



LGB FORGE LIMITED

Admin Office :8/1238, Trichy Road

Coimbatore - 641 018

Tel :0422 4951884

SEC/SE/017/2024-25
Coimbatore, May 29, 2024

BSE Limited
Phiroze Jeejeeboy Towers
Dalal Street
Mumbai – 400 001

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

Scrip Code: 533007

Symbol: LGBFORGE

Sub: Submission of Annual Secretarial Compliance Report for FY 2023-24.

Dear Sir / Madam,

Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, please find enclosed the Annual Secretarial Compliance Report of the Company for the financial year ended March 31, 2024.

The above information shall also be made available on Company's website www.lgbforge.com.

You are requested to take the same on record and oblige.

Thanking you,

Yours faithfully,
For LGB Forge Limited

K. Kousalya
Company Secretary and Compliance Officer
Membership No. ACS 68426

Encl: As above.



P. Eswaramoorthy and Company

Company Secretaries

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

Secretarial Compliance Report of LGB Forge Limited

(CIN: L27310TZ2006PLC012830)

For the Year Ended 31st March, 2024

(Pursuant to Regulation 24A (2) read with SEBI (Listing Obligations and Disclosure Requirements)
(Second Amendment) Regulations, 2021. w.e.f. 05/05/2021

To

The Members

LGB Forge Limited

(CIN: L27310TZ2006PLC012830)

No 6/16/13, Krishnarayapuram Road,

Ganapathy Post, Coimbatore – 641006

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, 2024 (herein after referred as "review period") in respect of compliance with the provisions of:

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

(b) 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 (Issue of Capital and Disclosure Requirements) Regulations, 2018; [Not applicable as the Company has not issued any security during the Financial Year under review];

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

(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; [Not applicable as the Company has not bought back / proposed to buy back any of its securities during the Financial Year under review];

(e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; [Not applicable as the Company does not have any Scheme for share based employee benefits during the Financial Year under review];

(f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; [Not applicable as the Company has not issued and listed any debt securities during the Financial Year under review];

(g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and amendment thereof;

(i) Other applicable Regulations and Circulars / Guidelines issued thereunder and based on the above examination, I hereby report that, during the Review Period:



1. (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/ guide- lines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount (in Rs)	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015										
1.	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	30 (2)	Credit Rating as received by the company during the review period was not intimated to the Stock Exchanges within 24 hours as required under SEBI (LODR) Regulation 30 (2).	-	-	Credit Rating as received by the company during the review period was not intimated to the Stock Exchanges within 24 hours as required under SEBI (LODR) Regulation 30 (2).	-	Credit Rating as received by the company during the review period was not intimated to the Stock Exchanges within 24 hours as required under SEBI (LODR) Regulation 30 (2).	No Change or revision in the rating.	NIL



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	30 (2)	Proceedings of the postal ballot held on December 29 th 2023 were not submitted to the Stock Exchanges as required under SEBI (LODR) Regulation 30 (2).	-	-	Proceedings of the AGM / EGM to be submitted to the Stock Exchanges within 12 hours of the meeting. However proceedings of the postal ballot held on December 29 th 2023 were not submitted to the Stock Exchanges as required under SEBI (LODR) Regulation 30 (2).		Proceedings of the AGM / EGM to be submitted to the Stock Exchanges within 12 hours of the meeting. However proceedings of the postal ballot held on December 29 th 2023 were not submitted to the Stock Exchanges as required under SEBI (LODR) Regulation 30 (2).	The filing was missed out due to inadvertent omission of the company	NIL
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3	Prior intimations of the Board Meeting to the Stock Exchange under Regulation 29 of SEBI (LODR) Regulation 2015 and BSE and NSE Circular dated 27.01.2023 for filing of announcements in XBRL format	29 (1)	Submission of prior intimations of the Board Meeting to the Stock Exchanges in XBRL mode under Regulation 29 of SEBI (LODR) Regulation 2015 and BSE and NSE Circular dated 27.01.2023 for filing of announcements is made in PDF format and not in XBRL mode.			Submission of prior intimations of the Board Meeting to the Stock Exchanges in XBRL mode under Regulation 29 of SEBI (LODR) Regulation 2015 and BSE and NSE Circular dated 27.01.2023 for filing of announcements is made in PDF format and not in XBRL mode.		Submission of prior intimations of the Board Meeting to the Stock Exchanges in XBRL mode under Regulation 29 of SEBI (LODR) Regulation 2015 and BSE and NSE Circular dated 27.01.2023 for filing of announcements is made in PDF format and not in XBRL mode.	The filing was missed out due to inadvertence of the company	NIL
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports

SL. NO	Observations/ Remarks Of the Practicing Company Secretary in the Previous reports) (PCS)	Observations Made in the Secretarial Compliance report for the year Ended 2023	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation /Deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the Actions taken by the listed entity
1.	Annual Secretarial Compliance Report for the financial year ended 31st March 2022, was filed on 01st June 2022, which was beyond the due date as prescribed under SEBI (LODR) Regulation 24 (A)	Annual Secretarial Compliance Report for the financial year ended 31st March 2022, was filed on 01st June 2022, which was beyond the due date as prescribed under SEBI (LODR) Regulation 24 (A)	As per Regulation 24A of SEBI LODR, every listed entity shall submit a secretarial compliance report in such form as specified, to stock exchanges, within sixty days from end of each financial year	Fine was levied under Reg. 24_A for the Period ended 31.03.2022 to an extent of Rs. 9,440/- by both the Stock Exchanges	The company has paid the fine as levied by the Stock Exchanges.	NIL
2.	Credit Rating as received by the company during the review period was not intimated to the Stock Exchanges as required under SEBI (LODR) Regulation 30 (2).	Credit Rating as received by the company during the review period was not intimated to the Stock Exchanges as required under SEBI (LODR) Regulation 30 (2).	As per Regulation 30 (2) of SEBI (LODR) Regulation, 2015, 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 event.	Credit Rating as received by the company during the review period was not intimated to the Stock Exchanges within twenty four hours as required under SEBI (LODR) Regulation 30 (2).	No Action was taken. As there was no change or revision in the ratings, intimations were not given	The company has been advised to submit the credit rating as required under SEBI (LODR) Regulation 30 (2).



3.	<p>Limited Review Report for the quarter period ended 30.06.2022 submitted by the Statutory Auditor does not hold a valid peer reviewed certificate as per SEBI (LODR) Regulation 33 (1) (d). Nevertheless we noted that the Auditor has applied for peer review and the process was pending at the time of issuance of LRR for the said period.</p>	<p>Limited Review Report for the quarter period ended 30.06.2022 submitted by the Statutory Auditor does not hold a valid peer reviewed certificate as per SEBI (LODR) Regulation 33 (1) (d). Nevertheless we noted that the Auditor has applied for peer review and the process was pending at the time of issuance of LRR for the said period.</p>	<p>As per Regulation 33(1) (d) of SEBI (LODR) Regulation, 2015, the listed entity shall ensure that the limited review or audit reports submitted to the stock exchange(s) on a quarterly or annual basis are to be given only by an auditor who has subjected himself /herself to the peer review process of Institute of Chartered Accountants of India and holds a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.</p>	<p>The Auditor has applied for the renewal of the certificate; however the same was not obtained due to non-fault of the auditors.</p>	<p>The certificate was obtained at the time of issuance of LRR for the quarter ended 30th September 2022 onwards.</p>	<p>NIL</p>
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I hereby report that, during the review period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS*
1.	<u>SECRETARIAL STANDARD</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI) as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatory applicable.	Yes	None
2.	<u>ADOPTION AND TIMELY UPDATION OF THE POLICIES:</u> (a) All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities (b) All the policies are in conformity with SEBI Regulations and has been reviewed & updated on time as per the regulations/circulars/guidelines issued by SEBI	Yes Yes	None



<p>3.</p>	<p><u>MAINTENANCE AND DISCLOSURES ON WEBSITE:</u></p> <p>(a) The Listed entity is maintaining a functional website</p> <p>(b) Timely dissemination of the documents / information under a separate section on the website</p> <p>(c) Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website</p>	<p>Yes</p> <p>Yes</p> <p>Yes</p>	<p>None</p>
<p>4.</p>	<p><u>DISQUALIFICATION OF DIRECTOR:</u></p> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	<p>Yes</p>	<p>None</p>
<p>5.</p>	<p><u>DETAILS RELATED TO SUBSIDIARIES OF LISTED ENTITIES HAVE BEEN EXAMINED W.R.T:</u></p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	<p>NA</p>	<p>The company does not have any subsidiary companies</p>



<p>6.</p>	<p><u>PRESERVATION OF DOCUMENTS:</u></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015</p>	<p>Yes</p>	<p>None</p>
<p>7.</p>	<p><u>PERFORMANCE EVALUATION:</u></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.</p>	<p>Yes</p>	<p>None</p>
<p>8.</p>	<p><u>RELATED PARTY TRANSACTIONS:</u></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all Related party transaction; or</p> <p>(b) The listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee, in case no prior approval has been obtained.</p>	<p>Yes</p> <p>NA</p>	<p>The listed entity has obtained prior approval of Audit Committee</p>



<p>9.</p>	<p><u>DISCLOSURE OF EVENTS OR INFORMATION</u></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	<p>No</p>	<p>(i) Credit Rating as received by the company during the review period was not intimated to the Stock Exchanges as required under SEBI (LODR) Regulation 30 (2).</p> <p>(ii) Proceedings of the Postal Ballot Meeting for the resolutions passed on were not submitted to the Stock Exchanges as required under SEBI (LODR) Regulation 30 (2).</p>
<p>10.</p>	<p><u>PROHIBITION OF INSIDER TRADING</u></p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015</p>	<p>Yes</p>	<p>None</p>
<p>11.</p>	<p><u>ACTIONS TAKEN BY SEBI OR STOCK EXCHANGE(S),IF ANY</u></p> <p>Action(s taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and Circulars/Guidelines issued thereunder</p>	<p>As confirmed by the management no action was taken against the listed entity / its directors / its subsidiaries and its promoters.</p>	<p>NONE</p>



<p>12.</p>	<p><u>RESIGNATION OF STATUTORY AUDITORS FROM THE LISTED ENTITY OR ITS MATERIAL SUBSIDIARIES</u></p> <p>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities</p>	<p>NA</p>	<p>The listed entity has complied with the provisions of Para 6 of Circular No. CIR/ CFD/ CMD1/114/2019 issued by SEBI on 18th October, 2019 in terms of re-appointment of Statutory Auditors of Listed Entity during the year</p>
<p>13.</p>	<p><u>ADDITIONAL NON-COMPLIANCES, IF ANY</u></p> <p>Additional non-compliance observed for any SEBI Regulation/Circular/Guidance note etc.</p>	<p>Yes</p>	<p>Submission of prior intimations of the Board Meeting to the Stock Exchanges, as required under Regulation 29, is made in PDF format and not in XBRL mode.</p>



Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity

P. ESWARAMOORTHY AND COMPANY

Company Secretaries



P. Eswaramoorthy

Proprietor

FCS No.: 6510, CP No.: 7069

Place: Coimbatore

Date: 22/05/2024

UDIN: F006510F000417690

Peer review Cert. No.933/2020