



Listing Department BSE Limited 25 th Floor, PJ Towers, Dalal Street, Mumbai-400 001. Scrip Code: 533007	Listing Department National Stock Exchange of India Limited Exchange Plaza, C-1 Block G, Bandra Kurla Complex, Bandra East, Mumbai - 400 051. Scrip Code: LGBFORGE
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Dear Sir(s)/ Ma'am,

09th December, 2022**Sub : Notice of Postal Ballot - Intimation under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

In furtherance to our letter dated 05th December, 2022, pursuant to Regulation 30 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Postal Ballot Notice for seeking approval of Members of the Company for the material related party transactions between the Company and M/s. L.G. Balakrishnan & Bros Limited.

The Notice is being sent in electronic form to all the Members, whose names appear in the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited and whose email IDs are registered with the Company / Depositories as on Friday, 02nd December, 2022 (cut-off date). Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses as per the instructions given in the enclosed Notice.

The Company has engaged the services of Central Depository Services Limited ("CDSL") for the purpose of providing e-voting facility to all its members.

The details of the calendar of events for the Postal Ballot (remote e-voting) to be conducted are:

1	Cut-off date for determining the members eligible for e-voting/postal ballot	02 nd December, 2022
2	Date of completion of dispatch of the postal ballot notice through e-mail	09 th December, 2022
3	Remote e-voting (Start)	9:00 AM on Saturday, the 10 th December, 2022
4	Remote e-voting (End)	5.00 PM on Sunday, the 08 th January, 2023
5	Declaration of Results of Postal Ballot	10 th January, 2023.



LGB FORGE LIMITED

Admin Office : 8/1238, Trichy Road
Coimbatore - 641 018
Tel : 0422 4951884

This Postal Ballot Notice will also be available on the Company's website at www.lgbforge.com and on the websites of National Stock Exchange of India Limited at www.nseindia.com and BSE Limited at www.bseindia.com.

Kindly take the same on records.

Sincerely,

For LGB Forge Limited

K. Maheswaran
Company Secretary



LGB FORGE LIMITED

CIN: L27310TZ2006PLC012830

Regd. Off.: 6/16/13 Krishnarayapuram Road,

Ganapathy, Coimbatore – 641006

Phone: 0422-2532325 Fax: 0422-2532333

Email: secretarial@lgbforge.com Website: www.lgbforge.com

POSTAL BALLOT NOTICE

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

Dear Shareholder(s),

Notice is hereby given that pursuant to the provisions of Sections 108, 110 of the Companies Act, 2013 ('the Act'), read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") (including any statutory modification or re-enactment thereof for the time being in force) and other applicable provisions of the Act and Rules made thereunder and the General Circular No. 14/2020 dated 8th April, 2020, No. 17/2020 dated 13th April, 2020, No. 22/2020 dated 15th June, 2020, No. 33/2020 dated 28th September, 2020, No. 39/2020 dated 31st December, 2020 and No. 10/2021 dated 23rd June, 2021, No. 20/2021 dated 08th December, 2021 and No. 3/2022 dated 05th May, 2022 issued by the Ministry of Corporate Affairs, Government of India ("MCA Circulars"), as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), that the Ordinary Resolution as set out in this Notice is proposed for consideration by the shareholders of the Company for passing by means of Postal Ballot by voting through electronic means ("remote e-voting").

1. Approval of material related party transactions between the Company and M/s. L.G. Balakrishnan & Bros Limited.

Based on the approval and recommendation made by the Audit Committee, the Board of Directors of the Company, at its meeting held on 05th December, 2022, has approved the material related party transactions with M/s. L.G. Balakrishnan & Bros Limited, subject to the approval of the shareholders of the Company, other approvals as may be necessary and subject to such modifications and conditions, if any, as may be prescribed.

The statement setting out the material facts concerning the resolution set out in Item No. 1 of the Postal Ballot Notice dated 05th December, 2022 pursuant to Section 102 of the Companies Act, 2013 relating to the resolution is annexed. The Postal Ballot Notice is also placed on the website of the Company www.lgbforge.com.

Pursuant to Section 108 & 110 of the Companies Act, 2013 and the Rules made thereunder and in furtherance to the MCA Circulars, the Company will send copy of Postal Ballot Notice by

email to all its shareholders who have registered their email addresses with the Company or depository / depository participants and the communication of assent/dissent of the members will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the above MCA Circulars.

In compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the remote e-voting system only.

The Board of Directors of the Company vide their resolution passed on 05th December, 2022, have appointed Sri. P. Eswaramoorthy of M/s. P. Eswaramoorthy and Company, Company Secretaries, Coimbatore as the Scrutinizer for conducting the voting through electronic means in a fair and transparent manner in compliance with Rule 22(5) & (6) of the Companies (Management and Administration) Rules, 2014.

Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the provisions of Sections 108 and 110 of the Act read with the relevant rules made thereunder and the MCA Circulars, the Company has provided electronic voting ("e-voting") facility only. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide e-voting facility to the Members of the Company through CDSL e-voting platform at the link www.evotingindia.com. Please refer the instructions for e-voting given after the proposed resolutions for the process and manner in which e-voting is to be carried out.

The e-voting platform will be opened for tendering your votes **from 9:00 A.M on Saturday, 10th December, 2022 to 5:00 P.M on Sunday, 08th January, 2023**. Members are requested to read the instructions carefully while expressing their assent or dissent and cast votes via remote e-voting by not later than the close of working hours at **5:00 P.M on Sunday, 08th January, 2023**.

The Scrutinizer shall submit his report to the director authorized by the Board. The result of the postal ballot shall be announced on or before the close of business hours (i.e., 5:00 P.M) on Tuesday, 10th January, 2023 and the same shall be displayed on the website of the Company, Central Depository Services (India) Limited ("CDSL") and 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.

In the event, the resolutions as set out under Item No.1 below is assented by the requisite majority of the Members by means of Postal Ballot 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 e-voting.

The resolution for the purpose as stated hereinbelow is proposed to be passed by Postal Ballot/remote e-voting:

SPECIAL BUSINESS:

ITEM NO.1:

APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS BETWEEN THE COMPANY AND M/S. L.G. BALAKRISHNAN & BROS LIMITED.

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

“RESOLVED THAT pursuant to the provisions of Section 2(76) and 188 and other applicable provisions of Companies Act, 2013 (“the Act”) read with rules made thereunder and provisions of Regulation 2(1)(zc) and 23 (4) and other applicable regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) as amended from time to time, other applicable laws / statutory provisions, if any, the Company’s Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, consent of the Members of the Company be and is hereby accorded, to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include the Audit Committee, to the Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), between the Company and M/s. L.G. Balakrishnan & Bros Limited, a

related party (as defined under the Act), on such terms and conditions as may be mutually agreed for an aggregate value not exceeding Rs.40 Crores (Rupees Forty Crores) for a period of one year from 10.01.2023 to till the conclusion of the next Annual General Meeting of the Company, 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 including movables, availing or rendering of any services or any other transaction of whatever nature, provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arm’s length pricing basis and in the ordinary course of business on such principal terms as further explained in the statement under Section 102 of the Act annexed hereto.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, Chief Financial Officer, Company Secretary or any other Officer / Authorised Representative of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution.”

“RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplate in this Resolution, be and is hereby approved, ratified and confirmed in all respect.”

By Order of the Board
For LGB Forge Limited
Sd/-

Place: Coimbatore
Date: 05th December, 2022

K. Maheswaran
Company Secretary

Notes:

1. The explanatory statement pursuant to Section 102 read with Section 110 of the Act stating all material facts and the reasons for the proposal is annexed herewith.
2. The Board of Directors of the Company has appointed Sri. P. Eswaramoorthy of M/s. P. Eswaramoorthy and Company, Company Secretaries, Coimbatore as the Scrutinizer for conducting the postal ballot through remote e-voting in a fair and transparent manner and for the purpose of ascertaining the requisite majority.
3. The approval of the shareholders is being sought through the Postal Ballot, pursuant to Section 108 & 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4. 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.

5. The Notice is being sent only by email to all those Members of the Company, whose names appear in the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”)/Central Depository Services (India) Limited (“CDSL”) as on 02nd December, 2022 (‘cut-off date’) and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company’s Registrar and Share Transfer Agent, M/s. Cameo Corporate Services Limited (“RTA”) in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and Ministry of Corporate Affairs, Government of India’s General Circular No. 14/2020 dated 8th April, 2020, No. 17/2020 dated 13th April, 2020, No. 22/2020 dated 15th June, 2020, No.33/2020 dated 28th September, 2020, No. 39/2020 dated 31st December, 2020, No. 10/2021 dated 23rd June, 2021, No. 20/2021 dated 08th December, 2021 and No. 3/2022 dated 05th May, 2022. (“MCA Circulars”).
6. All the Members of the Company whose names are appearing on the Register of Members / List of Beneficial Owners as on 02nd December, 2022, the cut-off date (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Company or the Depositories / Depository Participants) shall be eligible for remote e-voting. A person who is not member on cut-off date should treat this notice for information purpose only.
7. Voting period commences from **9:00 A.M on Saturday, 10th December, 2022 to 5:00 P.M on Sunday, 08th January, 2023 (both days inclusive)**. During this period, the Members of the Company holding equity shares either in physical form or dematerialised form, as on **02nd December, 2022 (‘cut-off date’)**, may cast their vote electronically. Please note that E-voting module shall be disabled for voting by Central Depository Services (India) Limited (“CDSL”) after the said last date and time. Once vote on a resolution is cast by the member, he/ she shall not be allowed to change it subsequently or cast the vote again.
8. In terms of the MCA Circulars, the Company will send this Notice in electronic form only and hard copy of this Notice along with postal ballot forms and pre-paid business envelope will not be sent to the shareholders for this postal ballot. Accordingly, the communication of the assent or dissent of the members would take place through the E-voting system. Therefore, those shareholders who have not yet registered their e-mail address are requested to get their e-mail addresses submitted by following the procedure given below:
 - i. In light of the MCA Circulars, for remote E-voting for this postal ballot, the shareholders whether holding equity shares in demat form or physical form and who have not submitted their email addresses and in consequence to whom the E-voting notice could not be serviced, may temporarily get their email addresses registered with the Company’s Registrar and Share Transfer Agent, M/s. Cameo Corporate Services Limited. Post successful registration of the e-mail address, the shareholder would get soft copy of this Notice and the procedure for e-voting along with the user-id and the password to enable e-voting for this postal ballot. In case of any queries, shareholder may write to the Company at secretarial@lgbforge.com or to Registrar and Transfer Agent at investor@cameoindia.com / murali@cameoindia.com
 - ii. It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants and in respect of physical holdings with the Company’s Registrar and Share Transfer Agent, M/s. Cameo Corporate Services Limited, having its office at “Subramanian Building”, No.1, Club House Road, Chennai – 600, Tamil Nadu, India (Tel: 91-044-28460390), by following the due procedure.
 - iii. Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their depository participants / Company’s Registrar and Share Transfer Agent, M/s. Cameo Corporate Services Limited to enable servicing of notices / documents / annual Reports electronically to their e-mail address.
9. Resolution passed by the Members through postal ballot is deemed to have been passed as if it has been passed at a General Meeting of the members.
10. Any query/grievance may please be addressed to Sri. K.Maheswaran, Company Secretary with respect to the voting by Postal Ballot including voting by electronic means at: Email id: secretarial@lgbforge.com or to the Company’s Registrar and Share Transfer Agent at investor@cameoindia.com / murali@cameoindia.com.
11. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Central Depository Services (India) Limited (“CDSL”), through CDSL e-voting platform, on the resolutions set forth in this Notice.



12. Members are requested to carefully read the instructions while expressing their assent or dissent and cast votes via e-voting by not later than the close of working hours at 5.00 P.M on Sunday, 08th January, 2023.
13. The Scrutinizer will submit his report after completion of scrutiny, on or before 5.00 P.M on Monday, 09th January, 2023. The Director or any other officer authorized in this behalf will announce the results of the voting by Postal Ballot on or before 5.00 P.M on Tuesday, 10th January, 2023, at the Registered Office of the Company.
14. The result of the Postal Ballot shall also be displayed on the Company's website www.lgbforge.com, on the website of Central Depository Services (India) Limited ("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.
15. The Postal Ballot Notice has been placed on Company's website www.lgbforge.com and Central Depository Services (India) Limited ("CDSL") website and will remain on such website until the last date of the Postal Ballot votes (through remote e-voting) from members.
16. The voting rights of members shall be in proportion to their share of the paid-up equity share capital of the Company as on 02nd December, 2022 ('cut-off date').
17. A member cannot exercise his vote by proxy in case of Postal Ballot.
18. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by March 31, 2023 and linking PAN with Aadhaar by March 31, 2022 vide its circular dated November 3, 2021 and December 14, 2021. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's registrars M/s. Cameo Corporate Services Limited at investor@cameoindia.com / murali@cameoindia.com. The forms for updating the same are available at <https://cameoindia.com/registry-and-share-transfer>
19. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice /documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to give their consent by providing their e-mail addresses to the Company or to M/s. Cameo Corporate Services Limited, Registrar and Share Transfer Agent of the Company.

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

- i) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09th December, 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.

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.

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.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- ii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09th December, 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 e-mail 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 CDSL/NSDL is given below:



Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1. 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 https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting 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. 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. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin 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 Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1. 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. 2. 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 3. 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 (DP)	<p>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.</p>



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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.
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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

iii) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) 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. 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 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 Physical shareholders and other than individual shareholders holding shares in Demat.	
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"> • 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.
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"> • 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.

iv) After entering these details appropriately, click on “SUBMIT” tab.



- v) 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.
- vi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- vii) Click on the **EVSN** for the relevant <Company Name> on which you choose to vote.
- viii) 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.
- ix) Click on the "**RESOLUTIONS FILE LINK**" if you wish to view the entire Resolution details.
- x) 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.
- xi) Once you "**CONFIRM**" your vote on the resolution, you will not be allowed to modify your vote.
- xii) You can also take a print of the votes cast by clicking on "**Click here to print**" option on the Voting page.
- xiii) 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.
- xiv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- xv) Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodians are required to log on to 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.
 - 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 will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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 mandatory 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 & secretarial@lgbforge.com, 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 e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Sri. 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 or call at toll free no. 1800 22 55 33.

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

The following statement sets out all the material facts relating to the special business mentioned in the accompanying notice dated 05th December, 2022 and shall be taken as forming part of the Notice.

ITEM NO. 1

Approval of Material Related Party Transaction(s) between the Company and M/s. L.G. Balakrishnan & Bros Limited.

M/s. L.G. Balakrishnan & Bros Limited is a Related Party as defined under Section 2 (76) of the Act read with Regulation 2 (1) (zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company is proposing to enter into certain business transactions with related party for a period of one year from 10.01.2023 to till the conclusion of the next Annual General Meeting of the Company. The nature of transactions is in the form of sale, purchase or supply of any goods or materials, selling or otherwise disposing of or buying, leasing of property of any kind including movables, availing or rendering of any services or any other transaction of whatever nature with M/s. L.G. Balakrishnan & Bros Limited (LGB). All transactions to be entered into by the Company with LGB are in the ordinary course of business and are at arm's length basis and necessary approvals as required in compliance of the provisions under the Act / SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have already been obtained from the Audit Committee/Board.

It may be noted that as per the amended definition provided in the explanation to Regulation 23 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which is effective from 01st April, 2022, a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs.1,000 Crores or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity

i.e. Rs.13 Crores (10% of Rs. 130 Crores), whichever is lower. Further, all Material Related Party Transactions require prior approval of the Members through a Resolution and no related party shall vote to approve such resolution whether an entity is a related party to the particular transaction or not. The aggregate limit of transactions with M/s. L.G. Balakrishnan & Bros Limited for a period of one year from 10.01.2023 to till the conclusion of the next Annual General Meeting of the Company are estimated to be Rs.40 Crores (Rupees Forty Crores) and this amount exceeds the threshold limit Rs.13 Crores, one of the criteria as prescribed in the amended definition of Material Related Party Transactions under Regulation 23 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and therefore this would be considered as Material Related Party Transaction(s). Accordingly, it requires approval of the Company by way of passing of an Ordinary Resolution under Regulation 23 (4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Approval of the Members of the Company is therefore being sought in terms of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 by way of passing of an Ordinary Resolution for approval to the aforesaid Material Related Party Transactions to be entered into with M/s. L.G. Balakrishnan & Bros Limited as stated above.

Relevant documents, if any, in respect of the said item are available in electronic form for inspection by the Members of the Company upto the last date of the remote e-voting.

No related party shall vote to approve such resolution(s) whether an entity is a related party to the particular transaction or not.

The Directors, Key Managerial Personnel or their relatives holding shares of the Company may be deemed to be concerned or otherwise interested in the said Ordinary Resolution only to the extent of their shareholding.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution as set out in item no. 1 for approval by the Members.



DETAILS OF THE PROPOSED RELATED PARTY TRANSACTION BETWEEN THE COMPANY AND M/S. L.G. BALAKRISHNAN & BROS LIMITED, INCLUDING THE INFORMATION REQUIRED TO BE DISCLOSED IN THE EXPLANATORY STATEMENT PURSUANT TO THE SEBI CIRCULAR NO. SEBI/HO/CFD/CMD1/CIR/P/2021/662 DATED NOVEMBER 22, 2021, ARE AS FOLLOWS:

S.no	Particulars	M/s. L.G. Balakrishnan & Bros Limited
1	Type, material terms and particulars of the proposed transaction	As detailed below in S.no. 4. All transactions to be entered are at arm's length.
2	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	M/s. L.G. Balakrishnan & Bros Limited is a promoter group company holds 12.17% of Share Capital.
3	Tenure of the proposed transaction (particular tenure shall be specified)	Recurring Nature and the approval is for a period of one year from 10.01.2023 to till the conclusion of next Annual General Meeting of the Company.
4	Value of the proposed transaction	Overall aggregate limit of Rs.40 Crores with respect to the transactions as detailed hereunder: <ol style="list-style-type: none"> 1. Purchase of any goods or materials or services. 2. Sale of any goods or materials or services. 3. Selling or otherwise disposing of property of any kind.* 4. Buying of property of any kind.* 5. Rent/leasing of property of any kind.* 6. Any other transactions. * Property of any kind includes movables.
5	Value of RPT as % of Company's audited *consolidated annual turnover of Rs. 130 Crores for the previous financial year 2021-2022. *(As the Company doesn't require consolidating its accounts, the details have been entered based on the standalone audited turnover of the Company).	77%
6	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: <ol style="list-style-type: none"> i) details of the source of funds in connection with the proposed transaction; ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, <ul style="list-style-type: none"> • nature of indebtedness; • cost of funds; and • tenure; iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT 	Not Applicable.
7	Justification as to why the RPT is in the interest of the listed entity;	RPT pricing mechanism would be as per arm's length criteria based on the market price or alternative pricing method or relevant materials and /or services. Arrangement is commercially beneficial.
8	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders;	Not Applicable.



9	Name of the Directors or Key Managerial Personnel interested and their nature of relationship.	Sri. B. Vijayakumar, Promoter & Director Smt. Rajsri Vijayakumar, Promoter & Director
10	Any other information that may relevant.	All relevant information is set out in the statement under Section 102 of the Act forming part of this Notice.

Place: Coimbatore
Date: 05th December, 2022

By Order of the Board
For LGB Forge Limited
Sd/-
K. Maheswaran
Company Secretary