during his tenure of office as Chairman and Managing Director, will attain the age of 70 years on January 22, 2023. In view of his experience and expertise knowledge and in pursuance of Section 196(3) read with Schedule V of the Companies Act, 2013, the Board of Directors recommends the continuance of the employment of Sri.B.Vijayakumar as the Chairman and Managing Director beyond the age of 70 years till the

expiry of his term of office. The Board therefore recommends the special resolution as set out in Item No.10 of the Notice for your approval.

None of the Directors and/or key managerial personnel of your Company and their relatives, except Sri.B.Vijayakumar, Chairman and Managing Director, Sri.V.Rajvirdhan and Smt.Rajsri Vijayakumar, Directors, are concerned or interested, financially or otherwise, in the above Resolution.

The particulars set out above can also be treated as Memorandum required to be circulated to every member under Section 190 of the Companies Act, 2013. The Board recommends the resolution for your approval.

Item No. 11

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of Dr.G.L.Sankaran, Cost Accountant (Membership No.4482) as Cost Auditor to conduct the audit of the cost records of the Company for the financial year 2019-2020. In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the members of the Company.

Accordingly, consent of the members is sought for passing ordinary resolution as set out in item no.11 of the notice for ratification of remuneration payable to the Cost Auditor for conducting the cost audit of the Company, if required, for the financial year ending March 31, 2020.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested in the proposed Ordinary Resolution as set out at Item No.11 of the Notice, except to the extent of their shareholding, if any, in the Company.

The Board recommends the Ordinary Resolution as set out at Item No.11 of the Notice for approval by the members.

NOTES:

1. A Member entitled to attend and vote at the Annual General Meeting ("AGM") is entitled to appoint one or more proxies to attend and vote on a poll instead of himself/ herself and such proxy need not be a Member of the Company. The instrument

appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than forty eight hours before the commencement of AGM. A Proxy Form for the AGM is enclosed herewith.

A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

2. Members may note that M/s. Suri & Co., Chartered Accountants, Coimbatore, (FRN: 0042835), the Statutory Auditors of the Company were appointed by the Shareholders at their Annual General Meeting (AGM) held on 27th July, 2017, to hold office for a period of 5 years till the conclusion of AGM to be held during the year 2022, subject to ratification by the shareholders at every AGM. However, the Ministry of Corporate Affairs vide notification dated 7th May 2018 has amended Section 139 of the Companies Act, 2013 by omitting the requirement of seeking ratification of the members for appointment of statutory auditors at every AGM. Accordingly, the original resolution appointing the Statutory Auditors passed by the Shareholders at their AGM held on 27th July, 2017 was amended vide an ordinary resolution approved by the Shareholders at their 62nd AGM held on 27th July, 2018 and omitted the requirement for ratification of the appointment of statutory auditors by the shareholders at every AGM. Hence, no resolution is being proposed for ratification of appointment of Statutory Auditors at this 63rd Annual General Meeting.
3. Corporate Members/ Societies intending to send their authorized representative to attend the AGM are requested to send a duly certified copy of the Board of Directors / Governing Board Resolutions authorizing their representative to attend and vote on their behalf at the AGM.

4. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item No.5 to 11 of the Notice, is annexed hereto. The relevant details, as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") & Secretarial Standard on General Meetings (SS-2) issued by ICSI, of the person seeking re-appointment as Director under Item No.5 to 10 of the Notice are also annexed.

5. The register of members and the share transfer book of the Company shall remain closed from Friday, 12.07.2019 to Thursday 18.07.2019 (Both days inclusive)

Dividend : The dividend, as recommended by the Board, if approved at the meeting, will be paid to the shareholders whose names appear in the register of members as on 11.07.2019 in respect of shares held in physical form and in respect of shares held in dematerialized form, the dividend shall be paid on the basis of beneficial ownership as per the details furnished by depositories for this purpose at the end of the business hours on 11.07.2019, and the above dividend will be paid on or before 31.07.2019.

6. Pursuant to the provisions of Section 124 (5) of the Act, the dividend(s) remaining unpaid or unclaimed for a period of seven years from the date of transfer to the Unpaid Dividend Account of the Company, is required to be transferred to the Investor Education and Protection Fund (IEPF), administered by the Central Government. During the financial year, the dividend declared by the Company for the financial year ended 31st March, 2011, which was unclaimed, has been transferred to IEPF. The Company has uploaded the details of the unclaimed amounts of dividend(s) of the Members on the website of the Company (www.lgb.co.in) as per the Investor Education and Protection Fund (Uploading of Information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012.
7. Compulsory transfer of Equity Shares to Investor Education and Protection Fund (IEPF) Authority:

Pursuant to the provisions of Section 124 (6) of the Act and Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, ("the IEPF Rules") and amendments thereto, the Company has transferred the shares in respect of Members who have not claimed/encashed dividend for the last seven consecutive years to the Demat Account of the IEPF Authority. Details of the Members whose shares have been transferred to the Demat account of the IEPF Authority are available at the Company's website at www.lgb.co.in.

