

NOTICE

Notice is hereby given that the Eighth Annual General Meeting of the members of the Company will be held on Wednesday 9th July, 2014 at 9.00 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 31st March, 2014 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, who retires by rotation, and being eligible, offers himself for reappointment.
3. To re-appoint Messrs. Haribhakti & Co, Chartered Accountants as Auditors, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration

SPECIAL BUSINESS

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Sri. P. Shanmugasundaram (holding DIN 00119411), Director of the Company who retires by rotation at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company with effect from 9th July, 2014 to hold office for five consecutive years for a term up to 8th July, 2019.

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Sri. K.N.V. Ramani (holding DIN 00007931), Director of the Company who retires by rotation at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company with effect from 9th July, 2014 to hold office for five consecutive years for a term up to 8th July, 2019.

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Sri. P.V. Ramakrishnan (holding DIN 00013441), Director of the Company whose period of office is liable to determination by retirement of Directors by rotation and who in accordance with the provisions of Companies Act, 2013 is required to be appointed as an Independent Director and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company with effect from 1st September 2014 to hold office for five consecutive years for a term up to 31st August, 2019.

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time

- being in force) read with Schedule IV to the Companies Act, 2013, Sri. Harsha Lakshmikanth (holding DIN 02238793), Director of the Company whose period of office is liable to determination by retirement of Directors by rotation and who in accordance with the provisions of Companies Act, 2013 is required to be appointed as an Independent Director and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company with effect from 1st September, 2014 to hold office for five consecutive years for a term up to 31st August, 2019.
8. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**.
- “**RESOLVED** that Sri. K. Karthik, (holding DIN:06846794) who was appointed as an Additional Director of the Company by the Board of Directors pursuant to the provisions of Section 161 of the Companies Act, 2013 and holds office up to the date of forthcoming Annual General Meeting of the Company be and is hereby appointed as a Director of the Company.”
9. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**.
- “**RESOLVED** that pursuant to the provisions of Section 190, 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule V Part II Section II thereto and subject to such approvals, if any as may be necessary, consent of the Company be and is hereby accorded to the appointment of Sri. K. Karthik as Whole time Director of the Company for a period of Three (3) years w. e. f. 01.02.2014 (since redesignated as Executive Director w. e. f. 16.05.2014) on the terms and conditions, as set out in the Explanatory Statement attached to this notice and hereby approved, with liberty to the Board of Directors to revise the terms as to remuneration, from time to time within the limits provided for in the said Schedule V Part II Section II or any amendment thereof for the time being in force.
10. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**.
- a. The existing Article 43 of the Articles of Association be deleted and the following new Article 43 be substituted thereof.
43. The Board of Directors of the Company may, subject to the provisions of the Companies Act, 2013, or any modification thereof from time to time, appoint one or more of their body to the office of Chairman, Managing Director, Chairman Cum Managing Director, Deputy Managing Director, Joint Managing Director, Executive Director or Whole Time Director for such period and on such terms as it thinks fit. The Chairman, Managing Director, Chairman Cum Managing Director and Independent Directors appointed pursuant to the provisions of Section 149 of the Companies Act, 2013 shall not while holding such office be subject to retirement by rotation at the Annual General Meeting(s) but however Deputy Managing Director, Joint Managing Director, Executive Director or Whole Time Director shall be subject to retirement by rotation at the Annual General Meeting(s). The Board of Directors may entrust to and confer upon such Chairman, Managing Director, Chairman Cum Managing Director, Deputy Managing Director, Joint Managing Director, Executive Director or Whole Time Director all or any of the powers exercisable by them, with such restrictions as they may think fit, either collaterally with or to the exclusion of their own powers and subject to the superintendence, control and direction. The remuneration payable to such persons shall be sanctioned by the Company in General Meeting.
11. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**.
- “**RESOLVED** that pursuant to the Provisions of section 188 and all other applicable provisions .if any of the Companies Act, 2013 (the “Act”) and subject to such

approvals, consents, sanctions and permission as may be necessary, consent of the members of the company be accorded to the Board of Directors of the company to enter in to contracts and /or agreements with the related party 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.

