



## LGB FORGE LIMITED

CIN: L27310TZ2006PLC012830

Regd. Off.: 6/16/13 Krishnarayapuram Road,  
Ganapathy, Coimbatore - 641006

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### POSTAL BALLOT NOTICE

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Shareholder(s),

**Notice** is hereby given pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended, read with the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020 and circular number 10/2021 dated June 23, 2021 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of the Act, rules, circulars and notifications issued thereunder (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), that the Ordinary Resolutions as set out in this Notice are proposed for consideration by the Members of the Company for passing by means of Postal Ballot by voting through electronic means ('remote e-voting').

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice and login ID and password for remote e-voting. The communication of the assent or dissent of the Members would only take place through the remote e-voting. The following resolution(s) are proposed to be transacted / passed by the Members by means of Postal Ballot by voting through electronic means ('remote e-voting'):

1. Appointment of Mrs. V Rajsri (DIN: 00018244 ) as Non- Executive Non- Independent Director of the Company.
2. Appointment of Mr. V. Ragupathi (DIN: 01712288) as Non-Executive Independent Director of the Company.

3. Appointment of Mr. A.Sampathkumar (DIN: 00015978) as Non-Executive Independent Director of the Company.
4. Appointment of Mr. J. Prakash (DIN: 09373723) as Non-Executive Independent Director of the Company.
5. Appointment of Mrs. S. G. Prabhavathi (DIN: 09368926) as Non-Executive Independent Director of the Company.

The Board of Directors of the Company, at their meeting held on 27th October, 2021, has approved the above matters subject to, inter alia, the approval of the shareholders of the Company and such other authorities as may be required through Postal Ballot.

The Statement setting out the material facts concerning the resolution(s) set out in Item No. 1 to 5 of the Postal Ballot Notice dated 27th November, 2021 pursuant to Section 102 of the Companies Act, 2013 relating to the resolutions are annexed. The Postal Ballot Notice is also placed on the website of the Company [www.lgbforge.com](http://www.lgbforge.com).

As per the MCA Circulars and on account of the threats posed by the COVID-19 pandemic, physical copies of this Postal Ballot Notice, postal ballot forms and pre-paid Business Reply Envelopes are not being sent to Members for this Postal Ballot. You are requested to sent your assent or dissent through remote e-voting only for the Resolution(s) set out in Item No.1 to 5 within 30 days through the platform provided by Central Depository Services (India) Limited ("CDSL"), the e-voting agency appointed by the Company for the purpose. The e-voting platform will be opened for tendering your votes from 9:00 AM on Monday, the 29th November, 2021 to 5.00 PM on Tuesday, the 28th December, 2021. Members shall follow the procedure, as recommended by CDSL, for e-voting which is specified along with this Notice.

The Board of Directors of the Company vide their resolution passed on 26th November, 2021 has appointed P. Eswaramoorthy and Company, Company Secretaries, Coimbatore as the Scrutinizer for conducting the voting through postal ballot process and through electronic means in a fair and transparent manner.

The Scrutinizer shall submit his report to the Chairman or any person authorized by him who shall countersign the same. The result of the postal ballot shall be:

- Announced on or before the close of business hours on Thursday, the 30th December, 2021
- Displayed on the website of the Company and CDSL on Thursday, the 30th December, 2021 and
- Communicated to BSE Limited (BSE) & the National Stock Exchange of India Limited (NSE), the stock exchanges where the equity shares of the company are listed.

In the event, the resolution(s) as set out under Item No.1 to 5 below are assented by the requisite majority of the shareholders by means of e-voting process, it shall be deemed to have been passed as an Ordinary Resolution at the General Meeting of the Company and it shall be deemed to have been passed on the last date specified by the Company for completion of e-voting.

