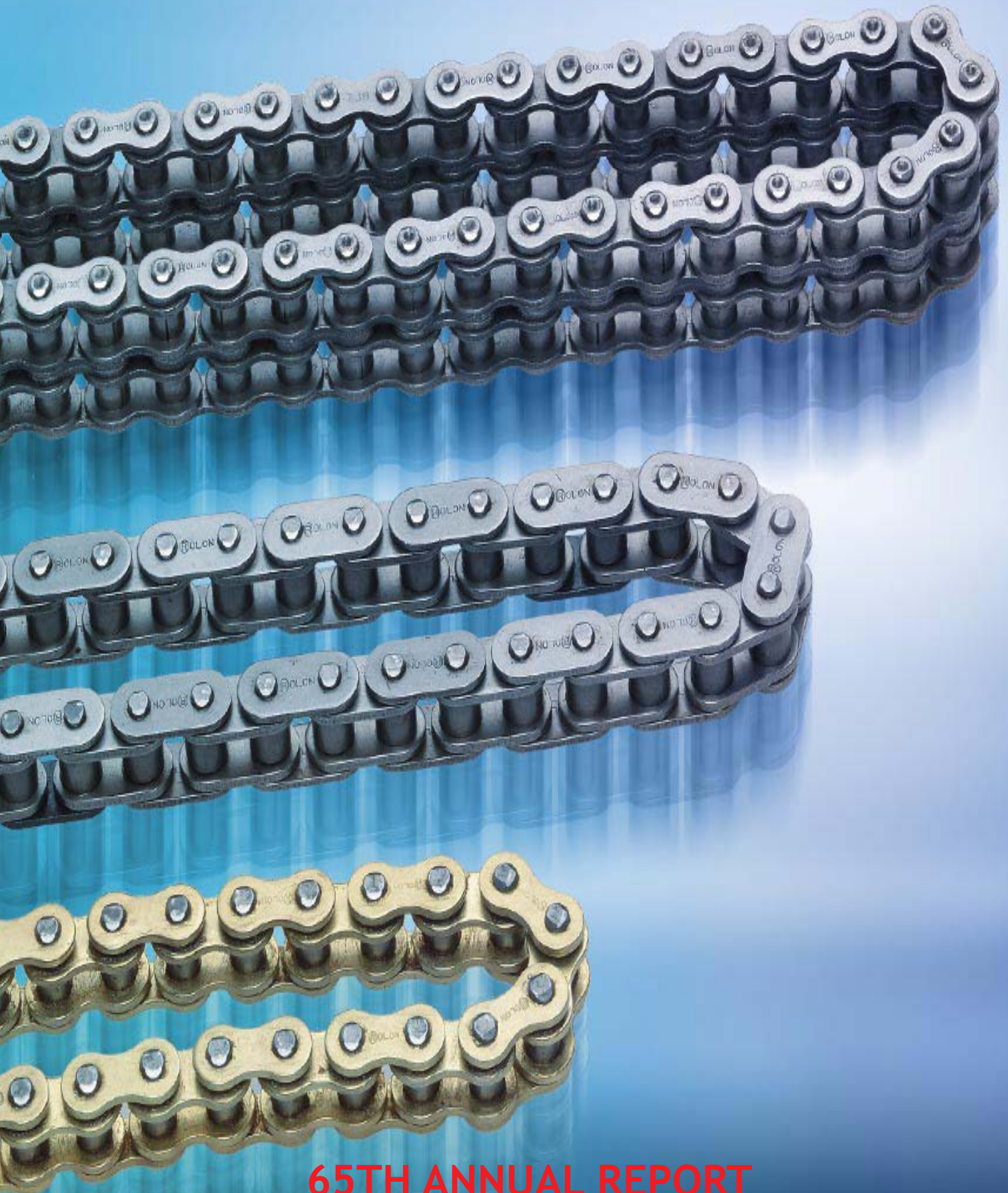




L.G. BALAKRISHNAN & BROS LIMITED



65TH ANNUAL REPORT
2020-2021

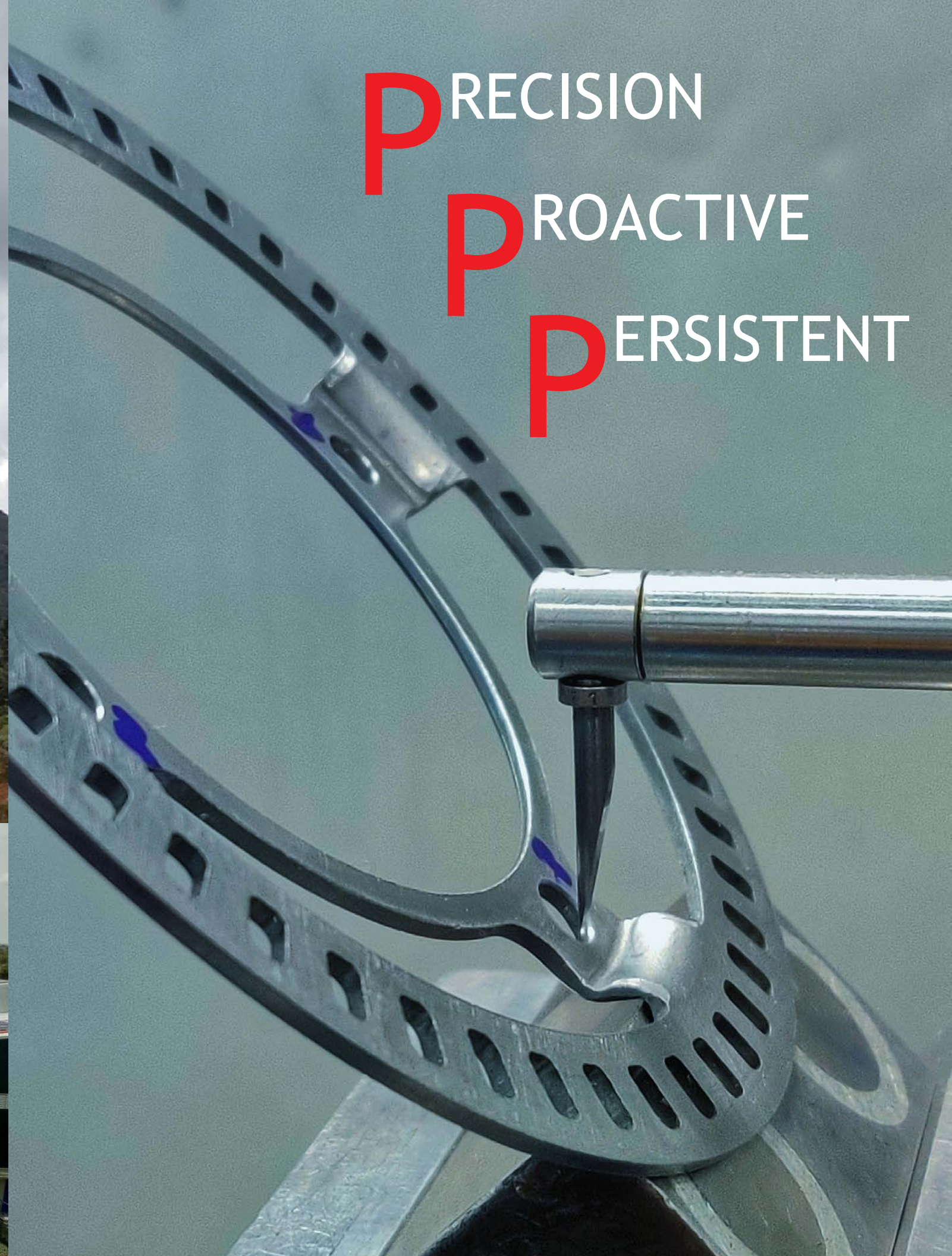
NAGERCOIL
ARALVOIMOZHI



ROOF TOP SOLAR
SYSTEM - 1.4 MW AT LGB
PILLAIYAPPAMPALAYAM PLANT



P RECISION
P ROACTIVE
P ERSISTENT



CORPORATE INFORMATION

BOARD OF DIRECTORS

CHAIRMAN AND MANAGING DIRECTOR

Sri. B. Vijayakumar

MANAGING DIRECTOR

Sri. P. Prabakaran

NON-EXECUTIVE DIRECTORS

Sri. S. Sivakumar

Sri. V. Govindarajulu

Sri. P. Shanmugasundaram

Sri. Rajiv Parthasarathy
(appointed w.e.f. 10.06.2021)

Smt. Rajsri Vijayakumar

Sri. V. Rajvirdhan
(resigned w.e.f. 10.06.2021)

Sri. R. Vidhya Shankar

Smt. Kanchana Manavalan

Sri.G. D. Rajkumar

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, Sowripalayam 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

Phone: 0422 2532325 Email: info@lgb.co.in

Website: www.lgb.co.in Fax: 0422 2532333

TABLE OF CONTENTS

65TH ANNUAL GENERAL MEETING

Date : 09th September, 2021

Day : Thursday

Time: 2.00 P.M.

