



सत्यमेव जयते

CERTIFICATE OF INCORPORATION

COMPANY REGISTRATION NUMBER

U27310TZ2006PLC012830

“ LGB FORGE LIMITED ”

I hereby certify that

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** ** * * * * * * * *

is this day incorporated under the Companies Act, 1956, (No. 1 of 1956) and that the Company is Limited.

Given under my hand at **COIMBATORE**

this **SEVENTH** day of **JUNE**
SEVENTEENTH **JYAISTHA**

Two thousand and **SIX.**

EIGHT.
One Thousand Nine Hundred and Twenty (SAKA)



Asst. Registrar of Companies
TAMIL NADU
COIMBATORE



Company No. U27310TZ2006PLC012830

Certificate for Commencement of Business

Pursuant of Section 149 (3) of Companies Act, 1956

I hereby certify that the " LGB FORGE LIMITED "

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which was incorporated under the Companies Act, 1956, on the SEVENTH day of JUNE, 2006 and which has this day filed a duly verified declaration in the prescribed form that the condition of section 149(1) (a) to (d) / 149 (2) (a) to (c) of the said Act, have been complied with, is entitled to commence business.

COIMBATORE

Given under my hand at this TWENTY FIRST day of JUNE THIRTY FIRST JYAISTHA Two thousand and SIX.

One thousand nine hundred and (Saka)

TWENTY EIGHT.



V. Srinivasan
Registrar of Companies
Tamil Nadu
Coimbatore

MEMORANDUM OF ASSOCIATION OF LGB FORGE LIMITED

- I. The name of the Company is **LGB FORGE LIMITED**
- II. The Registered Office of the Company will be situated in the state of Tamil Nadu under the jurisdiction of Registrar of Companies, Coimbatore
- III. THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:
 - A. Main object to be pursued by the Company on its incorporation are:
 1. To carry on business as manufacturers of forgings and castings of all types of metals and metal alloys required for industrial machinery, equipment, hardware and implements of all kinds and description such as required in the metallurgical industry, for steel plants, alloy steel plants, aluminium and copper industry and all other types of industry based on metal in the chemical process engineering, petrochemical, oil, pharmaceuticals, food-process industries and in the mineral industries such as coal mining, iron ore mining and all other industries based on minerals, in the fertilizer industry, pulp and paper, sugar, cement, oil and petroleum, rubber and glass, refractory, plastic, electrical, electronic, power generation industries, cotton, glass, refractory plastic, electrical, electronic, power generation industries, cotton, jute, woollen and synthetic fiber industries, railways, shipping, aeronautical and transportation, printing, radio and telecommunication and any other industries.
 2. To carry on the business of iron founders, meal founders, metal presses, metal rollers, metal works, rolling mills, metal converters, manufactures, of metal fittings, mechanical appliances and manufactures of workshop equipments, ball and roller bearings, compressors, medium and light machines and tools, industrial and agricultural implements and machinery-power driven or otherwise brass founders, and boiler makers.
 3. To set up steel furnaces and continuous casting and rolling mill plants for producing steel and alloy steel ingots, casting steel and alloy billets and all kinds and sizes of re-rolled section, i.e. flats, angles, rounds, squares, hexagons, octagons, rails, joints, channels, steel strips, sheets, plates, deformed bars, plates and cold twisted bars, bright bars, shafting, and structures and to set up furnaces, plant and machinery, for melting, casting of ferrous and non-ferrous metals.
 4. To carry on the business of mechanical engineers, machinists, fitters, mill wrights, founders, wire drawers, tube makers, metallurgists, saddlers, galvanizers, annealers, electroplaters and painters.
 5. To carry on the business of manufacturers, repairers, assemblers, importers, exporters, dealers, agents, and traders of all engineering components or any

sub-assemblies or parts thereof including inter auto products which include shock absorbers, exhaust systems etc., and all other components, parts, sub-assemblies of the products so manufactured, repaired, assembled, distributed, imported, exported and traded by the Company.

6. To carry on the business of manufacturing, importing, exporting and dealing in all kinds of Automobile Components, Spares parts and Accessories.
7. To buy, sell, exchange, repair, improve, lease, alter or otherwise deal with the products such as manufactured, repaired, assembled, distributed, imported, exported or traded or otherwise dealt with by the Company.
8. To carry on the business as importers, exporters, distributors, manufacturers, repairers, agents and dealers in all kinds of plant, machinery, apparatus, tools, accessories and thing necessary or convenient for carrying on any of the above businesses of usually dealt in by persons engaged in like business
9. To carry on the business of repairing and servicing including setting up service station networks in connection with the products so manufactured, assembled, repaired, imported, exported, traded and or otherwise dealt with by the Company.
10. To buy, sell, exchange alter improve manipulate prepare for market or otherwise deal in all kinds of plants, machinery, apparatus, tools, substances, materials and things necessary or convenient for carrying on any of the above specified business or proceedings.

