



LGB FORGE LIMITED

Ganapathy, Coimbatore - 641 006
Tamil Nadu, India

Tel : (0422) 2532325

Fax : (0422) 2532333

LGB/SEC/STK-2018

06.08.2018

BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001	National Stock Exchange of India Limited “Exchange Plaza” Bandra Kurla Complex Bandra (E) Mumbai – 400 051
Scrip Code: 533007	Scrip Code: LGBFORGE

Dear Sirs,

Sub: Notice of 12th Annual General Meeting under Regulation 30(2) of the SEBI (LODR), Regulations, 2015

We are forwarding herewith Notice of 12th Annual General Meeting of the Company scheduled to be held on 30th August, 2018 at 09.00 AM at Ardra Convention Center, Kaanchan, 9, North Huzur Road, Coimbatore – 641 018.

Kindly take the same on record.

Thanking You,

Yours faithfully,

For LGB Forge Limited

R. Ponmanikandan
General Manager cum Company Secretary

Corporate Information

BOARD OF DIRECTORS

Sri. B. Vijayakumar
Chairman
Sri. V. Rajvirdhan
Managing Director
Sri. K.N.V. Ramani
Sri. P. Shanmugasundaram
Sri. P.V. Ramakrishnan
Sri. Harsha Lakshmikanth (upto 12.05.2018)
Ms. Aishwarya Rao

CHIEF FINANCIAL OFFICER

Sri. R. Ramakrishnan

GENERAL MANAGER CUM COMPANY SECRETARY

Sri. R. Ponmanikandan

BANKERS & FINANCIAL INSTITUTIONS

Axis Bank Limited
ICICI Bank Limited
IDBI Bank Limited
Bajaj Finance Limited

STATUTORY AUDITORS

M/s. Haribhakti & Co. LLP
Chartered Accountants
"Shree Shanmugappriya", 2nd Floor,
454, Ponnaiyan Street, Cross Cut Road,
Gandhipuram, Coimbatore - 641012.
Phone No. 0422 - 2237793, 2238793

SECRETARIAL AUDITOR

M/s. Eswaramoorthy and Company
2910/2, 5th Street, Ramalinga Jothi Nagar,
Near Corporation Office, Nanjundapuram Road,
Ramanathapuram, Coimbatore-641045
Phone No. 0422- 2322333

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 : L27310TZ2006PLC012830
Email : info@lgb.co.in Website: www.lgbforge.co.in
Phone: 0422 2532325 Fax: 0422 2532333

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12th ANNUAL GENERAL MEETING

Date : 30th August, 2018
Day : Thursday
Time : 09.00 A.M.
Venue : **Ardra Convention Centre**
Kaanchan,
9, North Huzur Road
Coimbatore- 641 018.

NOTICE

Notice is hereby given that the Twelfth Annual General Meeting of the Members of the Company will be held on 30th August, 2018 at 09.00 A.M. at Ardra Convention Centre, "Kaanchan", 9, North Huzur Road, Coimbatore - 641 018, to transact the following businesses:

AGENDA**Ordinary business**

1. To receive, consider and adopt the Balance Sheet as at 31st March, 2018 and the Statement of Profit and Loss for the year ended on that date and the Report of the Directors and the Auditors thereon.
2. To appoint a Director in the place of Sri V.Rajviridhan (DIN: 00156787), who retires by rotation and being eligible, seeks re-appointment.

Special business

3. Appointment of Statutory Auditor to fill casual vacancy

To Consider and to pass the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 139(8) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any Statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force) M/s. N R Doraisamy & Co Chartered Accountants (FRN 000771S), be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Haribhakti & Co. LLP, Chartered Accountants (FRN.:103523W/W100048).

"RESOLVED THAT M/s. N R Doraisamy & Co Chartered Accountants (FRN 000771S), be and are hereby appointed as Statutory Auditors of the Company to hold the office from 15th June 2018, until the conclusion of this Annual General Meeting (twelfth) of the Company, at such remuneration plus applicable taxes reimbursement of out of pocket expenses as may be mutually agreed between the Auditors and the Board."

4. Appointment of Statutory Auditor

To Consider and to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013, as recommended by the Audit Committee and Board of Directors of the Company, M/s. N R Doraisamy & Co Chartered Accountants (FRN 000771S), Coimbatore be and are hereby appointed as Statutory Auditors of the Company to hold office for a period of 5 years, from the conclusion of the twelfth Annual General Meeting till the conclusion of the 17th Annual General Meeting of the Company on such remuneration and reimbursement of out of pocket expenses as may be mutually agreed between the Auditors and the Board."