VALLAM VADAGAL
CHENNAI PLANT



NOTICE OF 65TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 65th (SIXTY FIFTH) ANNUAL GENERAL MEETING ("AGM") of the Shareholders of **L.G.BALAKRISHNAN & BROS LIMITED** ("the Company") will be held on **Thursday, September 09, 2021 at 02:00 PM (IST)** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without the in-person presence of members at a common venue to transact the following BUSINESS:

AGENDA

ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statements (including Standalone and Consolidated Financial Statements) of the Company for the Financial Year ended March 31, 2021 and the Reports of the Board of Directors of the Company and the Statutory Auditors thereon, including Annexures thereto
2. To declare a Dividend of Rs.10/- per Equity Share for the financial year ended March 31, 2021.
3. To appoint a Director in place of Smt.V.Rajsri, (DIN: 00018244) who retires by rotation and being eligible offers herself for re-appointment.
4. To appoint a Director in place of Sri.P.Prabakaran (DIN:01709564) who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS

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

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and recommendation of the Nomination and Remuneration Committee and the Board of Directors made at their respective

meetings, Dr. Vinay Balaji Naidu (DIN: 09232643), who was appointed as an Additional Director of the Company under Section 161 of the Act and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, and who is eligible for appointment as an Independent Director and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) read with Regulation 25 of the Listing Regulations and whose name is included in the databank as required under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, being so eligible, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from August 04, 2021 to August 03, 2026 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any Director and / or Company Secretary be and is hereby authorised severally to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution and matters incidental thereto."

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

RESOLVED THAT subject to the provisions of Sections 152, 160 and other applicable provisions of the Companies Act, 2013 (the Act, 2013) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and as recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, Sri.Rajiv Parthasarathy (DIN: 02495329), who was appointed as an Additional Director (Non Executive Non Independent Director) pursuant to the provisions of Section 161(1) of the Act and

the Articles of Association of the Company effective from June 10, 2021 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a shareholder under Section 160 of the Act, 2013, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT any Director and / or Company Secretary be and is hereby authorised severally to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution and matters incidental thereto."

7. To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17(6)(e) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the consent of the members be and is hereby accorded for the appointment of Sri.Rajiv Parthasarathy (DIN: 02495329), as a Whole-time Director, (designated as Senior Vice President - Operations) of the Company, for a period of 3 years with effect from August 01, 2021 on the following terms and conditions of appointment including remuneration as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee and the Board of Directors, at their respective meetings held on July 31, 2021 notwithstanding the fact that the aggregate annual remuneration payable to Sri.Rajiv Parthasarathy (DIN: 02495329), in any year, during his tenure as Whole-time Director, (designated as Senior Vice President - Operations) together with the aggregate annual remuneration payable to Sri. B. Vijayakumar (DIN: 00015583), Chairman and Managing Director, exceeds 5% of

the net profits of the Company as calculated under Section 198 of the said Act or any other limits as may be specified in the Listing Regulations or the Companies Act, 2013 from time to time for the time being in force:-

A. Salary

Period	Remuneration In lakhs per annum
01.08.2021 - 31.07.2022	24.00
01.08.2022 - 31.07.2023	24.00
01.08.2023 - 31.07.2024	30.00

- B. Contribution to Provident fund Superannuation Gratuity as per the rules of the Company and this shall not be included in computation of ceiling on remuneration.
- C. During his tenure as Wholetime Director, (designated as Senior Vice President - Operations) he shall be liable to retire by rotation and the same shall not be treated as break in his service as Wholetime Director (designated as Senior Vice President - Operations).
- D. The Wholetime Director shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.

RESOLVED FURTHER THAT the Board of Directors (including Committees thereof) be and are hereby authorized to alter and vary the terms of appointment and/or remuneration of Sri.Rajiv Parthasarathy, Wholetime Director (DIN: 02495329), as it may deem fit, subject to the same not exceeding the limits as approved by the Members.

RESOLVED FURTHER THAT any Director and / or Company Secretary be and is hereby authorised severally to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution and matters incidental thereto."

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

RESOLVED THAT pursuant to Regulation 17(6) (e) and other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure

Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the members of the Company be and is hereby accorded to continue the payment of remuneration to Sri. B. Vijayakumar (DIN: 00015583), Chairman and Managing Director for the remaining period of his current tenure as Chairman and Managing Director till December 31, 2024 on such terms and conditions as approved by the members by a special resolution passed under the provisions of Section 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (as amended), at the 63rd Annual General Meeting held on July 18, 2019, notwithstanding the fact that the aggregate annual remuneration payable to him in any year during the remaining period of his tenure together with the aggregate annual remuneration payable to Sri.Rajiv Parthasarathy (DIN: 02495329), Whole-time Director, (designated as Senior Vice President - Operations), exceeds 5% of the net profits of the Company as calculated under Section 198 of the said Act or any other limits as may be specified in the Listing Regulations or the Companies Act, 2013 from time to time for the time being in force.