B. OBJECTS INCIDENTAL TO AND OR ANCILLARY TO THE MAIN OBJECTS ARE:

1. To carry on the business of manufacturing, developing, processing, refining, importing, exporting, buying, selling, distributing, providing consultancy services and otherwise dealing in such alloys, metals, steel products, components, synthetic and natural rubber, chemicals, plastic, resins, moulding compounds, additives, filters, modifiers, property enhancers, reinforcements, antioxidants, anti-static agents, fungicides, hear stabilizers, lubricants, catalysts and other materials and substances which are manufactures processed or used by the Company in its manufacturing or processing activities.
2. To carry on research & development work pertaining to products, machineries, plants, components, raw materials, substances, compounds and all chemicals, etc., which are either manufactures, processed or used by the Company for its manufacturing or processing activities as well as to obtain and grant know-how and consultancy services for the same.
3. To carry on the business of manufacturers, designers, developers, contractors, consultants, general engineers, of any machinery, plant and equipments of all types which are used by the Company for its manufacturing or processing activities or for making any such materials, substances, goods and articles, components, parts etc.,

which are manufactures or used by the Company in its manufacturing or processing activities.

4. To carry on the business as representatives, agents, importers and / or exporters of any commodity, semi-manufactured goods and merchandise of every kind and description, raw material, by-products, machinery, equipment, spare parts, articles manufactured or otherwise, produce of all kinds which are manufactures or used by the Company in its manufacturing or processing activities.
5. To refine, reprocess, sell, exports and distribute and otherwise deal in the by-products, residues, derivatives and intermediates of all products and inputs which are either manufactured, processed or used by the Company for its manufacturing or processing activities.
6. To establish, maintain, conduct, provide, procure or make available service of all kinds in relation to the attainment of its main objects.
7. To seek for and secure openings for the employment of capital, men and materials.
8. To grant licences in respect of sale or otherwise turn the same into account, to receive and pay for royalties and enter into agreement.
9. To employ and pay experts, professionals, survey teams, agents and other persons, concerns, organizations and to equip depute investigate, enquire explore test, examine and report into conditions prospect, value, character and circumstances of any business concern or project or matters as may be required.
10. To sponsor, conduct and collaborate with research, investigations and studies in management and technical subjects and propagate and make use of the result thereof.
11. To enter into collaborations with Indian or Foreign Companies, or firms or consortiums, individuals or any business concerns for assisting them or for carrying out on their behalf or vice versa, the supervision, control, management and execution of assignments, contracts or projects for any conclusion and services in India and Abroad.
12. To conduct, organize and hold classes, lectures, courses, study circles, seminars conferences, symposia, meetings, educational tours, workshops for education, training, experiences, practice, exchange of ideas, development and discrimination of knowledge, expertise and to establish, maintain, run, develop, improve, extend, grant, donate and to aid and assist in the establishment.
13. To establish, workshops, laboratories, godowns, showrooms, warehouses, offices, and branches any where in the world for the business of the Company.
14. To utilize and use the products and materials of the Company manufactured in India along with the imported goods in such a way which may seem calculated directly to beneficial to the interest of the Company.

15. To buy, sell, plant, cultivate, prepare, treat, repair, alter, process, hire, let on hire, import, export, dispose of and deal in all kinds of articles and things which may be required for the purposes of any of the business which the Company is expressly or by implications authorized by this memorandum to carry on.
16. To negotiate, enter into agreements and contracts or collaborate with foreign companies, firms, and individuals of getting or supplying and procuring technical assistance, know how relating to main objects of the Company.
17. To lease, let out on hire, mortgage, pledge, sell or otherwise, dispose of whole or any part of the undertaking of the Company or any lands, business property, rights or assets of any kind of the Company or any share or interest therein respectively, in such a manner and for such consideration as the Company, may think fit, and in particular for shares, debentures or securities of any other companies having projects all together or in part similar to those of the Company.
18. To sell, dispose, transfer, exchange, lease, mortgage, or otherwise with any of the properties, investments and rights of the Company of the undertakings or any part thereof for any consideration which the Company may deem fit to accept.
19. To procure the incorporation, registration, or other recognition of the Company in any country, state or place and to establish and regulate agencies for the purpose of the Company's business and to apply or join in applying to any parliament, government or local municipal or other authorities or bodies for any laws.
20. To acquire from any government, central, state or local or foreign or public body or persons or authority or from any private individuals any concessions grants decrees rights, and privileges whatsoever which may seem to the Company, capable of being turned to account, or which the Company may think directly conducive to any of its objects or capable of being carried on in connection with the business or to work, develop, carry out exercise and turn to account the same.
21. To establish, provide maintain and conduct, or otherwise subsidies research laboratories and experimental workshops for scientific and technical research and experiments and to undertake and carry on all scientific and technical researches, test and inventions of any kind that may be considered likely to assist any of the business which the Company is authorized to carry on.
22. To purchase or otherwise acquire any patents, brevets, D'nvention licenses, concessions and the like or any interest therein conferring any exclusive or non exclusive or limited right to use or any secret or other information as to any invention which may seem capable of being used any of the purpose of the Company.
23. To acquire and undertake the whole or any part of the business, property and liabilities of any person or Company carrying on any business, the Company is authorized to carry on, or possessed of property suitable for the purposes of this Company.
24. To acquire and hold shares, debentures, stock, bonds, obligations and securities issued or guaranteed by any Company constituted or carrying on business in India

for the purpose of the Company provided that the investments are made out of surplus or for advancing the main objects of the Company.

