

Notice is hereby given that the Ninth Annual General Meeting of the Members of the Company will be held on Thursday, the 10th September, 2015 at 9.00 A.M. at Ardra Convention Centre, “Kanchan”, 9 , North Huzur Road, Coimbatore - 641 018, to transact the following business:

AGENDA**Ordinary business**

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2015 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 place of Sri.V.Rajviradhan (DIN 00156787), who retires by rotation and being eligible, offers himself for re-appointment.
3. To re-appoint auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the fifth consecutive AGM and to fix their remuneration and to pass the following resolution thereof.

RESOLVED THAT, pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made there under, and pursuant to the recommendations of the Audit Committee of the Board of Directors, Messrs.Haribhakti & Co LLP, Chartered Accountants (Firm Registration Number:103523W), be and are hereby re-appointed as the statutory auditors of the Company, to hold office from the conclusion of this AGM to the conclusion of the fifth consecutive AGM (subject to the ratification of the appointment by the members at every AGM held after this AGM) and the Board of Directors be and are hereby authorized to fix such remuneration as may be determined by the Audit Committee in consultation with the auditors plus applicable service tax and re-imburement of travelling and out of pocket expenses incurred by them for the purpose of audit.

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

RESOLVED THAT, pursuant to Section 149, 152, Schedule IV and 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) Ms.Aishwarya Rao (DIN 07144139), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 31st March 2015 and who holds the office till the date of AGM, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 , signifying his intention to propose Ms.Aishwarya Rao as candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company for 5 consecutive years effective from 10th September 2015 to 9th September 2020 and is not liable to retire by rotation.

5. To consider and if thought fit, to pass the following resolution as a Special Resolution:

RESOLVED THAT, pursuant to Clause 49 of the Listing Agreement entered into with Stock Exchanges and Section 188 and all other applicable provisions, if any of the Companies Act, 2013 (the “Act” including statutory modifications(s) or re-enactments) and read with Companies (Meetings of Board and its Powers) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) with any amendment thereto and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to enter in to contracts and /or agreements with the related parties as defined under the Act with respect to sale, purchase or supply of any goods or materials, selling or otherwise disposing of or buying, leasing of property of any kind, availing or rendering of any services or any other transaction of whatever nature with related parties as per the terms and limits set out in the explanatory statement annexed hereto.

Name of the Related Parties

1	L.G. Balakrishnan & Bros Limited
2	L.G.B. Auto Products Private Limited

RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.

By order of the Board

Coimbatore
30.04.2015

G. Karthik
Company Secretary

1. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 (“the Act”), concerning the Special Business in the Notice is annexed hereto and forms part of this Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE VALID MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING. A PROXY FORM FOR THE ANNUAL GENERAL MEETING IS ENCLOSED.**
3. A PERSON CAN ACT AS PROXY FOR ONLY 50 MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. MEMBER HOLDING MORE THAN 10 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 PROXY FOR ANY OTHER MEMBER.
4. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send to the Company a duly certified copy of their Board Resolution authorizing their representatives to attend and vote at the AGM.
5. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Members / Proxies / Authorised Representatives should bring the enclosed attendance slip, duly filled in, for attending the meeting. Copies of the annual report or attendance slips will not be distributed at the meeting.
7. Details under Clause 49 of the Listing Agreement entered into with the Stock Exchanges in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting are furnished and forms part of the notice. The Directors have furnished the requisite consents/declarations for their appointment/re-appointment.
8. SEBI has mandated submission of Permanent Account Number (PAN) by every participant in securities market. In view thereof, members who have not furnished PAN are requested to furnish the same as under.
 - (i). Members holding shares in electronic form to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts.
 - (ii). Members holding shares in physical form to submit their PAN details to the Registrar and Share Transfer Agents.
9. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and the Share Transfer Books of the Company shall remain closed from Friday, the 4th September, 2015 to Thursday, the 10th September, 2015 (both days inclusive).
10. Change of Address: Members are requested to notify any change of address and the bank details to their depository participants in respect of their holdings in electronics forms 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- 600002, the Registrar and Share Transfer Agent of the Company.
11. Members who hold the shares in physical form in multiple folios in identical names or joint holdings in the same order of names are requested to send the share certificates to the Registrar and Share Transfer Agent for consolidation into a single folio.

