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

BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001.	The National Stock Exchange of India Limited "Exchange Plaza" Bandra Kurla Complex, Bandra(E), Mumbai-400051.

LGB/SEC/STK-2017 04.07.2017

Dear Sirs,

Sub: Notice of 11th Annual General Meeting under Regulation 30(2) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015

In continuation with our letter dated 01.07.2017, We are forwarding herewith Notice of 11th Annual General Meeting of the Company scheduled on 27th July, 2017 at 09.00 AM at Ardra Convention Centre, Kaanchan, 9, North Huzur Road, Coimbatore – 641 018.

Kindly take the same on record

Thanking You,

Yours faithfully,

For LGB Forge Limited

R.Ponmanikandan

Company Secretary

NOTICE

Notice is hereby given that the Eleventh Annual General Meeting of the Members of the Company will be held on Thursday, 27th July, 2017 at 09.00 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, 2017 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 (DIN 00015583), who retires by rotation and being eligible, seeks re-appointment.
3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

   "RESOLVED that pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, the appointment of M/s. Haribhakti & Co, LLP, Chartered Accountants (Firm Registration No. 103523W), as Auditors of the Company in the AGM held on 10.09.2015 for a term of five years i.e. till the conclusion of the 13th Annual General Meeting (AGM), which was subject to ratification at every AGM, be and is hereby ratified to hold the office from the conclusion of this AGM till the conclusion of the next AGM of the Company to be held in the year 2018, at a remuneration of ₹ 5,20,000/- (Rupees Five Lakhs Twenty Thousand Only) which includes fees for other services rendered, (plus applicable statutory levies and taxes and re-imbursement of travelling and out of pocket expenses incurred by them for the purpose of audit).

Special business

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

   RESOLVED THAT PURSUANT TO Section 196, 197, 198, 203, Schedule V and other applicable provisions if any of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment therof for the time being in force) the consent of the Members be and is hereby accorded to the reappointment Sri. K.Karthik (DIN:06846794) as Executive Director of the Company for a further period of 6 months w. e. f. 01-02-2017 on the following remuneration as recommended by the Nomination and Remuneration committee, approved by the Audit Committee and the Board of Directors at their Meeting held on 27th January 2017.

Salary:	
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.

The Executive Director shall not be entitled to any sitting Fee for attending the Meeting of the Board of Directors or a Committee therof. He shall not be eligible for any other benefits other than the above.

RESOLVED FURTHER THAT Sri. K.Karthik (DIN:06846794) shall be liable to retire by rotation and if -appointed, the same shall not be treated as break in the service as Executive Director.

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

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	**31.03.2017 ₹ in Lakhs**	31.03.2016 ₹ in Lakhs
		Turnover	**9,413.59**	9,784.79
		PBT	**(200.53)**	(233.75)
		PAT	**(200.53)**	(233.75)
		Rate of Dividend Declared	NIL	NIL
5	Foreign Investments of collaborators, if any.	NIL		
II	Information about the appointee.			
1	Background details	Sri. K. Karthik aged 42 years was appointed as Executive Director on 30th January 2014. He is an 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 Executive Director of the Company for the past 3 years		
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 2016-17, like shortage of working capital which ultimately resulted in delayed procurement of raw materials, huge interest burden, 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.

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 FORTYEIGHT 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 attending the Meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the meeting hall.

4. Details under Regulation 36 of SEBI (Listing Obligations and disclosure Requirements) Regulation 2015 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 shall remain closed from 21.07.2017 to 27.07.2017 (both days inclusive)

6. Members holding shares in electronic form are hereby informed that bank particulars registered against their depository accounts will be used by the Company for applicable purposes. The Company or the Registrars cannot act on any request received directly from the members holding shares in electronic form for any change in bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the Members.

   Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios are requested to write to the Registrars and Share Transfer Agents of the Company.

7. 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.

8. 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.

9. 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.

10. Copies of the Annual Report 2017, the Notice of the 11th 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 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 2017 are being sent by permitted mode.

