



LGB FORGE LIMITED

Admin Office : 8/1238, Trichy Road,
Coimbatore - 641 018.
Tel : 0422 4951884

BSE Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai 400 001 Script Code: 533007	The National Stock Exchange Of India Ltd "Exchange Plaza" Bandra Kurla Complex Bandra (E), Mumbai 400 051 Symbol: LGBFORGE
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LGBFORGE/SEC/EXCHANGE

May 30, 2022

Dear Sirs,

Sub: Submission of Annual Secretarial Compliance Report for the Financial Year 2021-22

Pursuant to the provisions of Regulation 24(A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (as amended from time to time) read with circular no. CIR/CFD/CMD 1127/2019, please find enclosed herewith Annual Secretarial Compliance Report issued by M/s. Asvika Corporate Consultancy Services, Practicing Company Secretaries, represented by Sri P. Eswaramoorthy, Company Secretary in Practice for the year ended March 31, 2022.

Kindly take the same on record.

Thanking You,
Yours faithfully,
For LGB Forge Limited

Rajsri Vijayakumar
Director
DIN: 00018244



P. Eswaramoorthy and Company

Company Secretaries

P. Eswaramoorthy B.Sc., LLB., FCS.,

Secretarial Compliance Report of LGB Forge Limited for year ended 31st March, 2022

I, **P Eswaramoorthy (FCS 6510, CP No. 7069)** of M/s. P Eswaramoorthy and Company, Company Secretaries have examined:

(a) all the documents and records made available to me and explanation provided by LGB Forge Limited ("the listed entity"),

(b) the filings/submissions made by the listed entity to the stock exchanges,

(c) website of the listed entity,

(d) any other document/filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31st March, 2022 (herein after referred as "review period") in respect of compliance with the provisions of:

(i) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

(ii) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), Rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;



- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (d) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- (e) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; and circulars / guidelines issued by various Authorities whatever applicable thereunder;

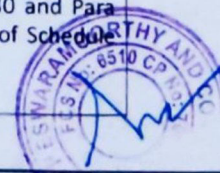
And based on the above examination, I hereby report that, during the aforesaid Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr.No.	Compliance Requirement (Regulations/circulars /guidelines including specific clause)	Deviations	Observations/Remarks of the Practicing Company Secretary
A. SEBI (LODR) Regulations, 2015			
1.	<p>Reg 16 (1) (b) (vi) (A) -holds or has held the position of a key managerial personnel or is or has been an employee of the listed entity or its holding, subsidiary or associate company or any company belonging to the promoter group of the listed entity, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed:</p> <p>Provided that in case of a relative, who is an employee other than key managerial personnel, the restriction under this clause shall not apply for his / her employment.</p>	<p>Four Independent Directors appointed by the Board of Directors on 27th October, 2021 and approved by the Members vide postal ballot on 28th December, 2021 belong to the company from the promoter group.</p>	<p>As per the SEBI (LODR) (Third Amendment) Regulations, 2021 w.e.f 01.01.2022, Four Independent Directors of the Company appointed on 27th October, 2021 by the Board of Directors and approved by the Members vide postal ballot on 28th December, 2021 loses the Independence by virtue of their employment in the Company belonging to the promoter group.</p>