12. Members holding shares in electronic form please provide your E-mail ID to your Depository Participant (DP). We will download the same from the depository at the time of finalizing the mailing list.
13. Members holding shares in physical mode are requested to register their E-mail ID's with M/s. Cameo Corporate Services Limited., the Registrar & Share Transfer Agent of the Company in case the same is still not registered.
14. If there is any change in the E-mail ID already registered with the Company, members are requested, immediately to notify such change to the Registrar & Share Transfer Agent of the Company in respect of shares held in physical form and to DPs in respect of shares held in electronic form.
15. Electronic copy of the Annual report is being sent to all the members whose E-mail IDs are registered with the Company / Depositories unless any member has requested for a hard copy of the same. For members who have not registered their E-mail address, physical copies of the Annual Report is being sent in the permitted mode.
16. To promote green initiative, members are requested to register their E-mail addresses through their Depository Participants for sending the future communications by E-mail. Members holding the shares in physical form may register their E-mail addresses through the Registrar & Transfer Agent, giving reference of their Folio Numbers.
17. Members may also note that the Annual Report for FY 2014-15 will also be available on the Company's website www.lgbforge.co.in for their download.
18. In terms of Section 101 and 136 of the Companies Act, 2013 read together with the Rules made there under, the copy of the Annual Report including financial statements, Board's report etc. and this notice are being sent by electronic mode, to those members who have registered their Email ids with their respective Depository Participants or with the Share Transfer Agent of the Company, unless any member has requested for a physical copy of the same. In case you wish to get a physical copy of the Annual Report, you may send your request to secretarial@lgb.co.in mentioning your Folio/DP ID & Client ID.
19. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease in portfolio management. Members can contact the Company or M/s. Cameo Corporate Services Limited, for assistance in this regard.
20. Voting Options:-
 - (I) VOTING THROUGH ELECTRONIC MEANS
In Compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company pleased to provide facility to members to exercise their right to vote on the resolutions proposed to be considered at the 9th Annual General Meeting (AGM) by electronic means and the business may be transacted through E-Voting Services. The facility of casting the votes by the members using the electronics voting system from a place other than venue of the Annual General Meeting ("remote e-voting") will be provided by Central Depository Services Limited (CDSL).
 - (II) The facility of voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting system shall be able to exercise their right at the meeting through ballot paper.
 - (III) Electronic copy of the notice of the 9th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with attendance slip and proxy form 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 address, physical copies of the notice of 9th Annual General Meeting of the Company inter alia indicating the process

and manner of e-voting along with attendance slip and proxy form is being sent in the permitted mode.

Instructions for Shareholders Voting Electronically are as under:

- (i) The remote e-voting period begins at 09.00 AM on 07.09.2015 and ends on at 05.00 PM on 09.09.2015. 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 03.09.2015, 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.
- (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
<p>PAN</p> <p>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</p>

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.

DIVIDEND BANK DETAILS

Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

Please enter the DOB or Dividend Bank Details in order to login. If 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 (iv).

* 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.

Incase 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 EVSN of 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 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.
 - (xix) 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.
- IV. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on cut-off date (record date) of 3rd September, 2015.
- V. Sri.P.Eswaramoorthy, B.Sc, FCS, Company Secretary in Practice, Coimbatore has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VI. 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) witness 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.

VII. 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.

21. 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 Sri.G.Karthik, Company Secretary so that the same may be attended appropriately to your entire satisfaction.

By order of the Board

Coimbatore
30.04.2015

G. Karthik
Company Secretary

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

Item No.4

Ms.Aishwarya Rao was co-opted as an Additional Director of the Company with effect from 31st March 2015 pursuant to the provisions of Section 161 of the Companies Act, 2013.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Ms.Aishwarya Rao will hold office up to the date of the ensuing Annual General Meeting. The Company In the opinion of the Board, Ms.Aishwarya Rao, the Independent Director proposed to be appointed, fulfils the conditions specified in the Companies Act, 2013 and Rules made there under and she is Independent of Management. A copy of draft letter for the appointment of Ms.Aishwarya Rao as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during the normal business hours on working days up to the date of the AGM.

No Director, Key managerial personnel or their relatives, except Ms.Aishwarya Rao, to whom the resolution relates, are interested or concerned in the resolution.

The Board recommends the resolution set forth in Item No.4 for the approval of members.