RESOLVED FURTHER THAT all the existing terms and conditions of the appointment of and the remuneration payable to Sri. B. Vijayakumar (DIN: 00015583), Chairman and Managing Director, including salary, commission and perquisites as per the special resolution passed at the 63rd Annual General Meeting held on July 18, 2019 shall remain unchanged.

RESOLVED FURTHER THAT the Board of Directors be and are hereby severally authorized to take all such steps as may be necessary and/or give such directions as may be necessary, proper or expedient to give effect to the above resolution without being required to seek any further consent or approval of the members and the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

9. 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 has 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 on March 31, 2022, on a remuneration of Rs. 2.00 lakhs (Rupees Two Lakhs Only) plus taxes as applicable and reimbursement of out of- pocket expenses incurred in connection with the audit, be and is hereby ratified and confirmed."

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 5

Being eligible for appointment as an Independent Director as per the criteria laid down under Section 149(6) of the Companies Act, 2013 read with Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based upon the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at their meeting held on July 31, 2021, had appointed Dr. Vinay Balaji Naidu (DIN: 09232643) as an Additional Director, with an intention to appoint him as Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years with effect from August 04, 2021, subject to the approval of the shareholders in the Annual General Meeting (AGM) by way of a special resolution. Pursuant to Section 161(1) of the Companies Act, 2013, Dr. Vinay Balaji Naidu (DIN: 09232643) holds his office of Additional Director upto the date of this Annual General Meeting.

Dr.Vinay Balaji Naidu (DIN: 09232643), being the appointee Independent Director, has expressed his consent for appointment and has submitted necessary declaration to the effect that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and Regulation 16(1)(b) of the

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and that his name is included in the databank as required under Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014 and that he is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and not debarred from holding the office of Director by order of the SEBI or any other statutory authority under any laws.

The Company has also received a notice in writing from a member signifying his intention to propose the candidature of Dr.Vinay Balaji Naidu (DIN: 09232643) for the office of Director.

Considering his knowledge, qualification, skills and varied experience, the Board of Directors is of the opinion that his appointment as an Independent Director would be highly beneficial to the Company. In the opinion of the Board, Dr. Vinay Balaji Naidu (DIN: 09232643) fulfils the conditions of appointment as specified under the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and he is independent of the management. The disclosure as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2) issued by the ICSI has been annexed and forms part of this notice.

During the tenure of office as Non-Executive Independent Director, Dr. Vinay Balaji Naidu (DIN: 09232643) shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

A copy of the draft letter setting out the terms and conditions of appointment of Dr.Vinay Balaji Naidu (DIN: 09232643) as an Non-Executive Independent Director is available for inspection by the members electronically on the Company's website (www.lgb.co.in) and also, at the Registered Office of the Company during the normal business hours of the Company till the ensuing Annual General Meeting.

None of the other Directors / Key Managerial Personnel of the Company / their relatives except Dr. Vinay Balaji Naidu (DIN: 09232643), is in any way, concerned or interested, financially or otherwise, in this special resolution.

ITEM NO. 6

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at their meeting held on June 10, 2021, had appointed Sri.Rajiv Parthasarathy (DIN: 02495329), who had signified his consent to act as a Director, as an Additional Director of the Company with effect from that date. Pursuant to the provisions of Section 161 and other applicable provisions, if any, of the Companies Act, 2013 Sri. Rajiv Parthasarathy (DIN: 02495329) holds his office of Additional Director up to the date of this Annual General Meeting of the Company and is eligible for appointment as Director of the Company.

The Company has also received a notice in writing from a member signifying his intention to propose the candidature of Sri. Rajiv Parthasarathy (DIN: 02495329) for the office of Director.

Considering his knowledge, qualification, skills and varied experience, the Board of Directors opine that the appointment of Sri. Rajiv Parthasarathy (DIN: 02495329) as Director would be greatly beneficial to the Company. Pursuant to Section 152 and 161 of the Companies Act, 2013, the Ordinary Resolution as set out under Item No.6 of the notice of the Annual General Meeting is being placed before the members for approval.

Accordingly, the Board of Directors recommends the Ordinary Resolution as set out in Item No.6 of this notice for the approval of the members.