5. To consider and to pass, the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to provisions of Section 149, Schedule IV and other applicable provisions of the Companies Act, 2013 ('the Act') read with rules made thereunder, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modifications or re-enactment thereof for the time being in force), consent of the members of the Company be and is hereby accorded for continuation of directorship of Sri. K.N.V.Ramani (holding DIN:00007931) as an Independent Director, who is age of 75 (Seventy Five) years and above till the expiry of his present term, i.e. upto 31st August, 2019, as approved by the Shareholders vide their Special Resolution in their 8th Annual General Meeting held on 09th July, 2014.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. To consider and to pass the following resolution as a Special Resolution.

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203, other applicable provisions, if any, of the Companies Act, 2013 read with provisions

of Schedule V of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and such other approvals, permissions and sanctions, as may be required, consent of the Company be and is hereby accorded for the appointment of Sri V Rajvirdhan (DIN: 00156787) as Managing Director, of the Company with remuneration of 1% commission on the Net profit of the company for a period of three years with effect from January 29th 2018 to January 28th, 2021, as recommended by the Nomination and Remuneration Committee in their meeting held on 29th January 2018 and Audit committee meeting on 29th January 2018 and he shall have the right to manage the day-today business affairs of the Company subject to the superintendence, guidance, control and direction of the Board of Directors of the Company”.

RESOLVED FURTHER THAT Sri V Rajvirdhan shall have the right to exercise such powers of Management of the Company as may be delegated to him by the Board of Directors, from time to time”.

7. To consider and to pass the following resolution as a Special Resolution:

RESOLVED THAT Pursuant to Section 61(1)(a) of the Companies Act, 2013, including any Statutory enactment or modification thereof the Authorized Share Capital of the Company be and is hereby increased from Rs.200,000,000/- (Rupees Twenty Crores Only) consisting of 170,000,000/- Equity Shares of Re.1/- each and 300,000/- Redeemable Preference shares of Rs. 100/- each. to Rs 250,000,000/- (Rupees Twenty Five Crores Only) divided into 250,000,000/- Equity Shares of Re.1/- each ranking pari passu in all respect with the existing equity shares.

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

RESOLVED THAT Pursuant to the Provisions of Section 13 and 61 and all other applicable provisions, if any, of the Companies Act, 2013, read with relevant Rules thereunder, Clause V of the Memorandum of Association of the Company be and is hereby substituted by the following:

V. The Authorised Share Capital of the Company is ₹ 250,000,000/- (Rupees Twenty Five Crores Only) divided into 250,000,000/- Equity Shares of ₹ 1/- each.

9. To consider and to pass the following resolution as Special Resolution:

“RESOLVED FURTHER THAT, the Articles of Association of the Company be and is hereby altered by replacing the existing Articles 4 and 43 thereof with the following new Articles 4 and 43:

4. The Authorized share capital of the Company is Rs 250,000,000/- (Rupees Twenty Five Crores Only) divided into 250,000,000/- Equity Shares of Re.1/- each with the power to increase or reduce its capital and to divide the shares in its capital for the time being into several classes thereto respectively such preferential, qualified or special rights and privileges as may be determined in accordance with the Provisions of the Companies Act, 2013 and any amendments made thereto to the Act.

43. The Board of Directors of the Company may, subject to the Provisions of the Companies Act, 2013 or any modifications thereof from time to time, appoint one or more of their body to the office of Chairman, Managing Director, Chairman cum Managing Director, Deputy Managing Director, Joint Managing Director, Executive Director or Whole Time Director, for such period and on such terms as it things fit. The Independent Directors pursuant to the Provisions of Section 149 of the Companies Act, 2013 shall not while holding such office be subject to retirement by rotation at the Annual General Meeting(s). But however Chairman, Managing Director, Chairman cum Managing Director, Deputy Managing Director, Joint Managing Director, Executive Director or Whole Time Director shall be subject to retirement by rotation at the Annual General Meeting(s). The Board of Directors may entrust to and confer upon such Chairman, Managing Director, Chairman cum Managing Director, Deputy Managing Director, Joint Managing Director, Executive Director or

Whole Time Director, all or any of the powers exercisable by them, with such restrictions as they may think fit, either collaterally with or to the exclusion of their own powers and subject to the superintendence, control and direction. The remuneration payable to such persons shall be sanctioned by the Company in General Meeting.