Item No: 5

As per the Listing Agreement entered into with Stock Exchanges and pursuant to the Provisions of Section 188 of the Companies Act, 2013, read with the Companies (Meeting of Board and its Powers) Rules, 2014 and any amendment thereto, the transactions with the related parties require shareholders approval, if such transactions are in material nature.

The Company also proposes to enter into such transactions with related parties confirming to the requirements of the Companies Act, 2013 and Listing Agreement entered into with Stock Exchanges.

In the above context the necessary special resolution is proposed for the approval of members.

The particulars as to the related party transactions are furnished below as per the requirements of the prescribed rules and the grounds for having the transactions.

It is therefore thought it prudent and judicious to get the shareholders approval for delegating proper authority to the Board of Directors of the Company to transact business with the related parties both by way of normal and material transactions, if any, and at arm's length pricing and / or otherwise at a price depending upon the market exigencies, as the case may be on actual basis for such transactions. This will facilitate the smooth operations of the Company and meet the compliance requirements of the provisions of the Companies Act, 2013 as well as Listing Agreement entered into with Stock Exchanges and request you to consider the proposal and approve the same.



1. Name of the related party		M/s. L.G. Balakrishnan & Bros Limited	
Name of the Director/ KMP who is related, if any	Sri. B. Vijayakumar Sri. V. Rajvirdhan Sri. Rajiv Parthasarathy		
Nature of relationship	Interested as Directors / Shareholders / Shareholder's relative		
Nature, Material Terms, monetary value and particulars of the contract or arrangement;		₹ in lakhs/Annum	
	Sale / purchase of Moveable and Immovable Assets		1500.00
	Availing of Printing Services		15.00
	Sale / Purchase of goods or materials		1500.00
	Availing and rendering of any services		500.00
	Leasing of Land, Building and machinery		250.00
Tenure of the contract	The Contract would be for a period of 5 years.		
Any other information relevant or important for the members to take decision on the proposed resolution	L.G. Balakrishnan & Bros Limited is engaged in the manufacture of Automotive Chains, its parts, and automobile Components. The above transactions with the Company to be entered would be economical and beneficial to the Company in long run.		
2. Name of the related party		M/s. L.G.B. Auto Products Private Limited	
Name of the Director/ KMP who is related, if any	Sri. B. Vijayakumar Sri. V. Rajvirdhan Sri. Rajiv Parthasarathy		
Nature of relationship	Interested as Directors / Shareholders / Shareholder's relative		
Nature, Material Terms, monetary value and particulars of the contract or arrangement;		₹ in lakhs/Annum	
	Leasing of Machineries		200.00
	Sale / purchase of Moveable and Immovable Assets		100.00
Tenure of the contract	The Contract would be for a period of 5 years.		
Any other information relevant or important for the members to take decision on the proposed resolution	L.G.B. Auto Products Private Limited is engaged in the Machinery leasing operations.		

**Details of Directors seeking Appointment / re-appointment at the forthcoming Annual General Meeting (in pursuance of Clause 49 of the Listing Agreement)**

Name	Sri.V.Rajvirdhan	Ms.Aishwarya Rao
DIN	00156787	07144139
Date of Birth	05.09.1983	23.05.1987
Nationality	Indian	Indian
Date of Joining the Board	04.11.2010	31.3.2015
Relationship with other Director	B.Vijayakumar - Father Sri. Rajiv Parthasarathy - Sister's Husband.	None
Qualification	B. Sc., IME	Master of Education
Expertise in area	More than 5 years experience in Engineering Industry.	More than 3 years of experience in Textile industry.
Number of shares held in the Company	10500000	Nil
List of Directorships held in other Companies	1. L.G. Balakrishnan & Bros Ltd 2. South Western Engineering India Limited 3. Rolon Fine Blank Limited 4. LGB Rolon Chain Limited 5. BCW V Tech India Private Limited 6. Super Transports Private Limited 7. Super Speeds Private Limited 8. Elgi Automotive Services Private Limited 9. LGB Fuel Systems Private Limited 10. LGB USA INC	Nil
Chairman/Member of the Committees of the Board of other companies in which he is Director	1. Member of Nomination and Remuneration Committee of LGB Forge Ltd 2. Member of Stakeholder Relationship Committee of LGB Forge Ltd	Nil