Except Sri.Rajiv Parthasarathy (DIN: 02495329), being the appointee Director and Sri.B.Vijayakumar, (DIN: 00015583), Chairman and Managing Director and Smt.V.Rajsri, (DIN: 00018244) Director, being his relatives, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

ITEM NO. 7

Based on the recommendation of the Nomination and Remuneration Committee and the approval of the Audit Committee, the Board of Directors, at their meeting held on July 31, 2021, has appointed Sri.Rajiv Parthasarathy (DIN: 02495329) as a Whole-time Director (designated as Senior Vice President - Operations) of the Company for a period of 3 years with effect from August 01, 2021

on such terms and conditions as set out in Item No.7 of the Notice, subject to the approval of the shareholders of the Company.

Considering his knowledge, qualification, skills and varied experience, the Board of Directors opine that the appointment of Sri.Rajiv Parthasarathy (DIN: 02495329) as Whole-time Director (designated as Senior Vice President - Operations) would be greatly beneficial to the Company.

Pursuant to the provisions of Sections 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Regulation 17(6) (e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the appointment of Sri.Rajiv Parthasarathy (DIN: 02495329), as a Whole-time Director, (designated as Senior Vice President - Operations) shall be subject to the approval of the shareholders of the Company in the General Meeting. Hence, the necessary special resolution has been set out in Item No. 7 of the Notice for the approval of the members.

The Board recommends the special resolution set out in Item No. 7 of the Notice for the approval of the members.

The details as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, brief bio-data of Sri.Rajiv Parthasarathy (DIN: 02495329) and other disclosures as per Secretarial Standard 2 are furnished and forms a part of this notice.

Members are informed that the appointment of Sri.Rajiv Parthasarathy (DIN: 02495329) as a Whole-time Director (designated as Senior Vice President - Operations) and the payment of remuneration, as set out under Item No.7 of the Notice, is in conformity with Schedule V of the Companies Act, 2013.

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.

Except Sri.Rajiv Parthasarathy (DIN: 02495329), being the appointee Whole-time Director and

Sri.B.Vijayakumar, (DIN: 00015583) Chairman and Managing Director and Smt.V.Rajsri, (DIN: 00018244) Director, being his relatives, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the special resolution set out at Item No. 7 of the Notice.

ITEM NO. 8

Pursuant to Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective from 1st April, 2019, the remuneration payable to Executive Directors, who are promoters or members of the promoter group, shall be subject to the approval of the members by special resolution if, where there is more than one such Director, the aggregate annual remuneration payable to such Directors exceeds 5 percent of the net profits of the Company and that such approval of the members under the said regulation shall be valid only till the expiry of the term of such Director.

Sri.B.Vijayakumar (DIN: 00015583), Chairman and Managing Director and Sri.Rajiv Parthasarathy (DIN: 02495329), being the Appointee Whole-time Director, are the Executive Directors, who are promoters / members of the promoter group of the Company and the aggregate remuneration payable to them may or may not exceed 5% of the net profits of the Company.

However, in order to comply with Regulation 17(6) (e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of the members is being sought by way of Special Resolution as set out in Item No.8 to continue the payment of remuneration to Sri.B.Vijayakumar (DIN: 00015583), Chairman and Managing Director for the remaining period of his current tenure as Chairman and Managing Director till December 31, 2024 on such terms and conditions as approved by the members by a special resolution passed at the 63rd Annual General Meeting held on July 18, 2019 notwithstanding the fact that the aggregate annual remuneration payable to him in any year during the remaining period of his tenure together with the aggregate annual remuneration payable to Sri.Rajiv Parthasarathy (DIN: 02495329), Whole-time Director, (designated as Senior Vice President

- Operations), exceeds 5% of the net profits of the Company as calculated under Section 198 of the said Act or any other limits as may be specified in the Listing Regulations or the Companies Act, 2013 from time to time for the time being in force.

Members are informed that, except the above statutory requirement, there is no change in the terms and conditions of the appointment of Sri. B. Vijayakumar (DIN: 00015583), Chairman and Managing Director as approved by the members by a special resolution passed at the 63rd Annual General Meeting held on July 18, 2019.

Your Directors recommends the Special Resolution set out under Item No.8 for the approval of the members.

The general information as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2) issued by the ICSI has been annexed and forms part of this notice.

Except Sri.B.Vijayakumar, (DIN: 00015583) Chairman and Managing Director and Sri.Rajiv Parthasarathy, (DIN: 02495329) Whole-time Director and Smt.V.Rajsri (DIN: 00018244) Director, being his relatives, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the special resolution set out at Item No. 8 of the Notice

ITEM NO. 9

The Board of Directors, 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 2021-2022, subject to ratification by the members. 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.9 of the notice for ratification of remuneration payable to the Cost Auditor for conducting the cost audit of the

Company for the financial year ending on March 31, 2022. The Board recommends the Ordinary Resolution as set out in Item No.9 of the Notice for approval by the members.

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.9 of the Notice.

