

NOTICE

Notice is hereby given that the Fifty Eighth Annual General Meeting of the Members of the Company will be held on Wednesday the 9th day of July 2014 at 10.30 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 confirm the Interim Dividend already paid and declare Final Dividend on the Equity Shares for the financial year ended 31st March, 2014.
3. To appoint a Director in the place of Sri. V. Rajvirdhan, who retires by rotation, and being eligible, offers himself for reappointment.
4. To re-appoint the Auditors and to fix their remuneration and in this regard pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the Provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (corresponding to Section 224, and other applicable provisions, if any of the Companies Act, 1956) Messrs. Deloitte Haskins & Sells (Firm Registration No. 008072S) Chartered Accountants, be and are hereby re-appointed as the Statutory Auditors of the Company to hold office for a period of 3 years from the conclusion of this Annual General Meeting to, till the conclusion of the 61st Annual General Meeting of the Company subject to ratification by the Shareholders annually, at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable service tax and re-imburement of travelling and out of pocket expenses incurred by them for the purpose of audit.

SPECIAL BUSINESS:

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, Dr. T. Balaji (holding DIN 00002755), 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. V. Govindarajulu (holding DIN 00016108), 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. P. Balasubramanian (holding DIN 00018197), 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 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 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

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 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. R. Vidhya Shankar (holding

DIN 00002498), 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.

10. 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”) read with the Companies (Meetings of Board and its powers) Rules 2014 and read with Clause 49 (VII) of the Listing Agreements entered into with the Stock Exchange(s) 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 into contracts and/or agreements with 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 the following related parties.

Name of the Related Party Companies

1.	Silent Chain India Private Limited
2.	Lakshmi Printers
3.	Excel Marketing Associates
4.	Veena coach Products
5.	S. Sivakumar - Director

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.

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”) read with the Companies (Meetings of Board and its powers) Rules 2014 and read with Clause 49 (VII) of the Listing Agreements entered into with the Stock Exchange(s) 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 into contracts and/or agreements with 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.

Name of the Related Party Companies

1	Super Speeds Private Limited
2	Super Transports Private Limited
3	LGB Fuel Systems Private Limited
4	LG Balakrishnan & Bros - Karur
5	LGB Auto Products Private Limited
6	LGB Forge Limited
7	South Western Engineering India Limited
8	LG Farm Products Private Limited
9	Elgi Automotive Services 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.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ANNEXED TO THE NOTICE

ITEM No.: 5

Dr. T. Balaji is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company on 4th November, 2010. The qualification and expertise of Dr. T. Balaji has been detailed in the annexure attached.

Dr. T. Balaji 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 Dr. T. Balaji 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 Dr. T. Balaji as a candidate for the office of Director of the Company.

In the opinion of the Board, Dr. T. Balaji 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 Dr. T. Balaji 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 Dr. T. Balaji as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Dr. T. Balaji as an Independent Director, for the approval by the shareholders of the Company.

Except Dr. T. Balaji, 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

Mr. V. Govindarajulu is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company on 29th June, 1998. The qualification

and expertise of Mr. V. Govindarajulu has been detailed in the annexure attached.

Mr. V. Govindarajulu 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 Mr. V. Govindarajulu 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 Mr. V. Govindarajulu as a candidate for the office of Director of the Company.

In the opinion of the Board, Mr. V. Govindarajulu 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 Mr. V. Govindarajulu 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 Mr. V. Govindarajulu as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. V. Govindarajulu as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. V. Govindarajulu, 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

Mr. P. Balasubramanian is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company on 16th February, 1998. The qualification and expertise of Mr. P. Balasubramanian has been detailed in the annexure attached.

Mr. P. Balasubramanian 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 is not liable to retire by rotation. In terms of Section 149 and other applicable provisions of the Companies Act, 2013 Mr. P. Balasubramanian 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 Mr. P. Balasubramanian as a candidate for the office of Director of the Company. In the opinion of the Board, Mr. P. Balasubramanian 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 Mr. P. Balasubramanian 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 Mr. P. Balasubramanian as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. P. Balasubramanian as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. P. Balasubramanian, 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

Mr. P. Shanmugasundaram is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company on 24th May, 1998. The qualification and expertise of Mr. P. Shanmugasundaram has been detailed in the annexure attached.

Mr. P. Shanmugasundaram 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 Mr. 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 1st September, 2014. A notice has been received from a member proposing Mr. P. Shanmugasundaram as a candidate for the office of Director of the Company.