#### **SPECIAL BUSINESS**

**1. Appointment of Mrs. Rajsri Vijayakumar (DIN: 00018244) as Non- Executive Non- Independent Director of the Company.**

To consider, and if thought fit, give assent/ dissent to the following resolution to be passed as **Ordinary Resolution:**

#### **Resolution**

“RESOLVED THAT pursuant to the provisions of Section 152, 160 and Section 161(1) of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) Mrs. Rajsri Vijayakumar (DIN: 00018244), who was appointed as Additional Director of the Company by the Board of Directors with effect from 27th October, 2021, pursuant to Section 161 of the Companies Act, 2013 and as recommended by the Nomination and Remuneration Committee, who shall hold the office upto the date of next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier, and in respect of whom the Company has received a notice from a member under Section 160 of the Companies Act, 2013, proposing her candidature, be and is hereby appointed as the Non-Executive Non-Independent Director of the Company with effect from 27th October, 2021 who is liable to retire by rotation”

**2. Appointment of Mr. V. Ragupathi (DIN: 01712288) as Non-Executive Independent Director of the Company.**

To consider, and if thought fit, give assent/ dissent

to the following resolution to be passed as **Ordinary Resolution:**

#### **Resolution**

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 and pursuant to Reg. 16(1)(b) and 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force), Mr. V. Ragupathi (DIN: 01712288) who was appointed as Additional Director of the Company by the Board of Directors with effect from 27th October, 2021 pursuant to Section 161 of the Companies Act, 2013 and as recommended by the Nomination and Remuneration Committee, who shall hold the office upto the date of next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier, and in respect of whom the company has received a notice in writing from a member as per section 160 of the Companies Act, 2013, proposing his candidature for the office of Independent Director and who has submitted a clear declaration that he meets the criteria for independence, be and is hereby appointed as the Non-Executive Independent Director of the Company to hold the office for a term of 4 (four) consecutive years commencing from 27th October, 2021, not liable to retire by rotation”

**3. Appointment of Mr. A.Sampathkumar (DIN: 00015978) as Non-Executive Independent Director of the Company.**

To consider, and if thought fit, give assent/ dissent to the following resolution to be passed as **Ordinary Resolution:**

#### **Resolution**

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 and pursuant to Reg. 16(1)(b) and 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force), Mr. A.Sampathkumar (DIN: 00015978) who was appointed as Additional Director of the Company by the Board of Directors with effect from 27th October, 2021 pursuant to Section 161 of the Companies Act, 2013 and as recommended by the Nomination and Remuneration Committee, who shall hold the office upto the date of next Annual

General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier, and in respect of whom the company has received a notice in writing from a member as per section 160 of the Companies Act, 2013, proposing his candidature for the office of Independent Director and who has submitted a clear declaration that he meets the criteria for independence, be and is hereby appointed as the Non-Executive Independent Director of the Company to hold the office for a term of 5 (five) consecutive years commencing from 27th October, 2021, not liable to retire by rotation”

**4. Appointment of Mr. J.Prakash (DIN: 09373723) as Non-Executive Independent Director of the Company.**

To consider, and if thought fit, give assent/ dissent to the following resolution to be passed as **Ordinary Resolution:**

**Resolution**

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 and pursuant to Reg. 16(1)(b) and 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force), Mr. J.Prakash (DIN: 09373723) who was appointed as Additional Director of the Company by the Board of Directors with effect from 27th October, 2021 pursuant to Section 161 of the Companies Act, 2013 and as recommended by the Nomination and Remuneration Committee, who shall hold the office upto the date of next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier, and in respect of whom the company has received a notice in writing from a member as per section 160 of the Companies Act, 2013, proposing his candidature for the office of Independent Director and who has submitted a clear declaration that he meets the criteria for independence, be and is hereby appointed as the Non-Executive Independent Director of the Company to hold the office for a term of 5 (five) consecutive years commencing from 27th October, 2021, not liable to retire by rotation”

**5. Appointment of Mrs. S. G. Prabhavathi (DIN: 09368926) as Non-Executive Independent Director of the Company.**

To consider, and if thought fit, give assent/ dissent to the following resolution to be passed as **Ordinary Resolution:**