NOTES:

1. The Explanatory Statement pursuant to the provisions of section 102 of the Companies Act, 2013 (**"the Act"**), and the Secretarial Standards on General Meetings (SS-2), in respect of the businesses under Item Nos. 5 to 9 of the Notice is annexed hereto. The Board of Directors (**"the Board"**) have considered and decided to include Item Nos. 5 to 9 given above as special businesses in the Sixty Fifth Annual General Meeting (**"AGM"**), as they are unavoidable in nature.
2. In view of the Covid-19 pandemic, the Ministry of Corporate Affairs vide its circulars dated April 8, 2020, April 13, 2020, May 5, 2020 and January 13, 2021 (**"MCA Circulars for General Meetings"**) and SEBI vide its circulars dated May 12, 2020 and January 15, 2021 (**"SEBI Circulars for General Meetings"**), permitted the holding of the General Meetings through VC / OAVM, without the physical presence of the members at a common venue. In compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"the Listing Regulations"**), MCA Circulars for General Meetings and SEBI Circulars for General Meetings, the AGM of the Company is being held through VC / OAVM.

As the AGM is being held pursuant to the MCA Circulars for General Meeting and SEBI Circulars for General Meetings through VC / OAVM, the facility to appoint proxy will not be available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, a Body Corporate is entitled to appoint authorised representative to attend the AGM through VC / OAVM and participate thereat and cast their votes through e-voting.

As the AGM will be held through VC / OAVM, the Route Map is not annexed to this Notice.

3. Institutional /Corporate members (i.e. other than individual / HUF, NRI etc.) are required to send a scanned copy of (PDF / JPG format) its Board or governing body Resolution / Authorization etc. authorizing the representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution / Authorization shall be sent to Sri.M.D.Selvaraj, the Scrutinizer appointed by the Company, by e-mail on his registered e-mail address to mds@mdsassociates.in with a copy marked to helpdesk.evoting@cdslindia.com.
4. The register of members and share transfer books of the Company will remain closed from Friday, September 3, 2021 to Thursday, September 9, 2021 (both days inclusive), for the purpose of determining the entitlement of member to the dividend for the financial year 2020-21, if declared at the meeting.
5. Dividend as recommended by the Board of Directors, if declared at the Annual General Meeting will be paid within 30 days from the date of declaration, to those Members whose names appear on the Register of Members in respect of shares held in physical form as well as in respect of shares held in electronic form as per the details received from the depositories for this purpose as at the close of the business hours on Thursday, September 02, 2021.
6. Pursuant to the amendments in the Income Tax Act, dividend income is taxable in the hands of the members effective from April 1, 2020 and the Company is required to deduct tax at source ("TDS") from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 ("the IT Act"). In general, to enable compliance with TDS requirements, members are requested to complete and / or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants or in case shares are held in physical form, with the Company by sending email to the Company's email address at secretarial@lgb.co.in and investor@cameoindia.com.

For the information of the members, it is hereby

clarified that **No tax will be deducted on payment of dividend to the resident individual members if the total dividend to be paid during the financial year does not exceed Rs. 5,000/-, or if an eligible resident member has provided a valid declaration in Form 15G / Form 15H or other documents as may be applicable to different categories of members.** The rate of TDS will vary depending on the residential status of the member and documents registered with the Company.

The Company will issue soft copy of the TDS certificate to its members through e-mail registered with the Company / RTA post payment of the dividend. Members will be able to download the TDS details from the Income Tax Department's website <https://www.incometax.gov.in> (refer Form 26AS).

In case TDS is deducted at a higher rate in the absence of receipt of the aforementioned details/ documents, an option is still available with the member to file the return of income and claim an appropriate refund. No claim shall lie against the Company for such taxes deducted.

In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the member/s, such member/s will be responsible to indemnify the Company and also, provide the Company with all information / documents and co-operation in any assessment / appellate proceedings before the Tax / Government Authorities.

This communication is not exhaustive and does not purport to be a complete analysis or listing of all potential tax consequences in the matter of dividend payment. Members should consult their tax advisors for requisite action to be taken by them. If you are a member of the Company as on Thursday, September 02, 2021 and the dividend receivable by you is taxable under the IT Act, the Company shall be obligated to deduct tax at source on the dividend payable to you as per the applicable provisions under the IT Act.

Members holding shares in dematerialized mode, are requested to update their records such as tax

residential status, PAN and register their e-mail addresses, mobile numbers and other details with their relevant depositories through their DPs and members holding shares in physical mode are requested to furnish details to the Company's RTA.

The Company has sent necessary intimation with regard to TDS on dividend with all details to all the members through e-mail, whose e-mail IDs are registered with the Company / RTA.

