



L.G. BALAKRISHNAN & BROS LIMITED



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NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE SERIAL NO.01/2023-24 EXTRA-ORDINARY GENERAL MEETING (“EGM”) OF THE MEMBERS OF L.G. BALAKRISHNAN & BROS LIMITED (“THE COMPANY”) WILL BE HELD ON SATURDAY, THE 2ND DAY OF MARCH, 2024 AT 10:00 AM (IST) THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO-VISUAL MEANS (“OAVM”) FACILITY WITHOUT THE PHYSICAL PRESENCE OF SHAREHOLDERS AT A COMMON VENUE TO TRANSACT THE FOLLOWING BUSINESSES:

AGENDA

SPECIAL BUSINESS

1. Approval for the re-appointment of Smt. Kanchana Manavalan (DIN: 07497403) as an Independent Director of the Company for the second term of five consecutive years with effect from 31st January, 2024.

To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17, 25 and other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force) and as per the recommendation of the Nomination and Remuneration Committee and the Board of Directors and in accordance with the Articles of Association of the Company, the consent and approval of the members be and is hereby accorded for the re-appointment of Smt. Kanchana Manavalan (DIN: 07497403), who has given her consent for re-appointment and who has submitted a declaration to the effect that she meets the criteria of independence under Section 149(6) of the Companies Act, 2013 read with Regulation 16(1)(b) of the Listing Regulations, as amended from time to time, and whose name is included in the databank as required under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013 read with the relevant rules made thereunder and Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 from a member proposing her candidature for the office of Director, be and is hereby re-appointed as a Non-Executive Independent Director of the Company for a second term of five consecutive years commencing from 31st January, 2024 to 30th January, 2029, whose term shall not be subject to retirement by rotation.

RESOLVED FURTHER THAT the Board of Directors (including any Committee(s) constituted by the Board from time to time) of the Company be and is hereby authorised to do all necessary acts, things and matters and take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

2. Approval for the re-appointment of Sri.G.D.Rajkumar (DIN: 00197696) as an Independent Director of the Company for the second term of five consecutive years with effect from 29th April, 2024.

To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17, 25 and other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force) and as per the recommendation of the Nomination and Remuneration Committee and the Board of Directors and in accordance with the Articles of Association of the Company, the consent and approval of the members be and is hereby accorded for the re-appointment of Sri.G.D.Rajkumar (DIN: 00197696), who has given his consent for re-appointment and who has submitted a declaration to the effect that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 read with Regulation 16(1)(b) of the Listing Regulations, as amended from time to time, and whose name is included in the databank as required under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and who is eligible for re-appointment for a second term under the provisions of the



Companies Act, 2013 read with the relevant rules made thereunder and Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 from a member proposing his candidature for the office of Director, be and is hereby re-appointed as a Non-Executive Independent Director of the Company for a second term of five consecutive years commencing from 29th April, 2024 to 28th April, 2029, whose term shall not be subject to retirement by rotation.

RESOLVED FURTHER THAT the Board of Directors (including any Committee(s) constituted by the Board from time to time) of the Company be and is hereby authorised to do all necessary acts, things and matters and take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

3. Approval for the re-appointment of Sri.P.Prabakaran (DIN:01709564) as Managing Director for a further period of 5 years with effect from June 01, 2024.

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

RESOLVED THAT pursuant to Section 196, 197, 198, 203, Schedule V and other applicable provisions if any of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and pursuant to the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or amendment(s) or re-enactment thereof for the time being in force) and in pursuance of the Nomination and Remuneration Policy and the Articles of Association of the Company, the approval of the members be and is hereby accorded for the re-appointment of Sri.P.Prabakaran (DIN: 01709564), who will attain the age of 70 (seventy) years during the year 2029, as the Managing Director of the Company for a further period of five (5) years with effect from June 01, 2024 on the following terms and conditions, as recommended by the Nomination & Remuneration Committee, at their meeting held on January 13, 2024 and approved by the Audit Committee and the Board of Directors, at their respective meetings held on January 29, 2024;

1. Salary

Basic Salary	Rs. 4,20,000/- per month
Other Allowance	Rs. 4,20,000/- per month

The above shall be subject to an annual increment not exceeding an amount of 5% of the basic salary and other allowance per annum.

- 2. Commission:** An amount equal to 0.60% of the Net Profits of the Company in each financial year computed in accordance with Section 198 of the Companies Act, 2013.
- 3. Other Benefits:** Contribution to Provident fund / Superannuation fund / Gratuity fund as per the rules of the Company and the same shall not be included in the computation of the ceiling on the aforesaid remuneration to the extent as may be specified in Schedule V of the Companies Act, 2013 from time to time.

RESOLVED FURTHER THAT the Board of Directors (including its Committee(s) thereof) of the Company be and is hereby authorized to alter, vary and modify the above said terms of re-appointment and/ or remuneration payable to Sri. P. Prabakaran (DIN: 01709564), Managing Director, including the monetary value thereof, as it may deem fit, proper and necessary subject to the same not exceeding the above limits.

RESOLVED FURTHER THAT Sri.P.Prabakaran (DIN: 01709564), during his tenure as Managing Director, shall be liable to retire by rotation and the same shall not be treated as break in his service as Managing Director.

RESOLVED FURTHER THAT Sri. P. Prabakaran (DIN: 01709564), Managing Director shall not be entitled to receive any sitting fees for attending the meetings of the Board of Directors or any Committees thereof or any other benefits other than the above.

RESOLVED FURTHER THAT the Board of Directors (including any Committee(s) constituted by the Board from time to time) of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to sign all such documents and writings as may be necessary, expedient, proper and incidental thereto to give effect to this resolution and for matters connected therewith or incidental thereto without being required to seek any further consent or approval of the members and the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

4. Approval for the re-appointment of Sri. Rajiv Parthasarathy (DIN: 02495329) as Executive Director for a further period of 5 years with effect from August 01, 2024.

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

RESOLVED THAT pursuant to Section 196, 197, 198, 203, Schedule V and other applicable provisions if any of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and pursuant to Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or amendment(s) or re-enactment thereof for the time being in force) and in pursuance of the Nomination and Remuneration Policy and the Articles of Association of the Company, the approval of the members be and is hereby accorded for the re-appointment of Sri. Rajiv Parthasarathy (DIN: 02495329) as the Executive Director of the Company for a further period of five (5) years with effect from August 01, 2024 on the following terms and conditions, as recommended by the Nomination & Remuneration Committee, at their meeting held on January 13, 2024 and approved by the Audit Committee and the Board of Directors, at their respective meetings held on January 29, 2024 notwithstanding that the aggregate annual remuneration payable to Sri. Rajiv Parthasarathy (DIN: 02495329), in any year, during his tenure together with the aggregate annual remuneration payable to Sri. B. Vijayakumar (DIN: 00015583), Executive Chairman exceeds 5% of the net profits of the Company as calculated under Section 198 of the said Act or any other limits as may be specified under the Companies Act, 2013 or the Listing Regulations from time to time for the time being in force;

1. Salary

Basic Salary	Rs.2,62,500/- per month
Other Allowance	Rs.2,62,500/- per month

The above shall be subject to an annual increment not exceeding an amount of 5% of the basic salary and other allowance per annum.

- 2. Commission:** An amount equal to 0.25 % of the Net Profits of the Company in each financial year computed in accordance with Section 198 of the Companies Act, 2013.
- 3. Other Benefits:** Contribution to Provident fund / Superannuation fund / Gratuity fund as per the rules of the Company and the same shall not be included in the computation of the ceiling on the aforesaid remuneration to the extent as may be specified in Schedule V of the Companies Act, 2013 from time to time.

RESOLVED FURTHER THAT the Board of Directors (including its Committee(s) thereof) of the Company be and is hereby authorized to alter, vary and modify the above said terms of re-appointment and/ or remuneration payable to Sri. Rajiv Parthasarathy (DIN: 02495329), Executive Director, including the monetary value thereof, as it may deem fit, proper and necessary subject to the same not exceeding the above limits.

RESOLVED FURTHER THAT Sri. Rajiv Parthasarathy (DIN: 02495329), during his tenure as Executive Director, shall be liable to retire by rotation and the same shall not be treated as break in his service as Executive Director.

RESOLVED FURTHER THAT Sri. Rajiv Parthasarathy (DIN: 02495329), Executive Director shall not be entitled to receive any sitting fees for attending the meetings of the Board of Directors or any Committees thereof or any other benefits other than the above.