Name of the Related Parties

1	L.G. Balakrishnan & Bros Limited
2	South Western Engineering India Limited
3	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 authorised 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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013.**ITEM No.4**

Sri. P. Shanmugasundaram is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company on 4th April, 2008. The qualification and expertise of Sri. P. Shanmugasundaram has been detailed in the annexure attached.

Sri. P. Shanmugasundaram retires by rotation at the ensuing Annual General Meeting under the erstwhile applicable provisions of Companies Act, 1956. Under the provisions of the Companies Act, 2013, an Independent Director should be appointed for a fixed term and is not liable to retire by rotation. In terms of Section 149 and other applicable provisions of the Companies Act 2013 Sri. P. Shanmugasundaram being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years with effect from 9th July, 2014. A notice has been received from a member proposing Sri. P. Shanmugasundaram as a candidate for the office of Director of the Company.

In the opinion of the Board, Sri. P. Shanmugasundaram fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Sri. P. Shanmugasundaram as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Sri. P. Shanmugasundaram as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Sri. P. Shanmugasundaram as an Independent Director, for the approval by the shareholders of the Company.

Except Sri. P. Shanmugasundaram, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.4.

ITEM No.5

Sri. K.N.V. Ramani is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company on 29th January, 2008. The qualification and expertise of Sri. K.N.V. Ramani has been detailed in the annexure attached.

Sri. K.N.V. Ramani retires by rotation at the ensuing Annual General Meeting under the erstwhile applicable provisions of Companies Act, 1956. Under the provisions of the Companies Act, 2013, an Independent Director should be appointed for a fixed term and is not liable to retire by rotation. In terms of Section 149 and other applicable provisions of the Companies Act 2013 Sri. K.N.V. Ramani being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years with effect from 9th July, 2014. A notice has been received from a member proposing Sri. K.N.V. Ramani as a candidate for the office of Director of the Company.

In the opinion of the Board, Sri. K.N.V. Ramani fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent

Director of the Company and is independent of the management. Copy of the draft letter for appointment of Sri. K.N.V. Ramani as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Sri. K.N.V. Ramani as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Sri. K.N.V. Ramani as an Independent Director, for the approval by the shareholders of the Company.

Except Sri. K.N.V. Ramani, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.5.

ITEM No.6

Sri. P.V. Ramakrishnan is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company on 04th April, 2008. The qualification and expertise of Sri. P.V. Ramakrishnan has been detailed in the annexure attached.

Sri. P.V. Ramakrishnan is a Director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. Under the provisions of the Companies Act, 2013, an Independent Director should be appointed for a fixed term and is not liable to retire by rotation. In terms of Section 149 and other applicable provisions of the Companies Act, 2013 Sri. P.V. Ramakrishnan being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years with effect from 1st September 2014. A notice has been received from a member proposing Sri. P.V. Ramakrishnan as a candidate for the office of Director of the Company.

In the opinion of the Board, Sri. P.V. Ramakrishnan fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Sri. P.V. Ramakrishnan as an Independent Director would be available for inspection without any fee

by the members at the Registered Office of the Company during normal business hours on any working day.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Sri. P.V. Ramakrishnan as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Sri. P.V. Ramakrishnan as an Independent Director, for the approval by the shareholders of the Company.

Except Sri. P.V. Ramakrishnan, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.6.

ITEM No.7

Sri. Harsha Lakshmikanth is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company on 09th May, 2008. The qualification and expertise of Sri. Harsha Lakshmikanth has been detailed in the annexure attached.

Sri. Harsha Lakshmikanth is a Director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. Under the provisions of the Companies Act, 2013, an Independent Director should be appointed for a fixed term and is not liable to retire by rotation. In terms of Section 149 and other applicable provisions of the Companies Act, 2013 Sri. Harsha Lakshmikanth being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years with effect from 1st September 2014. A notice has been received from a member proposing Sri. Harsha Lakshmikanth as a candidate for the office of Director of the Company.

In the opinion of the Board, Sri. Harsha Lakshmikanth fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Sri. Harsha Lakshmikanth as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Sri. Harsha Lakshmikanth

as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Sri. Harsha Lakshmikanth as an Independent Director, for the approval by the shareholders of the Company.

Except Sri. Harsha Lakshmikanth, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.7.

Item No.8

Sri. K. Karthik was co-opted as an Additional Director of the Company with effect from 30.01.2014 pursuant to Section 161 of the Companies Act, 2013 (“the Act”), Sri. K. Karthik holds office of Director upto the date of ensuing Annual General Meeting. The Company has received a notice in writing along with a deposit of ₹ 1,00,000/- proposing his candidature for the Office of the Director under the provisions of Section 160 of the Companies Act, 2013.

None of the Directors is interested in this resolution except Sri. K. Karthik to the extent of his appointment.

The Board recommends the resolution set forth in Item No. 8 for the approval of the members

Item No.9

The Board of Directors of the Company at its meeting held on 30th January 2014 has appointed Sri. K. Karthik as Whole Time Director of the Company as recommended

by the remuneration committee subject to the approval of Shareholders for a period of 3 years w. e. f. 01-02-2014 at the following remuneration, in accordance with norms laid down in Schedule V Part II Section II and other applicable provisions of the Companies Act, 2013.

Particulars	₹ Per Month
Basic Salary	15,200
Other allowances and perquisites	66,316
Provident fund 12% of Basic Salary	1,824
Total	83,340

The remuneration and perquisites shall be subject to the overall ceiling under Section 196 and 197 of the Act read with Schedule V Part II, Section II of the Companies Act, 2013.

Sri. K. Karthik has been re designated as Executive Director w.e.f. 16.05.2014, without any other variation in the terms of his appointment.

The Board recommends this resolution as set out in Item No. 9 for approval of the members.

None of the Directors is interested or concerned in this resolution except Sri. K. Karthik.

The Draft Contract of service with the Executive Director to be entered pursuant to section 190 of the Companies Act, 2013 and is kept in the registered office of the Company for inspection during the working days.

I General Information				
1	Nature of Industry	The Company is a Forging Component manufacturing Industry.		
2	Date of expected date of commencement of production.	Company was established in the year 2006 and had already commenced commercial production.		
3	In case of new companies expected date of commencement of activities as per project approved by Financial Institutions appearing in the prospectus.	Not Applicable		
4	Financial Performance	Particulars	31.03.2014 ₹ in Lakhs	31.03.2013 ₹ in Lakhs
		Turnover	8,654.41	10,800.97
		PBT	307.07	(436.05)
		PAT	307.07	(436.05)
		Rate of Dividend Declared	NIL	NIL

5	Export Performance and Non Forex Collaborations.	For the year ended 31-03-2014 Forex Earned : INR 1160.33 Lakhs Forex Outgo : INR 78.70 Lakhs
6	Foreign Investments of collaborators, if any.	Not Applicable
II Information about the appointee.		
1	Background details	Sri. K. Karthik aged 39 years was appointed as Executive Director on 30 th January 2014. He is a Engineering Graduate and holds a Post Graduate Diploma in Foreign Trade along with Masters Post graduate Diploma in International Business, He has More than 20 years experience in the field of marketing. He is the Chief operating Officer of the company for the Period of 9 Months
2	Past Remuneration	₹ 83,340/- p m
3	Recognition or Awards	NIL
4	Job Profile and his suitability	Subject to the superintendence, direction and control of the Board of Directors, Sri. K. Karthik is responsible for the operations of the Company.
5	Remuneration Proposed	As mentioned in the notice. The remuneration payable has the approval of the Remuneration Committee and the Board of Directors.
6	Comparative remuneration profile to industry, size of the Company, profile of the position and person.	Commensurate with the size and the operations of the Company the profile of the appointee, the responsibilities shouldered on, him and the industry bench marks, the remuneration proposed to be paid is reasonable to that of the similar other companies.
7	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel if any.	Nil
III Other Information.		
1	Reasons of loss or inadequate profits:	The Company had to face many challenges during financial year 2013-14, like shortage of working capital which ultimately resulted in delayed procurement of raw materials, huge interest burden, higher rejection, general industrial meltdown, etc. Another bigger challenge before the Company was reducing its debt portfolio, which was contributing significantly to erode the bottom line.
2	Steps taken or proposed to be taken for improvement	The Company has developed new customers and also new components for existing customers during the last financial year resulting in new business. The Company has also embarked on several yield improvement methods for improved profitability. The results of these steps and other initiatives will be seen in the coming years

3	Expected increase in productivity and profits in measurable terms	There are signs of revival in economic activity which should lead to improvement prospects during the year.
IV Disclosure		
1	Remuneration package	As given in the Explanatory statement
2	Details to be furnished in Corporate Governance	Given under Remuneration to Directors in "Report on Corporate Governance.

ITEM No.10

The Board of Directors at their meeting held on 15th May, 2014 have recommended amendment of Articles of Association of the Company by substituting new article(s) by replacing existing article 43 with a new article 43 providing that the office of, Deputy Managing Director, Joint Managing Director, Executive Director or Whole Time Director(s) are liable to retire by rotation to comply with Section 152 of the Companies Act 2013

In terms of Section 14 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 consent of the members of the Company is proposed to be obtained by way of special resolution.

The Board of Directors recommend the Resolutions in Item No.10 of the Notice for approval by the Members.

A copy of the Articles of Association together with the proposed amendments will be available for inspection by the members during office hours on any working day.

Sri. B. Vijayakumar, Sri. V. Rajvirdhan, Sri. K. Karthik Directors are deemed to be interested in this resolution. None of the other Directors, Key Managerial Personnel or their relatives are interested in the Resolution as set out in Item No.10 of the Notice.

ITEM No.11

The Company has been entering in to transactions with related parties confirming to prescribed statutory procedure under the Companies Act ,1956 and with the approval of the Central Government in respect of such transactions falling under the provisio to the Section 297(1) of the Companies Act, 1956.

The Company also proposes to enter into such transactions with related parties confirming to the requirements of the Companies Act, 2013.

In the above context the necessary Special Resolution is proposed for the approval to the members. The transactions have been approved by the Board of Directors subject to the company passing a Special Resolution as per the requirement of the Act.

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.

All contracts will be subject to the conditions that the prescribed price/charges payable under the contracts shall be competitive, shall be based on prevailing market price, shall not be prejudicial to the interest of either parties and shall be at Arms length, on the basis of comparable uncontrolled price other than with associate enterprise.

1. Name of the related party	M/s. L.G. Balakrishnan & Bros Limited	
Name of the Director/ KMP who is related, if any	B. Vijayakumar V. Rajvirdhan Rajiv Parthasarathy	
Nature of relationship	Interested as Directors / Shareholders	
Nature, Material Terms, monetary value and particulars of the contract or arrangement;		₹ in lakhs/Annum
	Sale / purchase of Moveable and Immovable Assets	1000.00
	Availing of Printing Services	10.00
	Leasing of Land & Building	100.00
	Purchase of Stores, Spares, Tools & Dies	5.00
	Sale of DEP B Licence	200.00
	Availing of Heat Treatment Process	75.00
	Providing of Machining Activities	10.00
Tenure of the contract	The Contract would be for a period of 5 years with effect from 1st April, 2014.	
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 manufacturers 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. Since the company is well equipped with adequate infrastructure facilities to cater the requirements of the Company in time.	
2. Name of the related party	M/s. South Western Engineering India Limited	
Name of the Director/ KMP who is related, if any	B. Vijayakumar V. Rajvirdhan Rajiv Parthasarathy	
Nature of relationship	Interested as Directors / Shareholders	
Nature, Material Terms, monetary value and particulars of the contract or arrangement;		₹ in lakhs/Annum
	Availing of Heat Treatment Process	200.00
Tenure of the contract	The Contract would be for a period of 5 years with effect from 1st April, 2014.	
Any other information relevant or important for the members to take decision on the proposed resolution	South Western Engineering India Limited is engaged in the Heat Treatment Processing activities with adequate state of art infrastructure facilities to cater our requirements of Heat Treatment to our components in large scale which would be beneficial and economical to the Company.	
3. Name of the related party	M/s. L.G.B. Auto Products Private Limited	
Name of the Director/ KMP who is related, if any	B. Vijayakumar V. Rajvirdhan	
Nature of relationship	Interested as Directors / Shareholders	
Nature, Material Terms, monetary value and particulars of the contract or arrangement;		₹ in lakhs/Annum
	Leasing of Machineries	15.00
	Purchase of Machineries	15.00
Tenure of the contract	The Contract would be for a period of 5 years with effect from 1st April, 2014.	
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.	

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM FOR THE AGM IS ENCLOSED.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN 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 A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. Members / Proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
4. Details under Clause 49 of the Listing Agreement with the Stock Exchanges in respect of the Directors seeking appointment / re-appointment at the Annual General Meeting are furnished and forms a part of the notice. The Directors have furnished the requisite consents / declarations for their appointment / re-appointment.
5. The Register of Members and the Share Transfer Books of the Company will remain closed from 08.07.2014 to 09.07.2014 (both days inclusive)
6. **Change of Address:** Members are requested to notify any change of address and bank details to

their depository participants in respect of their holdings in electronic form 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 - 600 002 the Registrar and Share Transfer Agent of the Company.

7. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Registrar and Share Transfer Agents, for consolidation into a single folio.
8. 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 account(s). Members holding shares in physical form can submit their PAN details to the Registrar and Share Transfer Agent.
9. Copies of the Annual Report 2014, the Notice of the 8th Annual General Meeting of the Company and instructions for e-voting, along with the Attendance Slip and Proxy Form, are being sent by electronic mode only to all the members whose email addresses 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 Annual Report 2014 are being sent by permitted mode.
10. Members may also note that the Notice of the 8th Annual General Meeting and the Annual Report 2014 will be available on the Company’s website, www.lgbforge.co.in. The physical copies of the aforesaid documents will also be available at the Company’s registered office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at: secretarial@lgb.co.in.

11. Voting through electronic means

Pursuant to the provisions of section 108 of the Companies Act, 2013, Rule 20 and Rule 21 of Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 8th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by **Central Depository Services Limited (CDSL)**.

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com.
- (ii) Click on “Shareholders” tab to cast your votes.
- (iii) Now, select the Electronic Voting Sequence Number - “EVSN” along with “LGB FORGE LIMITED” from the drop down menu and click on “SUBMIT”
- (iv) If you are holding shares in Demat form and have already voted earlier on www.evotingindia.com for a voting of any Company, then your existing login id and password are to be used. If you are a first time user follow the steps given below.
- (v) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
User ID	For NSDL : 8 Character DP ID followed by 8 Digits Client ID For CDSL : 16 digits beneficiary ID	Folio Number registered with the Company
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both Demat Shareholders as well as physical Shareholders)	
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.	

* Members who have not updated their PAN with the Company/Depository Participant are

requested to use the default number: <Default Value> in the PAN field.

Please enter any one of the details in order to login. In case either of the details are not recorded with the depository please enter the value <Default Value> in the DOB column.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Members holding shares in physical form will then reach directly the EVSN 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. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character(@ # \$ % & *). 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. Kindly note that this changed password is to be also used by the Demat holders for voting for resolutions for the Company or any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform.
- (viii) Click on the relevant EVSN on which you choose to vote.
- (ix) 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.
- (x) Click on the “Resolutions File Link” if you wish to view the entire Resolutions.
- (xi) 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.

- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

In case of members receiving the physical copy of Notice of AGM [for members whose e-mail IDs are not registered with the company/ depository participant(s) or requesting physical copy]:

- a) Initial password as below is given in the attendance slip for the AGM

EVSN**	USER ID	PASSWORD
IS140529001	xxxxxxxxx	xxxxxxxxx

** (Electronic Voting Sequence Number)

- b) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

General

- a) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and POA in favour of the Custodian who they have authorised to vote on their behalf, in PDF format in the system for the scrutinizer to verify the vote.
- b) The voting period begins on 3rd July 2014 (9.00 AM) and ends on 5th July 2014 (6.00 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 30th May, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

- c) 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 is 30th May, 2014.
- d) Mr. M.D. Selvaraj, FCS of MDS & Associates, Company Secretaries, Coimbatore has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- e) The scrutinizer shall within a period of not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in 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.
- f) The results of the e-voting along with the scrutinizer’s report shall be placed in the Company’s website www.lgbforge.co.in and on the website of CDSL within two days of passing of the resolution at the AGM of the Company. The results will also be communicated to the stock exchanges where the shares of the Company are listed.
- g) 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.

- 12. **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. B. Hariganesh, Company Secretary so that the same may be attended appropriately to your entire satisfaction.

