

**NOTICE OF 13th ANNUAL GENERAL MEETING**

Notice is hereby given that the Thirteenth Annual General Meeting of the Members of the Company will be held on 18th July, 2019 at 09.30 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 31<sup>st</sup> March, 2019 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 B. Vijayakumar (DIN: 00015583), who retires by rotation and being eligible, seeks re-appointment.

**Special business**

3. Re-appointment of Mr. P.V.Ramakrishnan (DIN 00013441) as an Independent Director of the Company.

To consider and to pass the following resolution as Special Resolution

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (SEBI Listing Regulations) as amended and as per the recommendations of the Nomination and Remuneration Committee, Mr. P.V.Ramakrishnan (DIN 00013441), who has given his consent for appointment as an Independent Director of the Company and has also submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company, to hold office for a second term of five consecutive years, with effect from September 1, 2019 upto August 31, 2024 and is not liable to retire by rotation."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

4. Re-appointment of Mr. K.N.V Ramani (DIN 00007931) as an Independent Director of the Company.

To consider and to pass the following resolution as Special Resolution

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s) or re-enactment thereof read with Schedule IV of the Act and Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and based on the recommendation of the Nomination and Remuneration Committee, Mr. K.N.V Ramani (DIN 00007931) who has already attained the age of 75 years and who qualifies for being re-appointed as an Independent Director of the Company to hold office for the second term, of 5 (five) consecutive years w.e.f. 9th July 2019 upto 8th July, 2024 and that he shall not be liable to retire by rotation.

5. Re-appointment of Mr. P. Shanmugasundaram (DIN 00119411) as an Independent Director of the Company.

To consider and to pass the following resolution as Special Resolution

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (SEBI Listing Regulations) as amended and as per the recommendations of the Nomination and

Remuneration Committee, Sri.P.Shanmugasundaram (DIN 00119411), who has given his consent for appointment as an Independent Director of the Company and has also submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company, to hold office for a term of five consecutive years, with effect from September 1, 2019 upto August 31, 2024 and is not liable to retire by rotation."

**"RESOLVED FURTHER THAT** pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 ("Amendment Regulations, 2018"), Sri.P.Shanmugasundaram on attaining the age of 75 (seventy five) years on the month of August, 2023, during the above term of re-appointment, the continuation of such appointment as an Independent Non-Executive Director of the Company for 5 years on the same terms and conditions of such re-appointment even after attaining the age of 75 years, will be considered as requisite approval from shareholders as required in the Amendment Regulations, 2018."

6. Revision in the remuneration of Mr. V. Rajvirdhan (DIN: 00156787), Managing Director of the Company.

To consider and to pass the following resolution as Special Resolution

**"RESOLVED THAT** Pursuant to the provisions of Section 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company and recommendation of Nomination and Remuneration Committee and Audit Committee, approval of the Company be and is hereby accorded for revision in the remuneration of Mr. V. Rajvirdhan (DIN: 00156787) as 3,00,000/- (Rupees Three Lakhs only) and he shall have the right to manage the day-to-day 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".

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

Sl. No	Particulars
A	Remuneration: ₹ 3,00,000 (Rupees Three Lakhs per month)
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 & 5**

Mr. P.V.Ramakrishnan (DIN 00013441), Mr. K.N.V Ramani (DIN 00007931) and Mr. P.Shanmugasundaram (DIN 00119411) were appointed as Independent Directors on the Board of the Company pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the erstwhile Clause 49 of the Listing Agreement with

the stock exchanges. They hold office as Independent Directors of the Company up to the conclusion / date of the ensuing Annual General Meeting of the Company ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Act).

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended the reappointment of Mr. P.V.Ramakrishnan, Mr. K.N.V Ramani and Mr. P.Shanmugasundaram as Independent Directors for a second term of 5 (five) consecutive years on the Board of the Company. The Board, based on the background and experience and contributions made by them during their tenure, the continued association of Mr. P.V.Ramakrishnan, Mr. K.N.V Ramani and Mr. P.Shanmugasundaram would be beneficial to the Company and it is desirable to continue to avail their services as Independent Directors.