7. Members who have not registered their Bank particulars with the Depository Participant(s) ("DP") / Company are advised to utilize the electronic solutions provided by National Automated Clearing House ("NACH") for receiving dividends. Members holding shares in electronic form are requested to contact their respective Depository Participant(s) for availing this facility. Members holding shares in physical form are requested to download the NACH form from the website of the Company viz., www.lgb.co.in and the same, duly filled up and signed along with original cancelled cheque leaf may be sent to the Company or to the Registrar and Share Transfer Agent ("RTA").
8. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of Dividend. The Company or its Registrars and Share Transfer Agents, M/s. Cameo Corporate Services Limited cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of Dividend are requested to write to the Company or its Registrar and Share Transfer Agents.
9. The Company has entered into agreements with National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL"). The Depository System envisages the

elimination of several problems involved in the scrip-based system such as bad deliveries, fraudulent transfers, fake certificates, thefts in postal transit, delay in transfers, mutilation of share certificates, etc. Simultaneously, Depository System offers several advantages like exemption from stamp duty, elimination of concept of market lot, elimination of bad deliveries, reduction in transaction costs, improved liquidity, etc. Members, therefore, now have the option of holdings and dealing in the shares of the Company in electronic form through NSDL or CDSL. Members are encouraged to convert their holding to electronic mode.

10. Securities and Exchange Board of India has mandated that the transfer of securities held in physical form, except in case of transmission or transposition, shall not be processed by the listed entities / Registrars and Share Transfer Agents with effect from 1st April, 2019. Therefore, members holding share(s) in physical form are requested to immediately dematerialize their shareholding in the Company. Necessary prior intimation in this regard was provided to the shareholders.
11. **Change of Address:** Members are requested to notify any change of address and bank details to their Depository Participants in respect of their holdings in electronic form and in respect of shares held in physical form, to the Secretarial Department at the registered office of the Company or to M/s Cameo Corporate Services Limited #1, Club House Road, Chennai 600 002, the Registrar and Share Transfer Agent of the Company.
12. Non-Resident Indian ("NRI") Members are requested to inform the Company or its RTA or to the concerned Depository Participants, as the case may be, immediately:
 - a. the change in the residential status on return to India for permanent settlement or
 - b. the particulars of the NRE/NRO Account with a Bank in India, if not furnished earlier.
13. Pursuant to the provisions of Section 72 of the Companies Act, 2013, members may file nomination

forms in respect of their physical shareholdings. Any member willing to avail this facility may submit to the Company's registrar & share transfer agent in the prescribed statutory form. Should any assistance be desired, members should get in touch with the Company's registrar and share transfer agent.

14. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Registrar and Share Transfer Agent, for consolidation into a single folio.

15. Members are requested to forward their communications in connection with shares held by them directly to the Registrar and Share Transfer Agent of the Company M/s Cameo Corporate Services Limited #1, Club House Road, Chennai 600 002

16. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

17. Members desirous of receiving any information on the accounts or operations of the Company are requested to forward his / her queries to the Company seven working days prior to the meeting. The same will be replied by the Company suitably.

18. Members who wish to claim dividends, which remain unclaimed, are requested to correspond with the Company / Registrar & Share Transfer Agent of the Company. Members are requested to note that pursuant to Section 124 of the Companies Act, 2013 dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government under Section 125 of the Companies Act, 2013. The details of unpaid/unclaimed dividend can be viewed on the Company's website. As per the provisions of Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules 2016, the Company will be transferring the share(s) on which the beneficial owner has not encashed

any dividend during the last seven years to the IEPF demat account as identified by the IEPF Authority. Details of shareholders whose shares are liable to be transferred to IEPF are available at the Company website: www.lgb.co.in. The shareholders whose unclaimed dividend /share has been transferred to the 'Investor Education and Protection Fund', may claim the same from IEPF authority by filing Form IEPF-5 along with requisite documents. Mr. M.Lakshmikanth Joshi, General Manager (Legal) and Company Secretary, is the Nodal Officer of the Company for the purpose of verification of such claims.

19. In compliance with the MCA Circulars and SEBI Circulars, the Annual Report for FY 2020-21, the Notice of the 65th AGM and the Instructions for e-voting are being sent by electronic mode to all the Members whose e-mail addresses are registered with the Company / respective Depository Participants. Members may also note that the Annual Report for FY 2020-21 and the Notice convening the AGM are also available on the Company's website www.lgb.co.in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of Central Depository Services (India) Limited ("CDSL") (agency for providing the Remote e-voting facility) at www.evotingindia.com.

20. 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 30th August, 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 65th Annual General Meeting

21. E-voting (voting through electronic means):

i. The businesses as set out in the Notice may be transacted through electronic voting system.