In the opinion of the Board, Mr. 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 Mr. 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 Mr. P. Shanmugasundaram as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. P. Shanmugasundaram as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. 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.8.

ITEM No.:9

Mr. R. Vidhya Shankar is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company on 30th May, 1998. The qualification and expertise of Mr.R.Vidhya Shankar has been detailed in the annexure attached.

Mr. R. Vidhya Shankar 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 Mr. R. Vidhya Shankar 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 Mr. R. Vidhya Shankar as a candidate for the office of Director of the Company.

In the opinion of the Board, Mr. R. Vidhya Shankar 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 Mr. R. Vidhya Shankar 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 Mr. R. Vidhya Shankar as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. R. Vidhya Shankar as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. R. Vidhya Shankar, 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.9.

ITEM No.:10 & 11

The Company has been entering into 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 proviso 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 for a period of 5 years.

In the above context the necessary Special Resolution is proposed for the approval of the members. The transactions have been approved by the Audit Committee in their meeting held on 14.05.2014 and also 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 arm's length, on the basis of comparable uncontrolled price other than with associate enterprise.

The Details of the related party transaction(s) are furnished below.

1. Name of the related party	M/s. Silent Chain India Private Limited	
Name of the Director/ KMP who is related, if any	P. Prabakaran, V. Rajsri, V. Rajviridhan	
Nature of relationship	Interested as Directors / Shareholders	
Nature, Material Terms, monetary value and particulars of the contract or arrangement;		₹ in lakhs/Annum
	Sale of Consumables Stores Tools & Dies	100.00
	Leasing of Machineries / Building.	50.00
	Availing services of Chain Processing, Assembly, pin Assembly, roller assembly and Providing Printing Works etc.	150.00
	Sale / Purchase of Movable and Immovable Assets	100.00
Tenure of the contract	The Contract would be for a period of 5 years.	
Any other information relevant or important for the members to take decision on the proposed resolution	The Company has obtained necessary Central Government approval vide Letter No. MCA/Portal/297/March 2012 dt. 22.03.2012 for the period from 01.05.2012 to 30.04.2015 for entering into transactions with this Company.	
2. Name of the related party	M/s. Lakshmi Printers	
Name of the Director/ KMP who is related, if any	S. Sivakumar	
Nature of relationship	Interested as Proprietor	
Nature, Material Terms, monetary value and particulars of the contract or arrangement;		₹ in lakhs/Annum
	Availing services for printing	75.00
	Rendering of offset printing services & supply of stationeries, stores materials and press room materials to Contractee	10.00
Tenure of the contract	The Contract would be for a period of 5 years.	
Any other information relevant or important for the members to take decision on the proposed resolution	The Company has obtained necessary Central Government approval vide Letter No.2M/1235/73 dt. 10.06.2009 for the period from 05.07.2009 to 04.07.2014 for entering into transactions with this Company.	
3. Name of the related party	M/s. Excel Marketing Associates	
Name of the Director/ KMP who is related, if any	S. Sivakumar	
Nature of relationship	Interested as Proprietor	
		₹ in lakhs/Annum
Nature, Material Terms, monetary value and particulars of the contract or arrangement;	Purchase of packing materials	250.00
Tenure of the contract	The Contract would be for a period of 5 years.	
Any other information relevant or important for the members to take decision on the proposed resolution	The Company has obtained necessary Central Government approval vide Letter No. MCA/Portal/297/January 2012 dt. 11.01.2012 for the period from 02.08.2011 to 04.07.2014 for entering into transactions with this Company.	