In the event Members do not claim dividend(s) that have remained unpaid/unclaimed for the Financial Year ended 31st March, 2012, as aforesaid, all the shares in respect of such unpaid/unclaimed dividend(s) would have to be transferred to the IEPF Authority.

8. The Members/claimants whose shares, unpaid dividend, etc. have been transferred to the IEPF Authority, may claim the shares or apply for refund by making an application in Form IEPF-5 (available on www.iepf.gov.in) along with requisite fee as may be decided by the IEPF Authority from time to time. Mr. M.Lakshmi Kanth Joshi, General Manager (Legal) And Company Secretary, is the Nodal Officer of the Company for the purpose of verification of such claims.
9. Members / proxies attending the meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the meeting hall.
10. Members are requested to bring their copies of the Annual Report and Attendance Slip signed at the time of attending the meeting.
11. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
12. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney,

change of address, change of name, email address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Share Transfer Agents, Cameo Corporate Services Limited to provide efficient and better services.

Members holding shares in physical form are requested to intimate such changes to M/s.Cameo Corporate Services Limited, "Subramanian Building" No.1, Club House Road, Chennai- 600 002.

13. Pursuant to the provisions of Section 101 and 136 of the Act read with the Companies (Management and Administration) Rules, 2014 and 6 in terms of Regulation 36 of the Listing Regulations, 2015, electronic copy of the Annual Report for 2019 is being sent to all the Members whose email IDs are registered with the Company/ Depository Participants(s) for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their email addresses, physical copy of the Annual Report for 2019 is being sent in the permitted mode.
14. Electronic copy of the Notice of the 63rd AGM of the Company, inter alia, indicating the process and manner of e-voting alongwith Attendance Slip and Proxy Form are being sent to all the Members whose email IDs are registered with the Company/ Depository Participants(s) for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their email address, physical copies of the Notice of the 63rd AGM of the Company, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent in the permitted mode.

Members who require communication in physical form in addition to ecommunication, or have any other queries, may write to us at: secretarial@lgb.co.in.

15. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit the PAN to their depository participants with whom they are maintaining

their demat accounts. Members holding shares in physical form can submit their PAN details to M/s.Cameo Corporate Services Limited.

16. In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, securities of listed companies can only be transferred in dematerialised form with effect from April 1st, 2019. In view of the above, members are advised to dematerialise shares held by them in physical form.

17. The Notice of AGM will be displayed on the website of the Company www.lgb.co.in.

18. Route Map showing directions to reach to the venue of the 63rd AGM is attached to this Annual Report as per the requirement of the Secretarial Standard- 2 on "General Meetings" issued by the Institute of Company Secretaries of India.

19. Pursuant to Section 72 of the Act, Members holding shares in Physical form are advised to file nomination in the prescribed form SH-13 with the Company's RTA. In respect of shares held in electronic/demat form, the members may please contact their respective depository participant.

Votes cast by members who hold shares on the cutoff date viz Thursday, 11.07.2019 alone will be counted.

Instructions for Shareholders Voting Electronically are as under:

(i) The voting period begins on Monday, 15.07.2019 at 9.00 AM and ends on Wednesday, 17.07.2019 at 5.00 PM. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 11.07.2019 (Thursday) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

ii. The shareholders should log on to the e-voting website www.evotingindia.com

iii. Click on Shareholders.

iv. Now Enter your User ID

a) For CDSL: 16 digits beneficiary ID,

b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c) Members holding shares in Physical Form should enter Folio Number registered with the Company.

v. Next enter the Image Verification as displayed and Click on Login.

vi. If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

vii. If you are a first-time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN

Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders)

Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.

In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

Dividend Bank Details or Date of Birth (DOB)

Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your Demat account or in the Company records in order to login.

If both the details are not recorded with the depository or Company please enter the member ID / folio number in the Dividend Bank details field as mentioned in instruction

(viii) After entering these details appropriately, click on "SUBMIT" tab.

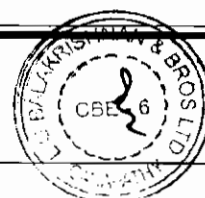
- ix. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in Demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN for 'L.G.Balakrishnan & Bros Limited'.
- xii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/ NO" for voting. Select the option YES or NO as desired. The option YES implies that you "assent" to the Resolution and option NO implies that you "dissent" to the Resolution.
- xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take print out of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii. If Demat account holder has forgotten the login password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xix. Note for Non - Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xx. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at helpdesk.evoting@cdslindia.com.
20. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of Thursday, 11.07.2019. Mr. M D Selvaraj, FCS of MDS & Associates, Company Secretaries, Coimbatore has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.



21. The Scrutinizer shall immediately after the conclusion of the Annual General Meeting first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
22. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.lgb.co.in and on the website of CDSL immediately. The Company shall simultaneously forward the same to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.
23. Members desirous of receiving any information on accounts or operations of the Company are requested to forward his / her queries to the Company atleast ten working days prior to the meeting , so that the required information can be made available at the meeting.

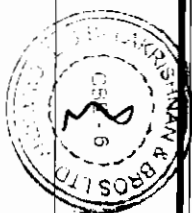
Coimbatore
29.04.2019

By Order of the Board,
M. LAKSHMI KANTH JOSHI
General Manager (Legal) and
Company Secretary



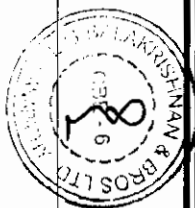
Additional information on Directors recommended for re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 and Secretarial Standard-2 on General Meeting.

Name	P.Prabakaran	Rajsri Vijayakumar	Kanchana Manavalan	G.D.Rajkumar	B.Vijayakumar	V.Govinda -rajulu	P.Shanmuga -sundaram	R.Vidhya Shankar
DIN	01709564	00018244	07497403	00197696	00015583	00016108	00119411	00002498
DOB	01.02.1959	11.09.1981	30.08.1962	21.11.1968	22.01.1953	08.07.1956	10.08.1948	25.03.1970
Nationality	Indian	Indian	Indian	Indian	Indian	Indian	Indian	Indian
DOA on Board	30.05.2008	30.10.2006	31.01.2019	29.04.2019	25.11.1986	29.06.1998	24.05.2001	30.05.2008
Relationship with other Director	None	Daughter of Sri.B.Vijayakumar Sister of Sri.V.Rajvirdhan	None	None	Father of Smt.Rajsri Vijayakumar & Sri.V.Rajvirdhan	None	None	None
Qualifications	B.E.,	B.B.A.,	B.A.	Engineering graduate REFA Industrial Engineering Germany	B.Sc.,	B.E	B.Com., LLB., FCA.,	B.Com., B.L
Expertise	More than 29 years experience in manufacturing & marketing	More than 20 years experience in General Administration	She is having 28 years of experience in general administration	He is having around 28 years of experience in manufacturing industries.	More than 42 years as an Industrialist and more than 32 years as the Managing Director of the Company	More than 32 years of experience in sourcing and general administration	More than 45 years of experience as Chartered Accountant	More than 25 years of experience as advocate
Terms of appointment or reappointment	Liable to retire by rotation	Liable to retire by rotation	Not liable to retire by rotation	Not liable to retire by rotation	As set out in Item 10	Not liable to retire by rotation	Not liable to retire by rotation	Not liable to retire by rotation
Remuneration sought to be paid	As per the terms of the appointment	Sitting fees only	Sitting fees only	Sitting fees only	As set out in Item 10	Sitting fees only	Sitting fees only	Sitting fees only
No of Board meetings attended	5	5	0	-	5	5	5	5



Additional information on Directors recommended for re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 and Secretarial Standard-2 on General Meeting.

Name	P.Prabakaran	V.Rajsri	Kanchana Manavalan	G.D.Rajkumar	B.Vijayakumar	V.Govinda -rajulu	P.Shanmuga -sundaram	R.Vidhya Shankar
List of Directorships held in other companies Chairman/ Member of the committees of the board of other companies in which he/she is a Director	1.NetconTechnologies India Private Ltd 2.Netcon Network Academy(India) Private Ltd 3.Silent Chain India Private Limited 4.LGB USA INC 5.GFM LLC	1.L.G.B. Auto Products Private Ltd 2.Elgi Automotive Services Private Ltd 3.Silent Chain India Private Ltd 4.LG Farm Products Private Ltd 5.Super Speeds Private Ltd 6.Super Transports Private Ltd	1.Astute Decor LLP	1.G.Plant Private Ltd 2.Primier Castings Ltd 3.Ramm Precision Products Private Ltd 4.Gedee Weiler Private Ltd 5.D Engineering Private Ltd 6.Indian Machine Tool Manufacturers Association 7.UMS Technologies Private Ltd 8.Gedee Nanovation Private Ltd 9.Watertec (India) Private Ltd 10.Ashok Travels Private Ltd 11.Dera Investments Private Ltd 12.GD Stopp Technologies Private Ltd	1.LGB Forge Ltd 2.Elgi Equipments Ltd 3.Super Spinning Mills Ltd 4. South Western Engineering India Ltd 5.LG Sports Ltd 6.L.G.B. Auto Products Private Ltd 7. Renold Chain India Private Ltd 8.LG Farm Products Private Ltd 9.Super Speeds Private Ltd 10.Super Transports Private Ltd 11.Federation of Motor Sports Club of India Private Ltd 12.LGB USA INC 13..GFM LLC	Nil	LGB Forge Ltd	Pricol Limited