**Resolution**

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 and pursuant to Reg. 16(1)(b) and 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force), Mrs. S. G. Prabhavathi (DIN: 09368926) who was appointed as Additional Director of the Company by the Board of Directors with effect from 27th October, 2021 pursuant to Section 161 of the Companies Act, 2013 and as recommended by the Nomination and Remuneration Committee, who shall hold the office upto the date of next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier, and in respect of whom the company has received a notice in writing from a member as per section 160 of the Companies Act, 2013, proposing her candidature for the office of Independent Director and who has submitted a clear declaration that she meets the criteria for independence, be and is hereby appointed as the Non-Executive Independent Director of the Company to hold the office for a term of 5 (five) consecutive years commencing from 27th October, 2021, not liable to retire by rotation”

**STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 1**

The Board of Directors at their Meeting held on 27th October, 2021 based on recommendations of Nomination and Remuneration Committee, at their Meeting held on 25th October, 2021, approved the proposal for appointment of Mrs. Rajsri Vijayakumar (DIN: 00018244) as Non- Executive, Non- Independent Director of the Company, liable to retire by rotation, subject to approval of the shareholders.

Accordingly, in terms of the requirements of the section 149, 152, 160, and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder of the Companies Act, 2013 approval of the members of the Company is required for the appointment of Mrs. Rajsri Vijayakumar (DIN: 00018244) as Director of the Company.

In terms of provisions contained under Section 160 of the Companies Act, 2013 and the rules made thereunder, Mrs. Rajsri Vijayakumar (DIN: 00018244) has been proposed by one of the Promoters of your company namely; M/s LG Balakrishnan and Bros Limited through a letter dated 18th October, 2021.



Mrs. Rajsri Vijayakumar (DIN: 00018244) being the appointee Non Executive Non Independent Director, has expressed her consent for appointment and has submitted necessary declaration that she 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.

Brief profile of Mrs. Rajsri Vijayakumar (DIN: 00018244) is given below for your reference:

Mrs. Rajsri Vijayakumar is an industrialist. Her first directorship was in JVS SPINNERS (INDIA) LIMITED in 2004. The facts that her father is a renowned industrialist in the city and she has a business background in the family are great driving forces for Mrs. Rajsri Vijayakumar to become a capable industrial entrepreneur. She has around 17 years of vast experience and this rich experience has helped her to take many challenging assignments. Today she holds directorships in 9 companies including both listed and private companies.

The long lasting industrial experience qualifies her for the directorship of LGB FORGE LIMITED. We believe that her extensive experience can be value adding for LGB FORGE LIMITED. Hence, the Board of Directors recommended her name for the position of Non- Executive Director of the Company.

Relevant documents in respect of the said item are open for inspection by the members at the Registered Office of the Company on all working days up to the date of E-voting ending.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution except Mrs. Rajsri Vijayakumar and Mr. V Rajvirdhan, Managing Director of the Company.

The Board recommends the resolution set forth in Item no.1 for the approval of the members.

## **Item No.2**

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 October 27, 2021, had appointed Mr. V. Ragupathi (DIN: 01712288) 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 four consecutive years subject to the approval of the shareholders by way of Ordinary Resolution. Pursuant to Section 161(1) of the Companies Act, 2013, Mr. V. Ragupathi (DIN: 01712288)

holds his office of Additional Director upto the date of next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier.

Mr. V. Ragupathi (DIN: 01712288) 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 Mr. V. Ragupathi (DIN: 01712288) 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.

He holds 1000 number of shares of LGB FORGE LIMITED.

Mr. V Ragupathi is a senior person in age and experience. He started his career 1970s with Thirumurthy Mills Limited, RVS Group. He has joined KG Group of Companies in 1980 and worked with them for almost 4 years. He joined LGB Group in 1984 in the accounts and finance department. He was designated as Senior Manger- Corporate Accounts at LG Balakrishnan and Bros Limited. He also occupies a position of a director in Super Transports Private Limited. The Board of Directors of the Company believes that his experience in taxation and accounts area can be useful of LGB FORGE LIMITED. Hence, the Board recommended his name for the position of Independent Director of the Company.