11. In terms of the provisions of Section 136(1) of the Companies Act, 2013, Rule 10 of Companies (Accounts of Companies) Rules, 2014 and Regulation 36 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 "Listing Regulations", the Board of Directors has decided to circulate the Abridged Annual Report containing salient features of the balance sheet and statement of profit and loss and other documents to the shareholders for the Financial Year 2016-17 under the relevant laws.

    The Abridged Annual Report is being circulated to the members excluding the Annual Report on Remuneration Philosophy/Policy, Secretarial Audit Report, Extract of Annual Return, Full Report on Corporate Governance and Shareholders' Information.

    Members who desire to obtain the full version of the Annual Report may write to us at: secretarial@lgb.co.in. Full version of the Annual Report is also be available on the Company's website www.lgbforge.co.in .

12. Members may also note that the Notice of the 11th Annual General Meeting and the Annual Report 2017 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: r.ponmanikandan@lgb.co.in.

13. Voting Through Electronic Means In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their votes for all the resolutions detailed in the Notice of the 11th Annual General Meeting scheduled to be held at 09.00 a.m, on Thursday, the 27th July, 2017, by electronic means and the business may be transacted through remote e-voting.

    The Company has engaged the services of CDSL as the authorised agency to provide the remote e-voting facilities. The instructions for remote e-voting is provided below.

Members, who have not voted through remote e-voting and present at the AGM in person or proxy, can vote through the ballot conducted at the AGM.

Kindly note that members can opt for only one mode of voting i.e., either by remote e-voting or by ballot at the AGM. A member present at the AGM and voted by remote e-voting will not be permitted to vote at the AGM by Ballot.

Votes cast by members who hold shares on the cutoff date viz 20.07.2017 alone will be counted. Instructions for Shareholders Voting Electronically are as under:

The instructions for shareholders voting electronically are as under:

(i) The voting period begins on 24.07.2017 at 9.00 AM and ends on 26.07.2017 at 5.00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 20.07.2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iii) Click on Shareholders / Members

(iv) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN
Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
▪ Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.
▪ In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
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
▪ 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 as mentioned in instruction (iv).

(viii) After entering these details appropriately, click on "SUBMIT" tab.)

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take

utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the LGB Forge Limited on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

(xix) **Note for Non - Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) 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.

14. 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 (record date) of 20.07.2017.

    Mr. P.Eswaramoorthy. FCS , Company Secretary in Practice, Coimbatore has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

15. The Scrutinizer shall immediately after the conclusion of the Annual General Meeting first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

16. The Results shall be declared within 3 days of the conclusion of the Annual General Meeting. The results declared along with the Consolidated Scrutinizer's Report shall be placed on the Company's website www.lgbforge.co.in and on the website of CDSL within three (3) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges where the Company's shares are listed.

17. Request for additional information, if required: In case you intend to raise any queries in the forthcoming Annual General Meeting, you are requested to forward the same to Mr.R.Ponmanikandan, Company Secretary at the Registered Office address at least 10 days before the date of the Meeting so that the same may be attended appropriately to your entire satisfaction.

By Order of the Board

R. PONMANIKANDAN
Company Secretary
Membership No. 40886

Coimbatore
06.05.2017

Details of Directors seeking Appointment / and re-appointment at the forthcoming Annual General Meeting.

Name	**Sri B.Vijayakumar**
Director Identification Number	00015583
Date of Birth	22.01.1953
Nationality	Indian
Date of Joining the Board	07.06.2006
Relationship with other Director	Father of Sri. V.Rajvirdhan
Qualification	B.Sc.,
Expertise in area	More than 47 years as an Industrialist.
Number of shares held in the Company	15,000,000
List of Directorships held in Companies	1. L.G.Balakrishnan & Bros Limited
	2. BCW V Tech India Private Limited
	3. Super Spinning Mills Limited
	4. Elgi Equipments Limited
	5. LG Sports Limited
	6. Super Speeds Private Limited
	7. South Western Engineering India Limited
	8. Super Transports Private Limited
	9. LG Farm Products Private Limited
	10. LGB Auto Products Private Limited
	11. Renold Chain India Private Limited
	12. LGB USA INC
	13. GFM Acquisition LLC
Chairman/Member Committees of the Boards of other companies in which he is Director	Member of Nomination and Remuneration Committee L.G.Balakrishnan & Bros Limited
	Member of Stakeholders Relationship Committee of L.G.Balakrishnan & Bros Limited