RESOLVED FURTHER THAT the Board of Directors (including any Committee(s) constituted by the Board from time to time) of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to sign all such documents and writings as may be necessary, expedient, proper and incidental thereto to give effect to this resolution and for matters connected therewith or incidental thereto without being required to seek any further consent or approval of the members and the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”



5. Approval to offer, issue and allot warrants fully convertible into equity shares to the Promoter and certain member(s) of the Promoter Group of the Company on preferential basis.

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder and in accordance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”) (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force), the listing agreements entered into by the Company with BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) (collectively, the “Stock Exchanges”) on which the Equity Shares of the Company having face value of Rs.10/- (Rupees Ten only) each (“Equity Shares”) are listed and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India (“SEBI”) and/or any other statutory or regulatory or competent authorities, including the Stock Exchanges (hereinafter collectively referred to as “Applicable Regulatory Authorities”) from time to time to the extent applicable, and the provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approval(s), consent(s) and permission(s) as may be necessary or required from Applicable Regulatory Authorities, and subject to such terms, condition(s), alteration(s), correction(s), change(s), variation(s) and/or modification(s) as may be prescribed by any of them while granting such consent(s), permission(s) or approval(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to mean and include one or more committee(s) constituted by the Board to exercise its powers including the powers conferred by this resolution), the consent and approval of the members of the Company be and is hereby accorded to create, offer, issue and allot up to 5,00,000 (Five Lakhs) warrants, in one or more tranches, each fully convertible into, or exchangeable for, 1 (one) fully paid-up Equity Share of the Company having face value of Rs. 10/- each (Rupees Ten only) (“Warrants”) at such price as determined in accordance with Chapter V of SEBI ICDR Regulations on the ‘Relevant Date’ (“Warrants Issue Price”) for cash consideration on a preferential basis, which may be convertible or exercised at an option of the Proposed Allottees, in one or more tranches, during the period not exceeding the period of 18 (Eighteen) months commencing from the date of allotment of the Warrants, to the following Person(s) belonging to the Promoter and Promoter Group of the Company, as identified by the Board (hereinafter referred to as “Proposed Allottees” or “Warrant holders”), in accordance with the terms of the Warrants as set out herein and on such other terms and conditions as the Board may determine, subject to applicable laws and regulations, including the provisions of Chapter V of the SEBI ICDR Regulations and the Act (the “Preferential Issue”) and to allot Equity Shares upon the conversion of the Warrants in accordance with the SEBI ICDR Regulations and the Act or any other applicable laws for the time being in force;

Sl. No.	Name of the Proposed Allottee	Category	Number of Warrants proposed to be offered and issued
1.	Sri. B.Vijayakumar	Promoter	2,00,000
2.	Smt.Rajsri Vijayakumar	Promoter Group	1,50,000
3.	L.G.B. Auto Products Private Limited	Promoter Group	75,000
4.	L.G.Sports Private Limited	Promoter Group	75,000

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the “Relevant Date” for the purpose of determination of the floor price for the offer, issue and allotment of Warrants shall be Thursday, 1st February, 2024, being the date 30 (thirty) days prior to the date of this Extra-Ordinary General Meeting of the Company.

RESOLVED FURTHER THAT the Preferential Issue of Warrants and allotment of Equity Shares upon the conversion or exercise of the Warrants, shall be subject to the following terms and conditions, apart from those as detailed under applicable laws:

- a) the Proposed Allottees shall, subject to the Act, SEBI ICDR Regulations and other applicable rules and regulations, be entitled to apply for and be allotted 1 (one) equity share against the conversion or exercise of each Warrant.
- b) the Warrants Issue Price shall be determined in accordance with Chapter V of SEBI ICDR Regulations on the 'Relevant Date'.
- c) the minimum subscription amount equivalent to 25% (twenty five percent) of the Warrants Issue Price shall be paid by the Proposed Allottees at the time of subscription of each Warrant. The Proposed Allottees shall make further payment of an amount equivalent to 75% (seventy five percent) of the Warrants Issue Price at the time of exercise of the right attached to the Warrant(s), to convert or exercise the Warrant(s) and subscribe to Equity Shares of the Company ("Warrant Exercise Amount").
- d) the price determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- e) the Warrants shall be allotted in dematerialized form within a period of 15 (fifteen) days from the date of passing of the special resolution by the shareholders of the Company for their issuance, provided that where the allotment of Warrants is subject to receipt of any approval or permission from any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approval or permission, as the case may be;
- f) the Warrants shall not carry any voting rights until they are converted into Equity Shares and the Warrants by itself, until exercised and converted into equity shares, shall not give the Warrant holders any rights with respect to that of an Equity Shareholder of the Company;
- g) the right attached to the Warrants may be exercised by the Warrant holder, in one or more tranches, at any time during the period not exceeding 18 (eighteen) months commencing from the date of allotment of the Warrants, by issuing a written notice not later than 15 (fifteen) days prior to the Warrant Exercise Period ("Conversion Notice") to the Company specifying the number of Warrants proposed to be converted or exercised. The Company shall accordingly, without any further approval from the members of the Company, allot the corresponding number of Equity Shares having face value of Rs.10/- (Rupees Ten only) each in dematerialized form, as mentioned in the Conversion Notice, subject to receipt of the relevant Warrant Exercise Amount from the Warrant holder through normal banking channels in the designated bank account of the Company.
- h) the tenure of the Warrants shall not exceed 18 (eighteen) months from the date of allotment of the Warrants. If the entitlement against the Warrants to apply for the Equity Shares of the Company is not exercised by the Warrant holder within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant holder to apply for Equity Shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant holder on such Warrants shall stand forfeited by the Company;
- i) the Warrants allotted in terms of this resolution and the resultant equity shares arising on exercise of rights attached to such Warrants shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations, as amended from time to time;
- j) the Warrants so allotted under this resolution and the resultant equity shares arising on exercise of rights attached to such Warrants shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in, as specified in the provisions of Chapter V of the SEBI ICDR Regulations, as amended from time to time;
- k) the pre-preferential allotment shareholding of the Proposed Allottees, if any, in the Company shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
- l) the Equity Shares to be allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari passu with the then existing Equity Shares of the Company in all respects including the payment of dividend and voting rights;



m) the Equity Shares allotted upon conversion of the Warrants shall be listed on the Stock Exchanges where the existing Equity Shares of the Company are listed, subject to the receipt of necessary permissions or approvals, as the case may be;

RESOLVED FURTHER THAT the Company is authorised to file all the necessary applications, papers and documents with the National Securities Depository Limited, Central Depository Services (India) Limited, BSE Limited, National Stock Exchange of India Limited or any other authorities in order to give proper effect to the above resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Warrants, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board (which term shall be deemed to mean and include one or more committee(s) constituted by the Board to exercise its powers including the powers conferred by this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem necessary, desirable or expedient as may be necessary to give effect to the aforesaid resolution, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification(s) to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize any such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion may deem appropriate, without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants and/or Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

STATEMENT SETTING OUT THE MATERIAL FACTS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

The following statements sets out the material facts relating to the special business mentioned under Item No.1 to 5 in the accompanying Notice dated January 29, 2024 and shall be taken as forming part of the Notice:

Item No.1

Smt. Kanchana Manavalan (DIN: 07497403) was appointed as an Independent Director of the Company for a period of 5 consecutive years commencing from January 31, 2019 and her tenure as an Independent Director expires on January 30, 2024.

Pursuant to Section 149(10) of the Companies Act, 2013 read with Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the re-appointment of an Independent Director for a second term of five consecutive years shall require the approval of the shareholders by means of passing a special resolution.

Accordingly, based on the recommendation of the Nomination and Remuneration Committee and on the basis of the outcome of the performance evaluation and being eligible for re-appointment as an Independent Director for the second term as per the criteria laid down under Section 149(6) of the Companies Act, 2013 read with Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors, at their meeting held on January 29, 2024, has approved and recommended the re-appointment of Smt. Kanchana Manavalan (DIN: 07497403) as an Independent Director for a second term of five consecutive years with effect from January 31, 2024 to January 30, 2029 subject to the approval of the members of the Company by means of passing a special resolution in terms of Section 149(10) of the Companies Act, 2013 and Regulation 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Smt. Kanchana Manavalan (DIN: 07497403), being the appointee Independent Director, have expressed her consent for re-appointment and has submitted necessary declaration to the effect that she meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and that her name is included in the databank as required under Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014 and that she is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and not debarred from holding the office of Director by order of the SEBI or any other statutory authority under any laws.