25. To open and keep a register in any country or countries where it may be deemed advisable to do so and to allocate any number of shares in the Company to such register.
26. To give any guarantee in relation to the payment of any debentures, debentures stock, bonds, obligations, or securities and to guarantee the payment of interest thereon or of dividends on any stock or shares of any Company.
27. To remunerate any person or Company for services rendered, to be rendered, in placing or assisting to place or guaranteeing the placing of any of the shares in the Company's capital or any debentures, debentures stock or other securities of the Company.
28. To allot shares in, about the formation or promotion of the Company payment of any property, services, right or concession or whatsoever description which the Company may acquire.
29. To pay all preliminary costs and expenses incurred in the establishment and promotion of the Company, its branches and agencies.
30. To establish branches and agencies for carrying on the business of the Company, in India, or elsewhere and to employ necessary staff and agents for conducting such branches or agencies.
31. To open banking accounts and draw, make, accept, endorse, negotiate, discount and execute cheques promissory notes, bills of exchange, charter parties, bills of lading, hundies, warrants, debentures, and other negotiable or transferable instruments.
32. To borrow or raise or secure the payment of money in such manner as the Company shall think fit and in particular by the issue of debenture or debenture stock and to secure the repayment of any money borrowed, raised or borrowing by mortgage, charge or lien upon the whole or any part of the Company's property or assets including uncalled capital and also by a similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liabilities it may undertake.
33. To issue any shares of the Company at par or at a premium and also the debenture at par or premium or at a discount.
34. To invest or deal with money not immediately required in such manner as may, from time to time, be determined.
35. To receive money on deposit or otherwise, permanent or temporary with or without interest and with or without securities to lend money such persons and on terms as may seem expedient, but not to do the business of banking within the meaning of the Banking Regulations Act, 1949.

36. To insure against losses, damages, risks and liabilities of any kind, which may, either wholly or partially.
37. To train or pay for the training in India or abroad of any of the Company's employees or any candidate in the interest of or for the furtherance of the Company's objects.
38. To promote freedom of contract and to resist, insure against counteract and discourage interference therewith and to subscribe to any associations or fund for any such purpose.
39. To employ experts to investigate and examine into the condition, prospectus value character and circumstances of any business concerns and undertakings and generally of any assets, property or rights.
40. To make donations to any persons, or institutions either of cash or any other assets as may be thought directly conducive to any of the Company's object of otherwise.
41. To accept donations, gifts, with such conditions, restrictions, obligations, stipulations and liabilities as are not derogative to the provisions of the law.
42. To pay all or any of the expenses incurred in connection with the promotion and incorporation of the Company.
- ** 43. To acquire and take over as a going Concern any Company or business and to amalgamate, restructure and other such arrangements with any other Company or companies.
- ** 44. To promote any Company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company which purpose may seem directly or indirectly commensurate to the overall benefit of the Company.
- ** 45. Generally to do all such acts and things as are incidental or conducive to the attainment of all or any of the objects of the Company.
- ** 46. To Generate, Accumulate, Transmit, Purchase, Sell or otherwise supply or Acquire Electricity Power or any other Energy by Steam Water, Diesel, Wind and or through other conventional / non-conventional Energy Sources, Solar Energy Plants, Wind Energy Plants, Mechanical, Electrical, Hydel or similar Projects and use or otherwise dispose of such Electricity on a Commercial Basis".
- ** 47. To generate, consume, purchase, sell and supply electricity by erection/installation of wind or hydel or thermal or solar or atomic or by any other power sources in India or elsewhere and to install/erect transmission equipments, feeder lines, sub-stations etc., in connection therewith.

** Altered vide AGM Resolution dated 30-04-2008

C. OTHER OBJECTS NOT INCLUDED IN 'A' AND 'B' ABOVE ARE:

1. To transact and carry on all kinds of agency business connected or beneficial to the business of the Company.
2. To carry on the business of buying, selling and dealing in securities, shares, debentures, bonds and similar securities and investments and hold, sell or otherwise deal with such securities and investment.
3. To act as agents of companies, firms, individuals, foreigners, foreign companies, firms and foreign government.
4. To act as financiers and do finance on hire purchase and to leasing on building, motors vehicles and all types of movable and immovable properties.
5. To act as commission for the public for the purchase, sale or collection of any securities, shares, bills or other documents or collection of interest, rent or other charges either for the commission, service or otherwise.
6. To carry on the business of export of garments, textiles, yarns and related matters and export of all kinds of articles.
7. To transact or carry on the business of transportation.
8. To carry on the manufacture, production, marketing and trading of electrical goods of all kinds.
9. To carry on the manufacture, production, marketing and trading of chemicals, pharmaceuticals and drugs.
10. To carry on the manufacture, production, marketing and trading of textiles and of all kinds.
11. To carry on the business of the spinning, weaving, trading in yarn, cloth and fabrics and to deal in apparels, garments including merchandising related matters and export of all kinds of articles.
12. To carry on the manufacture, production, marketing and trading of textiles and of all kinds.
13. To carry on the business of manufacture, sale, export and import and deal in all kinds of textile products including hosiery and knitted garments and apparels.
14. To carry on business related to the electronic, industry, textiles, chemicals, hotels, construction and engineering items
15. To carry on business as capitalists, financiers, concession and merchants and to undertake and carry on and execute all kinds of financial, commercial, trading and other operations.