In compliance with the provisions of section 108 of the Act read with the Companies (Management and Administration) Rules, 2014, standard 8 of the Secretarial Standards on General Meetings, regulation 44 of the Listing Regulations and pursuant to MCA Circulars for General Meetings and SEBI Circulars for General Meetings, the Company is pleased to offer the facility of voting through electronic means, to all its members to enable them to cast their votes electronically. The Company has made necessary arrangements with CDSL to facilitate the members to cast their votes from a place other than venue of the AGM ("remote e-voting"). The facility for voting shall be made available during the AGM through electronic voting and the members participating in the AGM who have not cast their vote by remote e-voting shall be able to exercise their right during the AGM. The facility of casting votes by a member using remote e-voting as well as venue e-voting system on the date of the AGM will be provided by CDSL.

In terms of provisions of section 107 of the Act, as the Company is providing the facility of remote e-voting to the members, there shall be no voting by show of hands at the AGM.

ii. In view of the massive outbreak of the COVID-19 pandemic, social distancing is still a norm to be followed and pursuant to MCA Circulars for General Meetings and SEBI Circulars for General Meetings, physical attendance of the members at the AGM venue is not required and AGM can be held through VC / OAVM.

iii. The members can join the AGM through VC /

OAVM mode 30 minutes before the scheduled time of the AGM and within 15 minutes after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available for 1,000 members on first come first served basis. This will be in addition to large members (members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

iv. The attendance of the members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Act.

v. A person whose name is recorded in the Register of Members / List of Beneficial Owners maintained by the depositories as on Thursday, September 02, 2021, being the cut-off date shall be entitled to avail the facility of remote e-voting or e-voting during the AGM. Persons who are not members as on the cut-off date, but have received this Notice, should treat receipt of this Notice for information purpose only.

The members who have cast their vote by remote e-voting prior to AGM may also attend the AGM, but shall not be entitled to cast their vote again.

The members whose names appear in the Register of Members / List of Beneficial Owners as on Thursday, September 02, 2021 are entitled to vote on the resolutions set forth in the Notice.

Eligible members who have acquired shares after sending the Notice electronically and holding shares as on the cut-off date may approach the Company for issuance of the User Id and Password for exercising their right to vote by electronic means.

vi. Process for those members whose e-mail ids / mobile numbers are not registered with the Company / Depositories:

- I. Members holding shares in physical mode-please provide necessary details like Folio No., Name of member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhaar Card (self-attested scanned copy of Aadhaar Card) by e-mail to **Company/RTA e-mail id**.
- II. Members holding shares in demat mode-please update your e-mail ID and mobile number with your respective DP.
- III. Individual members holding shares in demat mode-please update your e-mail ID and mobile number with your respective DP which is mandatory for e-voting and joining the AGM through VC / OAVM through Depository.

vii. Instructions for members for remote voting, e-voting during AGM and joining the AGM through VC / OAVM are as under:

- I. The remote e-voting period commences at 9:00 a.m. (IST) on Monday, September 06, 2021 and ends at 5:00 p.m. (IST) on Wednesday, September 08, 2021. During this period members of the Company, holding shares either in physical mode or in dematerialized mode, as on the cut-off date i.e. Thursday, September 02, 2021, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- II. The members who have already voted prior to the AGM date would not be entitled to vote during the AGM.

III. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, under regulation 44 of the Listing Regulations, listed companies are required to provide remote e-voting facility to its members in respect of all members' resolutions.

Currently there are multiple e-voting service providers ("**ESPs**") providing e-voting facility to listed companies in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the members.

In order to increase the efficiency of the voting process, pursuant to a public consultation, SEBI has decided to enable e-voting for all the demat account holders by way of a single login credential, through their demat accounts / websites of Depositories / DPs. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication, but also enhancing ease and convenience of participating in e-voting process.

IV. In view of the aforesaid SEBI Circular dated December 9, 2020, individual members holding shares in demat mode are allowed to vote through their demat account maintained with Depositories and DPs. **Members are advised to update their mobile number and e-mail ID in their demat accounts in order to access e-voting facility.** Pursuant to the aforesaid SEBI Circular dated December 9, 2020, login method for e-voting and joining virtual meetings for individual members holding shares in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The URLs for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi. After successful login, the Easi / Easiest user will be able to see the e-voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-voting service provider i.e. CDSL / NSDL / Karvy / Link Intime as per information provided by Issuer / Company. Additionally, we are providing links to ESPs, so that the user can visit the e-voting service providers' site directly. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN from a link on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & E-mail ID as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the e-voting is in progress during or before the AGM.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a personal computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a personal computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting.