



LGB FORGE LIMITED

Admin Office : 8/1238, Trichy Road,

Coimbatore - 641 018.

Tel : 0422 4951884

BSE Limited Phiroze Jeejeeboy 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/SECRETARIAL/EXCHANGE

July 08, 2020

Dear Sirs,

Sub: Annual Secretarial Compliance Report for the Financial Year ended 31st March, 2020

In Compliance to the SEBI Circular No: CIR/CFD/CMD1/27/2019 dated February 8, 2019, We are enclosing herewith the Secretarial Compliance Report of the Company issued by M/s. P. Eswaramoorthy and Company, Company Secretaries for the financial year ended 31st March, 2020, in the format prescribed under the said circular.

Kindly take the same on record.

Thanking You,
Yours faithfully,
For LGB Forge Limited

R.Ravi
Company Secretary & Compliance Officer
ACS No : 23125



P. Eswaramoorthy and Company

Company Secretaries

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

Secretarial compliance report of LGB FORGE LIMITED for the year ended 31ST March, 2020

I P Eswaramoorthy (FCS 6510, CP No7069) of M/s P Eswaramoorthy and Company, Company Secretaries have examined:

(a) all the documents and records made available to us 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, 2020 ("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 there under; and

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

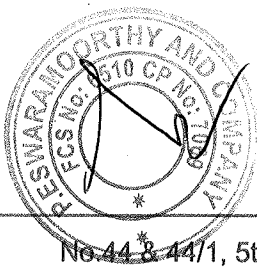
The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include:-

(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;

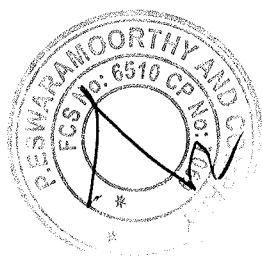


(e) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; and circulars / guidelines issued by various Authorities whatever applicable there under and based on the above examination, I hereby report that, during the aforesaid Review Period:

a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under wherever applicable, except in respect of matters specified below:

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company
1	<p>As per regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015</p> <p>1) The board of directors shall constitute the nomination and remuneration committee</p> <p>(a) the committee shall comprise of at least three directors ;</p> <p>(b) all directors of the committee shall be non-executive directors; and</p> <p>(2) The Chairperson of the nomination and remuneration committee shall be an independent director: Provided that the chairperson of the listed entity, whether executive or non-executive, may be appointed as a member of the Nomination and Remuneration Committee and shall not chair such Committee.</p>	<p>One of the Executive Director was continued in the nomination and remuneration committee as member (Originally he was a Non Executive Director and he was appointed as an Executive Director on 29.01.2018) along with three Independent Non-Executive Directors which was not in line with regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015</p>	<p>Upon receipt of notice from BSE and NSE, the Executive Director resigned from the committee immediately on 24.10.2019 and the Company has reconstituted the Nomination and Remuneration Committee in line with the requirements of Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on 01.11.2019. NSE & BSE levied fine for the said non compliance. According to the information and explanation given to me, the company has made representation before the waiver committee of the respective stock exchanges for waiver of fine.</p>

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



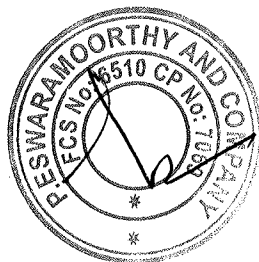
c) No action was taken against the Listed Entity / its Promoters / Directors / either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts / Regulations and circulars/ guidelines issued there under except NSE & BSE levied fine for non compliance of Regulation 19.

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... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
-- Not Applicable --				

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



(Handwritten Signature)

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

Place: Coimbatore
Date: 25.06.2020
UDIN: F006510B000380961