4. Name of the related party	M/s. Veena Coach Products	
Name of the Director/ KMP who is related, if any	S. Sivakumar	
Nature of relationship	Interested as Proprietor	
		₹ in lakhs/Annum
Nature, Material Terms, monetary value and particulars of the contract or arrangement;	Availing services for production of automobiles chains, cycle chains and its components	175.00
	Sale of tools and dies	20.00
	Leasing of Machineries / Building.	25.00
Tenure of the contract	The Contract would be for a period of 5 years.	
Any other information relevant or important for the members to take decision on the proposed resolution	The Company has obtained necessary Central Government approval vide Letter No.2M/1235/73 dt. 10.06.2009 for the period from 05.07.2009 to 04.07.2014 and Letter No.F/2/C/11482 dt.29.01.2012 for a period from 15.09.2012 to 14.09.2015 for entering into transactions with this Company.	
5. Name of the related party	Sri. S. Sivakumar	
Name of the Director/ KMP who is related, if any	S. Sivakumar	
Nature of relationship	Interested as property owner.	
		₹ in lakhs/Annum
Nature, Material Terms, monetary value and particulars of the contract or arrangement;	Leasing of Land / Building	25.00
Tenure of the contract	The Contract would be for a period of 5 years.	
Any other information relevant or important for the members to take decision on the proposed resolution	Our Company is engaged in the printing works which requires suitable premises for running the operations smoothly and such premises we have identified is owned by the said party. The building is more convenient for performing our activities in a efficient manner for entering into transactions with this Company.	
1. Name of the related party	M/s. Super Speeds Private Ltd.	
Name of the Director/ KMP who is related, if any	B. Vijayakumar, V. Rajvirdhan, V. Rajsri	
Nature of relationship	Interested as Directors / Shareholders	
		₹ in lakhs/Annum
Nature, Material Terms, monetary value and particulars of the contract or arrangement;	Availing of Vehicles Repairs Works and Providing Printing Works	20.00
	Leasing of Building	10.00
	Sale / Purchase of Movable and Immovable Assets	100.00
Tenure of the contract	The Contract would be for a period of 5 years.	
Any other information relevant or important for the members to take decision on the proposed resolution	The Company has obtained necessary Central Government approval vide Letter No. MCA/Portal/297/March 2012 dt. 22.03.2012 for the period from 01.05.2012 to 30.04.2015 for entering into transactions with this Company.	

2. Name of the related party	M/s. Super Transports Private Ltd.	
Name of the Director/ KMP who is related, if any	B. Vijayakumar, V. Rajvirdhan, V. Rajsri	
Nature of relationship	Interested as Directors / Shareholders	
		₹ in lakhs/Annum
Nature, Material Terms, monetary value and particulars of the contract or arrangement;	Purchase of oil & lubricants	100.00
	Supply of Consumables Providing Printing related works and Lab related works	15.00
	Availing of Tyre Retreading Works	10.00
	Leasing of Building	25.00
	Sale / Purchase of Movable and Immovable Assets	100.00
Tenure of the contract	The Contract would be for a period of 5 years.	
Any other information relevant or important for the members to take decision on the proposed resolution	The Company has obtained necessary Central Government approval vide Letter No. MCA/Portal/297/March 2012 dt. 22.03.2012 for the period from 01.05.2012 to 30.04.2015 for entering into transactions with this Company.	
3. Name of the related party	M/s. LGB Fuel Systems Private Ltd.	
Name of the Director/ KMP who is related, if any	B. Vijayakumar, V. Rajvirdhan, V. Rajsri, S. Sivakumar	
Nature of relationship	Interested as Directors / Shareholders	
		₹ in lakhs/Annum
Nature, Material Terms, monetary value and particulars of the contract or arrangement;	Providing Printing related works	5.00
	Purchase/Services of Automobile Parts Oils and Lubricants	50.00
	Leasing of Building	25.00
	Sale / Purchase of Movable and Immovable Assets	100.00
Tenure of the contract	The Contract would be for a period of 5 years.	
Any other information relevant or important for the members to take decision on the proposed resolution	The Company has obtained necessary Central Government approval vide Letter No. MCA/Portal/297/March 2012 dt. 22.03.2012 for the period from 01.05.2012 to 30.04.2015 for entering into transactions with this Company.	
4. Name of the related party	M/s. L.G. Balakrishnan & Bros - Karur	
Name of the Director/ KMP who is related, if any	B. Vijayakumar, V. Rajvirdhan, V. Rajsri	
Nature of relationship	Interested as Partners	
		₹ in lakhs/Annum
Nature, Material Terms, monetary value and particulars of the contract or arrangement;	Purchase of petrol, diesel, oil and lubricants	300.00
	Lease of Building	5.00
Tenure of the contract	The Contract would be for a period of 5 years.	
Any other information relevant or important for the members to take decision on the proposed resolution	The Company has obtained necessary Central Government approval vide Letter No. MCA/Portal/297/February 2012 dt. 10.02.2012 for the period from 01.02.2012 to 31.01.2015 for entering into transactions with this Company.	