10. To consider and to pass the following Resolution as a Special Resolution:

RESOLVED THAT in terms of the provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 2013 and any other law for the time being in force and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 including any amendments thereof (“**SEBI ICDR Regulations**”), the Securities Contracts (Regulation) Act, 1956, as amended, the Foreign Exchange Management Act, 1999, directions issued by the Reserve Bank of India, the Listing Agreements entered into by the Company with the stock exchanges on which the equity shares of the Company are listed (the “**Stock Exchanges**”) and subject to necessary approval of the Shareholders of the Company and subject to further approvals, permissions and sanctions of the Securities and Exchange Board of India (“**SEBI**”), Stock Exchanges, Reserve Bank of India (“**RBI**”), Foreign Exchange Promotion Board (“**FIPB**”), Competition Commission of India (“**CCI**”), Government of India, the lenders of the Company, and all other concerned statutory authorities, (the Authorities) if and to the extent necessary, and subject to such conditions and modifications as may be prescribed, suggested or imposed by the Authorities while granting such approvals, permissions and sanctions, the consent of the members of the Company be and is hereby accorded to create, offer and issue such number of Equity Shares at a price determined pursuant to, but not limited to, regulation 10(4)(b)(ii) of Securities and Exchange Board of India (Substantial Acquisition of Shares and

Takeovers) Regulations 2011 (“**SEBI Takeover Regulations**”), by way of a rights issue to the existing Equity Shareholders of the Company in such ratio on a record date which is to be decided later in consultation with BSE Limited and National Stock Exchange of India Limited for an amount not exceeding Rs. 26.50 Crores (“**Rights Issue**”), on such other terms and conditions as may be decided by the Board and mentioned in the Letter of Offer to be issued by the Company in respect of the Rights Issue.

RESOLVED FURTHER THAT all the new equity shares as aforesaid to be issued and allotted in the manner aforesaid shall be subject to the Memorandum of Association and Articles of Association of the Company and shall rank *pari passu* in all respects with the existing equity shares of the Company, including entitlement of dividend except as may be otherwise provided pursuant to the terms of the Issue in any of the Issue documents.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, Sri V. Rajvirdhan Managing Director be and is hereby authorized to do all such acts, deeds, matters and things and execute all such documents, agreements, applications, instruments, and writings as they may be deemed necessary or expedient and further authorized to file the necessary application(s), document(s), paper(s) and agreement(s) in this regard to the appropriate authorities and agencies,”

RESOLVED FURTHER THAT for the purpose of giving effect to the Rights Issue, in supersession of all the earlier resolutions in this regard, a Committee of the Board of Directors of the Company and key managerial person, to be called as “**Rights issue Committee**”, be and is hereby constituted for handling the Rights Issue smoothly.

11. To consider and to pass the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 20(2) and other applicable provisions of the Companies Act, 2013, the consent of the Company

be and is hereby accorded to charge from the member in advance an amount equivalent to the estimated actual expenses for delivery of the documents pursuant to any request made by the member for delivery of such document to him/her through a particular mode of delivery; provided such request along with the requisite fee has been duly received by the Company at least one week in advance of the dispatch of the document by the Company and that no such request shall be entertained by the Company post the dispatch of such document by the Company to the shareholder.

Brief particulars of the terms appointment of and remuneration payable to Sri V Rajvirdhan are as under:

Sl. No	Particulars
A	Remuneration: 1 % Commission payable on the Net Profit of the Company
B	The Managing Director shall have the right to manage the day-to-day business and affairs of the Company subject to the superintendence, guidance, control and direction of the Board of Directors of the Company.
C	The Managing Director shall act in accordance with the Articles of Association, of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of Directors
D	The Managing Director shall adhere to the Company's Code of Conduct for Directors and Senior Management Personnel
E	Sri. V. Rajvirdhan satisfies all the conditions set out in Part-I of Schedule V of the Act and also conditions set out under Section 196 (3) of the Act for being eligible for his appointment.
F	He is not disqualified from being appointed as Directors in terms of Section 164 of the Act.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Item No.3 & 4

M/s. Haribhakti & Co. LLP, Chartered Accountants, (FRN.: 103523W/W100048) were appointed as Statutory Auditors

of the Company for five consecutive years at the Annual General Meeting held on 10th September 2015 and the term endures up to the completion of the Audit of the Financial Year 2019-20. However due to their internal restructuring consequent to which they were unable to continue as Statutory Auditors of the Company, they have resigned from the position of Statutory Auditors of the Company upon the completion of the audit for the financial year 2017-18 and also they have conveyed their No-Objection to the Company appointing another Statutory Auditor for the financial year 2018-19 vide their letter dated 15th June 2018.