Relevant documents in respect of the said item are open for inspection by the members at the Registered Office of the Company on all working days up to the date of E-voting ending.

In the opinion of the Board, Mr. V. Ragupathi (DIN: 01712288) 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, Mr. V. Ragupathi (DIN: 01712288) 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 Mr. V. Ragupathi (DIN: 01712288) as a Non-Executive Independent Director is available for inspection by the members electronically on the Company's website ([www.lgbforge.com](http://www.lgbforge.com)) and also, at the Registered Office of the Company during the normal business hours of the Company till the conclusion of the E-voting process.

None of the other Directors / Key Managerial Personnel of the Company / their relatives except Mr. V. Ragupathi (DIN: 01712288), is in any way, concerned or interested, financially or otherwise, in this Ordinary Resolution.

The Board recommends the Ordinary Resolution as set out at item no. 2 for approval by the Members

### **Item No. 3**

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 October 27, 2021, had appointed Mr. A.Sampathkumar (DIN: 00015978) 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 subject to the approval of the shareholders by way of Ordinary Resolution. Pursuant to Section 161(1) of the Companies Act, 2013, Mr. A.Sampathkumar (DIN: 00015978) holds his office of Additional Director upto the date of next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier.

Mr. A.Sampathkumar (DIN: 00015978) 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 Mr. A.Sampathkumar (DIN: 00015978) 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.

He does not hold any shares in LGB FORGE LIMITED.

Mr. A Sampathkumar is a focused Leader with over 35 Years of Experience in Operational Excellence and Delivering Superior Results who is also a Master in the Negotiation of High Level Contracts. He has a great track Record of Creating, Sustaining a Dynamic Environment and High-Performance Teams. The areas of expertise of Mr. A Sampathkumar includes Strategic Business Planning & Execution, Mergers, Acquisitions and System Integration, Risk Management & Regulatory Compliance, Fiscal Accountability and P&L Management, Productive Stakeholder Relationship Management, Workflow Optimization & Performance Improvement and Teambuilding. In 1995 he has become the manager in L G Balakrishnan & Bros Ltd and in 2006 he became the Assistant General Manager. Since 2009 till date he is the Executive Director in Super Transports Private Limited of LGB Group of Companies. Mr. A Sampathkumar is also a board member of LG Sports Pvt Ltd. Your Directors believe that his long standing experience can be of use for LGB FORGE LIMITED. Hence, the Board of Directors recommended his name for the position of Independent Director of the Company.

Relevant documents in respect of the said item are open for inspection by the members at the Registered Office of the Company on all working days up to the date of E-voting ending.

In the opinion of the Board, Mr. A.Sampathkumar (DIN: 00015978) 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, Mr. A.Sampathkumar (DIN: 00015978) 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 Mr. A.Sampathkumar (DIN: 00015978) as a Non-Executive Independent Director is available for inspection by the members electronically on the Company's website ([www.lgbforge.com](http://www.lgbforge.com)) and also, at the Registered Office of the Company during the normal

business hours of the Company till the conclusion of the E-voting process.

None of the other Directors / Key Managerial Personnel of the Company / their relatives except Mr. A.Sampathkumar (DIN: 00015978), is in any way, concerned or interested, financially or otherwise, in this Ordinary Resolution.

The Board recommends the Ordinary Resolution as set out at item no. 3 for approval by the Members.

#### **Item No. 4**

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 October 27, 2021, had appointed Mr. J.Prakash (DIN: 09373723) 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 subject to the approval of the shareholders by way of Ordinary Resolution. Pursuant to Section 161(1) of the Companies Act, 2013, Mr. J.Prakash (DIN: 09373723) holds his office of Additional Director upto the date of next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier.

Mr. J.Prakash (DIN: 09373723) 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 Mr. J.Prakash (DIN: 09373723) 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.

He does not hold any shares in LGB FORGE LIMITED.