Considering her knowledge, qualification, skills and experience, the Board of Directors is of the opinion that her re-appointment as an Independent Director would be highly beneficial to the Company. In the opinion of the Board, Smt. Kanchana Manavalan (DIN: 07497403) fulfils the conditions of appointment as specified under the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and she is independent of the management. The disclosure as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2) issued by the ICSI has been annexed and forms part of this notice.

Smt. Kanchana Manavalan (DIN: 07497403) shall not be liable to retire by rotation during her tenure as Independent Director of the Company as provided under Section 152(6) of the Companies Act, 2013.

The Company has also received notice under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Independent Director.

Accordingly, the Board of Directors recommends the Special Resolution, as set out in Item No.1 of this notice, for the approval of the members.

A copy of the draft letter setting out the terms and conditions of re-appointment of Smt. Kanchana Manavalan (DIN: 07497403) as an Independent Director is available for inspection by the members electronically on the Company's website (www.lgb.co.in) and also, at the Registered Office of the Company during the office hours on all working days other than on Saturdays and Sundays till the date of this meeting and also, the same shall be made available electronically for inspection during the said meeting.

Except Smt. Kanchana Manavalan (DIN: 07497403), being the appointee Independent Director, none of the other Directors, Key Managerial Personnel or their relatives are directly or indirectly, financially or otherwise, interested or concerned in the Special Resolution set out under Item No.1 of this notice.

Item No.2

Sri.G.D.Rajkumar (DIN: 00197696) was appointed as an Independent Director of the Company for a period of 5 consecutive years commencing from April 29, 2019 and his tenure as an Independent Director expires on April 28, 2024.

Pursuant to Section 149(10) of the Companies Act, 2013 read with Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the re-appointment of an Independent Director for a second term of five consecutive years shall require the approval of the shareholders by means of passing a special resolution.

Accordingly, based on the recommendation of the Nomination and Remuneration Committee and on the basis of the outcome of the performance evaluation and being eligible for re-appointment as an Independent Director for the second term as per the criteria laid down under Section 149(6) of the Companies Act, 2013 read with Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors, at their meeting held on January 29, 2024, has approved and recommended the re-appointment of Sri.G.D.Rajkumar (DIN: 00197696) as an Independent Director for a second term of five consecutive years with effect from April 29, 2024 to April 28, 2029 subject to the approval of the members of the Company by means of passing a special resolution in terms of Section 149(10) of the Companies Act, 2013 and Regulation 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Sri.G.D.Rajkumar (DIN: 00197696), being the appointee Independent Director, have expressed his consent for re-appointment and has submitted necessary declaration to the effect that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and that his name is included in the databank as required under Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014 and that he is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and not debarred from holding the office of Director by order of the SEBI or any other statutory authority under any laws.

Considering his knowledge, qualification, skills and experience, the Board of Directors is of the opinion that his re-appointment as an Independent Director would be highly beneficial to the Company. In the opinion of the Board, Sri.G.D.Rajkumar (DIN: 00197696) fulfils the conditions of appointment as specified under the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and he is



independent of the management. The disclosure as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2) issued by the ICSI has been annexed and forms part of this notice.

Sri.G.D.Rajkumar (DIN: 00197696) shall not be liable to retire by rotation during his tenure as Independent Director of the Company as provided under Section 152(6) of the Companies Act, 2013.

The Company has also received notice under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Independent Director.

Accordingly, the Board of Directors recommends the Special Resolution, as set out in Item No.2 of this notice, for the approval of the members.

A copy of the draft letter setting out the terms and conditions of re-appointment of Sri.G.D.Rajkumar (DIN: 00197696) as an Independent Director is available for inspection by the members electronically on the Company's website (www.lgb.co.in) and also, at the Registered Office of the Company during the office hours on all working days other than on Saturdays and Sundays till the date of this meeting and also, the same shall be made available electronically for inspection during the said meeting.

Except Sri.G.D.Rajkumar (DIN: 00197696), being the appointee Independent Director, none of the other Directors, Key Managerial Personnel or their relatives are directly or indirectly, financially or otherwise, interested or concerned in the Special Resolution set out under Item No.2 of this notice.

Item No.3

Sri. P. Prabakaran (DIN: 01709564) was re-appointed as Managing Director of the Company for a period of 5 (five) years with effect from June 01, 2019 on the terms and conditions as approved by the members by means of an ordinary resolution passed through Postal Ballot on October 21, 2018 and the revision in the terms and conditions of his re-appointment for the remaining period of his current tenure effective from January 01, 2023 was approved by the members of the Company, by means of an ordinary resolution passed through Postal Ballot on December 18, 2022. Accordingly, the tenure of his office as Managing Director of the Company expires on May 31, 2024.

Based on the recommendation of the Nomination and Remuneration Committee and the approval of the Audit Committee and based on the outcome of the performance evaluation, the Board of Directors, at their meeting held on January 29, 2024, has accorded their approval to re-appoint of Sri. P. Prabakaran (DIN: 01709564), who will attain the age of 70 years during the year 2029, as Managing Director of the Company for a further period of 5 (five) years with effect from June 01, 2024 on the terms and conditions as set out under Item No.3 of this notice, subject to the approval of the members of the Company by means of passing a special resolution.

Considering his expertise knowledge, varied experience and skills and the role and responsibilities shouldered by him and considering the leadership and strategic guidance provided by him, the Board of Directors opine that the re-appointment of Sri. P. Prabakaran (DIN: 01709564) as Managing Director would be greatly beneficial to the Company.

Pursuant to Section(s) 196(4), 197 and 203 read with Schedule V of the Companies Act, 2013 and pursuant to the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Special Resolution for re-appointment of Sri. P. Prabakaran (DIN: 01709564) as Managing Director, as set out under Item No.3 of this Notice, is being placed before the members for approval. Your Directors recommend the passing of this Special Resolution.

The disclosure as required in accordance with Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2) issued by the ICSI has been annexed and forms part of this notice.

Members are informed that the terms of re-appointment of Sri. P. Prabakaran (DIN: 01709564) and the remuneration payable to him, as set out under Item No.3 of the Notice, are in conformity with Schedule V of the Companies Act, 2013.

The particulars set out above can also be treated as Memorandum required to be circulated to every Member under Section 190 of the Companies Act, 2013.

Except Sri. P. Prabakaran (DIN: 01709564), Managing Director, none of the other Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the special resolution set out in Item No. 3 of the Notice.

Item No.4

Sri. Rajiv Parthasarathy (DIN: 02495329) was originally appointed as a Whole-time Director (Senior Vice President – Operations) of the Company for a period of 3 years with effect from August 01, 2021 on the terms and conditions as approved by the Members by means of a special resolution passed at their 65th Annual General Meeting held on September 09, 2021. Subsequently, Sri. Rajiv Parthasarathy (DIN: 02495329) was re-designated as Executive Director on the revised terms and conditions of his appointment, as approved by the members of the company by means of passing a special resolution through Postal Ballot on December 18, 2022, for the remaining period of his current tenure as “Executive Director” effective from January 01, 2023. Accordingly, the tenure of his office as Executive Director of the Company expires on July 31, 2024.

Based on the recommendation of the Nomination and Remuneration Committee and the approval of the Audit Committee and based on the outcome of the performance evaluation, the Board of Directors, at their meeting held on January 29, 2024, has accorded their approval to re-appoint of Sri. Rajiv Parthasarathy (DIN: 02495329) as Executive Director of the Company for a further period of 5 (five) years with effect from August 01, 2024 on the terms and conditions as set out under Item No.4 of this notice, subject to the approval of the members of the Company by means of passing a special resolution.

Sri. Rajiv Parthasarathy (DIN: 02495329) is a member of the Promoter Group of the Company and considering his expertise knowledge, varied experience and skills and the role and responsibilities shouldered by him and considering the leadership and strategic guidance provided by him, the Board of Directors opine that the re-appointment of Sri. Rajiv Parthasarathy (DIN: 02495329) as Executive Director would be greatly beneficial to the Company.

Pursuant to Section(s) 196(4), 197 and 203 read with Schedule V of the Companies Act, 2013 and pursuant to Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Special Resolution for re-appointment of Sri. Rajiv Parthasarathy (DIN: 02495329) as Executive Director, as set out under Item No.4 of this Notice, is placed before the members for approval. Your Directors recommend the passing of this Special Resolution.

The disclosure as required in accordance with Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2) issued by the ICSI has been annexed and forms part of this notice.