5. Name of the related party	W/s. L.G.B. Auto Products Private Limited	
Name of the Director / KMP who is related, if any	B. Vijayakumar, V. Rajvirdhan, V. Rajsri	
Nature of relationship	Interested as Directors / Shareholders	
		₹ in lakhs/Annum
Nature, Material Terms, monetary value and particulars of the contract or arrangement;	Availing machinery on lease	50.00
	Leasing of Land - Windmill.	1.00
	Sale / Purchase of Movable and Immovable Assets	100.00
Tenure of the contract	The Contract would be for a period of 5 years.	
Any other information relevant or important for the members to take decision on the proposed resolution	The Company has obtained necessary Central Government approval vide Letter No. F/2C/11482/12 dt. 21.09.2012 for the period from 15.09.2012 to 14.09.2015 for entering into transactions with this Company.	
6. Name of the related party	W/s. LGB Forge Limited	
Name of the Director / KMP who is related, if any	B. Vijayakumar, V. Rajvirdhan, V. Rajsri	
Nature of relationship	Interested as Director(s) / Shareholder	
		₹ in lakhs/Annum
Nature, Material Terms, monetary value and particulars of the contract or arrangement;	Sale / Purchase of Movable and Immovable Assets	1000.00
	Providing of printing works	10.00
	Leasing of Land / Building	100.00
	Sale of Stores, Spares, Tools & Dies	5.00
	Purchase of DEPB	200.00
	Providing of Heat Treatment and allied activities	75.00
	Availing of Machining activities	10.00
Tenure of the contract	The Contract would be for a period of 5 years.	
Any other information relevant or important for the members to take decision on the proposed resolution	LGB Forge Limited is a Company engaged in the manufacturer of Hot, Warm & Cold Forging. The above transactions with the Company proposed to enter would be economical and beneficial to the Company in long run. Both the partys are well equipped for performing the said transactions efficiently	
7. Name of the related party	W/s. South Western Engineering India Limited	
Name of the Director / KMP who is related, if any	B. Vijayakumar, V. Rajvirdhan, V. Rajsri, S. Sivakumar	
Nature of relationship	Interest as Director(s) / Shareholder	
		₹ in lakhs/Annum
Nature, Material Terms, monetary value and particulars of the contract or arrangement;	Availing Heat Treatment Process	300.00
	Providing Calibration Process	100.00
	Leasing of Machineries	15.00
	Sale / Purchase of Movable and Immovable Assets	100.00
Tenure of the contract	The Contract would be for a period of 5 years.	
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 our requirements of Heat Treatment to our components in large scale which would be beneficial to our Company. Both the partys are well equipped for performing the said transactions efficiently	

8. Name of the related party	W/s. LG Farm Products Private Limited	
Name of the Director/ KMP who is related, if any	B. Vijayakumar, V. Rajvirdhan, V. Rajsri	
Nature of relationship	Interest as Director(s) / Shareholder	
		₹ in lakhs/Annum
Nature, Material Terms, monetary value and particulars of the contract or arrangement;	Sale / Purchase of Movable and Immovable Assets	100.00
	Providing of printing works	5.00
Tenure of the contract	The Contract would be for a period of 5 years.	
Any other information relevant or important for the members to take decision on the proposed resolution	None	
9. Name of the related party	W/s. Elgi Automotive Services Private Limited	
Name of the Director/ KMP who is related, if any	B. Vijayakumar, V. Rajvirdhan, V. Rajsri	
Nature of relationship	Interest as Director(s) / Shareholder	
		₹ in lakhs/Annum
Nature, Material Terms, monetary value and particulars of the contract or arrangement;	Leasing of Building / Machinery	50.00
	Sale / Purchase of Movable and Immovable Assets	100.00
Tenure of the contract	The Contract would be for a period of 5 years.	
Any other information relevant or important for the members to take decision on the proposed resolution	The Company is engaged in Auto Parts and Accessories and generation of electricity by Wind Power and also engaged in leasing of machineries. As and when required we avail the leasing.	

The Board recommend the Special Resolution(s) as set out in item Nos.10 & 11 of the Notice for the approval of the Members who are not related party(s). Directors, key managerial personnel of the Company or their relatives as mentioned as related parties above, may be deemed to be interested or concerned in the Resolution.

NOTES:

- 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.**
- 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.
- Members / Proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.

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.