16. To carry on the business as importers, exporters, manufacturers or dealers in all kinds of household appliances including refrigerators, dryers, heaters, presses, pressure cookers, wovens, cooking ranges, hot plates, other cooking utensils of all types, containers, buckets, toasters, washing machines and other electric appliances including radio, televisions, transformers and electric motors or every kind and description.
17. To carry on in India or elsewhere the business of Hotels, Motels, Resorts, Restaurants, Cafes, Tavern, Refreshment Rooms and Lodging House Keepers and such other related services and business of like nature and description.

IV. The liability of the members is limited.

V.⁵ The Authorised Share Capital of the Company is ₹ 250,000,000/- (Rupees Twenty Five Crores Only) divided into 250,000,000/- Equity Shares of ₹ 1/- each.

⁵ Altered vide AGM Resolution dated 30.08.2018

We, the several persons, whose names and addresses and descriptions are subscribers hereto, are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite to our respective names.

Sl. No.	Name and Addresses Description and Occupation of Subscribers	No. of Equity shares taken by Subscriber	Signature
1.	B. VIJAYAKUMAR S/o L.G. Balakrishnan No. 28, KAMARAJ ROAD, RACE COURSE COIMBATORE-641018 INDUSTRIALIST	Ten shares only (10)	B. Vijayakumar (Sd.)
2.	VIJAYSHREE VIJAYAKUMAR W/o B. Vijayakumar No. 28, KAMARAJ ROAD, RACE COURSE, COIMBATORE- 641018 INDUSTRIALIST	Ten shares only (10)	Vijayshree Vijayakumar (Sd.)
3.	RAJSRI VIJAYAKUMAR D/o Sri. B. Vijayakumar "VIJAY" No.1 G D NAIDU STREET, RACE COURSE COIMBATORE- 641018 INDUSTRIALIST	Ten shares only (10)	Rajsri Vijayakumar (Sd.)
4.	L.G. Balakrishnan & Bros Ltd Represented by its Director B. Vijayakumar, 6/16/13, Krishnarayapuram Road, Ganapathy Coimbatore-641006 vide resolution dt. 20.3.06 Body Corporate	Forty Nine thousand nine hundred and fifty shares only 49950	For L.G. BALAKRISHNAN & BROS LTD B. Vijayakumar (Sd.) Managing Director
5.	LGB AUTO PRODUCTS LTD Represented by its Director B. Vijayakumar, Mochakkottampalayam Viswanathapuri Post Karur - 639 002 vide resolution dt. 29.4.06 Body Corporate	Ten shares only (10)	For LGB AUTO PRODUCTS LIMITED B. Vijayakumar (Sd.) Director
6.	ELGI AUTOMOTIVE SERVICES LTD Represented by its Director B. Vijayakumar, 6/16/13, Krishnarayapuram Road, Ganapathy Coimbatore-641006 vide resolution dt.28.4.06 Body Corporate	Five shares only (5)	For ELGI AUTOMOTIVE SERVICES LTD B. Vijayakumar (Sd.) Director
7.	LG FARM PRODUCTS LTD Represented by its Director B. Vijayakumar, 6/16/13, Krishnarayapuram Road, Ganapathy Coimbatore-641006 vide resolution dt.28.4.06 Body Corporate	Five shares only (5)	For LG FARM PRODUCTS LTD B. Vijayakumar (Sd.) Director
	Total No of shares taken	50000 (Fifty Thousand only)	

Date : 01/06/2006

Place : Coimbatore

Witness to the above Signatures:

Signed before me at Coimbatore
(Sd/-) V. Raviganesh M Com BEd FCS FICWA
S/o Sri T V Venugopalaiyer,
No 750/27, Avinashi Road, Coimbatore 641 018
Company Secretary

THE COMPANIES ACT, 1956
COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION *
OF
LGB FORGE LIMITED

APPLICABILITY OF TABLE - A

- 1)
 - i) In these regulation “The Act” means the Companies Act, 1956.
 - ii) Unless the context otherwise requires, words or expressions contained in these Regulations shall bear the same meaning as in the Act or any Statutory modification thereof in force at the date on which these Regulations become binding on the Company.
- 2) The Regulations contained in TABLE ‘A’ in the First schedule to the Companies Act, 1956, as they stand on the date of the adoption of these Articles, excepting Regulation 7 (1) (b), 64, 65 shall be the Articles of the Company, subject to the modifications thereof and additions thereto as hereinafter set out.