ATTENDANCE SLIP

LGB FORGE LIMITED

CIN : L27310TZ2006PLC12830
Regd. Office: 6/16/13, Krishnarayapuram Road, Ganapathy, Coimbatore- 641 006.
Email: info@lgb.co.in, Website: www.lgbforge.co.in
Phone: 0422 2532325, Fax: 0422 2532333

11th ANNUAL GENERAL MEETING

DP ID		**Folio No.**	
Client ID		**No. of Shares**	

Name of the Member	
Name of the Proxy	

I hereby record my presence at the 11th **ANNUAL GENERAL MEETING** of the Company held on **Thursday, July 27th, 2017 at 09.00 A.M.** at Ardra Convention Centre, Kaanchan, 9, North Huzur Road, Coimbatore - 641 018

Member's / Proxy's Signature

Note:

1. Please complete the Folio / DP ID – Client ID No. and name, sign this Attendance Slip and handover at the Attendance Verification Counter at THE MEETING HALL
2. Electronic copy of the Abridged Annual Report for FY 2016-17 and the Notice of the Annual General Meeting (AGM) along with Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
3. Physical copy of Abridged Annual Report for 2016-17 and the Notice of the Annual General Meeting along with the Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email is not registered or who have requested for a hard copy.

E-VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	USED ID	PASSWORD*
170616007	Folio No. / Client ID	PAN Number / Bank Account No / Date of Birth

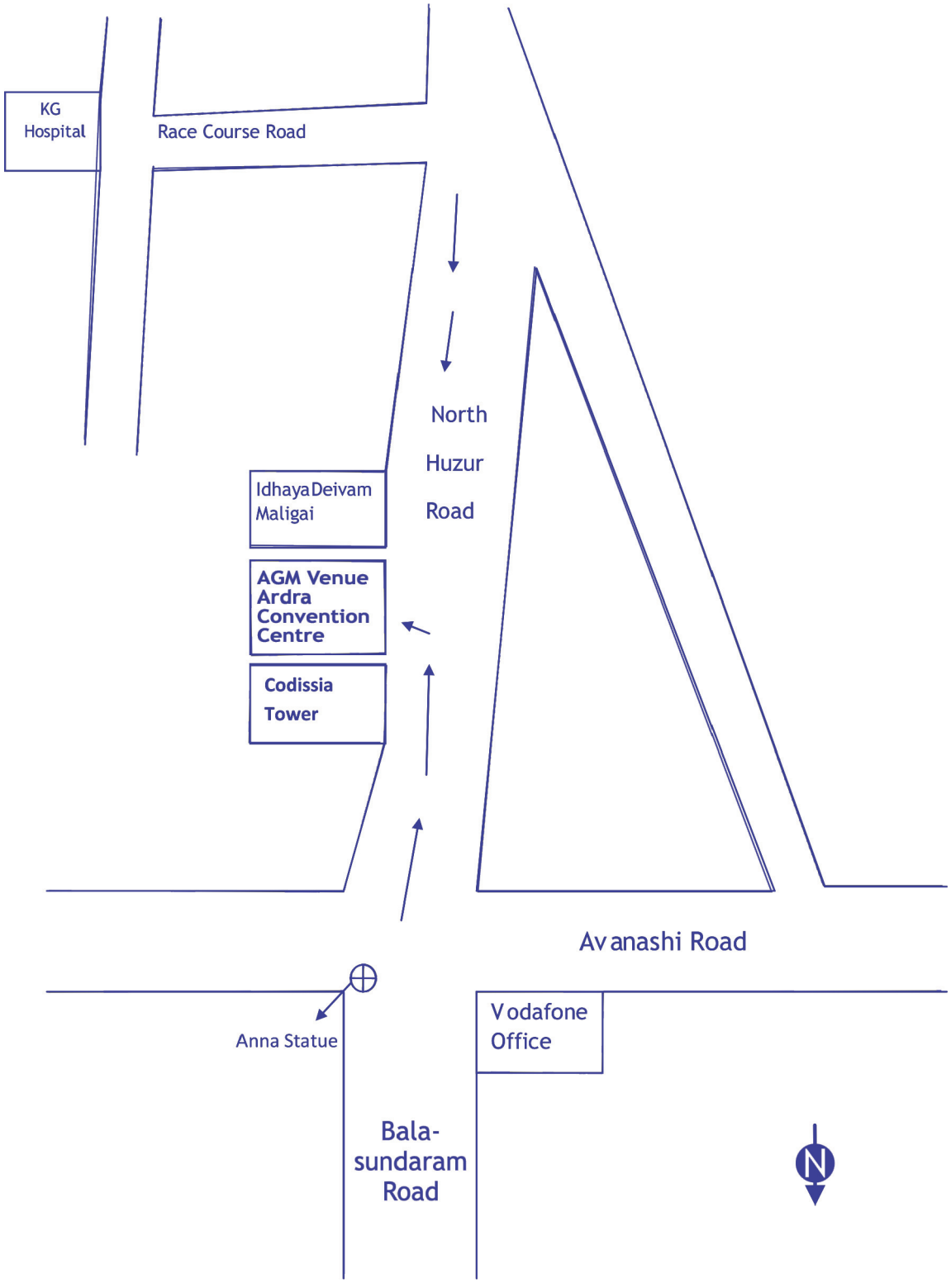
*** Physical Shareholders who does not have PAN should enter No. of Shares they hold as their password if they prefer to execise e-voting.**

