LGB FORGE LIMITED
Ganapathy, Coimbatore - 641 006
Tamil Nadu, India
Tel : (0422) 2532325
Fax : (0422) 2532333

To

Listing Department
BSE Limited
25th Floor, PJ Towers, Dalal Street
Mumbai – 400 001

Listing Department
National Stock Exchange of India Limited
Exchange Plaza, C-1 Block G
BandraKurla Complex, Bandra, East
Mumbai - 400 051

12.09.2015

Dear Sir

Sub : **Proceedings of 9th Annual General Meeting of the Company held on 10th September 2015**

Symbol : **LGBFORGE**

Pursuant to the provision of the clause 31(d) of the Listing Agreement, it is hereby informed that the 9th Annual General Meeting of the Company was duly held on Thursday 10th September 2015 at 9:00 A:M at Ardra Convention Centre, Kaanchan, 9, North Huzur Road, Coimbatore 641 018, Tamilnadu, India.

The proper quorum was present and all the items of business as mentioned in the Annual General Meeting Notice dated 30th April 2015 were discussed and based on the report of the Scrutinizer, all the resolutions were declared as passed by requisite majority by remote e-voting and through poll at Annual General Meeting.

1.	**Detail of the Agenda:**	**Adoption of the Audited Financial Statements of the Company along with Consolidated Financial Statements for the financial year ended 31st March, 2015 together with the Reports of the Board of Directors and Auditors thereon.**
	Resolution Required:	Ordinary Resolution
	Mode of voting:	Passed unanimously by Remote E-voting and votes cast on poll at the venue of AGM

LGB FORGE LIMITED CBE-6

Regd. Office : 6 / 16 / 13, Krishnarayapuram Road, Ganapathy, Coimbatore - 641 006. Tamil Nadu, India
CIN : L27310TZ2006PLC012830 E-mail: info@lgb.co.in web: www.lgbforge.co.in

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2	**Detail of the Agenda:**	**Appointment of a Director in the place of Sri.V.Rajvirdhan (DIN:00156787), who retires by rotation and being eligible, offers herself for re-appointment.**
	Resolution Required:	Ordinary Resolution
	Mode of voting:	Passed with requisite majority by Remote E-voting and votes cast on poll at the venue of AGM
3	**Detail of the Agenda:**	**Re-appointment of M/s.Haribhakti & Co. LLP (Firm Registration Number:103523W) Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration.**
	Resolution Required:	Ordinary Resolution
	Mode of voting:	Passed unanimously by Remote E-voting and votes cast on poll at the venue of AGM
4	**Detail of the Agenda:**	**Appointment of Ms.Aishwarya Rao (DIN: 07144139) as Independent Director of the Company for 5 consecutive years upto 9th September 2020.**
	Resolution Required:	Ordinary Resolution
	Mode of voting:	Passed with requisite majority by Remote E-voting and votes cast on poll at the venue of AGM

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5	**Detail of the Agenda:**	**Approval for entering into related party transactions with M/s.L.G.Balakrishnan & Bros Limited and L.G.B Auto Products Private Limited under Section 188 of the Companies Act, 2013**
	Resolution Required:	Special Resolution
	Mode of voting:	Passed with requisite majority by Remote E-voting and votes cast on poll at the venue of AGM

Please note that the voting results were intimated to the Stock Exchanges in the format prescribed under Clause 35A of the Listing Agreement.

A copy of the Scrutinizer Report is also attached.

Kindly take this intimation on record.
Thanking You,
Yours faithfully,
LGB FORGE LIMITED

B.VIJAYAKUMAR
CHAIRMAN

Regd. Office : 6 / 16 / 13, Krishnarayapuram Road, Ganapathy, Coimbatore - 641 006. Tamil Nadu, India
CIN : L27310TZ2006PLC012830 E-mail: info@lgb.co.in web: www.lgbforge.co.in

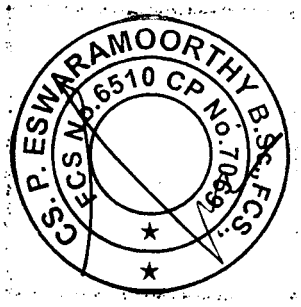
P. Eswaramoorthy BSc., FCS.,
Company Secretary in Practice

SCRUTINIZER'S REPORT FOR E-VOTING AND POLL

(Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Companies (Management and Administration) Amendment Rules, 2015

To

The Chairman
9th Annual General Meeting of the Equity Shareholders of
M/s. LGB FORGE LIMITED
(CIN: L27310TZ2006PLC012830)
Held on Thursday, the 10th day of September, 2015 at 9.00 A.M at
Ardra Convention Centre, "Kaanchan",
9 , North Huzur Road,
Coimbatore- 641 018.
Tamil Nadu, India



Dear Sir,

I, P.Eswaramoorthy, B.Sc., FCS, Practising Company Secretary having office at 44 & 44/1, 5th Street, Ramalinga Jothi Nagar, Nanjundapuram Road, Ramanathapuram, Coimbatore -641 045, Tamil Nadu, India have been appointed as a Scrutinizer of M/s. LGB FORGE LIMITED ("the Company") for the purpose of Scrutinizing the e-voting and poll process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Amended Rules 2015 on the below mentioned resolution(s), at the 9th Annual General Meeting of the Equity Shareholders of LGB FORGE LIMITED, held on 10th day of September, 2015 at 09.00 A.M at Ardra Convention Centre, "Kaanchan", 9 , North Huzur Road, Coimbatore – 641 018, Tamil Nadu, India.