DEFINITIONS

- 3) In the interpretations of these Articles, unless repugnant to the subject or context:
 - “The Company” or “This Company” means “**LGB FORGE LIMITED**”
 - “The Act, means “The Companies Act, 1956” or any statutory modification or re enactment thereof.
 - “Gender” - Any masculine gender word wherever used include the feminine gender.
 - “Office” means the Registered Office of the Company.
 - “Persons” includes Corporations and Firms as well as individuals.
 - “Singular Number” - words referring to singular number includes, where the context admits or requires, the plural number and vice versa.
 - “SEBI” means the ‘Securities Exchange Board of India’
 - “Security” means such security as may specified by the SEBI from time to time.
 - “Beneficial Owner” means a person or persons whose name is recorded as such with a depository.
- Any word or expression defined in the Act shall, if not inconsistent with the subject or context, bear the same in these articles.

* Articles 1 to 54 amended vide AGM Resolution dated 30.04.2008

- 4)** The Authorized share capital of the Company is Rs 250,000,000/- (Rupees Twenty Five Crores Only) divided into 250,000,000/- Equity Shares of Re.1/- each with the power to increase or reduce its capital and to divide the shares in its capital for the time being into several classes thereto respectively such preferential, qualified or special rights and privileges as may be determined in accordance with the Provisions of the Companies Act, 2013 and any amendments made thereto to the Act.
- 5) The Company may alter the conditions of its Memorandum relating to Share Capital in any of the ways specified in Section 94 of the Act.
- 6) The minimum paid up share capital of the Company shall be Rs.5,00,000/- or such other amount as may be stipulated by the government from time to time.

VOTING RIGHTS

- 7) No member shall exercise any voting right in respect of any shares registered in his name on which any calls or other sum presently payable by him have not been paid or in regard to which the Company has exercised any right of lien.

SHARES AND CERTIFICATES

- 8) Shares Certificates shall be issued in marketable lots and where share certificates are issued for either more or less than marketable lots, sub-division or consolidation into marketable lots should be done free of charge.
- 9) No fee will be charged for issue of new share certificates in replacement of those which are old, or worn out or where the cages on the reverse for recording transfers have been fully utilized and for registration.
- 10) Notwithstanding anything contained in these articles, no application for subdivision of share or any other security into denominations less than marketable lot shall be accepted by the Board unless such sub division is required to be made to comply with a statutory provision or an order of a competent court of law or of request from a member to convert his holdings of odd lot shares into marketable lots, however, subject to verification of the Company or such other circumstances as the Board may in its absolute discretion consider it necessary to do so.

LIMITATION OF TIME FOR ISSUE OF CERTIFICATES

- 11) Every member shall be entitled, without payment, to one or more Certificates in marketable lots, for all the shares of each class or denomination registered in his name, or if the Directors so approve (upon paying such fees as the Directors may from time to time determine) to several certificates, each for one of more of such shares and the Company shall complete and have ready for delivery such certificates within three months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within one month of the receipt of application of registration of transfer, transmission, sub-division consolidation or renewal of any of its shares as the case may be. Every

** Altered vide AGM Resolution dated 30.08.2018

Certificate of shares shall be under the seal of the Company and shall specify the number and distinctive numbers of shares in respect of which it is issued and amount paid up thereon and shall be in such form as the directors may prescribe or approve, provided that in respect of a share or shares held jointly by several persons, the Company shall not be borne to issue more than one certificate and delivery of a certificate of shares to one of several joint holders shall be sufficient delivery to all such holder.

SHARE WARRANTS

- 12) The bearer of a share Warrant shall be entitled, on surrendering the warrant for cancellation and paying such fee, to the Company as the Board of Directors may from time to time determine, to have his name entered, as a member in the Register of Members.

TERM OF ISSUE OF DEBENTURE

- 13) Any debentures, debenture-stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending (but not voting) at the General Meeting, appointment of Directors and otherwise Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in the General Meeting by a Special Resolution.

CALLS ON SHARES

- 14) The Board may from time to time make calls upon the Members in respect of any moneys unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not made at fixed times by the conditions of allotment. Such calls shall be made on a uniform basis on all shares falling under the same class.
- 15) Any amount paid in advance of calls on any share may carry interest at such rate as the Board of Directors may from time to time fix but shall not have any right to dividend or participate in the profits.
- 16) If a sum called paid in respect of a share is not paid on or before the day appointed for the payment thereof, the holder(s) of the share, from whom the same is due, shall pay interest upon the sum from the day appointed for the payment thereof to the time of actual payment at such rate as may be determined by the board from time to time. However, the board shall be at liberty to waive payment of any such interest wholly or in part.

TRANSFER AND TRANSMISSION OF SHARES

- 17) No fee will be charged for registration of transfer, for subdivision and/or consolidation of certificates into market value unit of trading.
- 18) The Company will not decline to register or acknowledge any transfer of shares on the ground of the transferor being either alone or jointly with any other persons indebted to the Company on any account.

- 19) Not more than three persons shall be registered as joint holders in respect of shares, debentures of the Company. The Instrument of transfer shall be in writing and all the provisions of Section 108 of the Act shall be complied with.
- 20) The Board of Directors or its committee shall have the right to insist on the production of legal heirship certificate, probate, succession certificate or any other documents that it may deem fit before registering transmission of shares.