The e-voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting
Monday, 24th July, 2017 (from 9.00 A.M)	Wednesday, 26th July, 2017 (upto 5.00 P.M)

Note : Please refer the details and instructions form integral part of the Notice for the Annual General Meeting.

Route map of AGM Venue



PROXY FORM

[Pursuant to Section105(6) of the Companies Act, 2013and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

LGB FORGE LIMITED

CIN : L27310TZ2006PLC12830

Regd. Office: 6/16/13, Krishnarayapuram Road, Ganapathy, Coimbatore- 641 006.
Email: info@lgb.co.in, Website: www.lgbforge.co.in
Phone: 0422 2532325, Fax: 0422 2532333

11th ANNUAL GENERAL MEETING
27th July, 2017

Name of the member(s):	
Registered address:	
E-mail ID:	
Folio No/Client ID:	DP ID:

I/We being the member(s) of shares of LGB Forge Limited, hereby appoint:

1) Name:..... Address.....

Email ID.....Signature.....or failing him;

2) Name:..... Address.....

Email ID.....Signature.....or failing him;

3) Name:..... Address.....

Email ID.....Signature.....or failing him;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 11th Annual General Meeting of the Company, to be held on **Thursday, July 27, 2017 at 09.00 A.M** at Ardra Convention Centre, Kaanchan, 9, North Huzur Road, Coimbatore - 641 018, and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

P.T.O.

S.No	Resolutions
	Ordinary Business
1	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2017 together with the Reports of the Board of Directors and Auditors thereon.
2	To appoint a Director in place of Sri. B. Vijayakumar(DIN 00015583), who retires by rotation and being eligible, seeks re-appointment.
3	Appointment of Statutory Auditor
	Special Business
4	To Re-appoint of Sri. K. Karthik (DIN 06846794), as Executive Director of the Company for a further period of 6 months.

Affix Revenue Stamp not less than ₹ 1/-

Signed this ..... day of 2017

Signature of Shareholder .....

Notes

1. **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting**
2. For the resolutions, explanatory statements and Notes, please refer to the Notice of 11th Annual General Meeting