Accordingly, it is proposed to re-appoint Mr. P.V.Ramakrishnan, Mr. K.N.V Ramani and Mr. P.Shanmugasundaram as Independent Directors of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company. Section 149 of the Act and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") inter alia prescribe that an independent director of a Company shall meet the criteria of independence as provided in Section 149(6) of the Act. Section 149(10) of the Act provides that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the company and disclosure of such appointment in its Board's report. Section 149(11) provides that an independent director may hold office for up to two consecutive terms.

Mr. P.V.Ramakrishnan, Mr. K.N.V Ramani and Mr. P.Shanmugasundaram are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors. The Company has received notices in writing from a member under Section 160 of the Act proposing the candidature of Mr. P.V.Ramakrishnan, Mr. K.N.V Ramani and Mr. P.Shanmugasundaram for the office of Independent

Directors of the Company. The Company has also received declarations from Mr. P.V.Ramakrishnan, Mr. K.N.V Ramani and Mr. P.Shanmugasundaram that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations. The relatives of Mr. P.V.Ramakrishnan, Mr. K.N.V Ramani and Mr. P.Shanmugasundaram may be deemed to be interested in the respective resolutions to the extent of their shareholding interest, if any, in the Company.

This statement may also be regarded as an appropriate disclosure under the Listing Regulations. The Board commends the Special Resolutions set out at Item Nos. 3, 4 and 5 of the Notice for approval by the members.

**Item No.6:**

The Board of Directors of the Company at its meeting held on 30th April 2019 has revised the remuneration to the Managing Director of the Company as ₹ 3 Lakhs per month subject to the approval of shareholders 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.

**NOTES:**

- 1. A Member entitled to attend and vote at the Annual General Meeting ("AGM") is entitled to appoint one or more proxies to attend and vote on a poll instead of himself/ herself and such proxy need not be a Member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than forty eight hours before the commencement of AGM. A Proxy Form for the AGM is enclosed herewith.**

**A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is**

- proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
2. Corporate Members/ Societies intending to send their authorized representative to attend the AGM are requested to send a duly certified copy of the Board of Directors / Governing Board Resolutions authorizing their representative to attend and vote on their behalf at the AGM.
  3. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item No.3 to 6 of the Notice, is annexed hereto. The relevant details, as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") & Secretarial Standard on General Meetings (SS-2) issued by ICSI, of the person seeking re-appointment as Director under Item No.3 to 5 of the Notice are also annexed.
  4. The register of members and the share transfer book of the Company shall remain closed from Friday, 12.07.2019 to Thursday 18.07.2019 (Both days inclusive)
  5. Members / proxies attending the meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the meeting hall.
  6. Members are requested to bring their copies of the Annual Report and Attendance Slip signed at the time of attending the meeting.
  7. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
  8. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, email address, contact numbers, etc., to their depository participant (DP).  
Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Share Transfer Agents, Cameo Corporate Services Limited to provide efficient and better services.  
Members holding shares in physical form are requested to intimate such changes to M/s.Cameo Corporate Services Limited, "Subramanian Building" No.1, Club House Road, Chennai- 600 002.
  9. Pursuant to the provisions of Section 101 and 136 of the Act read with the Companies (Management and Administration) Rules, 2014 and 6 in terms of Regulation 36 of the Listing Regulations, 2015, electronic copy of the Annual Report for 2019 is being sent to all the Members whose email IDs 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 addresses, physical copy of the Annual Report for 2019 is being sent in the permitted mode.
  10. Electronic copy of the Notice of the 13th AGM of the Company, inter alia, indicating the process and manner of e-voting alongwith Attendance Slip and Proxy Form are being sent to all the Members whose email IDs 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 Notice of the 13th AGM of the Company, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent in the permitted mode.  
Members who require communication in physical form in addition to ecommunication, or have any other queries, may write to us at: r.ponmanikandan@lgb.co.in.
  11. 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 accounts. Members holding