NOMINATION OF SHARES

- 21) Every holder of shares may at any time, nominate, in the manner prescribed by the Companies Act, 1956, person to whom his shares shall vest in the event of his death. Where the shares are held by more than one person jointly, the joint holders may together nominate a person to whom all the rights in the shares shall vest in the event of death of all the joint holders.

BUY BACK OF SHARES

- 22) The Company can purchase its own shares or other specified securities in the manner provided under the Act and on the terms and conditions, the Board of Directors deem fit and proper and subject to the proviso to Section 77A of the Companies Act, 1956.

ISSUE OF WARRANTS

- 23) The Company may issue warrants attaching a right to the holder to apply for Equity Shares and the Board of Directors may issue such warrants with terms and conditions and such rights and privileges annexed thereto as thought fit.

ISSUE OF NON-VOTING SHARES

- 24) The Company may issue Shares with non voting rights attached to them as may be permitted by law and the Board of Directors may issue such shares upon such terms and conditions and with such rights and privileges thereto as thought fit.

LIEN OF SHARES

- 25) The fully paid shares will be free from lien, while in the case of partly paid shares the Company's lien will be restricted to monies called or payable at a fixed time in respect of such shares.
- 26) The Company shall not register any lien in respect of its shares, if the same is created by the shareholder in favour of a third party and the same is intimated to the Company.
- 27) The Company will not forfeit unclaimed dividends before the claim becomes barred by law.
- 28) No person shall be given the option or right to call of shares except with the sanction of the Company in General Meeting.

UNPAID OR UNCLAIMED DIVIDEND

- 29) Where the Company has declared a dividend but which has not been paid or the dividend warrant in respect thereof has not been posted within 30 days from the date of declaration

to any shareholder entitled to the payment of the dividend, the Company shall within 7 days from the date of expiry of the said period of 30 days, open a special account in that behalf in any scheduled bank called "Unpaid Dividend of LGB Forge Limited" and transfer to the said account, the total amount of dividend which remains unpaid or in relation to which no dividend warrant has been posted.

Any money transferred to the unpaid dividend account of the Company which remains unpaid or unclaimed for the period of seven years from the date of such transfer, shall be transferred by the Company to the Investor Education and Protection Fund established by the Central Government. A claim to any money so transferred to the above fund may be preferred to the Central Government/Committee appointed by the Central Government by the Shareholders to whom the money is due.

No unclaimed or unpaid dividend shall be forfeited by the Board

FURTHER ISSUE OF SHARES

- 30) (1) Where at the time after the expiry of two years from the formation of the Company or at any time after the expiry of one year from the allotment of shares in the Company made for the first time after its formation, whichever is earlier, it is proposed to increase the subscribed capital of the Company by allotment of further shares whether out of the unissued capital or out of the increased share capital then.
- (a) Such further shares shall be offered to the persons who at the date of the offer, are holders of the equity shares of the Company, in proportion, as near as circumstances admit, to the capital paid up on those shares at the date.
 - (b) Such offer shall be made by a notice specifying the number of shares offered and limiting a time not less than thirty days from the date of the offer and the offer if not accepted, will be deemed to have been declined.
 - (c) The offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to them in favour of any other person and the notice referred to in sub clause 1 (b) hereof shall contain a statement of this right. PROVIDED THAT the Directors may decline, without assigning any reasons to allot any shares to any person in whose favour any member may renounce the shares offered to him.
 - (d) After expiry of the time specified in the aforesaid notice or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board of Directors may dispose off them in such manner and of such person(s) as they may think, in their sole discretion, fit.
- (2) Notwithstanding anything contained in sub-clause (1) of article 30 thereof, the further shares aforesaid may be offered to any persons (whether, or not those persons include the persons referred to in article 30 sub-clause (1) hereof) in any manner whatsoever.
- (a) If a special resolution to that effect is passed by the Company in General Meeting, or

- (b) Where no such special resolution is passed, if the votes cast (whether on a show of hands or on a poll as the case may be) in favour of the proposal contained in the resolution moved in the general meeting (including the casting vote, if any, of the Chairman) by the members who, being entitled to do so, vote in person, or where proxies are allowed, by proxy, exceed the votes, if any, cast against the proposal by members so entitled and voting and the Central Government is satisfied, on an application made by the Board of Directors in this behalf, that the proposal is most beneficial to the Company.
- (3) Nothing in sub-clause (c) of (1) of article 30 hereof shall be deemed.
- (a) To extend the time within which the offer should be accepted; or
 - (b) To authorize any person to exercise the right of renunciation for a second time on the ground that the person in whose favour the renunciation was first made has declined to take the shares comprised in the renunciation.
- (4) Nothing in this Article shall apply to the increase of the subscribed capital of the Company caused by the exercise of an option attached to the debenture issued or loans raised by the Company:
- (i) To convert such debentures or loans into shares in the Company; or
 - (ii) To subscribe for shares in the Company (whether such option is conferred in these Articles or otherwise).

