KEYNOTE

25 YEARS OF CREATING VALUE THROUGH RELATIONSHIPS AND TRUST

Ref# LGB/Let -SEBI&SE/Am(20)

January 28, 2019

The Manager - Listing Department
National Stock Exchange of India Ltd.
"Exchange Plaza" C-1, Block – G,
BKC, Bandra (East), Mumbai – 400 051

Kind Attn: Mr. Lokesh Bhandari

Dear Sir,

Ref: Symbol - LGBFORGE

Reg: Rights issue of equity shares by LGB Forge Limited ("LGB" / the "Company")

This has a further reference to the rights issue of equity shares by LGB Forge Limited which is slated to open on Thursday, January 31, 2019 and will close on Thursday, February 14, 2019. The last date for receiving request for split forms is Thursday, February 07, 2019.

We are enclosing herewith a copy of the statutory advertisement published in terms of Regulation 55(1) of SEBI ICDR Regulations, 2009.

We request you to kindly take the above on record.

Thanking you and assuring you of our best co-operation at all times.

Yours Sincerely,
For **KEYNOTE CORPORATE SERVICES LTD.**

Uday S. Patil
Director – Investment Banking

Encl: a/a

List
29011900022

Keynote Corporate Services Limited
The Ruby, 9th Floor, Senapati Bapat Marg, Dadar (West), Mumbai - 400028.
Tel.: 91 22 3026 6000 • Fax: 91 22 3026 6088 • Email: info@keynoteindia.net • Website: www.keynoteindia.net
CIN-L67120MH1993PLC072407

This is only an advertisement for information purpose and not an offer document. Not for publication, distribution or release directly or indirectly outside India. All capitalized terms used and not defined herein shall have the meaning assigned to them in the Letter of Offer dated January 17, 2019 filed with the stock exchanges, namely BSE Limited **("BSE")** and National Stock Exchange of India Limited **("NSE")** and the Securities and Exchange Board of India, **("SEBI")**, on January 21, 2019 (the **"Letter of Offer"** or **"LOF"**).

LGB FORGE LIMITED

LGB FORGE LIMITED

Our Company was incorporated in India on June 7, 2006 as LGB Forge Limited under the provisions of the Companies Act, 1956. Our Company received Certificate of commencement of business on June 21, 2006, issued by the Registrar of Companies, Coimbatore, Tamil Nadu. The Corporate Identification Number is L27310TZ2006PLC012830. For further details, please see section "*History and Other Corporate Matters*" on page 42 of this Letter of Offer.

Registered Office: 6/16/13, Krishnarayapuram Road, Ganapathy Post, Coimbatore 641 006, Tamil Nadu, India. **Tel:** +91 422 2532325; **Fax:** +91 422 2532333; **Contact Person:** Mr. R Ponmanikandan, Company Secretary and Compliance Officer
E-mail: r.ponmanikandan@lgb.co.in; **Website:** www.lgbforge.co.in

PROMOTER OF THE COMPANY: MR. B. VIJAYAKUMAR

FOR PRIVATE CIRCULATION TO THE EQUITY SHAREHOLDERS OF LGB FORGE LIMITED ONLY ("THE COMPANY" OR "OUR COMPANY" OR THE "ISSUER")

ISSUE OF 8,82,00,912 EQUITY SHARES OF FACE VALUE OF ₹ 1/- EACH FOR CASH AT A PREMIUM OF ₹ 2/- PER EQUITY SHARE ("EQUITY SHARES") FOR AN AMOUNT AGGREGATING TO ₹ 2,646.02 LAKHS ON A RIGHTS BASIS TO THE EXISTING EQUITY SHAREHOLDERS OF LGB FORGE LIMITED IN THE RATIO OF 588 EQUITY SHARES FOR EVERY 1000 FULLY PAID-UP EQUITY SHARES (I.E., 588:1000) HELD BY THE EXISTING EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS ON JANUARY 04, 2019 (THE "ISSUE"). THE ISSUE PRICE IS 3 TIMES THE FACE VALUE. FOR FURTHER DETAILS, PLEASE SEE "TERMS OF THE ISSUE" ON PAGE 128 OF THE LETTER OF OFFER.