- shares in physical form can submit their PAN details to M/s.Cameo Corporate Services Limited.
- As per Regulation 40(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 submission of a copy of PAN card of the transferor and transferee is mandatory for transfer of shares held in physical form.
12. In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, securities of listed companies can only be transferred in dematerialised form with effect from April 1st, 2019. In view of the above, members are advised to dematerialise shares held by them in physical form.
13. The Notice of AGM will be displayed on the website of the Company [www.lgbforge.co.in](http://www.lgbforge.co.in).
14. Route Map showing directions to reach to the venue of the 13th AGM is attached to this Annual Report as per the requirement of the Secretarial Standard- 2 on "General Meetings" issued by the Institute of Company Secretaries of India.
15. Pursuant to Section 72 of the Act, Members holding shares in Physical form are advised to file nomination in the prescribed form SH-13 with the Company's RTA. In respect of shares held in electronic/demat form, the members may please contact their respective depository participant.
- Votes cast by members who hold shares on the cutoff date viz 11-07-2019 alone will be counted.
- Instructions for Shareholders Voting Electronically are as under:
- i. The voting period begins on 15.07.2019 at 9.00 AM and ends on 17.07.2019 at 5.00 PM During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 11.07.2019 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 e-voting website [www.evotingindia.com](http://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](http://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 first two letters of their name and the 8 digits of 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 in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
  - 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 'LGB Forge Limited'.
- 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 print out 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 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.
- xviii. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the

app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

- xix. 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](http://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](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 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.

- xx. 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 [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

- 16. 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 11.07.2019. P. Eswaramoorthy, Company Secretaries 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 result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.lgbforge.co.in](http://www.lgbforge.co.in) and on the website of CDSL immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.
19. Members desirous of receiving any information on accounts or operations of the Company are requested to forward his / her queries to the Company at least ten working days prior to the meeting , so that the required information can be made available at the meeting.

Coimbatore  
30.04.2019

By Order of The Board  
R.Ponmanikandan  
General Manager  
and Company Secretary

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

<b>Name</b>	<b>Sri B.Vijayakumar</b>
Director Identification Number	00015583
Date of Birth	22.01.1953
Nationality	Indian
Date of Joining the Board	07.06.2006
Relationship with other Director	Father of Sri. V.Rajvirdhan
Qualification	B.Sc. ,
Expertise in area	More than 49 years as an Industrialist and More than 10 years experience as the Chairman of the Company.
Number of shares held in the Company	15,000,000
List of Directorships held in Companies	<ol style="list-style-type: none"> <li>1. L.G.Balakrishnan and Bros Limited</li> <li>2. Super Spinning Mills Limited</li> <li>3. Elgi Equipments Limited</li> <li>4. LG Sports Limited</li> <li>5. Super Speeds Private Limited</li> <li>6. South Western Engineering India Limited</li> <li>7. Super Transports Private Limited</li> <li>8. LG Farm Products Private Limited</li> <li>9. LGB Auto Products Private Limited</li> <li>10. Renold Chain India Private Limited</li> <li>11. Federation of Motor Sports Club of India Private Limited</li> <li>12. LGB Forge Limited</li> <li>13. LGB USA INC</li> <li>14. GFM LLC (USA)</li> </ol>
Chairman/Member Committees of the Boards of other companies in which he is Director	<p><b>Member of Nomination and Remuneration Committee</b> L.G.Balakrishnan &amp; Bros Limited Super Spinning Mills Limited</p> <p><b>Member of Stakeholders Relationship Committee</b> LGB Forge Limited L.G.Balakrishnan &amp; Bros Limited</p>