2.	Reg 17 (1) (c) –The board of directors of the top 1000 listed entities (with effect from April 1, 2019) and the top 2000 listed entities (with effect from April 1, 2020) shall comprise of not less than six directors.	The Board of Directors of the Company comprised of 3 Directors and 4 Directors in the periods between 16 th September, 2021 till 26 th October, 2021 and 01 st January till 31 st March, 2022.	The Board of Directors of the Company comprised of lesser number of Directors than the minimum number of 6 Directors after 16 th September, 2021 till 26 th October, 2021 and 01 st January till 31 st March, 2022.
3.	Reg 18 (2) (a) –The audit committee shall meet at least four times in a year and not more than one hundred and twenty days shall elapse between two meetings.	Audit Committee Meetings was held on 12 th August, 2021 and 25 th December, 2021.	Time gap for conducting the Audit Committee Meetings has exceeded one hundred and twenty days between the Meetings held on 12 th August, 2021 and 25 th December, 2021 as per Reg 18 (2) (a).
4.	Reg 27 (2) (a) –The listed entity shall submit a quarterly compliance report on corporate governance in the format as specified by the Board from time to time to the recognised stock exchange(s) within twenty one days from the end of each quarter.	Corporate Governance Report for the Quarterly Period ended on 31 st March, 2022 is not filed by the Company within the time period as specified under the regulation.	Corporate Governance Report for the Quarterly Period ended on 31 st March, 2022 is not filed by the Company pursuant to Reg 27 (2) (a).
5.	Reg 30 (2) –Events specified in Para A of Part A of Schedule III are deemed to be material events and listed entity shall make disclosure of such events. Sch III Para A of Part A – (4) Outcome of Meetings of the board of directors: The listed entity shall disclose to the Exchange(s), within 30 minutes of the closure of the meeting, held to consider the following: h) financial results;	Outcome of Board Meeting held on 25 th December, 2021 for the consideration and approval of Unaudited Financial Results for the half year ended on 30 th September, 2021 was intimated on 31 st December, 2021 within the time period as specified under the regulation.	Outcome of Board Meeting held on 25 th December, 2021 for the consideration and approval of Unaudited Financial Results for the half year ended on 30 th September, 2021 was not intimated to the Stock Exchanges within 30 Minutes from the conclusion of the Meeting as required under Reg 30 and Para A of Part A of Schedule III.



6.	<p>Reg 33 (3) (a) –The listed entity shall submit the financial results in the following manner: (a) The listed entity shall submit quarterly and year-to-date standalone financial results to the stock exchange within forty-five days of end of each quarter, other than the last quarter.</p>	<p>Financial Results for the quarter ended 30th September, 2021 was filed on 31st December, 2021 which was beyond the due date provided under Reg 33 (3) (a).</p>	<p>Financial Results for the quarter ended on 30th September, 2021 was filed on 31st December, 2021 which was beyond the due date provided under Reg 33 (3) (a).</p>
B. SEBI (PIT) Regulations, 2015			
1.	<p>Schedule B</p> <p>Minimum Standards for Code of Conduct for Listed Companies to Regulate, Monitor and Report Trading by Designated Persons</p> <p>(4) (2) - Trading restriction period shall be made applicable from the end of every quarter till 48 hours after the declaration of financial results. The gap between clearance of accounts by audit committee and board meeting should be as narrow as possible and preferably on the same day to avoid leakage of material information.</p>	<p>Trading Window Closure for the Quarter and Year ended on 31st March, 2022 was not intimated to the Stock Exchange before the end of the relevant period.</p>	<p>Trading Window Closure for the Quarter and Year ended on 31st March, 2022 was not intimated to the Stock Exchange before the end of the relevant period.</p>

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder insofar as it appears from my examination of those records.

(c) The following are the actions taken against the Listed Entity / its Promoters / Directors / either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts / Regulations and circulars/ guidelines issued thereunder.



Sr. No.	Action taken by	Details of Violation	Details of Action taken E.g. Fines, Warning Letter, Debarment, etc.	Observations/Remarks of the Practicing Company Secretary, if any
1.	BSE and NSE	Delay in Filing of Unaudited Financial Results for the quarterly period ended on 31 st December, 2021	BSE and NSE levied fine of Rs. 2,59,600 for delay in filing of Unaudited Financial Results for the quarterly period ended on 31 st December, 2021	The Company filed the Unaudited Financial Results for the quarterly period ended on 31 st December, 2021 on 08 th April, 2022 and paid the Fine of Rs.2,59,600 levied by BSE and NSE.

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 2021	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
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(e) There was no event of appointment/re-appointment/resignation of Statutory Auditor of the listed entity during the period under review. Further, the listed entity has modified the terms of appointment of its existing Statutory Auditor in compliance of the Para 6(A) and 6(B) of the SEBI Circular No.CIR/CFD/CMD1/114/2019 dated 18th October, 2019.



P. ESWARAMOORTHY AND COMPANY
Company Secretaries

Place: Coimbatore
Date: 28.05.2022
UDIN:F006510D000416403
Peer review Cert. No.933/2020

P. Eswaramoorthy
Proprietor
FCS No: 6510, CP No: 7069