ATTENDANCE SLIP**L.G. BALAKRISHNAN & BROS LIMITED**

CIN : L29191TZ1956PLC000257

Regd. Office: 6/16/13, Krishnarayapuram Road, Ganapathy, Coimbatore- 641 006.

Email: info@lgb.co.in, Website: www.lgb.co.in

Phone: 0422 2532325, Fax: 0422 2532333

63rd ANNUAL GENERAL MEETING

DP ID	Folio No.
Client ID	No. of Shares
Name of the Member	
Name of the Proxy	

I hereby record my presence at the 63rd ANNUAL GENERAL MEETING of the Company held on Thursday, July 18th, 2019 at 10.45 A.M. at Ardra Convention Centre, Kaanchan, 9, North Huzur Road, Coimbatore - 641 018

Member's / Proxy's Signature

Note:

1. Please complete the Folio / DP ID - Client ID No. and name, sign this Attendance Slip and handover at the Attendance Verification Counter at THE MEETING HALL
2. Electronic copy of the Annual Report for FY 2018-19 and the Notice of the Annual General Meeting (AGM) along with Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
3. Physical copy of the Annual Report for 2018-19 and the Notice of the Annual General Meeting along with the Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email is not registered or who have requested for a hard copy.

E-VOTING PARTICULARS

EVS (Electronic Voting Sequence Number)	USED ID	PASSWORD*
190608001	Folio No. / Client ID Date of Birth	PAN Number / Bank Account No /

* Physical Shareholders who does not have PAN should enter No. of Shares they hold as their password if they prefer to exercise e-voting.

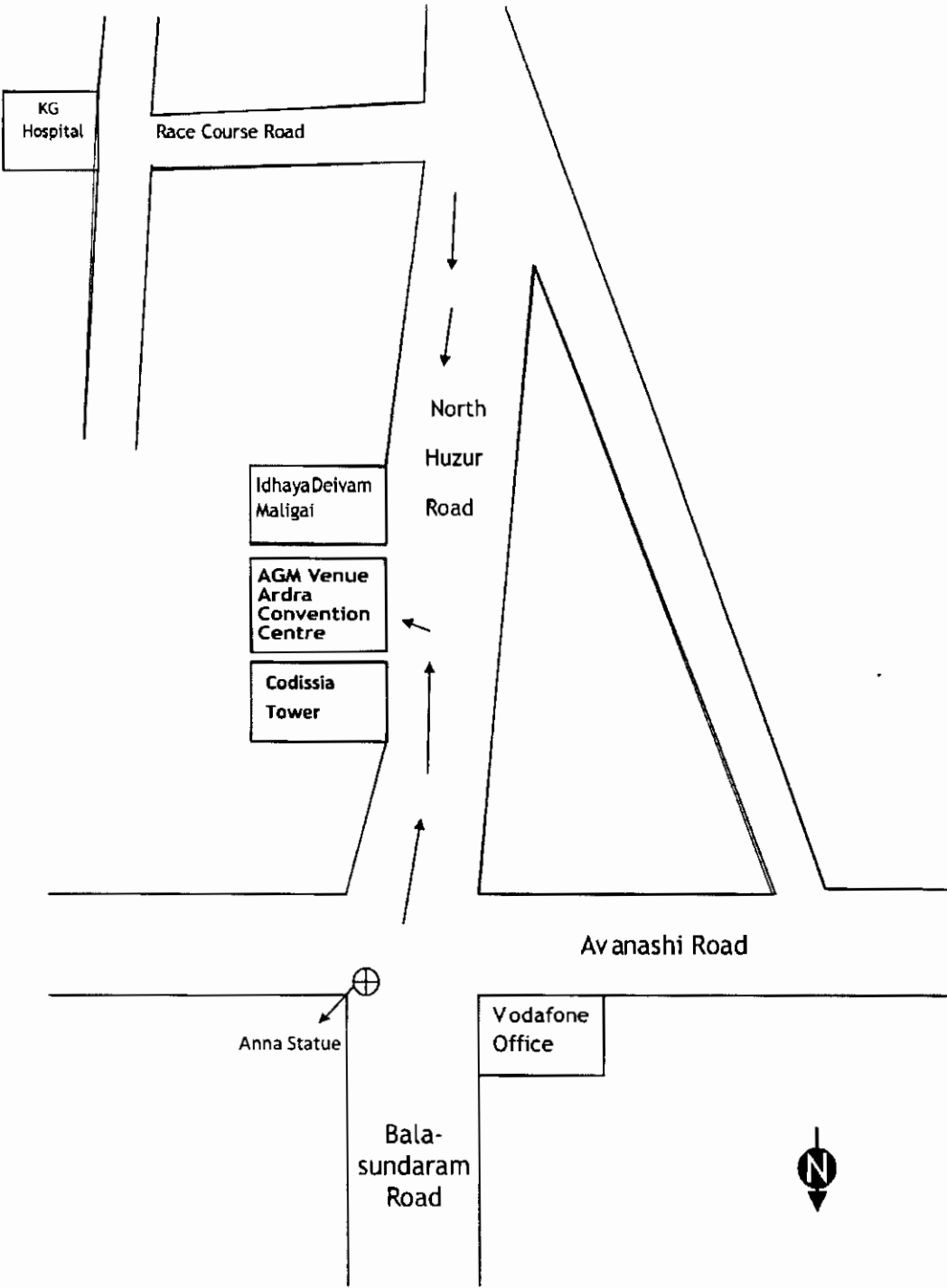
The e-voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting
Monday, 15th August, 2019 (from 9.00 A.M)	Wednesday, 17th August, 2019 (upto 5.00 P.M)