As per the provisions of Section 139(8) of the Companies Act, 2013, casual vacancy caused by the resignation of auditors can be filled by the Board within 30 days of vacancy and is required to be approved by the Company in general meeting within three months thereof. Hence the Board of Directors at their meeting held on 25th June 2018 appointed M/s. N R Doraisamy & Co., Chartered Accountants (FRN 000771S), Coimbatore to fill the casual vacancy and that they will hold office until this Annual General Meeting. The Board proposes that M/s. N R Doraisamy & Co Chartered Accountants (FRN 000771S), may be appointed as the Statutory Auditors of the Company for a period of 5 years in terms of Section 139(1) of the Companies Act, 2013.

M/s. N R Doraisamy & Co Chartered Accountants (FRN 000771S), have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

Item No.5

Members at their 8th Annual General Meeting held on 09th July, 2014 have appointed Sri. K.N.V.Ramani (holding DIN: 00007931) as an Independent Director to hold office from 1st September, 2014 to 31st August, 2019.

Members may note that SEBI vide its notification dated 9th May, 2018 amended Regulation 17 of SEBI (LODR), 2015 effective from 1st April, 2019, which is read as under-

“No listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate justification for appointing such a person.”

In view of the above, following are the Independent Directors of your Company, who has attained the age of 75 years can't continue as non-executive directors from 1st April, 2019 unless a special resolution has been passed by the shareholders of the Company in this regard.

Name	: Sri. K.N.V.Ramani
Date of Birth	: 05.10.1931
Age	: 87
Date of Appointment	: 09.07.2014
Date of Expiry of Term	: 31.08.2019

The Company has also received declaration from Sri.K.N.V. Ramani that he meets the criteria of Independence as prescribed under sub section (6) of Section 149 of Companies Act and under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Accordingly, in the best interest of the Company, the Nomination and Remuneration Committee and Board of Directors in their respective meeting held on 12th May, 2018 approved the continuance of Directorship of Sri.K.N.V.Ramani as an Independent Director from 1st April, 2019 till their present term expiring on 31st August, 2019. The justification for his continuation till his present term is as under:

Sri. K.N.V.Ramani is one of the senior most member of the Board of Directors. He actively participated in the meetings and had been making valuable contribution during discussions at the Board Meetings.

The Nomination and Remuneration Committee and Board of Directors appreciated the contribution and expressed its deep satisfaction over the performance and the values relative to high standards of Corporate Governance

insisted upon and brought to hear in the deliberations by Sri. K.N.V.Ramani as an Independent Director of the Company.

Item No.6

The Board of Directors of the Company at its meeting held on 29th January 2018 has appointed Sri. V. Rajvirdhan as Managing Director of the Company subject to the approval of Shareholders for a period of 3 years w.e.f. 29.01.2018 at the remuneration of 1% commission per annum on the net profit of the Company, in accordance with norms laid down in Schedule V and other applicable provisions if any of the Companies Act, 2013.

The Board recommends this resolution set out in Item No.6 for approval of the members. None of the Directors except Sri. B. Vijayakumar & Sri. V. Rajvirdhan is interested or concerned in this resolution. This may be treated as an abstract of variation pursuant to Section 190 of the Companies Act, 2013.

ITEM NO. 7, 8 & 9

The present Authorized capital of the Company is Rs.200,000,000/- (Rupees Twenty Crores Only) consisting of 170,000,000/- Equity Shares of Re.1/- each and 300,000/- Redeemable Preference shares of Rs. 100/- each and considering the proposed right issue and future business plans of the Company, it would require additional funds in excess of the present Authorized capital. Hence, the Board of Directors proposed to increase the Authorized Share Capital of the Company from Rs.200, 000,000/- (Rupees Twenty Crores Only) to Rs 250,000,000/- (Rupees Twenty Five Crores Only) divided into 250,000,000/- Equity Shares of Re.1/- each.

Replacement of existing Article 43 with a new Article 43 providing that the office of, Chairman, Managing Director, Chairman cum Managing Director, Deputy Managing Director, Joint Managing Director, Executive Director or Whole Time Director shall be subject to retirement by rotation at the Annual General Meeting(s) to comply with Section 152 of the Companies Act, 2013.