Mr. Prakash J, currently the General Manager of Projects Department in L.G. Balakrishnan & Bros Limited has a rich experience of 31 years. He has joined L.G. Balakrishnan

& Bros Limited in 2000. Before that he was working for Lakshmi Synthetic Machinery Manufacturers Limited. In L.G. Balakrishnan & Bros Limited, he is instrumental to continuation of collaboration with "BOSCH" from 2000 till date and has also achieved successful collaboration with "BMW" and "HONDA". Your Directors believe that his rich experience as General Manager of Projects will bring in a lot of value addition in real terms to LGB FORGE LIMITED. Hence, the Board of Directors recommended his name for the position of Independent Director of the Company.

Relevant documents in respect of the said item are open for inspection by the members at the Registered Office of the Company on all working days up to the date of E-voting ending.

In the opinion of the Board, Mr. J.Prakash (DIN: 09373723) 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, Mr. J.Prakash (DIN: 09373723) 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 Mr. J.Prakash (DIN: 09373723) as a Non-Executive Independent Director is available for inspection by the members electronically on the Company's website ([www.lgbforge.com](http://www.lgbforge.com)) and also, at the Registered Office of the Company during the normal business hours of the Company till the conclusion of the E-voting process.

None of the other Directors / Key Managerial Personnel of the Company / their relatives except Mr. J.Prakash (DIN: 09373723), is in any way, concerned or interested, financially or otherwise, in this Ordinary Resolution.

The Board recommends the Ordinary Resolution as set out at item no. 4 for approval by the Members.

#### **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 October 27, 2021, had appointed Mrs. S. G. Prabhavathi (DIN: 09368926) as an Additional Director, with an intention to appoint her as



Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years subject to the approval of the shareholders by way of Ordinary Resolution. Pursuant to Section 161(1) of the Companies Act, 2013, Mrs. S. G. Prabhavathi (DIN: 09368926) holds her office of Additional Director upto the date of next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier.

Mrs. S. G. Prabhavathi (DIN: 09368926) being the appointee Independent Director, has expressed her consent for appointment and has submitted necessary declaration to the effect that she 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 her name is included in the databank as required under Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014 and that she 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 Mrs. S. G. Prabhavathi (DIN: 09368926) for the office of Director. Considering her knowledge, qualification, skills and varied experience, the Board of Directors is of the opinion that her appointment as an Independent Director would be highly beneficial to the Company.

She does not hold any shares in LGB FORGE LIMITED.

Mrs. S G Prabhavathi, who is an expert in the area of Exports has joined LG Balakrishnan and Bros Limited in 1985 and was initially handling domestic sales and marketing. Presently, she is the Deputy Manager of Exports. She has totally 35 years of extensive experience out of which her hard core experience is in the area of Exports. She is a prime planner for exports increase and export growth in LG Balakrishnan and Bros Limited. Your Directors believe that her wealth of experience can be valuable for LGB FORGE LIMITED. Hence, the Board of Directors recommended her name for the position of Independent Director of the Company.

Relevant documents in respect of the said item are open for inspection by the members at the Registered Office of the Company on all working days up to the date of E-voting ending.

In the opinion of the Board, Mrs. S. G. Prabhavathi (DIN: 09368926) 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 she 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, Mrs. S. G. Prabhavathi (DIN: 09368926) 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 Mrs. S. G. Prabhavathi (DIN: 09368926) as a Non-Executive Independent Director is available for inspection by the members electronically on the Company's website ([www.lgbforge.com](http://www.lgbforge.com)) and also, at the Registered Office of the Company during the normal business hours of the Company till the conclusion of the E-voting process.

None of the other Directors / Key Managerial Personnel of the Company / their relatives except Mrs. S. G. Prabhavathi (DIN: 09368926), is in any way, concerned or interested, financially or otherwise, in this Ordinary Resolution.

The Board recommends the Ordinary Resolution as set out at item no. 5 for approval by the Members.

