



SEC/SE/033/2024-25

Coimbatore, August 14, 2024

To

BSE Limited

Phiroze Jeejeeboy Towers

Dalal Street

Mumbai – 400 001

Scrip Code: 533007

Sub: Proceedings of the 18th Annual General Meeting (AGM) of the Company held on Wednesday, August 14, 2024 through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”).

Dear Sir / Madam,

Pursuant to Regulation 30 read with Para A of Part A of Schedule III to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is hereby informed that the 18th Annual General Meeting of the Company was duly held on Wednesday, August 14, 2024 at 11.00 a.m. (IST) through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) and the business(es) mentioned in the Notice of the 18th AGM dated May 22, 2024 were transacted in accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the relevant circulars issued by the Ministry of Corporate Affairs (“MCA Circulars”) and Securities and Exchange Board of India (“SEBI Circulars”) respectively from time to time and the proceedings of the meeting is attached herewith.

Kindly take the above on record.

Thanking you,

Yours faithfully,

For LGB Forge Limited

K. Kousalya

Company Secretary and Compliance Officer

Membership No. ACS 68426

Encl: As above.

**Proceedings of the Eighteenth (18th) Annual General Meeting of the Company****Date, Time and Venue of the Annual General Meeting:**

The Eighteenth Annual General Meeting of the Company was held on Wednesday, August 14, 2024 through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”). The meeting commenced at 11.00 a.m. (IST) and concluded at 11.45 a.m. (IST).

List of Directors’ Present:

The following Directors were present at the 18th AGM through Video Conferencing (VC) / Other Audio-Visual Means (OAVM):

Name	Designation	Place of Participation
1. Sri. B. Vijayakumar	Chairman & Non-Executive Director	Through VC from Coimbatore
2. Smt. Rajsri Vijayakumar	Managing Director	Through VC from Coimbatore
3. Sri. A. Sampath Kumar	Whole Time Director	Through VC from Coimbatore
4. Sri. P. Shanmugasundaram	Independent Director and Chairman of Audit Committee and Nomination and Remuneration Committee.	Through VC from Karur
5. Sri. P.V. Ramakrishnan	Independent Director	Through VC from Coimbatore
6. Sri. Prem Kumar Parthasarathy	Independent Director and Chairman of Stakeholders Relationship Committee.	Through VC from Chennai
7. Sri. Murugesu Saravana Marthandam	Independent Director	Through VC from Pollachi
8. Sri. Sajeew Mathew Rajan	Independent Director	Through VC from Coimbatore
9. Sri. S. Ganesh	Additional Director	Through VC from Chennai
10. Sri. C. Rajaram	Additional Director	Through VC from Coimbatore

**In attendance:**

Name	Designation	Place of Participation
1. Smt. Geetha Manjari	Chief Financial Officer	Through VC from Mysore
2. Smt. K. Kousalya	Company Secretary & Compliance Officer	Through VC from Coimbatore
3. Smt. Suguna Ravichandran	M/s. N.R. Doraisami & Co, Chartered Accountants, Statutory Auditors	Through VC from Coimbatore
4. Sri. P. Eswaramoorthy	M/s. P. Eswaramoorthy and Company, Secretarial Auditors and Scrutinizer	Through VC from Coimbatore

Quorum:

A total of 47 members representing 8,55,74,192 equity shares has attended the meeting through the video conferencing / other audio-visual means. The Chairman of the meeting informed that the requisite quorum was present and then he called the meeting to order and proceeded to conduct the meeting.

Proceedings in Brief:

Sri. B. Vijayakumar, Chairman & Non-Executive Director occupied the Chair and welcomed all the members.

Chairman identified himself to the participants of the meeting by stating his name and that he was attending the meeting from Registered Office located at 6/16/13, Krishnarayapuram Road, Ganapathy, Coimbatore – 641 006.

The Chairman then introduced the Board of Directors, Chief Financial Officer, Company Secretary and acknowledged the presence of Statutory Auditors and Secretarial Auditors present in the meeting through VC/OAVM facility.

The Chairman then informed that the Company has taken all feasible efforts to enable members to participate through video conference and cast their votes electronically. Further, he thanked all the members, colleagues on the Board, Auditors and the management team for joining the meeting over video conference.