Coimbatore
15.05.2014

By order of the Board
B. Hariganesh
Company Secretary

Details of Directors seeking appointment/and re-appointment at the forth coming Annual General Meeting in pursuance of Clause 49 of the Listing Agreement

Name	Sri.B.Vijayakumar	Sri.P.Shanmugasundaram	Sri. P.V.Ramakrishnan
DIN	00015583	00119411	00013441
Date of Birth	22.01.1953	10.08.1948	05.01.1959
Nationality	Indian	Indian	Indian
DOA on the Board	07.06.2006	04.04.2008	04.04.2008
Relationship with other Director	Son-Sri.V.Rajvirdhan & Daughter's Husband Sri.Rajiv Parthasarathy	None	None
Qualification	B. Sc.,	B.Com., LLB., FCA.,	B.E.,
Expertise in area	More than 40 years as an Industrialist and More than 20 years as the Managing Director of L.G. Balakrishnan & Bros Ltd.	Vast and rich experience in Finance, Accounts and Taxation	More than 20 years experience as Industrialist
No. of shares held	15,000,000	Nil	NIL
List of Directorships held in other Companies	<ol style="list-style-type: none"> 1. L G Balakrishnan & Bros Ltd 2. BCW V Tech India P Ltd 3. Renold Chain India P Ltd 4. Super Spinning Mills Ltd 5. Elgi Equipments Ltd 6. South Western Engineering India Ltd 7. Rolon Fine Blank Ltd 8. LGB Rolon Chain Ltd 9. LG Sports Ltd 10. LGB fuel systems P. Ltd 11. Elgi Automotive Services P Ltd 12. LGB Auto Products P Ltd 13. LG Farm Products P Ltd 14. Super Speeds P Ltd 15. Super Transports P Ltd 16. LGB USA INC 17. GFM Corporation LLC 	<ol style="list-style-type: none"> 1. L G Balakrishnan & Bros Ltd 2. D.S.M.Soft Private Limited 	<ol style="list-style-type: none"> 1. Palani Vijay Cottspin P Ltd 2. Mikrosen Control Devices P Ltd
Chairman/Member of the Committees of the Board of other companies in which he is Director	<p>Member of Shareholders & Investors Committee in LGB Forge Ltd</p> <p>Member of Audit & Remuneration Committee Super Spinning Mills Ltd</p>	NIL	NIL

Details of Directors seeking appointment/and re-appointment at the forth coming Annual General Meeting in pursuance of Clause 49 of the Listing Agreement (Contd.)

Name	Sri.K.N.V.Ramani	Sri. Harsha LakshmiKanth	Sri.K.Karthik
DIN	00007931	02238793	06846794
Date of Birth	05.10.1931	24.08.1977	20.04.1975
Nationality	Indian	Indian	Indian
DOA on the Board	9.01.2008	09.05.2008	30.01.2014
Relationship with other Director	None	None	None
Qualification	M.A., B.L.,	B.E., M.S.,	B.E., PGDFT., MPIB.,
Expertise in area	More than 55 years experience as an Advocate	More than 11 years experience in Software Engineering	More than 20 Years Experience in Marketing
No. of shares held	NIL	NIL	NIL
List of Directorships held in other Companies	1. Sri Kannapiran Mills Ltd 2. Sri Chamundeswari Sugars Ltd 3. K.G.Denim Ltd 4. Bannari Amman Spinning Mills Ltd 5. Sree Sankara College Association 6. ShivTxyarn Ltd 7. K.P.R. Mill Ltd 8. Srinidhi Investment Advisors P Ltd	1. The Head Hunters (India) P Ltd 2. Placements.Com P Ltd 3. Mayajaal Entertainment Ltd	NIL
Chairman/Member of the Committees of the Board of other companies in which he is Director	Chairman of Remuneration Committee in Sri Kannapiran Mills Ltd Sri Chamundeswari Sugars Ltd K.G. Denim Ltd Chairman of Audit Committee Sri Kannapiran Mills Ltd Shiva Txyarn Ltd Member of Audit Committee in Bannari Amman Spinning Mills Ltd K.G. Denim Ltd Member of Remuneration Committee in Bannari Amman Spinning Mills Ltd	NIL	NIL