By Order of the Board  
For LGB FORGE LIMITED

Place: Coimbatore

R. Ravi

Date: 27th November, 2021

Company Secretary  
Membership No: ACS 23125

**Notes:**

1. This Notice is being sent only in electronic form, in accordance with the relaxation granted by the Ministry of Corporate Affairs vide Circular dated 31st December 2020, to all the shareholders whose names appear on the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as at the close of business hours on 26th November, 2021 and who have registered their email id with the Company / Depositories.
2. The disclosure required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standards on General Meetings (SS-2) issued by The Institute of Company Secretaries of India ("ICSI") in respect of the Director seeking appointment through Postal Ballot is annexed and forms part of this notice.
3. The Board of Directors of the Company has appointed P. Eswaramoorthy and Company, Company Secretaries, Coimbatore as the Scrutinizer for conducting the postal ballot process/ e-voting in a fair and transparent manner.

4. The approval of the shareholders is being sought through remote e-voting process, pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for which the company is pleased to provide remote e-voting facility to all members of the company.
5. Voting period commences from 9:00 AM on Monday, the 29th November, 2021 and ends at 5.00 PM on Tuesday, the 28th December, 2021.
6. The members whose names appear in the Register of Members/ Record of Depositories as on Friday the 26th November, 2021 will only be considered for voting. In case a person, who is not a shareholder of the company as on the cut-off date receives this Notice, the same should be treated as being sent for informative purposes.
7. The result of the remote e-voting shall be announced on or before the close of business hours on Thursday, 30th December, 2021 at the registered office of the Company and shall also be displayed on the Company's website [www.lgbforge.com](http://www.lgbforge.com), on the website of CDSL and will also be communicated to BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE), the stock exchanges where the equity shares of the Company are listed.
8. The facility of voting by electronic means is being provided by Central Depository Services (India) Limited ('CDSL') for which the required procedure is incorporated in the Postal Ballot Notice.
9. The Postal Ballot Notice have been placed on Company's website [www.lgbforge.com](http://www.lgbforge.com) and CDSL e-voting website [www.evotingindia.com](http://www.evotingindia.com) and will remain on such website until the last date for e-voting by the members.
10. The voting rights of members shall be in proportion to their share of the paid-up equity share capital of the Company as on 26th November, 2021.

## VOTING THROUGH ELECTRONIC MEANS - INSTRUCTIONS

### I. Remote e-voting:

1. The voting period begins on November 29, 2021 at 9.00 A.M. IST and ends on December 28, 2021 at 5.00 P.M. IST. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of November 26, 2021 may cast their vote electronically.

The e-voting module shall be disabled by CDSL for voting thereafter.

2. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/ retail shareholders is at a negligible level.
3. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.
4. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. 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.
5. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode is given below:

| Type of shareholders   | Login Method  |
|--|---|
| Individual Shareholders holding securities in Demat mode with CDSL | Users who have opted for CDSL 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 URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi. |



Individual Share-holders holding securities in Demat mode with CDSL

After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period & voting during the meeting.

Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/ NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website 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 No. from a e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers

Individual Share-holders holding securities in demat mode with NSDL

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.nsd.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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period

If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select "Register Online for IDeAS" "Portal or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp> Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.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 hold 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

|  |   |
|--|---|
| Individual Shareholders (holding securities in demat mode) login through their Depository Participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. 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. |
|--|---|

- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

|  |   |
|--|---|
|  | For Shareholders holding shares in Demat Form other than individual 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) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/ RTA.</li> </ul>               |
| Dividend Bank Details OR Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul> |

- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

| Login type   | Helpdesk details   |
|--|--|
| Individual Shareholders holding securities in Demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43. |
| Individual Shareholders holding securities in Demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30               |

Login method for e-Voting for shareholders other than individual shareholders holding in Demat form & physical shareholders.

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,

- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant <LGB FORGE LIMITED> on which you choose to vote.
- (vi) 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.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) 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.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xii) Facility for Non - Individual Shareholders and Custodians -Remote Voting
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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 linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.

Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [eswarfcs@gmail.com](mailto:eswarfcs@gmail.com) or [secretarial@lgbforge.com](mailto:secretarial@lgbforge.com) (designated email address by Company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/ MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company /RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.



