

P.Eswaramoorthy, B.Sc.,FCS.,
Company Secretary in Practice

SCRUTINIZER'S REPORT FOR E VOTING AND POSTAL BALLOT

(Pursuant to Section(s) 108 and 110 of the Companies Act, 2013 read with Rule 20
and 22 of the Companies (Management and Administration) Rules, 2014

TO

THE CHAIRMAN,

LGB FORGE LIMITED (CIN: L27310TZ2006PLC12830)

REGD. OFFICE: 6/16/13, KRISHNARAYAPURAM ROAD, GANAPATHY,
COIMBATORE- 641 006.TAMIL NADU, INDIA.

Dear Sir,

I, P.Eswaramoorthy, B.Sc., FCS, Company Secretary in Practice having office at 5th Street, Ramalinga Jothi Nagar, Near Corporation Office, Nanjundapuram Road Ramanathapuram, Coimbatore-641 045 , Tamil Nadu, India have been appointed as a Scrutinizer by the Board of Directors of M/s. LGB FORGE LIMITED (the Company) Vide Board Resolution dated 1st August, 2014, to conduct E Voting & the Postal Ballot process in respect of the following **Special Resolutions**:

1. Approval for Borrowing in excess of the paid-up capital & free reserves pursuant to Section 180 (1) (c) of the Companies Act, 2013.
2. Approval for creation of charge / mortgage etc. on Company's movable or immovable properties in terms of Section 180 (1) (a) of the Companies Act, 2013.
3. Approval for Related Party Transactions



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I hereby submit my report as follows:

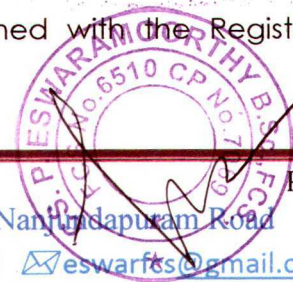
Responsibility of the Management

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the rules made there under in relation to exercising of voting rights through electronic means and postal ballot on the Resolution(s) as set out in the POSTAL BALLOT NOTICE dated 01.08.2014.

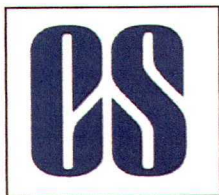
Responsibility as a Scrutinizer

My responsibility, as a Scrutinizer for the e-voting process and for the postal ballot is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolution(s) set out in the Postal Ballot notice based on the reports generated from the e- voting system provided by the Central Depository Services Limited (CDSL) and the physical postal ballot forms received.

1. The Postal Ballot Notices were despatched to all the Members of the Company on 9th August, 2014, whose names appear on the Register of Members/list of Beneficial Owners, as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) on 1st of August 2014 with prepaid business reply envelop.
2. The voting period commenced at 9.30 a.m. on Sunday August, 10, 2014 and closed at 5.00 p.m. on Tuesday September, 9, 2014.
3. The particulars of all Postal Ballot forms received from the Members have been entered in separate Registers maintained for the purpose.
4. The postal ballot forms were duly opened in my presence and scrutinized by me and the details of shareholders were matched with the Register of Members of the Company as on 1st August, 2014.



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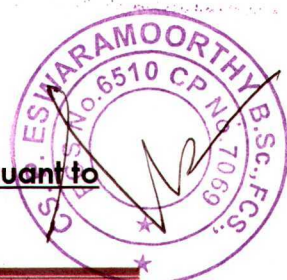
5. All postal ballots received by me in physical form up to 5.00 p.m. on the 9th day of September 2014, the last date and time fixed by the Company for receipt of the forms and the e-voting statement downloaded from Central Depository Services (India) Limited (CDSL) e voting website on closure of the e-voting module by CDSL at the said time and date were considered for my scrutiny.
6. Unsigned postal ballot forms and postal ballot forms received after the last date was not considered.
7. I did not find any defaced or mutilated ballot paper
8. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has also extended e-voting facility as an alternate, for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form/s.
9. A total of 353 Postal Ballots and 50 e-voting have been received from the members which have been Scrutinized by me to ascertain the assent or dissent of the members.

A Summary of the postal ballot forms received and casting of the votes by e voting is given below:

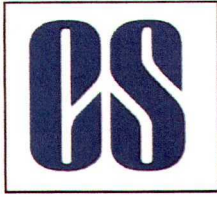
ITEM NO.1

SPECIAL RESOLUTION

Approval for Borrowing in excess of the paid-up capital & free reserves pursuant to Section 180 (1) (c) of the Companies Act, 2013.



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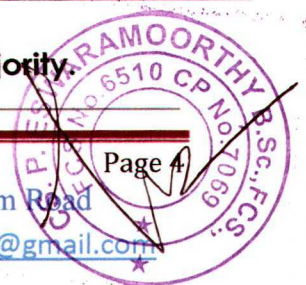


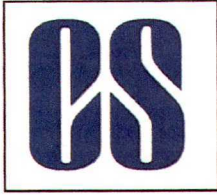
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RESOLVED THAT in supersession of the earlier resolutions, and pursuant to Section 180 (1) (c) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, read with the relevant Rules thereof, consent and approval of the Company be and is hereby accorded to the Board of Directors of the Company to borrow from time to time in one or more tranches, for the purpose of the Company's business, such sum or sums of money, as they in their absolute discretion think fit, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) and remaining outstanding will exceed the aggregate of the paid-up share capital and free reserves, provided that the total amount upto which monies may be borrowed by the Board of Directors (apart from temporary loans obtained from the Company's bankers) shall not exceed Rs. 300,00,00,000/- (Rupees Three Hundred Crores only).