Members are informed that the terms of re-appointment of Sri. Rajiv Parthasarathy (DIN: 02495329) as Executive Director and the remuneration payable to him, as set out under Item No.4 of the Notice, are in conformity with Schedule V of the Companies Act, 2013.

The particulars set out above can also be treated as Memorandum required to be circulated to every Member under Section 190 of the Companies Act, 2013.

Sri. Rajiv Parthasarathy (DIN: 02495329), being the appointee Executive Director and Sri. B. Vijayakumar, (DIN: 00015583), Executive Chairman (Promoter) and Smt. Rajsri Vijayakumar, (DIN: 00018244), Director (Promoter Group) and their relatives are interested or concerned, financially or otherwise, in the special resolution set out in Item No. 4 of the Notice.

Other than the above, none of the other Directors and Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in the special resolution set out in Item No. 4 of the Notice.

Item No.5

The Company proposes to raise additional funds for enhancement of its capital base and to augment the long-term growth plans and funding needs of the Company viz., to support the expanding business operations, to support the fund requirements in connection with the acquisition / in the process of acquisition of M/s. RSAL Steel Private Limited through Corporate Insolvency Resolution Process and for other general corporate purposes of the Company.

Considering raising of funds through preferential issue to be most cost and time effective way for raising additional capital, the Board of Directors of the Company (“Board”), at their meeting held on January 29, 2024, has granted their approval for raising of funds by way of offer, issue and allotment of up to 5,00,000 (Five Lakhs) Warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of Rs.10/- each (“Warrants”) at such price as determined in accordance with Chapter V of SEBI ICDR Regulations on the ‘Relevant Date’ (“Warrants Issue Price”) for cash consideration, which may be exercised in one or more tranches during the period not



exceeding 18 (eighteen) months commencing from the date of allotment of the Warrants, to the Person(s), each being Promoter and Member(s) of the Promoter Group of the Company (referred to as the “Proposed Allottees”), by way of a preferential issue through private placement offer (the “Preferential Issue”), on the terms and conditions as set out in Item No.5 of this Notice, subject to the approval of the members by means of a special resolution and such other authorities as may be required in this connection.

The Proposed Allottees have also confirmed their eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”), to subscribe to the Warrants to be issued pursuant to the Preferential Issue. Further, the Company is also eligible to make the Preferential Allotment in terms of the provisions of Chapter V of the SEBI (ICDR) Regulations.

In accordance with Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended from time to time, the approval of the shareholders of the Company by way of special resolution is required to offer, issue and allot securities by way of private placement on a preferential basis.

The offer, issue and allotment of Warrants including resultant equity shares arising out of exercise of the rights attached to Warrants shall be subject to the following terms and conditions, apart from such other terms and conditions as specified under the Act and the SEBI ICDR Regulations:

- i. Pursuant to Regulation 160(c) of SEBI ICDR Regulations, the allotment of the Warrants (including the Equity Shares to be allotted upon conversion of such Warrants) shall be made only in dematerialised form;
- ii. In accordance with the provisions of Regulation 161 of the SEBI ICDR Regulations, the ‘Relevant Date for the Preferential Issue is Thursday, 1st February, 2024, which is 30 days prior to the date of the this Extra Ordinary General Meeting i.e., Saturday, March 02, 2024;
- iii. The Warrants proposed to be offered, issued and allotted shall be made at such price determined in accordance with the pricing formula prescribed under Regulation 164 of SEBI ICDR Regulations on the ‘Relevant Date’ (“Warrants Issue Price”).
- iv. In accordance with the SEBI ICDR Regulations, an amount equivalent to 25% (Twenty-five per cent) of the Warrant Issue Price shall be paid by the Warrant holders to the Company at the time of subscription of such Warrants (“Warrant Subscription Price”) and the balance consideration of an amount equivalent to 75% of the Warrant Issue Price shall be paid by the Warrant holders at the time of exercise of the rights attached to the Warrants, to convert or exercise the Warrants and subscribe to Equity Shares of the Company (“Warrant Exercise Amount”);
- v. The tenure of the Warrants shall not exceed eighteen months from the date of their allotment. If the entitlement against the Warrants to apply for the Equity Shares of the Company is not exercised by the Warrant holders within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant Holders to apply for Equity Shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant Holders on such Warrants shall stand forfeited;
- vi. The initial consideration for subscription and allotment of Warrants and the balance consideration for exercise of the rights attached to the Warrants shall be paid by the Proposed Allottees to the Company from their respective bank account to the designated bank account of the Company.
- vii. The pre-preferential allotment shareholding of the Proposed Allottees, if any, in the Company and the Warrants allotted in terms of this resolution and the resultant Equity Shares arising on exercise of rights attached to such Warrants shall be subject to lock-in as per the provisions of the SEBI ICDR Regulations;
- viii. The Proposed Allottees has not sold / will not sell any equity shares during the 90 trading days preceding the Relevant Date.

- ix. The Equity Shares to be allotted by the Company to the Proposed Allottees upon the exercise of rights attached to the Warrants shall be governed by the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects including entitlement to voting powers and dividend, with the existing fully paid-up Equity Shares of face value of Rs.10/- each of the Company;

The salient features of the Preferential Issue, including disclosures required to be made in accordance with Chapter V of the SEBI ICDR Regulations and the Act, are set out below:

a) Particulars of the offer including date of passing of Board resolution, the total number of shares or other securities to be issued, kinds of securities offered and the price at which security is being offered;

The Board of Directors, at their meeting held on January 29, 2024, had approved the offer, issue and allotment of up to 5,00,000 (Five Lakhs) Warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of Rs.10/- each (“Warrants”) at such price as determined in accordance with Chapter V of SEBI ICDR Regulations on the ‘Relevant Date’ (“Warrants Issue Price”) for cash consideration, which may be exercised in one or more tranches during the period not exceeding 18 (eighteen) months commencing from the date of allotment of the Warrants, to the Person(s), each being Promoter and Member(s) of the Promoter Group of the Company (referred to as the “Proposed Allottees”), by way of a preferential issue through private placement offer (the “Preferential Issue”), on the terms and conditions as set out in Item No.5 of this Notice, subject to the approval of the members by means of a special resolution and such other authorities as may be required in this connection.

b) Objects of the Issue

The Company intends to raise funds not exceeding Rs.67 crores approximately by way of offer, issue and allotment of 5,00,000 Warrants convertible into equity shares of the Company of Rs.10/- each to the Promoter and certain member(s) of the Promoter Group, as identified by the Board and as set out in Item No.5 of this Notice, on preferential basis. Given that the funds to be received against Warrant conversion will be in tranches and the quantum of funds required on different dates may vary, therefore, the broad range of intended use of the Issue Proceeds for the above Objects is set out hereinbelow:

Sl. No.	Objects of the Issue	Estimated Amount to be utilized* (in Rs.)	Tentative time frame for utilization
1.	Infusion of funds in RSAL Steels Private Limited (acquired / in the process of acquiring through Corporate Insolvency Resolution Process)	15.00 crores	Within 36 months from receipt of funds for the Warrants
2.	Modernization of equipment	36.00 crores	
3.	General corporate purpose	16.00 crores	
	Total	67.00 crores	

**Considering 100% conversion of Warrants into equity shares within the stipulated time.*

Given that the Preferential Issue is being made for convertible Warrants, the Issue Proceeds shall be received by the Company within a period of not exceeding 18 (eighteen) months from the date of allotment of the Warrants in terms of Chapter V of the SEBI ICDR Regulations, and as estimated by our management, the entire Issue Proceeds would be utilized for the all the aforementioned Objects, in phases, as per the Company’s business requirements and availability of Issue Proceeds, within 36 months from the date of receipt of funds for the Warrants (as set out herein).

In terms of the relevant Circulars and SEBI ICDR Regulations, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.