The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and poll on the resolutions proposed in the Notice of the 9th Annual General Meeting of the company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and by use of ballots by poll at the meeting are conducted in a fair and transparent manner and render consolidated scrutinizer's report of the total votes cast in favour or against if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by Central Depository Services Limited (CDSL) and Voting at the AGM by Poll.

44 & 44/1, 5th Street, Ramalinga Jothi Nagar, Near Corporation Office, Nanjundapuram Road,
Ramanathapuram, Coimbatore - 641 045. ☎ 0422 - 2322333
✉ eswarfcs@gmail.com, eswaracs@gmail.com

We submit our report as under.

1. The e-voting period remained open from 7th September, 2015 (09.00 A.M IST) to 9th September, 2015 (5.00 P.M IST)

2. The Shareholders holding shares as on the "Cut off " date i.e., 3rd September, 2015 were entitled to vote on the proposed resolutions (Item No. 1 to 5 as set out in the notice of the 9th Annual General Meeting of LGB Forge Limited)

3. The remote e-voting unblocked on 10th September, 2015 @ 9.40 a.m after conclusion of the Annual General Meeting in the presence of two witnesses, Ms.A.Sanofar and Mr.M.S.Sivakumar who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

A. Sanofar
.....
(A.Sanofar)
2910/2, Ramalinga Jothi Nagar,
Nanjundapuram Road,
Ramanathapuram,
Coimbatore - 641045

J. Sivakumar
.....
(M.S.Sivakumar)
46/1, Kamaraj Nagar,
Thadagam Road,
Kalyanapalayam Post,
Coimbatore - 641025.

4. The details containing, inter- alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e voting website of Central Depository Services Limited (https://www.evotingindia.com/).

5. After the time fixed for closing of the poll by the Chairman, ballot boxes kept for polling were locked in my presence with due identification marks placed by me.

6. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.

7. The Company has received four proxy forms and attended the meeting and they have not voted in the meeting.

8. The Consolidated results are as under:

CS. P. ESWARAMOORTHY B.Sc., FCS
FCS No. 6510 CP No. 7099

ORDINARY BUSINESS:

ITEM NO.1

To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss for the year ended on that date and the Report of the Directors and the Auditors thereon.

(i) VOTES CASTED **IN FAVOUR OF THE RESOLUTION**

MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL	NUMBER OF VOTES CASTED	PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED
E- Voting	27	9,64,50,283	
Poll	33	1,08,476	
Total Voting	**60**	**9,65,58,759**	**100.0000**

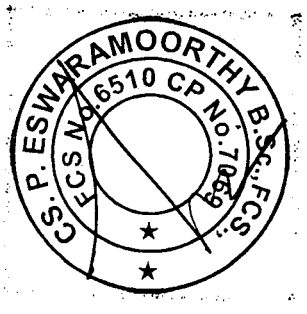
(ii) VOTES CASTED **AGAINST THE RESOLUTION**

MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL	NUMBER OF VOTES CASTED	PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED
E- Voting	0	0	
Poll	0	0	
Total Voting	0	0	**0.0000**

(iii) **INVALID / ABSTAIN VOTES**

MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL	NUMBER OF VOTES CASTED
E- Voting	0	0
Poll	1	150
Total Voting	1	150

Based on the aforesaid results, Ordinary Resolution as contained Item No.1 has been passed with requisite Majority.



ITEM NO. 2

To appoint a Director in place of Sri.V.Rajvirdhan (DIN 00156787), who retires by rotation and being eligible, offers himself for re-appointment.

(i) VOTES CASTED **IN FAVOUR OF THE RESOLUTION**

MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL	NUMBER OF VOTES CASTED	PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED
E- Voting	26	9,64,50,033	
Poll	33	1,08,476	
Total Voting	**59**	**9,65,58,509**	**99.9997**

(ii) VOTES CASTED **AGAINST THE RESOLUTION**

MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL	NUMBER OF VOTES CASTED	PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED
E- Voting	1	250	
Poll	0	0	
Total Voting	**1**	**250**	**0.0003**

(iii) **INVALID / ABSTAIN VOTES**

MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL	NUMBER OF VOTES CASTED
E- Voting	0	0
Poll	1	150
Total Voting	**1**	**150**

Based on the aforesaid results, Ordinary Resolution as contained Item No.2 has been passed with requisite Majority.

CS. P. ESWARAMOORTHY B.Sc., FCS. FCS No.6510 CP No.7859

ITEM NO. 3

ORDINARY RESOLUTION

To re-appoint auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the fifth consecutive AGM and to fix their remuneration and to pass the following resolution thereof.