Particulars	No. members voted through e voting and postal ballot	No. of Shares	Percentage to Valid Votes
Total Postal Ballot Forms / E Votes Received	403	99555834	
Less: Invalid Postal Ballot Forms (as per register)	22	13965	
Net Valid Postal Ballot Forms/ E- Votes (as per register)	381	99541869	100%
Postal Ballot Forms/ E-Votes with assent	354	99502920	99.96%
Postal Ballot Forms I E-Votes with dissent	27	38949	0.04

Accordingly, the above resolution stand passed with requisite majority.





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ITEM NO.2

SPECIAL RESOLUTION

Approval for creation of charge / mortgage etc. on Company's movable or immovable properties in terms of Section 180 (1) (a) of the Companies Act, 2013.

RESOLVED THAT in supersession of the earlier resolutions and pursuant to the provisions of Section 180 (1) (a) of the Companies Act, 2013 and other applicable provisions , if any, of the Companies Act, 2013 read with the relevant Rules thereof the members of the Company hereby accord their consent to the Board of Directors, including any committee thereof for the time being exercising the powers conferred on them by this resolution, to sell, lease, mortgage or otherwise dispose of or to create charge, mortgage and/or hypothecate the whole of or substantially the whole of the undertakings of the Company at such time and on such terms and conditions as the Board may deem fit, in the best interest of the Company.

RESOLVED FURTHER THAT the Board shall have the power to mortgage or otherwise offer as collateral, substantial property, assets and/or undertakings of the Company (both present and future) in certain events, to banks/financial institutions, other lending agencies, and/or trustees for the holders of debentures/bonds/other instruments, to secure any rupee loans or foreign currency loans.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to finalise the terms and conditions for creating the aforesaid mortgage and/or charge and to execute the documents and such other agreements and also to agree to any amendments thereto from time to time as it may think fit for the aforesaid purpose and to do all such acts, deeds, matters and things as may be necessary and expedient for giving effect to the above resolution.





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Particulars	No. members voted through e voting and postal ballot	No. of Shares	Percentage to Valid Votes
Total Postal Ballot Forms / E Votes Received	393	99547024	
Less: Invalid Postal Ballot Forms (as per register)	24	19745	
Net Valid Postal Ballot Forms/ E- Votes (as per register)	369	99527279	100%
Postal Ballot Forms/ E-Votes with assent	340	99487863	99.96%
Postal Ballot Forms I E-Votes with dissent	29	39416	0.04%

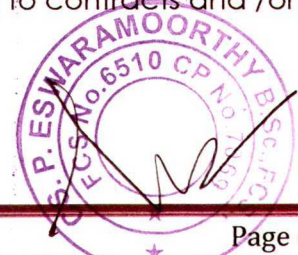
Accordingly, the above resolution stand passed with requisite majority.

ITEM NO.3

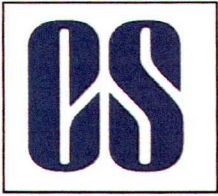
SPECIAL RESOLUTION

Approval for Related Party Transactions

RESOLVED THAT pursuant to the Provisions of section 188 and all other applicable provisions .if any of the Companies Act, 2013 (the "Act") read with the Companies (Meetings of Board and its powers) Rules 2014 and read with Clause 49 (VII) of the Listing Agreement and subject to such approvals, consents, sanctions and permission as may be necessary, consent of the members of the company be accorded to the Board of Directors of the company to enter in to contracts and /or



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agreements with the related parties as defined under the Act with respect to sale, purchase or supply of any goods or materials, selling or otherwise disposing of or buying, leasing of property of any kind, availing or rendering of any services or any other transaction of whatever nature with related parties.

Name of the Related Party

1. BCW V Tech India (P) Limited
2. Super Transports (P) Limited
3. LGB Fuel Systems (P) Limited
4. Super Speeds (P) Limited
5. Elgi Automotive services (P) Limited
6. Silent Chain India (P) Limited
7. LG Farm Products (P) Limited

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.





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Particulars	No. members voted through e voting and postal ballot	No. of Shares	Percentage to Valid Votes
Total Postal Ballot Forms / E Votes Received	373	3700435	
Less: Invalid Postal Ballot Forms (as per register)	24	19745	
Net Valid Postal Ballot Forms/ E- Votes (as per register)	349	3680690	100%
Postal Ballot Forms/ E-Votes with assent	324	3645456	99.04%
Postal Ballot Forms I E-Votes with dissent	25	35243	0.96%

Accordingly, the above resolution stand passed with requisite majority.

I have handed over the postal ballot forms and other related papers/registers and records for safe custody to the Company.

You may accordingly declare the results of the e voting & Postal Ballot

Date : 10.09.2014

Place : Coimbatore

CS. P. ESWARAMOORTHY B.Sc., FCS.
COMPANY SECRETARY IN PRACTICE

FCS No. 6510 CP No. 7069