The Company, in accordance with the policies formulated by our Board from time to time, will have flexibility to deploy the Issue Proceeds. Pending complete utilization of the Issue Proceeds for the Objects described above, our Company intends to, inter alia, invest the Issue Proceeds in money market instruments including money market mutual funds, deposits in scheduled commercial banks, securities issued by government of India or any other investments as permitted under applicable laws.

c) Material terms of raising such securities and maximum number of specified securities to be issued

The material terms relating to the offer, issue and allotment of up to 5,00,000 (Five Lakhs) Warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of Rs.10/- each ("Warrants") at such price as determined in accordance with Chapter V of SEBI ICDR Regulations on the 'Relevant Date' ("Warrants Issue Price") for cash consideration, which may be exercised in one or more tranches during the period not exceeding 18 (eighteen) months commencing from the date of allotment of the Warrants, to the Person(s), each being Promoter and Member(s) of the Promoter Group of the Company (referred to as the "Proposed Allottees"), by way of a preferential issue through private placement offer (the "Preferential Issue"), shall be as set out in Item No.5 of this Notice, subject to the approval of the members by means of a special resolution and such other authorities as may be required in this connection.

d) Amount which the company intends to raise by way of such securities;

The Company intends to raise an amount not exceeding INR 67 crores (approximately) through the above Preferential Issue, subject to change based on the price determined in accordance with Chapter V of the SEBI ICDR Regulations on the Relevant Date.

e) Price or price band at/within which the allotment is proposed; Basis or justification for the price (including premium, if any) at which the offer or invitation is being made;

The Equity Shares of the Company are listed on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) for a period of more than 90 trading days as on the Relevant Date i.e., Thursday, February 01, 2024.

The Equity Shares of the Company are frequently traded on NSE in terms of the SEBI ICDR Regulations, in which the highest trading volume in respect of the Equity Shares has been recorded during the preceding 90 trading days prior to the Relevant Date.

Accordingly, in terms of the provisions of Regulation 164 of the SEBI ICDR Regulations, the minimum price at which the Warrants to be offered, issued and allotted shall be higher of the following:

1. 90 trading days volume weighted average price of the related equity shares quoted on NSE preceding the relevant date i.e., February 01, 2024 (or)
2. 10 trading days volume weighted average prices of the related equity shares quoted on NSE preceding the relevant date. i.e., February 01, 2024.

Further, the Articles of Association of the Company do not provide for a method of determination of the floor price for any securities.

The Company shall obtain a certificate from Sri. M. D. Selvaraj, FCS, Managing Partner of M/s. MDS & Associates LLP, Company Secretaries, Coimbatore certifying the computation of the floor price for the proposed Preferential Issue of the Company, based on the pricing formula prescribed under the Regulation 164 of the Chapter V of SEBI ICDR Regulations.

Further, given that the equity shares of the Company have been listed for a period of more than 90 (ninety) trading days prior to the relevant date, the Company would not be required to re-compute the issue price as per Regulation 164(3) the SEBI ICDR Regulations.

f) Undertakings;

In terms of SEBI ICDR Regulations, the Company hereby undertakes that:

- i) the Company shall re-compute the price of the Warrants offered, issued and allotted in terms of the provision of the SEBI ICDR Regulations, where it is required to do so;

- ii) If the amount payable, if any, on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the underlying Equity Shares shall continue to be locked-in till the time such amount is paid by the proposed allottee.

g) Relevant date with reference to which the price has been arrived at;

In accordance with the provisions of Regulation 161 of the SEBI ICDR Regulations, the 'Relevant Date for the Preferential Issue is Thursday, 1st February, 2024, which is 30 days prior to the date of the this Extra Ordinary General Meeting i.e., Saturday, March 02, 2024.

h) Basis on which the price has been arrived at along with report of the registered valuer; Name and address of valuer who performed valuation;

Since the Proposed Preferential Issue is not expected to result in a change in control or allotment of more than 5% (five per cent) of the post issue fully diluted share capital of the Company, the Company is not required to obtain a valuation report from an independent registered valuer.

i) Class or classes of persons to whom the allotment is proposed to be made and intention of promoters, directors, key managerial personnel or senior management to subscribe to the offer;

The Preferential Issue of Warrants is proposed to be made to the following Proposed Allottees, who are Promoter / Member(s) of the Promoter Group of the Company, as set out in Item No. 5 of this Notice.

Sl. No.	Name of the Proposed Allottee	Category	Number of Warrants proposed to be offered and issued
1.	Sri. B.Vijayakumar	Promoter	2,00,000
2.	Smt.Rajsri Vijayakumar	Promoter Group	1,50,000
3.	L.G.B. Auto Products Private Limited	Promoter Group	75,000
4.	L.G.Sports Private Limited	Promoter Group	75,000

Other than the above, none of the other Member(s) of the Promoter Group / Directors / Key Managerial Personnel/ Senior Management intend to subscribe to the proposed Preferential Issue.

j) Proposed time within which the allotment shall be completed;

As required under SEBI ICDR Regulations, the Preferential Issue of Warrants shall be completed, within a period of 15 days from the date of passing of the special resolution contained in this Notice. Provided that where the allotment on preferential basis is pending on account of pendency of any approval or permission of such allotment from any authority under the applicable laws, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approval or permission, as the case may be.

k) Names of the proposed allottees and the percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the company that would occur consequent to the preferential issue;

Sl. No.	Name of the Proposed Allottee	Category	Pre-Preferential Issue holdings		Post-Preferential Issue holdings (on a fully diluted basis)*	
			Number of Equity Shares	%	Number of Equity Shares	%
1.	Sri. B.Vijayakumar	Promoter	34,54,000	11.00	36,54,000	11.46
2.	Smt.Rajsri Vijayakumar	Promoter Group	21,79,156	6.94	23,29,156	7.30
3.	L.G.B. Auto Products Private Limited	Promoter Group	18,56,000	5.91	19,31,000	6.05
4.	L.G.Sports Private Limited	Promoter Group	4,50,000	1.43	5,25,000	1.65

**The post preferential percentage of shareholding has been calculated assuming that all the Warrants allotted will be converted into Equity Shares of the Company.*

There will be no change in the composition of the Board nor any change in the control of the Company consequent to the above proposed Preferential Issue.



l) Current and proposed status of the Allottee(s) post the Preferential Issue namely, promoter or non-promoter;

The Preferential Issue of Warrants is intended to be offered, issued and allotted to the Proposed Allottees, who are existing Promoter / Member(s) of the Promoter Group of the Company, as mentioned above and the status of the Proposed Allottees post the Preferential Issue remains unchanged.

m) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the Proposed Allottee(s):

Sl. No.	Name of the Proposed Allottee	Category	Identity of the natural persons who are the ultimate beneficial owners
1.	L.G.B. Auto Products Private Limited	Promoter Group	Smt.Rajsri Vijayakumar
2.	L.G. Sports Private Limited	Promoter Group	Sri. B. Vijayakumar

n) Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price;

The Company has not made any Preferential Issue of securities during this financial year, other than the proposed Preferential Issue as set out under Item No.5 of this notice.

o) Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer;

Not applicable

p) The shareholding pattern of the company before and after the Preferential Issue;

Sr. No.	Category	Pre-Issue		Post-Issue	
		No. of Shares held	% of Share-holding	No. of Shares held	% of Share-holding
A	Promoters/Promoter Group holding				
1	Indian				
a.	Individuals/ Hindu Undivided Family	56,33,156	17.94	59,83,156	18.76
b.	Bodies corporate / Trust	49,59,720	15.80	51,09,720	16.02
c.	Central Government/ State Government(s)	--	--	--	--
	Sub-total A (1)	1,05,92,876	33.74	1,10,92,876	34.78
2	Foreign				
a.	Individuals (Non-Resident Individuals/ Foreign Nationals)	--	--	--	--
b.	Government	--	--	--	--
c.	Institutions	--	--	--	--
d.	Foreign Portfolio Investors	--	--	--	--
e.	Any other	--	--	--	--
	Sub-total A (2)	--	--	--	--
	Sub-total A (1) + (2)	1,05,92,876	33.74	1,10,92,876	34.78
B	Public				
1.	Institutions (Domestic)				
a.	Mutual Funds	41,28,446	13.15	41,28,446	12.94
b.	Venture Capital Funds	--	--	--	--
c.	Alternate Investment Funds	2,43,044	0.77	2,43,044	0.76
d.	Banks	8	0.00	8	0.00
e.	Insurance Companies	--	--	--	--
f.	Provident Funds/ Pension Funds	--	--	--	--
g.	Asset Reconstruction Companies	--	--	--	--
h.	Sovereign Wealth Funds	--	--	--	--
i.	NBFCs Registered with RBI	--	--	--	--
j.	Other Financial Institutions	--	--	--	--
k.	Any other	--	--	--	--
	Sub-total (B)(1)	43,71,498	13.93	43,71,498	13.71