ISSUE PROGRAMME

ISSUE OPENS ON:	LAST DATE FOR REQUEST FOR SPLIT APPLICATION FORMS:	ISSUE CLOSES ON:
THURSDAY, JANUARY 31, 2019	THURSDAY, FEBRUARY 07, 2019	THURSDAY, FEBRUARY 14, 2019

ASBA* | **Simple, Safe, Smart way of Application - Make use of it !!!**
***Applications Supported by Blocked Amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account, investors can avail the same. For further details check section on ASBA below.**

PLEASE NOTE THAT IN ACCORDANCE WITH THE SEBI CIRCULAR CIR/CFD/DIL/1/2011 DATED APRIL 29, 2011, ALL QIBs, NON-INSTITUTIONAL INVESTORS AND NON-RETAIL INDIVIDUAL INVESTORS COMPLYING WITH THE ELIGIBILITY CONDITIONS PRESCRIBED UNDER THE SEBI CIRCULAR NO. SEBI/CFD/DIL/ASBA/1/2009/30/12 DATED DECEMBER 30, 2009 MUST MANDATORILY INVEST THROUGH THE ASBA PROCESS. APPLICANTS THAT ARE QIBS, NON-INSTITUTIONAL INVESTORS AND NON-RETAIL INDIVIDUAL INVESTORS WHOSE APPLICATION MONEY EXCEEDS ₹ 2,00,000 CAN PARTICIPATE IN THE ISSUE ONLY THROUGH THE ASBA PROCESS. THE INVESTORS WHO ARE (I) NOT QIBS; (II) NOT NON-INSTITUTIONAL INVESTORS; OR (III) INVESTORS WHOSE APPLICATION AMOUNT IS NOT MORE THAN ₹ 2,00,000, CAN PARTICIPATE IN THE ISSUE EITHER THROUGH THE ASBA PROCESS OR THE NON ASBA PROCESS. ASBA INVESTORS SHOULD CAREFULLY READ THE PROVISIONS APPLICABLE TO SUCH APPLICATIONS BEFORE MAKING THEIR APPLICATION THROUGH THE ASBA PROCESS. PLEASE SEE THE SECTION ENTITLED *"TERMS OF THE ISSUE – PROCEDURE FOR APPLICATION THROUGH THE ASBA PROCESS"* ON PAGE 144 OF THE LETTER OF OFFER. ALL RETAIL INVESTORS ARE ENCOURAGED TO MAKE USE OF ASBA FACILITY WHEREVER SUCH FACILITY IS AVAILABLE. ASBA APPLICANT(S) SHALL MEAN AN APPLICANT WHO: I) HOLDS THE EQUITY SHARES IN DEMATERIALISED FORM AS ON THE RECORD DATE AND HAS APPLIED TOWARDS HIS/HER RIGHTS ENTITLEMENTS OR ADDITIONAL EQUITY SHARES IN THE ISSUE IN DEMATERIALISED FORM; II) HAS NOT RENOUNCED HIS/HER RIGHTS ENTITLEMENTS IN FULL OR IN PART; III) IS NOT A RENOUNCEE; AND IV) APPLIES THROUGH A BANK ACCOUNT MAINTAINED WITH ONE OF THE SCSBs.

SUBJECT TO SCSBs COMPLYING WITH THE REQUIREMENTS OF SEBI CIRCULAR NO. CIR/CFD/DIL/13/2012 DATED SEPTEMBER 25, 2012 WITHIN THE PERIOD STIPULATED THEREIN, ASBA APPLICATIONS MAY BE SUBMITTED AT ALL BRANCHES OF THE SCSBs.

Further, in terms of the SEBI Circular CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making applications by banks on their own account using ASBA facility, SCSBs should have a separate account in their own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making application in the Issue and clear demarcated funds should be available in such account for ASBA applications. SCSBs applying in the Issue using the ASBA facility shall be responsible for ensuring that they have a separate account in their own name with any other SCSB having clear demarcated funds for applying in the Issue and that such separate account shall be used as the ASBA Account for the application, for ensuring compliance with the applicable regulations.

APPLICATIONS SUPPORTED BY BLOCKED AMOUNT (ASBA): Investors may apply through the ASBA process subject to the compliance of conditions for being an ASBA Investor. The ASBA Investor is required to fill the CAF and submit the same to the SCSB. The SCSB will block the amount in the account as per the authority contained in the CAF. On allotment, the amount will be unblocked and the account will be debited only to the extent required to be paid for allotment of Equity Shares. Hence, there will be no need of refunds. For more details on the ASBA process, please refer to the details given in the ALOF and also please refer to the section entitled *"Terms of the Issue - Procedure for Application through the ASBA Process"* on page 144 of the Letter of Offer.