Consequent upon the proposed alteration, as mentioned above, the clause V and Article 4 (Share Capital Clause) and Article 43 of the Memorandum and Articles of Association of the Company, respectively, would be

required to be amended in order to reflect the aforesaid increase in the Authorized Share Capital of the Company. Pursuant to Section 13(1) and 14(1) of the Companies Act, 2013, the alteration of any provisions contained in the Memorandum and the Articles of Association would require the approval of the members of the Company by way of passing a special resolution.

Hence, the Special Resolution(s) as set out in Item No.7,8 & 9 of the Agenda are being placed before the members for approval.

Your Directors recommends the passing of the Resolution(s) set out under Item No.7,8 & 9 of the Agenda.

A copy of Memorandum and Articles of Association together with the proposed alteration would be available for inspection at the Registered Office of the Company on any working day during the normal business hours.

None of the Directors and Key Managerial Personnel of the Company or their relatives are, financially or otherwise, interested or concerned in the Resolution(s) as set out under Item No.7,8 & 9.

ITEM NO:10

Your Company has proposed to purchase a machining unit at Puducherry. The approximate cost would be around ₹ 17 Crores. To meet the proposed cost of expansion the Company plans to raise resources through secured / unsecured loans from banks and promoter/ promoter group entities. Towards repayment of the said loan and to finance other business needs of the Company, the Board of Directors at their meeting held on 10.04.2018 have proposed to raise resources by way of issue equity shares on a rights basis.

Section 62 of the Companies Act, 2013 ("Act"), provides inter alia, that where it is proposed to Increase the subscribed share capital of the Company by allotment of further shares. Such further shares shall be offered to the persons who on the Record Date are holders of the Equity Shares of the Company, in proportion to the capital paid up on those shares as of that date unless the Shareholders decide otherwise. The Special Resolution seeks the consent and authorization of the Shareholders accordingly.

Pursuant to the provisions of section 62 of the Act, any offer or issue of shares by a company to persons other than the holders of the Equity Shares of the Company or to such holders otherwise than in proportion to the capital paid up, requires prior approval of the shareholders by passing of a Special Resolution. Under the proposed Rights Issue, the Equity Shares will be offered to existing Shareholders of the Company on the basis of shares held by them. Further, in case of renunciation, the equity shares may be offered and allotted to persons other than the existing shareholders and hence, the proposed resolution.

This Special Resolution authorises the Board / Rights Issue Committee thereof to decide and finalise all aspects of the issue including the terms and conditions of the issue, price in consultation with the Lead Manager(s), Legal Advisor and other experts and / or such other agency or authorities as need to be consulted including in relation to the pricing of the issue which will be fixed keeping in view the then prevailing market conditions and in accordance with the applicable provisions of laws, rules, regulations, or guidelines. The detailed terms and conditions of the Rights Issue will be intimated to the Shareholders through the Letter of Offer and / or Abridged Letter of Offer or other documents to be issued in this regard.

The Board of Directors hereby seeks your approval to enable the Company to issue the equity shares on rights basis to existing shareholders of the Company and to dispose of the unsubscribed portion, if any, of the aforesaid shares in such a manner, as the Board may deem fit and proper including allotment of unsubscribed portion to any Promoter/promoter Group entities or to any underwriter or in any other feasible manner at its absolute discretion and as most beneficial to the Company

The proposed issue is in the interest of the Company and the Board accordingly recommends the resolution as set out in Item No.10 of the Notice for the approval of the members.

None of the Directors and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution, save and except as shareholder and to the extent of their shareholding in the Company.

ITEM NO:11

As per the provisions of Section 20 (2) of The Companies Act, 2013, a shareholder may request delivery of any document as may be delivered by the Company through a particular mode for which he shall pay such fee as may be determined by the Company in the Annual General Meeting. Since the cost of dispatch may vary from time to time and depending on the mode of dispatch, your directors recommend to charge the estimated actual fee for delivery of any such documents through a particular mode as requested by the shareholder.

None of the Directors and the Key Managerial Personnel of the Company and their respective relatives are concerned or interested in the passing of the above resolution.

Accordingly, the Board recommends the passing of the Ordinary Resolution set out at Item No. 11 of the Notice for the approval of the members.

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTYEIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM FOR THE AGM IS ENCLOSED.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of

the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.