Sr. No.	Category	Pre-Issue		Post-Issue	
		No. of Shares held	% of Share-holding	No. of Shares held	% of Share-holding
2	Institutions (Foreign)				
a.	Foreign Direct Investment	--	--	--	--
b.	Foreign Venture Capital Investors	--	--	--	--
c.	Foreign Sovereign Wealth Funds	--	--	--	--
d.	Foreign Portfolio Investors Category I	23,26,017	7.41	23,26,017	7.29
e.	Foreign Portfolio Investors Category II	1,27,848	0.41	1,27,848	0.40
f.	Overseas Depositories (Holding DRs)	--	--	--	--
g.	Any other	1,200	0.00	1,200	0.00
	Sub-total (B)(2)	24,55,065	7.82	24,55,065	7.70
3	Central Government/ State Government				
a.	Central Government/ President of India	--	--	--	--
b.	State Government/ Governor	--	--	--	--
c.	Shareholding by Companies or Bodies Corporate where Central / State Government is a promoter	--	--	--	--
	Sub-total (B)(3)	--	--	--	--
4	Non-Institutions				
a.	Associate Companies / Subsidiaries	--	--	--	--
b.	Directors and their relatives (excluding independent directors and nominee directors)	9,108	0.03	9,108	0.03
c.	Key Managerial Personnel	1,200	0.00	1,200	0.00
d.	Relatives of Promoters (other than 'immediate relatives' of promoters disclosed under 'Promoter and Promoter Group' category)	--	--	--	--
e.	Trusts where any person belonging to 'Promoter and Promoter Group' category is 'trustee', 'beneficiary', or 'author of the trust'	--	--	--	--
f.	Investor Education and Protection Fund (IEPF)	62,249	0.20	62,249	0.20
g.	Resident Individual holding nominal share capital up to Rs.2 lakhs	76,91,484	24.50	76,91,484	24.12
h.	Resident Individuals holding nominal share capital in excess of Rs.2 lakhs	41,47,325	13.21	41,47,325	13.00
i.	Non-Resident Indians (NRIs)	5,48,486	1.75	5,48,486	1.72
j.	Foreign Nationals	--	--	--	--
k.	Foreign Companies	--	--	--	--
l.	Bodies Corporate	8,79,795	2.80	8,79,795	2.76
m.	Any Other	--	--	--	--
	Clearing Members	436	0.00	436	0.00
	Hindu Undivided Families	4,61,083	1.47	4,61,083	1.45
	Trusts	1,19,404	0.38	1,19,404	0.37
	Partnership Firms	300	0.00	300	0.00
	Foreign Portfolio Investor (Individual)	7,200	0.02	7,200	0.02
	Unclaimed or Suspense or Escrow Account	44,202	0.14	44,202	0.14
	Employees	705	0.00	705	0.00
	Sub-total (B)(4)	1,39,72,977	44.51	1,39,72,977	43.81
	Sub-total (B)	2,07,99,540	66.26	2,07,99,540	65.22



Sr. No.	Category	Pre-Issue		Post-Issue	
		No. of Shares held	% of Share-holding	No. of Shares held	% of Share-holding
C	NON-PROMOTER NON-PUBLIC SHAREHOLDERS				
a.	Custodian / DR Holder	--	--	--	--
b.	Employee Benefit Trust / Employee Welfare Trust under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021	--	--	--	--
	Sub-total (C)	--	--	--	--
	TOTAL	3,13,92,416	100.00	3,18,92,416	100.00

Note: The post preferential percentage of shareholding has been calculated assuming that all the Warrants allotted will be converted into Equity Shares of the Company.

q) Principle terms of assets charged as securities:

Not applicable

r) Lock-in:

The Warrants allotted pursuant to this resolution and the resultant equity shares to be issued and allotted upon exercise of rights attached to the Warrants, as above, shall be subject to lock-in for such period as prescribed under the provisions of Chapter V of the SEBI ICDR Regulations.

Further, the entire pre-preferential shareholding of Proposed Allottees shall also be locked-in for such period as prescribed under the provisions of Chapter V of the SEBI ICDR Regulations.

s) Other disclosures:

- i) The Company or none of its Promoters or Directors is a willful defaulter or a fraudulent borrower. Hence, disclosures specified under Schedule VI of SEBI ICDR Regulations does not arise. Further, none of the Promoters or Directors are fugitive economic offenders as specified under the SEBI ICDR Regulations.
- ii) The Company is eligible to make the Preferential Allotment to its Promoter and the Person(s) belonging to its Promoter Group under Chapter V of the SEBI ICDR Regulations.
- iii) The Promoter and the Person(s) belonging to the Promoter Group of the Company, who has sold their equity shares during the 90 trading days preceding the Relevant Date shall not be eligible for allotment of Warrants on preferential basis.
- iv) The proposed Preferential Issue is being made to Resident Indian(s) and to the Companies incorporated in India and hence, the compliance relating to Press Note 3 of 2020 issued by the Reserve Bank of India under the Foreign Direct Investment (FDI) policy does not apply.
- v) The proposed Preferential Issue will not attract the provisions of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
- vi) As the Equity Shares have been listed for a period of more than 90 days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.
- vii) Offer, issue and allotment of the Warrants and the Equity Shares which would be allotted upon exercise of the rights attached to the Warrants would be well within the Authorised Share Capital of the Company.
- viii) Since the proposed Preferential Issue is not more than 5% (five percent) of the post issue fully diluted share capital of the Company, a valuation report from an independent registered valuer is not required under the provisions of the second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the Preferential Issue, and under the applicable provisions of SEBI ICDR Regulations.
- ix) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer is not applicable as the allotment of equity shares under the Preferential Issue is for a cash consideration.

- x) A copy of the certificate obtained from Sri. M D Selvaraj, FCS, Managing Partner of M/s. MDS & Associates LLP, Company Secretaries, Coimbatore certifying that the above Preferential Issue is being made in accordance with the applicable provisions of the SEBI ICDR Regulations, will be open for inspection at the Registered Office of the Company during normal working hours on all working days (except Saturdays and Sundays) up to the date of the Extra-Ordinary General Meeting and the same shall also be made available electronically for inspection by the members during the said meeting. The said certificate will also be placed on the Company's website (https://www.lgb.co.in/wp-content/uploads/2024/02/LGB_Combpliance-Certificate.pdf)
- xi) The Company will take necessary steps to obtain the required approvals from BSE Limited, National Stock Exchange of India Ltd, Securities and Exchange Board of India, Reserve Bank of India or any other regulatory authorities as may be applicable for the proposed Preferential Issue.

Pursuant to the provisions of Section(s) 42, and 62(1)(c) of the Companies Act, 2013 read with Regulation 160(b) of the SEBI ICDR Regulations, the Special Resolution as set out in Item No. 5 of this Notice, is placed before the members for their approval. The Board of Directors opine that the proposed Preferential Issue is in the best interest of the Company and its members and, therefore, recommends the passing of this special resolution.

Sri. B. Vijayakumar, (DIN: 00015583), Executive Chairman (Promoter), Smt. Rajsri Vijayakumar, (DIN: 00018244), Director (Promoter Group), Sri. Rajiv Parthasarathy (DIN: 02495329), Executive Director (Promoter Group) and their relatives are interested or concerned, financially or otherwise, in the special resolution set out in Item No. 5 of this Notice.

Other than the above, none of the other Directors and Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in the special resolution set out in Item No. 5 of the Notice.

NOTES:

1. The Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") with respect to the Special Business set out in the Notice is annexed hereto and forms part of this Notice. Further, the disclosure pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") in respect of the Directors seeking re-appointment at this Extra-Ordinary General Meeting ("EGM") are also annexed to this Notice.
2. In view of the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India from time to time (hereinafter referred to as "MCA and SEBI Circulars"), the Company is permitted to hold this Extra Ordinary General Meeting ("EGM") through Video Conference/Other Audio Visual Means, without the physical presence of the Members at a common venue. The deemed venue for the EGM shall be the Registered Office of the company situated at 6/16/13 Krishnarayapuram Road, Ganapathy, Coimbatore-641006, Tamil Nadu.

In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with the relevant MCA and SEBI Circulars, the EGM of the Company is being held through VC / OAVM. Members desirous of participating in the EGM through VC/ OAVM, may refer to the procedures mentioned below.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THE EGM IS BEING HELD THROUGH VC/OAVM, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS EGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE. MEMBERS ATTENDING THE EGM THROUGH VC / OAVM SHALL BE COUNTED FOR THE PURPOSE OF RECKONING THE QUORUM UNDER SECTION 103 OF THE ACT.**
4. Since the EGM will be held through VC, the Route Map is not annexed to this Notice.
5. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL"), as the authorized agency for conducting the EGM and providing remote e-Voting and e-Voting facility at/during the EGM of the Company. The instructions for participation by Members are given in the subsequent notes.



6. Members of the Company under the category of Institutional/Corporate Shareholders are encouraged to attend and vote at the EGM through VC. Corporate Members intending to authorize their representatives to participate, and vote are requested to send a certified copy of the Board resolution / authorization letter to the Scrutinizer by e-mail at mds@mdsassociates.in and the same should also be uploaded on the VC portal / e-Voting portal of CDSL.
7. Members holding shares in dematerialized mode, are requested to update their records such as tax residential status, PAN and register their e-mail addresses, mobile numbers and other details with their relevant depositories through their DPs and members holding shares in physical mode are requested to furnish details to the Company's RTA.
8. Members who have not registered their Bank particulars with the Depository Participant(s) ("DP") / Company are advised to utilize the electronic solutions provided by National Automated Clearing House ("NACH") for receiving dividends. Members holding shares in electronic form are requested to contact their respective Depository Participant(s) for availing this facility. Members holding shares in physical form are requested to download the NACH form from the website of the Company viz., <https://www.lgb.co.in/investor-relations/investor-services-forms-for-download/> and the same, duly filled up and signed along with original cancelled cheque leaf may be sent to the Company or to the Registrar and Share Transfer Agent ("RTA").
9. Pursuant to SEBI Circular dated 3rd November 2021 read with SEBI Circulars dated 14th December 2021 and 25th January, 2022 on Common and Simplified Norms for processing Investor's Service, the shareholders holding shares in Physical mode are mandatorily require to record their PAN, Address with PIN code, Email address, Mobile Number, Bank Account details, Specimen Signature and Nomination with the Company/ Registrar & Share Transfer Agent (RTA) of the Company.
10. In case of Non - updation of KYC - Folios wherein any ONE of the cited details/documents, (i.e PAN, Address with PIN code, Email address, Mobile Number, Bank Account details, Specimen Signature and Nomination) are not available, shall be frozen as per SEBI circular. The securities in the frozen folios shall be eligible to lodge any grievance or avail service request from the RTA only after furnishing the complete documents / details as aforesaid. And eligible for any payment including dividend, interest or redemption payment only through electronic mode upon complying with the above stated requirements.
11. The relevant formats for Nomination and Updation of KYC details viz; Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14 and SEBI circular are available on Company's website as well as the website of Cameo Corporate Services Limited the Registrar and Share Transfer Agent of the Company. Original cancelled cheque leaf bearing the name of the first holder failing which first security holder is required to submit copy of bank passbook / statement attested by the bank which is mandatory for registering the new bank details.
12. The Company has entered into agreements with National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL"). The Depository System envisages the elimination of several problems involved in the scrip-based system such as bad deliveries, fraudulent transfers, fake certificates, thefts in postal transit, delay in transfers, mutilation of share certificates, etc. Simultaneously, Depository System offers several advantages like exemption from stamp duty, elimination of concept of market lot, elimination of bad deliveries, reduction in transaction costs, improved liquidity, etc. Members, therefore, now have the option of holdings and dealing in the shares of the Company in electronic form through NSDL or CDSL. Members are encouraged to convert their holding to electronic mode.
13. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form w.e.f. 01st April 2019, except in case of request received for transmission or transposition of securities. In view of this, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Cameo Corporate Services Limited, Company's Registrar and Share Transfer Agent for assistance in this regard.

In addition to above Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_ RTAMB/P/ CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/ Splitting of securities certificate; Consolidation of securities certificates/ folios; Transmission and Transposition. Accordingly, Shareholders are

requested to make service requests by submitting a duly filled and signed Form ISR- 4, the format of which is available on the Company's website under the weblink at <https://www.lgb.co.in/investor-relations/investor-services-forms-for-download/>.

It may be noted that any service request can be processed only after the folio is KYC compliant. SEBI vide its notification dated January 25, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. Members can contact the Company or RTA, for assistance in this regard.

Members holding equity shares of the Company in physical form are requested to kindly get their equity shares converted into demat/electronic form to get inherent benefits of dematerialisation. Members can contact the Company or RTA, for assistance in this regard.

14. As per the provisions of Section 72 of the Act, the facility for submitting nomination is available for members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The form can be downloaded from <https://www.lgb.co.in/investor-relations/investor-services-forms-for-download/>. Members are requested to submit these details to their DP in case the shares are held by them in electronic form, and to the Company's RTA, in case the shares are held in physical form.
15. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs if the shares are held by them in demat form and to Company's RTA if the shares are held by them in physical form in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021.
16. Members who are holding shares in identical order of names in more than one folio are requested to send to the Registrar and Share Transfer Agent ("RTA"), the details of such folios together with the share certificates for consolidating their holdings into one folio.
17. Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Company Secretary of the Company or its RTA, namely **M/s Cameo Corporate Services Limited #1, Club House Road, Chennai 600 002**, by quoting the Folio number or the Client ID number with DP ID number.
18. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.
19. A Member who needs any clarification on accounts or operations of the Company shall send his/her queries addressed to the Company Secretary at lk.joshi@lgb.co.in, so as to reach him on or before **February 24, 2024**. Such queries will be replied by the Company suitably during the EGM or through a separate e-mail.
20. Members who wish to claim dividends, which remain unclaimed, are requested to correspond with the Company / Registrar & Share Transfer Agent of the Company. Members are requested to note that pursuant to Section 124 of the Companies Act, 2013 dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government under Section 125 of the Companies Act, 2013. The details of unpaid/ unclaimed dividend can be viewed on the Company's website. As per the provisions of Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules 2016, the Company will be transferring the share(s) on which the beneficial owner has not encashed any dividend during the last seven years to the IEPF demat account as identified by the IEPF Authority.

Details of shareholders whose shares are liable to be transferred to IEPF are available at the Company website: <https://www.lgb.co.in/investor-relations/transfer-of-shares-to-iepf/>. The shareholders whose unclaimed dividend /share has been transferred to the 'Investor Education and Protection Fund', may claim the same from IEPF authority by filing Form IEPF-5 along with requisite documents. Mr. M. Lakshmi Kanth Joshi, Senior General Manager (Legal) and Company Secretary, is the Nodal Officer of the Company for the purpose of verification of such claims.



21. In compliance with the MCA and SEBI Circulars, the Notice of this EGM and the Instructions for e-voting are being sent by electronic mode to all the Members whose e-mail addresses are registered with the Company / respective Depository Participants. Members may also note that the Notice convening this EGM are also available on the Company's website <https://www.lgb.co.in/investor-relations> websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of Central Depository Services (India) Limited ("CDSL") (agency for providing the Remote e-voting facility) at www.evotingindia.com.
22. Soft copies of the Register of Directors and Key Managerial Personal and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members during the EGM.

23. E-voting (voting through electronic means):

- i. The businesses as set out in the Notice may be transacted through electronic voting system. In compliance with the provisions of section 108 of the Act read with the Companies (Management and Administration) Rules, 2014, standard 8 of the Secretarial Standards on General Meetings, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and pursuant to the relevant MCA and SEBI Circulars, the Company is pleased to offer the facility of voting through electronic means, to all its members to enable them to cast their votes electronically. The Company has made necessary arrangements with CDSL to facilitate the members to cast their votes from a place other than venue of the EGM ("remote e-voting"). The facility for voting shall be made available during the EGM through electronic voting and the members participating in the EGM who have not cast their vote by remote e-voting shall be able to exercise their right during the EGM. The facility of casting votes by a member using remote e-voting as well as venue e-voting system on the date of the EGM will be provided by CDSL.
- ii. In terms of provisions of section 107 of the Act, as the Company is providing the facility of remote e-voting to the members, there shall be no voting by show of hands at the EGM.
- iii. The members can join the EGM through VC / OAVM mode 30 minutes before the scheduled time of the EGM and within 15 minutes after the scheduled time of the commencement of the EGM by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC / OAVM will be made available for 1,000 members on first come first served basis. This will be in addition to large members (members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
- iv. The attendance of the members attending the EGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- v. A person whose name is recorded in the Register of Members / List of Beneficial Owners maintained by the depositories as on Saturday, February 24, 2024, being the "cut-off date" shall be entitled to avail the facility of remote e-voting or e-voting during the EGM. Persons who are not members as on the cut-off date, but have received this Notice, should treat receipt of this Notice for information purpose only.
- vi. The members who have cast their vote by remote e-voting prior to EGM may also attend the EGM but shall not be entitled to cast their vote again.
- vii. Eligible members who have acquired shares after sending the Notice electronically and holding shares as on the cut-off date may approach the Company for issuance of the User Id and Password for exercising their right to vote by electronic means.
- viii. Process for those members whose e-mail ids / mobile numbers are not registered with the Company / Depositories:
 - i. Members holding shares in physical mode please provide necessary details like Folio No., Name of member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhaar Card (self-attested scanned copy of Aadhaar Card) by e-mail to Company/RTA e-mail id.