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. Pursuant to Section 123 of the Companies Act, 2013 dividend as recommended by the Board of Directors for the year ended 31st March 2014 , if declared , at the ensuing Annual general meeting is proposed to be paid on or before 20th July 2014.
6. The Book Closure date for dividend and Bonus if approved will be intimated separately to the Stock Exchanges and through news paper.
7. Members holding shares in electronic form are hereby informed that bank particulars registered against their depository accounts will be used by the Company for payment of dividend. 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 for payment of dividend are requested to write to the Registrars and Share Transfer Agents of the Company.
8. **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.
9. **Dividend of prior years:** Pursuant to Section 205A of the Companies Act, 1956, the Dividend which remained un-encashed / unclaimed for a period of seven years from the date of transfer to the unpaid Dividend account is required to be transferred to the "Investor Education and Protection Fund" established by the Central Government. According to the relevant provisions of the Companies Act, 1956, as amended, no claim shall lie against the said fund or the Company for the amount of unclaimed Dividend / bond interest so transferred to the said Fund. Members who have not encashed the Dividend warrant(s) / interest warrants so far, since the financial year 2006-2007, are requested to send their claim immediately to the Company / Registrar and Transfer Agent for issue of pay order / demand draft in lieu thereof.
10. 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.
11. 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.
12. Copies of the Annual Report 2014, the Notice of the 58th 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 2014 are being sent by permitted mode.
13. Members may also note that the Notice of the 58th Annual General Meeting and the Annual Report 2014 will be available on the Company's website, www.lgb.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.

14. Voting through electronic means

Pursuant to the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 58th 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.co.in
- (ii) Click on “Shareholders” tab to cast your votes.
- (iii) Now, select the Electronic Voting Sequence Number - “EVSN” along with “L.G. BALAKRISHNAN & BROS 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.co.in 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.	
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.	

* 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 or the <Default Value> in the Dividend Bank details field.

- (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**	USED ID	PASSWORD
14060400417	xxxxxxxxxx	xxxxxxxxxx

** (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 (6.00PM) During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 06.06.2014, 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 06.06.2014.
 - 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.lgb.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.
15. *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 Mr. M. Lakshmi Kanth Joshi, General Manager cum Company Secretary at the following address so that the same may be attended appropriately to your entire satisfaction.

Coimbatore
15.05.2014

By Order of the Board,
M. LAKSHMI KANTH JOSHI
General Manager cum
Company Secretary



Name	V. Rajviradhan	Dr. T. Balaji	V. Govindarajulu	P. Balasubramanian	P. Shanmugasundaram	R. Vidhya Shankar
DIN	00156787	00002755	00016108	00018197	00119411	00002498
Date of Birth	05.09.1983	22.01.1947	08.07.1956	29.09.1937	10.08.1948	25.03.1970
Nationality	Indian	Indian	Indian	Indian	Indian	Indian
DOA on the Board	04.11.2010	04.11.2010	29.06.1998	16.02.1983	24.05.2001	30.05.2008
Relationship with other Director	B. Vijayakumar - Father V. Rajjri - Sister	None	None	None	None	None
Qualification	B. Sc., IIME	M.B., B.S., D.L.O	BE	B.S	B.Com., LLB., FCA.,	B.Com BL
Expertise in area	More than 4 years experience as Industrialist	More than 28 years experience in Medical Profession	More than 27 years experience in sourcing and General Administration.	More than 28 years sexperience in business	Vast and rich experience in Finance,Accounts and Taxation	More than 20 years of Experience in the advocate profession
No. of shares held	1099293	400	NIL	1000	NIL	NIL
List of Directorships held in other Companies	1. LGB Forge Ltd 2. South Western Engineering India Ltd 3. Rolon Fine Blank Ltd 4. LGB Rolon Chain Ltd 5. ELGI Automotive Services P. Ltd 6. L.G.B. Auto Products P. Ltd 7. Super Transports P. Ltd 8. LGB Fuel Systems P. Ltd 9. BCWV Tech India P. Ltd 10. Super-Speeds P. Ltd	1. Elgi Equipments Ltd 2. Adisons Precision Instruments Mfg. Co. Ltd	NIL	NIL	1. LGB Forge Ltd 2. DSM Soft P. Ltd	1. Pricol Ltd
Chairman/Member of the Committees of the Board of other companies in which he is Director	Member of Shareholders & Investors Committee in LGB Forge Ltd	NIL	NIL	NIL	Chairman of Audit Committee of LGB Forge Ltd	Chairman of Audit Committee and Remuneration Committee Pricol Ltd