ELIGIBLE EQUITY SHAREHOLDERS APPLYING UNDER THE ASBA PROCESS MAY PLEASE NOTE THAT THE EQUITY SHARES OF THE COMPANY UNDER THE ASBA PROCESS CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT IN WHICH THE EQUITY SHARES ARE HELD BY SUCH APPLICANT ON RECORD DATE.

DISPATCH OF ABRIDGED LETTER OF OFFER ("ALOF") AND COMPOSITE APPLICATION FORM ("CAF"): The dispatch of the CAF along with ALOF has been completed by the Registrar to the Issue. viz. **Cameo Corporate Services Limited** through Registered Post/Speed Post on January 25, 2019 to the Eligible Equity Shareholders on the record date (i.e. January 04, 2019) who have provided an Indian address to our Company.

In case of non-ASBA investors, the CAF duly completed together with the amount payable on application must be deposited with the collecting banks indicated on the reverse of the CAF, and not with the Lead Managers before the close of banking hours on or before the Issue Closing Date i.e., February 14, 2019. A separate cheque or bank draft must accompany the CAF. Eligible Equity Shareholders/Investors (including Non-resident Shareholders/Investors applying on non-repatriation basis) residing at places other than the cities where the branches of Escrow Collection Banks have been authorised by the Company for collecting applications should send their completed CAF by registered post/speed post to the Registrar to the Issue, **Cameo Corporate Services Limited** along with Demand Draft (net of bank and postal charges) payable at Chennai in favour of **"LGB Forge Ltd- Rights Issue-R"**, as the case may be, crossed **"A/c Payee only"** so that the same are received on or before the Issue Closing Date i.e. February 14, 2019. In case of Non-resident Shareholders/Investors applying on a repatriation basis, the Demand Drafts (net of bank and postal charges) should be drawn in favour of **"LGB Forge Ltd-Rights Issue-NR"**, as the case may be, crossed **"A/c Payee only"** payable at Chennai. Such application sent to anyone other than Registrar to the issue is liable to be rejected. If any portion of the CAF is/are detached or separated, such application is liable to be rejected. In case of ASBA investors, the CAF shall be submitted to the Designated Branch of the SCSB before the close of the banking hours on or before the Issue Closing Date.

AVAILABILITY OF DUPLICATE CAF: In case the original CAF is not received, or is misplaced by the Eligible Equity Shareholder, the Registrar will issue a duplicate CAF on the request of the Eligible Equity Shareholder

number and his/ her full name and Indian address to the Registrar. Please note that the request for duplicate CAF should reach the Registrar at least seven days prior to the Issue Closing Date. Please note that those who are making the application in the duplicate form should not utilize the original CAF for any purpose including renunciation, even if it is received or found, as the case may be, subsequently. If the Investor violates such requirements, he/ she shall face the risk of rejection of either original CAF or both the applications. Our Company or the Registrar to the Issue or the Lead Managers will not be responsible for postal delays or loss of duplicate CAF in transit, if any.

APPLICATION ON PLAIN PAPER by ASBA Investors: An Equity Shareholder who has neither received the original CAF nor is in a position to obtain the duplicate CAF and who is applying under the ASBA Process may make an application to subscribe to the Issue on plain paper. The Equity Shareholders can make an application on plain paper giving necessary details as given below. The envelope should be superscribed "**LGB Forge Ltd - Rights Issue**". The application on plain paper, duly signed by the Investors including joint holders, in the same order as per the specimen recorded with our Company, must reach the SCSBs before the Issue Closing Date i.e. Thursday, February 14, 2019 and should contain the following particulars: • Name of Issuer, being LGB Forge Limited; • Name and address of the Equity Shareholder including joint holders; • Registered Folio Number/ DP and Client ID no.; • Number of equity shares held as on Record Date; • Number of Equity Shares entitled to; • Number of Equity Shares applied for; • Number of additional Equity Shares applied for, if any; • Total number of Equity Shares applied for; • Total amount to be blocked at the rate of ₹3 per Equity Share; and • Except for applications on behalf of the Central or State Government and the officials appointed by the courts, PAN number of the Investor and for each Investor in case of joint names, irrespective of the total value of the Equity Shares applied for pursuant to the Issue. • Details of the ASBA Account such as the account number, name, address and branch of the relevant SCSB; • In case of non-resident investors, details of the NRE/FCNR/NRO account such as the account number, name, address and branch of the SCSB with which the account is maintained; Additionally, all such applicants are deemed to have accepted the undertaking on page 147 of the Letter of Offer.

APPLICATION ON PLAIN PAPER by NON- ASBA Investors: An Equity Shareholder who has neither received the original CAF nor is in a position to obtain the duplicate CAF may make an application to subscribe to the Issue on plain paper, along with demand draft, net of bank and postal charges payable at Chennai which should be drawn in favour of the "**LGB Forge Ltd - Rights Issue-R**" in case of the resident shareholders and non-resident shareholders applying on non-repatriable basis and in favour of the "**LGB Forge Ltd - Rights Issue-NR**" in case of the non-resident shareholders applying on repatriable basis and send the same by registered/speed post directly to the Registrar to the Issue so as to reach Registrar to the Issue on or before the Issue Closing Date. The Equity Shareholders can make an application on plain paper giving necessary details as given below. The envelope should be superscribed "**LGB Forge Ltd - Rights Issue**". The application on plain paper, duly signed by the Investors including joint holders, in the same order as per specimen recorded with our Company, must reach the office of the Registrar to the Issue before the Issue Closing Date and should contain the following particulars:

• Name of Issuer, being LGB Forge Limited; • Name and address of the Equity Shareholder including joint holders; • Registered Folio Number/ DP and Client ID no.; • Number of Equity Shares held as on Record Date; • Number of Equity Shares entitled to; • Number of Equity Shares applied for; • Number of additional Equity Shares applied for, if any; • Total number of Equity Shares applied for; • Total amount paid at the rate of ₹ 3 per Equity Share; • Particulars of cheque/draft; • Savings/Current Account Number and name and address of the bank where the Equity Shareholder will be depositing the refund order. In case of Equity Shares allotted in demat form, the bank account details will be obtained from the information available with the Depositories; • Except for applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN number of the Investor and for each Investor in case of joint names, irrespective of the total value of the Equity Shares applied for pursuant to the Issue. • Share certificate numbers and distinctive numbers of equity shares, if held in physical form; • Allotment option preferred - physical or demat form, if held in physical form; • Signature of the Equity Shareholders to appear in the same sequence and order as they appear in our records or the Depositories records • In case of Non Resident Equity Shareholders, NRE/FCNR/NRO A/c No. name and address of the bank and branch; • If payment is made by a draft purchased from an NRE/ FCNR/NRO A/c No., as the case may be, an Account debit certificate from the bank issuing the draft, confirming that the draft has been issued by debiting NRE/FCNR/NRO A/c; and • Additionally, all such applicants are deemed to have accepted the undertaking on page 137 of the Letter of Offer.

IF AN APPLICANT MAKES AN APPLICATION IN MORE THAN ONE MODE I.E., ON CAF AND ON THE PLAIN PAPER, BOTH APPLICATIONS SHALL BE LIABLE TO BE REJECTED.

Last Date for Application: The last date for submission of the duly filled in CAF is February 14, 2019. The Board or any committee thereof may extend the said date for such period as it may determine from time to time, subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date).

If the CAF together with the amount payable is either (i) not blocked with SCSB; or (ii) not received by the Banker to the Issue or the Registrar on or before the close of banking hours on the aforesaid last date or such date as may be extended by the Board or the Committee of Directors, the invitation to offer contained in this Letter of Offer shall be deemed to have been declined and the Board or the Committee of Directors shall be at liberty to dispose of the Equity Shares hereby offered, as provided under the section entitled *"Terms of the Issue - Basis of Allotment"* on page 152. The entitlement for Fully Paid Shares and Partly Paid Shares will be kept in abeyance by our Company, if required under applicable law.

INVESTORS MAY PLEASE NOTE THAT THE EQUITY SHARES CAN BE TRADED ON THE STOCK EXCHANGES ONLY IN DEMATERIALIZED FORM.

LISTING: The existing Equity Shares are listed on the BSE Limited ("**BSE**") and the National Stock Exchange of India Limited ("**NSE**"). We have received "in-principle" approvals from the BSE and the NSE for listing the Equity Shares arising from the Issue vide their letters dated November 05, 2018 and October 25, 2018, respectively. For the purposes of the Issue, the Designated Stock Exchange is BSE.

DISCLAIMER CLAUSE OF SEBI: It is to be distinctly understood that the submission of the letter of offer to SEBI should not in any way be deemed or construed that the same has been cleared or approved by SEBI. Investors are advised to refer to the Letter of Offer for the full text of the *"Disclaimer Clause of SEBI"* on page 118 of the Letter of Offer.