The disclosure in accordance with Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) issued by the ICSI is furnished below;

|   |   |   |  |   |   |
|---|---|---|--|---|---|
| Name  | Rajsri Vijayakumar  | V Ragupathi   | A Sampathkumar   | S G Prabhavathi   | Prakash J   |
| DIN   | 00018244  | 01712288  | 00015978   | 09368926  | 09373723  |
| Date of Birth / Nationality                                       | 11/09/1981- Indian  | 16/07/1951- Indian  | 20/05/1963- Indian   | 10/05/1966- Indian  | 10/05/1971-Indian   |
| Age   | 40  | 70  | 58 Years   | 55 Years  | 50 Years  |
| Educational Qualification   | BBA   | B. Com.   | MBA  | MBA   | DME   |
| Experience  | 17 Years  | 51 Years  | 35 Years   | 35 Years  | 31 Years  |
| Area of Expertise   | More than 17 years experience in Business   | Taxation, Accounts and Finance  | Strategic Business, Planning & Execution, Mergers, Acquisitions and System Integration, Risk Management & Regulatory Compliance, Fiscal Accountability and P&L Management, Productive Stakeholder Relationship Management, Workflow Optimization & Performance Improvement and Teambuilding. | Exports, Domestic Sales and Marketing   | Projects Department   |
| Date of first Appointment on the Board                            | 27.10.2021  | 27.10.2021  | 27.10.2021   | 27.10.2021  | 27.10.2021  |
| Inter-se relationship with other Director / Manager and other KMP | Mrs. Rajsri Vijayakumar is the Sister of Mr. V Rajviradhan, Managing Director of the Company. | NA  | NA   | NA  | NA  |
| No. of Shares held in the Company                                 | 1,50,00,000 Equity Shares of Rs.1/- each  | 1000  | NA   | NA  | NA  |
| Board Position held   | Additional Director   | Additional Director   | Additional Director  | Additional Director   | Additional Director   |
| Terms and Conditions of Appointment / Re-appointment              | Non Executive Non Independent Director, liable to retire by rotation                          | Non Executive Independent Director, for 4 (four) consecutive years commencing from 27th October, 2021, not liable to retire by rotation | Non Executive Independent Director, for 5 (five) consecutive years commencing from 27th October, 2021, not liable to retire by rotation  | Non Executive Independent Director, for 5 (five) consecutive years commencing from 27th October, 2021, not liable to retire by rotation | Non Executive Independent Director, for 5 (five) consecutive years commencing from 27th October, 2021, not liable to retire by rotation |
| Remuneration sought to be paid                                    | NIL   | NA  | NA   | NA  | NA  |
| Remuneration last drawn (if applicable)                           | NA  |   |  |   |   |

| Name  | Rajsri Vijayakumar   | V Ragupathi                  | A Sampathkumar  | S G Prabhavathi | Prakash J |
|---|--|------------------------------|---|-----------------|-----------|
| Number of Board Meetings attended during the year                           | 1  | 1                            | 1   | 1               | 1         |
| Other Directorships held, if any  | 1. L.G Balakrishnan & Bros Limited<br>2. Elgi Automotive Services Private Limited<br>3. LGB Auto Products Pvt Limited<br>4. LG Farm Products Pvt Limited<br>5. Super Transports Pvt Limited<br>6. Silent Chain India Private Limited<br>7. Super Speeds Private Limited<br>8. Paatimaachi Private Limited<br>9. Rajvirdhan Private Limited | Super Transports Private Ltd | 1. LG Sports Private Limited<br>2. Super Transports Private Limited | NA<br>NA        | NA<br>NA  |
| Chairmanship / Membership in the Committees of the Board of Other Companies | NA   | NA                           | NA  | NA              | NA        |

Place: Coimbatore

Date: 27th November, 2021

By Order of the Board  
For LGB FORGE LIMITED

R. Ravi

Company Secretary

Membership No: ACS 23125