

L.G. BALAKRISHNAN & BROS LIMITED



**63rd
ANNUAL REPORT
2018 - 2019**

L.G. BALAKRISHNAN & BROS LIMITED

Corporate Information

BOARD OF DIRECTORS

Sri. B. Vijayakumar
Chairman and Managing Director

Sri. P. Prabakaran
Managing Director

Non-Executive Directors

Sri. S. Sivakumar

Sri. V. Govindarajulu

Sri. P. Shanmugasundaram

Smt. Rajsri Vijayakumar

Sri. V. Rajvirdhan

Sri. R. Vidhya Shankar

Smt. Kanchana Manavalan (w.e.f. 31.01.2019)

Sri.G. D. Rajkumar (w.e.f. 29.04.2019)

Dr. T. Balaji (upto 31.10.2018)

Sri. P. Balasubramanian (upto 31.01.2019)

CHIEF FINANCIAL OFFICER

Sri. N. Rengaraj

GENERAL MANAGER (LEGAL) AND COMPANY SECRETARY

Sri. M. Lakshmi Kanth Joshi

BANKERS

Axis Bank Limited
Corporation Bank
HDFC Bank Limited
HSBC Limited
IndusInd Bank Limited
ICICI Bank Limited
IDBI Bank Limited
Yes Bank Limited

STATUTORY AUDITORS

M/s. Suri & Co
Chartered Accountants
II Floor, A.M.M. Buildings
354, Mettupalayam Road, Coimbatore 641043
Phone No. 0422 - 2433627

COST AUDITOR

Dr. G.L. Sankaran
82, EB Colony, Vadavalli, Coimbatore - 641 041
Phone No. 0422 - 2400767

SECRETARIAL AUDITOR

CS M.D. Selvaraj
MDS & Associates
Company Secretaries in Practice
Surya, 35, Mayflower Avenue, Sowripalaym Road
Coimbatore - 641028
Phone : 0422 2318780

REGISTRAR AND SHARE TRANSFER AGENTS

M/s.Cameo Corporate Services Limited
"Subramanian Building"
No 1, Club House Road, Chennai- 600 002
Phone No. 044 - 28460390

LISTED - STOCK EXCHANGES

BSE Ltd.
National Stock Exchange of India Ltd.

REGISTERED OFFICE

6/16/13, Krishnarayapuram Road,
Ganapathy, Coimbatore - 641 006.
CIN : L29191TZ1956PLC000257
Email: info@lgb.co.in Website: www.lgb.co.in
Phone: 0422 2532325 Fax: 0422 2532333

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63rd ANNUAL GENERAL MEETING

Date : 18th July, 2019
Day : Thursday
Time : 10.45 A.M.
Venue : **Ardra Convention Centre**
"Kaanchan",
9, North Huzur Road
Coimbatore- 641 018.

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: 004283S), 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.