- ii. Members holding shares in demat mode please update your e-mail ID and mobile number with your respective DP.
- iii. Individual members holding shares in demat mode-please update your e-mail ID and mobile number with your respective DP which is mandatory for e-voting and joining the EGM through VC / OAVM through Depository.

24. Instructions for members for remote voting, e-voting during EGM and joining the EGM through VC / OAVM are as under:

1. Any person, whose name is recorded in the Register of Members or in the Register of beneficial owners (in case of electronic shareholding) maintained by the depositories as on the **cut-off date, i.e. Saturday, February 24, 2024** only shall be entitled to avail the facility of remote e-voting.
2. The remote e-voting period commences on **Wednesday, February 28, 2024 at 9.00 am (IST)** and ends on **Friday, March 01, 2024 at 5.00 pm (IST)**. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
3. The voting right of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations (as amended), and the relevant MCA and SEBI Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with CDSL for facilitating voting through electronic means, as the authorized e-voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.

25. The procedure for remote e-voting is as under:

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1	Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode
Step 2	Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and nonindividual shareholders in demat mode

- (i) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/ retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1	Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
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(iv) In terms of SEBI circular no. [SEBI/HO/CFD/CMD/CIR/P/2020/242](#) dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to the aforesaid SEBI Circular dated December 9, 2020, login method for e-voting and joining virtual meetings for individual members holding shares in demat mode is given below:

Type of Shareholders	Login Method
<p align="center">Individual Shareholders holding securities in Demat mode with CDSL</p>	<ol style="list-style-type: none"> Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon & select New System Myeasi. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KFINTECH/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p align="center">Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under ' Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of Shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important Note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL:

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2	Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and nonindividual shareholders in demat mode.
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(v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

- The Shareholders should log on to the e-voting website www.evotingindia.com.
- Click on “Shareholders” module.
- Now enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- If you are a first-time user follow the steps given below:

For Physical Shareholders and other than individual Shareholders holding shares in Demat form.	
PAN	Enter your 10-digit alpha-numeric. <ul style="list-style-type: none"> PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
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. <ul style="list-style-type: none"> 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.

- After entering these details appropriately, click on “SUBMIT” tab.



8. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
9. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
10. Click on the EVSN for the relevant L.G.BALAKRISHNAN & BROS LIMITED on which you choose to vote.
11. 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.
12. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
13. 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.
14. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
15. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
16. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
17. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

18. Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- 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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; secretarial@lgb.co.in, if they have voted from individual tab & not uploaded same in the CDSL evoting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.

4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at lk.joshi@lgb.co.in. The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at lk.joshi@lgb.co.in. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -,Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33 All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr.Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

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

Members can also cast their vote using CDSL's mobile app m-Voting. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while remote e-voting on your mobile.

3. **Process for those shareholders whose email addresses are not registered with the depositories for obtaining login credentials for remote e-voting for the resolutions proposed in this Notice:**
4. For shareholders holding shares in physical form – please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self- attested scanned copy of Aadhar Card) by email to Company/RTA's email ID at secretarial@lgb.co.in or investor3@cameoindia.com respectively.



5. For shareholders holding shares in dematerialised form – please update your e-mail id and mobile no. with your respective Depository Participant (DP).
6. For individual shareholders holding shares in dematerialised form – please update your e-mail id and mobile no with your respective Depository Participant (DP) which is mandatory while e-voting and joining virtual meetings through Depository.

26. Other Instructions

1. Sri. M. D. Selvaraj (FCS: 960, CP: 411), Managing Partner of M/s.MDS & Associates LLP, Company Secretaries, Coimbatore has been appointed as the Scrutinizer to scrutinize the remote e-voting and e-voting during the meeting in a fair and transparent manner.
2. The Scrutinizer shall, immediately after the conclusion of e-voting at the EGM, first download the votes cast at the EGM and thereafter unblock the votes cast through remote e-voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolutions have been carried or not, and such report shall then be sent to the Chairman or a person authorized by him, within 2 (two) working days from the conclusion of the EGM, who shall then countersign and declare the result of the voting forthwith.
3. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company at <https://www.lgb.co.in/investor-relations/general-meeting-notice/> and on the website of CDSL at www.evoting.india.com immediately after the declaration of results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited.

Coimbatore
29.01.2024

By Order of the Board
For L.G. Balakrishnan & Bros Limited
M. Lakshmikanth Joshi
Senior General Manager(Legal) and
Company Secretary
ACS No. 14273

ANNEXURE - Particulars of Directors seeking re-appointment as required under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (“ICSI”)

Name of Director	Kanchana Manavalan	G.D.Rajkumar	P. Prabakaran	Sri. Rajiv Parthasarathy
Director Identification Number	07497403	00197696	01709564	02495329
Date of Birth /Age	30.08.1962	21.11.1968	01.02.1959	03.11.1977
Nationality	Indian	Indian	Indian	Indian
Qualifications	B.A.	Engineering graduate REFA Industrial Engineering Germany	B.E.,	B.S.,(IE)
Date of first appointment on the Board	31.01.2019	29.04.2019	30.05.2008	10.06.2021
Brief profile including areas of expertise and experience	She is having 33 years of experience in general administration	He is having 33 years of experience in manufacturing industries	More than 33 years experience in manufacturing & marketing	More than 23 years with specialization in Industrial Management and has wide experience in Operations and marketing
Terms and conditions of appointment/re-appointment	As set out in Item No.1	As set out in Item No.2	As set out in Item No.3	As set out in Item No.4
No. of Board Meetings attended during the financial year (FY 2023-24) till the date of EGM Notice	5	3	5	5
Remuneration to be paid	Sitting Fess only	Sitting Fess only	As set out in Item No.3	As set out in Item No.4
Remuneration last drawn upto 31.12.2023	Not applicable	Not applicable	244.54 Lakhs	117.79 Lakhs
Details of inter-se relationship with other Directors, Manager and Key Managerial Personnel of the Company.	No inter-se relationship with other directors or KMPs	No inter-se relationship with other directors or KMPs	No inter-se relationship with other directors or KMPs	Smt. Rajsri Vijayakumar- Spouse Sri. B. Vijayakumar – Father-in-law
Details of shares held in the Company (including shareholding as a beneficial owner) (as on date of the Notice)	516	NIL	4,750	NIL



Name of Director	Kanchana Manavalan	G.D.Rajkumar	P. Prabakaran	Sri. Rajiv Parthasarathy
List of Directorships held in other companies as on the date of the Notice	Astute Décor LLP	<ol style="list-style-type: none"> 1. G.Plast Private Ltd 2. Premier Castings Private Ltd 3. Ramm Precision Products Private Ltd 4. Gedee Weiler Private Ltd 5. D Engineering Private Ltd 6. GD Aulbach Trimtech India Private Ltd 7. UMS Technologies Private Ltd 8. R Investments Private Ltd 9. Magna Electro Castings Ltd 10. Ashok Travels Private Ltd 11. Dera Investments Private Ltd 12. GD Stopp Technologies Private Ltd 13. Gedee Hopt Private Ltd 14. UMS Electronics Private Ltd 15. GD Jetcat India Private Ltd 	<ol style="list-style-type: none"> 1. Silent Chain India Private Ltd 2. Netcon Technologies India Private Ltd 	<ol style="list-style-type: none"> 1. Oriental Hydraulics Private Ltd 2. Metal Forms Private Ltd 3. Metal Forms Aegis Private Ltd 4. Illumo Tech Solutions Private Ltd 5. D Engines Pvt Ltd 6. Magriver Private Ltd 7. No Q Labs Private Ltd
Name of Listed Companies from which the Director has resigned in the past three years	NIL	NIL	NIL	NIL
Membership / Chairmanship of Committees of other Boards as on date of the EGM Notice	NIL	Magna Electro Casting Ltd Audit Committee – Member CSR Committee - Member	NIL	NIL

For L.G. Balakrishnan & Bros Limited
M. Lakshmikanth Joshi
Senior General Manager(Legal) and
Company Secretary
ACS No. 14273

Coimbatore
29.01.2024