PROVIDED THAT the terms of issue of such debentures or the terms of such loans include a term providing for such option and such term.

- (a) Either has been approved by the Central Government before the issue of the debentures or the raising of the loans or is in conformity with the Rules, if any, made by that Government in this behalf; and
- (b) In the case of debentures or loans or other than debentures issued to or loans obtained from Government or any institution specified by the Central Government in this behalf, has also been approved by a special resolution passed by the Company in General Meeting before the issue of the debentures or raising of the loans.

SHARES AT THE DISPOSAL OF THE DIRECTORS

- 31) Subject to the provisions of Section 81 of the Act and these Articles, the shares in the capital of the Company for the time being shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium at a par or (subject to the compliance with the provision of Section 79 of the Act) at a discount and at such time as they may from time to time think fit and with the sanction of the Company in the General Meeting to give to any person or persons the option or right to call for any shares either at par or premium during such time and for such consideration as the Directors think fit, and may issue and allot shares in the capital of the Company on payment in full or part of any property sold and transferred or for any services

rendered to the Company in the conduct of its business and any shares which may so be allotted may be issued as fully paid up shares and if so issued, shall be deemed to be fully paid shares. Provided that option or right to call of shares shall not be given to any person or persons without the sanction of the Company in the General Meeting.

BORROWING POWERS

- 32) The Board of Directors of the Company may, from time to time at its discretion borrow, or secure the payment of, any sum or sums of moneys borrowed for the operations of the Company, however, subject to the proviso Section 293(1)(d) and other applicable provisions of the Companies Act, 1956.

DELEGATION OF POWERS

- 33) Subject to Section 292 of the Act or any modification thereof, the Board may delegate all or any of their powers to any one or more Directors jointly or severally or any other person at their discretion.

DEMATERIALISATION OF SECURITIES

- 34) Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialize its securities and to offer securities in a dematerialized form pursuant to the Depositories Act, 1996, or any other enactments in this regard and a depository shall be deemed to be the registered owner for the purpose of effecting transfer of ownership of security on behalf of the beneficial owner.
- 35) Every person holding securities of the Company and whose name is entered as the beneficial owner in the records of the depository be member of the Company. The beneficial owner of securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his securities, which are held by a depository.
- 36) Nothing contained in Section 108 of the Act or these Articles shall apply to a transfer or securities effected by a transferor and transferee both of whom are entered as beneficial owners in the records of a Company.

NOMINEE DIRECTORS

- 37) Any financial institution owned or sponsored by the Central or State Government or any public or local authority or Debenture Trustee(s) shall be entitled to nominate a person as a Director of the Company. Such entitlement can be exercised by such financial institution or authority or Debenture Trustee(s) from time to time but only and until the amount(s) granted by such financial institution or authority or Debenture Holders are not completely discharged. Such Director shall not be liable to retire, but shall ipso-facto vacate office immediately on the monies owing by the Company to the financial institution/authority/Debenture holder(s) are paid off.

BOARD OF DIRECTORS

- 38) Unless other wise determined by the Company in general meeting the minimum and maximum number of directors shall be three and twelve respectively (including nominee directors if any).

- 39) The first directors of the Company shall be
1. Mr. B. Vijayakumar
 2. Mr. P. S. Balasubramanian
 3. Mr. S. Sivakumar
 4. Ms. Rajsri Vijayakumar
- 40) The Directors may be appointed by resolution of the Company in General Meeting. The Board may also appoint Additional directors in accordance with the provisions contained in regulation 72 of Table A.
- 41) The Board may appoint an Alternate Director, in accordance with the provisions of Section 313 of the Act.
- 42) No director shall be required to hold any qualification shares.
- 43)# The Board of Directors of the Company may, subject to the Provisions of the Companies Act, 2013 or any modifications thereof from time to time, appoint one or more of their body to the office of Chairman, Managing Director, Chairman cum Managing Director, Deputy Managing Director, Joint Managing Director, Executive Director or Whole Time Director, for such period and on such terms as it things fit. The Independent Directors pursuant to the Provisions of Section 149 of the Companies Act, 2013 shall not while holding such office be subject to retirement by rotation at the Annual General Meeting(s). But however Chairman, Managing Dircetor, Chairman cum Managing Director, Deputy Managing Director, Joint Managing Director, Executive Director or Whole Time Director shall be subject to retirement by rotation at the Annual General Meeting(s). The Board of Directors may entrust to and confer upon such Chairman, Managing Director, Chairman cum Managing Director, Deputy Managing Director, Joint Managing Director, Executive Director or Whole Time Director, all or any of the powers exercisable by them, with such restrictions as they may think fit, either collaterally with or to the exclusion of their own powers and subject to the superintendence, control and direction. The remuneration payable to such persons shall be sanctioned by the Company in General Meeting.
- 44) The Managing Director (s) on appointment shall automatically have substantial powers of management of the Company vested in him/them. Such Managing Director (s) shall however, perform all the functions and shall exercise all the powers under the control, supervision and guidance of the Board of Directors of the Company.
- 45) The whole time director(s) shall perform all the functions and shall exercise all the powers, which the board of Directors of the Company may assign and entrust. He/they shall, however, function subject to the control, guidance of the Board and supervision of the Managing Director (s), if any.
- 46) Every Director including a nominee director shall be paid, by way of sitting fees any amount not exceeding the maximum ceiling prescribed under the Act, for every meeting of the Board or any Committee thereof attended by him.