Thereafter, he informed that the registers as required under the Companies Act, 2013 has been made available electronically for inspection by the members during the AGM.

The Chairman further informed that since the notice of the AGM along with the audited financial statements and the Directors' report has already been circulated to all the members, the same has been taken as read. Further, he informed that there are no qualifications or comments or remarks in the Statutory Auditors Report for the financial year ended 31st March, 2024, the same has been taken as read. However, the Secretarial Auditor has given three (3) observations in his report for the financial year ended 31st March, 2024 and in this regard, the Company has suitably replied in Directors' report.



Thereafter the Chairman delivered his speech and requested Smt. Rajsri Vijayakumar, Managing Director to brief the performance and operations of the Company.

The Chairman, then requested Smt. K. Kousalya, Company Secretary of the Company to take over the proceedings of the meeting.

Accordingly, the Company Secretary informed the members that the Annual General Meeting was being held through video conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) facility in accordance with the framework issued by Ministry of Corporate Affairs and Securities and Exchange Board of India through their respective circulars without the physical presence of the members at a common venue. Thereafter, she briefed certain procedural and technical information regarding the participation by the members through video conferencing / other audio-visual means.

The Company Secretary then informed that the Company had provided to the shareholders, the facility to cast their vote electronically on all resolutions set forth in the Notice of the AGM through remote e-voting facility provided by the Central Depository Services (India) Limited (“CDSL”), which had commenced on Sunday, August 11, 2024 at 09.00 a.m. (IST) and ended on Tuesday, August 13, 2024 at 05.00 p.m. (IST).

In this regard, the Board of Directors had appointed Sri. P. Eswaramoorthy, FCS of M/s. P. Eswaramoorthy and Company, Practising Company Secretaries, Coimbatore as the Scrutinizer to conduct the remote e-voting and e-voting process at the 18th AGM in a fair and transparent manner and to ascertain the requisite majority.

She also informed that the Company has received request from eight members to register themselves as speakers during the meeting and accordingly, the floor would be open to such registered speaker shareholders to raise their questions or express their views once the Chairman opens the floor for questions. Further, she briefed the procedural and technical information regarding the raising of queries by the registered speaker shareholders. She further requested the members to refer to the instructions provided in the notice for seamless participation through the video conference. In case of any difficulty, they could reach out to the helpline numbers provided in the notice.

Out of the registered speaker shareholders, only 4 shareholders have joined the meeting. Accordingly, the speaker shareholders raised the questions and the same were suitably answered by the Chairman of the Company. Similarly, the Company has received a mail from one shareholder raising questions and the Chairman had given the suitable reply for the same during the meeting.

Resolutions contained in the Notice dated May 22, 2024:

The Company Secretary read the summary along with its objective and implication of the resolutions set out in the agenda item no. 1 to 5 of the notice of the 18th Annual General Meeting dated May 22, 2024 as follows:

**Ordinary Business:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2024 and the Report of the Board of Directors of the Company and the Statutory Auditors thereon, including Annexures thereto.
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. Appointment of Sri. S. Ganesh (DIN: 08617166) as an Independent Director (Non-Executive) of the Company.
4. Appointment of Sri. C. Rajaram (DIN: 01972102) as an Independent Director (Non-Executive) of the Company.
5. Approval of material related party transactions between the Company and M/s. L.G. Balakrishnan & Bros Limited.

Voting by Members:

The Company Secretary informed that the Company had provided remote e-voting facility to its members to cast votes electronically on the resolutions set out in the Notice.

Thereafter, the Company Secretary informed that the e-voting facility provided by the Central Depository Services (India) Limited would remain open for the next 15 minutes to enable the shareholders, who are present at the meeting and had not cast their votes through remote e-voting, to cast their votes electronically.

Result of Voting (remote e-voting and voting at the meeting through e-voting system):

All the resolutions set out in the notice have been passed with requisite majority.

Vote of Thanks:

The Company Secretary thanked all the shareholders / Directors / Auditors who have joined the 18th Annual General Meeting through video conferencing facility / other audio-visual means.

Note:

The Company will separately intimate the voting results (remote e-voting and voting at the meeting through e-voting system) and consolidated scrutinizer's report within two working days to BSE Limited (www.bseindia.com), Central Depository Services (India) Limited (www.evotingindia.com), and would also be placed on the Company's website (www.lgbforge.com).