3. Members / Proxies attending the Meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the meeting hall.
4. Details under Regulation 36 of SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment / re-appointment at the Annual General Meeting are furnished and forms a part of the notice. The Directors have furnished the requisite consents / declarations for their appointment / re-appointment.
5. The Register of Members and the Share Transfer Books of the Company shall remain closed from 24th August 2018 to 30th August 2018 (both days inclusive).
6. Members holding shares in electronic form are hereby informed that bank particulars registered against their depository accounts will be used by the Company. The Company or the Registrars cannot act on any request received directly from the members holding shares in electronic form for any change in 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 are requested to write to the Registrars and Share Transfer Agents of the Company.
7. 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, "Subramanian Building" No.1, Club House Road, Chennai - 600 002 the Registrar and Share Transfer Agent of the Company.
8. 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 Agents, for consolidation into a single folio.

9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat account(s). Members holding shares in physical form can submit their PAN details to the Registrar and Share Transfer Agent.
10. Copies of the Annual Report 2018, the Notice of the 12th Annual General Meeting of the Company and instructions for e-voting, along with the Attendance Slip and Proxy Form, are being sent by electronic mode only to the members whose email addresses are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report 2018 are being sent by permitted mode.
11. Members may also note that the Notice of the 12th Annual General Meeting and the Annual Report 2018 will be available on the Company's website, www.lgbforge.co.in. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at: r.ponmanikandan@lgb.co.in.
12. Voting Through Electronic Means In compliance with the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their votes for all the resolutions detailed in the Notice of the 12th Annual General Meeting scheduled to be held at 09.00 a.m. on 30th August 2018, by electronic means and the business may be transacted through remote e-voting.

The Company has engaged the services of CDSL as the authorised agency to provide the remote e-voting facilities. The instructions for remote e-voting are provided below.

Members, who have not voted through remote e-voting and present at the AGM in person or proxy, can vote through the ballot conducted at the AGM.

Kindly note that members can opt for only one mode of voting i.e., either by remote e-voting or by ballot at the AGM. A member present at the AGM and voted by remote e-voting will not be permitted to vote at the AGM by Ballot.

Votes cast by members who hold shares on the cut-off date viz 23rd August 2018 alone will be counted. Instructions for Shareholders Voting Electronically are as under:

- (i) The remote e-voting period begins at 09.00 AM on 27.08.2018 and ends on 29.08.2018 at 05.00 PM. During this period shareholders of the Company, holding shares either in physical form or in electronic form, as on the cut-off date (record date) of 23rd August 2018, may cast their vote electronically.

The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the evoting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a For CDSL: 16 digits beneficiary ID
 - b For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 - c Members holding shares in Physical Form should enter Folio Number registered with the Company
- (v) Next enter the Image Verification as displayed and Click on Login
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com

and voted on an earlier voting of any company, then your existing password is to be used.

- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN

Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number provided at the attendance slip enclosed herewith in the PAN field

DOB

Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.

* Members who have not updated their PAN with the Company/RTA/Depository Participant are requested to use the first two letters of their name and the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name of the CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. (Sl. No. mentioned in your address label can be used as Sequence No. for this purpose)

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password

field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant LGB Forge Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non - Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
15. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 23.08. 2018.
- Mr. P.Eswaramoorthy, FCS, Company Secretary in Practice, Coimbatore has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
17. The Scrutinizer shall immediately after the conclusion of the Annual General Meeting first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
18. The Results shall be declared within 3 days of the conclusion of the Annual General Meeting. The results declared along with the Consolidated Scrutinizer’s Report shall be placed on the Company’s website www.lgbforge.co.in and on the website of CDSL within three (3) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges where the Company’s shares are listed.
19. Request for additional information, if required: In case you intend to raise any queries in the forthcoming Annual General Meeting, you are requested to please forward the same at least 10 days before the date of the Meeting to Mr.R.Ponmanikandan, Company Secretary at the following address so that the same may be attended appropriately to your entire satisfaction.

Coimbatore
12.05.2018

By Order of the Board
R. PONMANIKANDAN
General Manager cum
Company Secretary

**Details of Directors seeking Appointment / and re-appointment at the forthcoming Annual General Meeting.**

Name	Sri.V.Rajvirdhan
Director Identification Number	00156787
Date of Birth	05.09.1983
Nationality	Indian
Date of Joining the Board	28-01-2010
Relationship with other Director	Son of Sri.B.Vijayakumar
Qualification	B.Sc., IME
Expertise in area	More than 8 years as an Industrialist.
Number of shares held in the Company	10,500,000
List of Directorships held in Companies	1. LGB Forge Limited 2. L.G.Balakrishnan and Bros Limited 3. Super Speeds Private Limited 4. South Western Engineering India Limited 5. ELGI Automotive Services Pvt Ltd
Chairman/Member Committees of the Boards of other companies in which he is Director	Nil