DISCLAIMER CLAUSE OF BSE (Designated Stock Exchange): It is to be distinctly understood that the permission given by BSE should not in anyway be deemed or construed that the Letter of Offer has been cleared or approved by BSE, nor does it certify the correctness or completeness of any of the contents of the Letter of Offer. Investors are advised to refer to the Letter of Offer for the full text of the *"Disclaimer Clause of the BSE"* on page 121 of the Letter of Offer.

DISCLAIMER CLAUSE OF NSE : It is to be distinctly understood that the permission given by NSE should not in anyway be deemed or construed that the letter of offer has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the letter of offer. Investors are advised to refer to the letter of offer for the full text of the *"Disclaimer Clause of the NSE"* on page 121 and 122 of the Letter of Offer.

BANKER TO THE ISSUE/ESCROW COLLECTION BANK : ICICI Bank Limited; Capital Market Division 1st Floor,122 Mistry Bhawan, Dinshaw Vachha Road, Next to KC College, Churchgate, Mumbai-400020

PLEASE REFER TO THE REVERSE OF THE CAF FOR THE DETAILS OF THE ESCROW COLLECTION BANK AND ITS COLLECTION CENTRES.

INVESTORS ARE ADVISED TO REFER THE LETTER OF OFFER AND ABRIDGED LETTER OF OFFER, AND THE RISK FACTORS CONTAINED THEREIN BEFORE APPLYING IN THE ISSUE.

AVAILABILITY OF THE LETTER OF OFFER: The Letter of Offer is available on the website of the Lead Manager to the Issue, i.e. www.keynoteindia.net and the websites of the stock exchanges where the Equity Shares are listed i.e. BSE Limited at www.bseindia.com and the National Stock Exchange of India Limited at www.nseindia.com and on SEBI's website at www.sebi.gov.in and a copy of the same can be downloaded from these websites.

LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE	COMPANY SECRETARY AND COMPLIANCE OFFICER
KEYNOTE **Keynote Corporate Services Limited** The Ruby, 9th Floor, Senapati Bapat Marg, Dadar (West), Mumbai – 400 028, India. **Tel:** +91–22– 3026 6000; **Fax:** +91–22– 3026 6088 **E-mail:** mbd@keynoteindia.net; **Website:** www.keynoteindia.net **Contact Person:** Mr. Amlan Mahajan **SEBI Registration No.:** INM 000003606	CAMEO **Cameo Corporate Services Limited** 'Subramanian Building', No 1, Club House Road, Chennai- 600 002 **Tel:** +91-44-28460425; **Fax:** +91-44-28460129 **Email:** rdr@cameoindia.com; **Website:** www.cameoindia.com **Contact Person:** Mr. R.D Ramaswamy **SEBI Registration Number:** INR000003753	**Mr. R Ponmanikandan** 2.1.1 6/16/13, Krishnarayapuram Road, 2.1.2 Ganapathy Post, Coimbatore – 641 006, Tamil Nadu, India. **Tel:** +91 422 2532325; **Fax:** +91 422 2532333 **Website:** www.lgbforge.co.in; **E-mail:** r.ponmanikandan@lgb.co.in Investors may contact the Registrar to the Issue or our Company Secretary and Compliance Officer for any pre-Issue/post-Issue related matters such as non-receipt of letter of Allotment, credit of Rights Equity Shares or Refund Orders and such other matters. All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the SCSB, giving full details such as name, address of the applicant, number of Rights Equity Shares applied for, amount blocked, ASBA Account number and the Designated Branch of the SCSB where the Application was submitted by the ASBA Investors.

Place : Coimbatore
Date : January 25, 2019

For LGB FORGE LIMITED
Sd/-
R Ponmanikandan
Company Secretary and Compliance Officer

LGB FORGE LIMITED The Company is proposing, subject to market conditions and other considerations, a rights issue of its equity shares and has filed a Letter of Offer with Securities and Exchange Board of India and the Stock Exchanges. The Letter of Offer is available on the website of SEBI at www.sebi.gov.in and the website of the Lead Manager to the Issue at www.keynoteindia.net. and the websites of the stock exchanges where the Equity Shares are listed i.e. BSE Limited at www.bseindia.com and the National Stock Exchange of India Limited at www.nseindia.com. Investors should note that investment in equity shares involves a high degree of risk and are requested to refer to the section entitled "Risk Factors" on page 11 of the Letter of Offer for details of the same. The securities offered via the Letter of Offer are not being offered to investors outside of India and recipients of the Letter of Offer should refer to the offering restrictions noted therein.

CONCEPT