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

i) VOTES CASTED **IN FAVOUR OF THE RESOLUTION**

MODE OF VOTING	**NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL**	**NUMBER OF VOTES CASTED**	**PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED**
E- Voting	27	9,64,50,283	
Poll	33	1,08,476	
Total Voting	**60**	**9,65,58,759**	**100.0000**

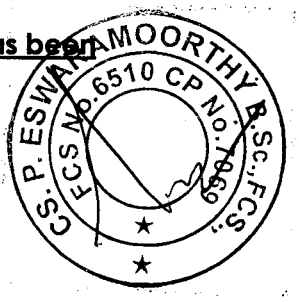
(ii) VOTES CASTED **AGAINST THE RESOLUTION**

MODE OF VOTING	**NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL**	**NUMBER OF VOTES CASTED**	**PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED**
E- Voting	0	0	
Poll	0	0	
Total Voting	0	0	**0.0000**

(iii) **INVALID / ABSTAIN VOTES**

MODE OF VOTING	**NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL**	**NUMBER OF VOTES CASTED**
E- Voting	0	0
Poll	1	150
Total Voting	**1**	**150**

Based on the aforesaid results, Ordinary Resolution as contained Item No.3 has been passed with requisite Majority.



SPECIAL BUSINESS:

ITEM NO. 4

ORDINARY RESOLUTION

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

RESOLVED THAT, pursuant to Section 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Ms.Aishwarya Rao (DIN 07144139), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 31st March 2015 and who holds the office till the date of AGM, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 , signifying his intention to propose Ms.Aishwarya Rao as candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company for 5 consecutive years effective from 10th September 2015 to 9th September 2020 and is not liable to retire by rotation.

(i) VOTES CASTED **IN FAVOUR OF THE RESOLUTION**

MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL	NUMBER OF VOTES CASTED	PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED
E- Voting	26	9,64,50,033	
Poll	33	1,08,476	
Total Voting	**59**	**9,65,58,509**	**99.9997**

(ii) VOTES CASTED **AGAINST THE RESOLUTION**

MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL	NUMBER OF VOTES CASTED	PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED
E- Voting	1	250	
Poll	0	0	
Total Voting	**1**	**250**	**0.0003**

(iii) **INVALID / ABSTAIN VOTES**

MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL	NUMBER OF VOTES CASTED
E- Voting	0	0
Poll	1	150
Total Voting	**1**	**150**

Based on the aforesaid results, Ordinary Resolution as contained Item No.4 has been passed with requisite Majority.

CS. P. ESWARAMOORTHY B.Sc., FCS. FCS No. 6510 CP No. 7089

ITEM NO. 5

SPECIAL RESOLUTION

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

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

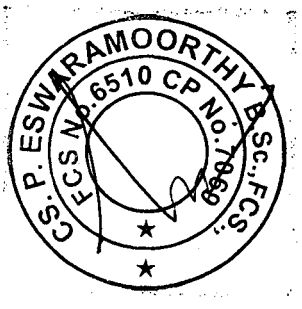
Name of the Related Parties

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

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

(i) VOTES CASTED **IN FAVOUR OF THE RESOLUTION**

MODE OF VOTING	**NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL**	**NUMBER OF VOTES CASTED**	**PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED**
E- Voting	11	1,56,118	
Poll	33	1,08,476	
Total Voting	**44**	**2,64,594**	**100.0000**



(ii) VOTES CASTED **AGAINST THE RESOLUTION**

MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL	NUMBER OF VOTES CASTED	PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED
E- Voting	0	0	0
Poll	0	0	**0**
Total Voting	**0**	**0**	**0**

(iii) **INVALID / ABSTAIN VOTES**

MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL	NUMBER OF VOTES CASTED
E- Voting	16*	*9,62,94,165
Poll	1	150
Total Voting	**17**	**9,62,94,315**

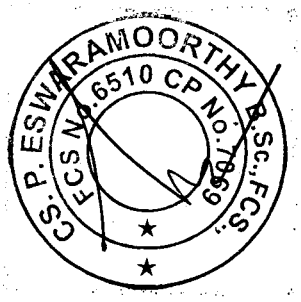
Based on the aforesaid results, Special Resolution as contained Item No.5 has been passed with requisite Majority.

** According to Clause 49(VII) of the listing agreement, all entities falling under the definition of related parties shall abstain from voting irrespective of whether the entity is a party to the particular transaction or not.* Accordingly, *the votes cast by the related parties have been excluded and considered as invalid.*

1. All relevant records of electronic voting will remain in my safe custody until the Chairman considers, approves and signs the minutes of the 9th Annual General Meeting and the same shall be handed over thereafter to the Chairman / Company Secretary for safe keeping.

2. The poll papers and all other relevant records were sealed and handed over to the Chairman / Company Secretary for safe keeping.

3. List of Equity Share holders who voted for, against and those who have voted declared invalid/abstain for each resolutions are handed over to the Chairman / Company Secretary for safe keeping.

Thanking You,
Yours faithfully,

P. Eswaramoorthy
Company Secretary in practice
FCS No. 6510, COP. 7069
Date: 11.09.2015
Place : Coimbatore