Altered vide AGM Resolution dated 30.08.2018

- 47) With out prejudice to Article 49 herein, every Director who comes to the meeting shall in addition be entitled to receive all traveling /incidental expenses reasonably incurred for the purpose of attending the meeting of the Board or of any Committee thereof. In case of nominee directors, the expenses as well as the sitting fee referred to Article 49 shall be paid or reimbursed to the director or to the institution directly as per the instruction of the institution.
- 48) Subject to the provisions of the Act, the Board may give the Directors or any of them such remuneration by way of monthly payment or a specified percentage of the net profits of the Company or a combination thereof for attending to the business and affairs of the Company. The Board may also fix a minimum and/ or maximum limit wherever; the remuneration is based on a percentage of the net profits.
- 49) In addition to the above remuneration, the Board may give to any director a special remuneration for any particular work specially entrusted to him. The board may also give to the directors the benefits of provident fund, gratuity and other benefits as it may deem fit.
- 50) The remuneration provided in the aforesaid articles shall be in addition to the sitting payable to Director under Article 46.

THE SEAL

- 51) The Board shall provide for the safe custody of the seal.
- 52) The seal of the Company shall not be affixed to any instrument except by the authority of the resolution of the Board or of a committee of the Board authorized by it in that behalf, and except in the presence of at least one director and of the secretary or such other person as a Board may appoint for the purpose, and the Director and the Secretary as aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.

INDEMNITY

- 53) Subject to the provisions of Section 201 of the Act, every Directors, Agents, Trustee, Auditor, and other officer or servant of the Company, and his heirs, executors or administrators, shall be indemnified by the Company against all losses, costs, and expenses which any such officer or servant may incur or become liable to by reason of any contract entered into, or any act or thing done by him as such officer or servant, or any way in or about the discharge of his duties.

SECRECY

- 54) Every Director, Manager, Auditor, Trustee, Member of a Committee, Officer, Servant, Agent, Accountant or other person employed in this Business of the Company, if so required by the Directors before entering upon his duties, sign a declaration pledging himself to observe strict secrecy respecting all transactions of the Company with its Customers and the state of Accounts with individuals and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required so to do by the directors or by any meeting or by a Court of Law and so far as may be necessary in order to comply with any requirements of Law.

Sl. No.	Name and Addresses Description and Occupation of Subscribers	Signature
1.	B. VIJAYAKUMAR S/o L.G. Balakrishnan No. 28, KAMARAJ ROAD, RACE COURSE COIMBATORE-641018 INDUSTRIALIST	B. Vijayakumar (Sd.)
2.	VIJAYSHREE VIJAYAKUMAR W/o B. Vijayakumar No. 28, KAMARAJ ROAD, RACE COURSE, COIMBATORE- 641018 INDUSTRIALIST	Vijayshree Vijayakumar (Sd.)
3.	RAJSRI VIJAYAKUMAR D/o Sri. B. Vijayakumar "VIJAY" No.1 G D NAIDU STREET, RACE COURSE COMBATORE- 641018 INDUSTRIALIST	Rajsri Vijayakumar (Sd.)
4.	L.G. Balakrishnan & Bros Ltd Represented by its Director B. Vijayakumar, 6/16/13, Krishnarayapuram Road, Ganapathy Coimbatore - 641006 (vide board resolution dt. 20.3.06) Body Corporate	For L.G. BALAKRISHNAN & BROS LTD B. Vijayakumar (Sd.) Managing Director
5.	LGB AUTO PRODUCTS LTD Represented by its Director B. Vijayakumar, Mochakkottampalayam Viswanathapuri Post Karur - 639 002 (vide board resolution dt. 29.4.06) Body Corporate	For LGB AUTO PRODUCTS LIMITED B. Vijayakumar (Sd.) Director
6.	ELGI AUTOMOTIVE SERVICES LTD Represented by its Director B. Vijayakumar, 6/16/13, Krishnarayapuram Road, Ganapathy Coimbatore - 641006 (vide board resolution dt. 28.4.06) Body Corporate	For ELGI AUTOMOTIVE SERVICES LTD B. Vijayakumar (Sd.) Director
7.	LG FARM PRODUCTS LTD Represented by its Director B. Vijayakumar, 6/16/13, Krishnarayapuram Road, Ganapathy Coimbatore - 641006 (vide board resolution dt. 28.4.06) Body Corporate	For LG FARM PRODUCTS LTD B. Vijayakumar (Sd.) Director

Date : 01/06/2006

Place : Coimbatore

Witness to the above Signatures:

Signed before me at Coimbatore
(Sd/-) V. Raviganesh M Com BEd FCS FICWA
S/o Sri T V Venugopalaiyer,
No 750/27, Avinashi Road,
Coimbatore 641 018
Company Secretary