Note : Please refer the details and instructions form integral part of the Notice for the Annual General Meeting.



Route map of AGM Venue



PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

L.G. BALAKRISHNAN & BROS LIMITED

CIN : L29191TZ1956PLC000257

Regd. Office: 6/16/13, Krishnarayapuram Road, Ganapathy, Coimbatore- 641 006.

Email: info@lgb.co.in, Website: www.lgb.co.in

Phone: 0422 2532325, Fax: 0422 2532333

63rd ANNUAL GENERAL MEETING

18th July, 2019

Name of the member(s):

Registered address:

E-mail ID:

Folio No/Client ID:

DP ID:

I/We being the member(s) of _____ shares of L.G. Balakrishnan & Bros Limited, hereby appoint:

1) Name:..... Address:.....

Email ID.....Signature.....or failing him;

2) Name:..... Address:.....

Email ID.....Signature.....or failing him;

3) Name:..... Address:.....

Email ID.....Signature.....or failing him;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 63rd Annual General Meeting of the Company, to be held on Thursday, July 18, 2019 at 10.45 A.M at Ardra Convention Centre, Kaanchan, 9, North Huzur Road, Coimbatore - 641 018, and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

P.T.O.



S.No	Resolutions
Ordinary Business	
1.	To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2019 together with the Reports of the Board of Directors and Auditors thereon.
2.	To declare dividend on Equity Shares for the Financial year ended March 31, 2019.
3.	To appoint a Director in place of Sri.P.Prabakaran (DIN 01709564), who retires by rotation and being eligible, seeks re-appointment.
4.	To appoint a Director in place of Smt.Rajsri Vijayakumar (DIN 00018244), who retires by rotation and being eligible, seeks re-appointment.
Special Business	
5.	Appointment of Smt. Kanchana Manavalan (DIN 07497403) as an Independent Director.
6.	Appointment of Sri. G. D. Rajkumar (DIN 00197696) as an Independent Director.
7.	Re-Appointment of Sri. V. Govindarajulu (DIN 00016108) as an Independent Director.
8.	Re-Appointment of Sri. P. Shanmugasundaram (DIN 00119411) as an Independent Director.
9.	Re-Appointment of Sri. R. Vidyasankar (DIN 00002498) as an Independent Director.
10.	Re-Appointment of Sri. B. Vijayakumar (DIN 00015583) as Chairman and Managing Director.
11.	Approval for remuneration of Cost Auditor.

Signed this day of.....2019.

Affix
Revenue
Stamp not
less than
₹ 1/-

Signature of Shareholder

Notes

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting
2. For the resolutions, explanatory statements and Notes, please refer to the Notice of 63rd Annual General Meeting

For L.G. BALAKRISHNAN & BROS.LTD.


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