

BHARAT FORGE LIMITED

CIN: L25209PN1961PLC012046

Registered Office: Mundhwa, Pune Cantonment, Pune - 411 036.



KALYANI

NOTICE

NOTICE is hereby given that the Fifty-third Annual General Meeting (AGM) of the Members of **Bharat Forge Limited** will be held on Thursday, September 4, 2014 at 11:15 a.m. (I.S.T.) at the Registered Office of the Company at Mundhwa, Pune Cantonment, Pune - 411 036, Maharashtra, India to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the audited Balance Sheet as at March 31, 2014, the Statement of Profit and Loss for the financial year ended as on that date and the reports of the Board of Directors and Auditors thereon.
2. To confirm the payment of an interim dividend and to declare a final dividend on Equity Shares for the financial year 2013-14.
3. To appoint a Director in the place of Mr. S. K. Chaturvedi (DIN: 02183147), who retires by rotation, and being eligible, offers himself for re-appointment.
4. To appoint a Director in the place of Mr. B. P. Kalyani (DIN: 00267202), who retires by rotation, and being eligible, offers himself for re-appointment.

5. To appoint Auditors

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable rules, if any, M/s. S R B C & Co. LLP [Firm Registration No. 324982E] be and are hereby appointed as Statutory Auditors of the Company, in place of retiring Auditors M/s. S.R. Batliboi & Co. LLP, Chartered Accountants, to hold the office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the fifty-sixth (56th) AGM of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM) at such remuneration plus service tax, out of pocket and travelling expenses etc. as may be mutually agreed between the Board of Directors of the Company and the Auditors based on the recommendation of the Audit Committee."

SPECIAL BUSINESS:

6. Appointment of Mr. S. M. Thakore as an Independent Director of the Company

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 and the other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule

IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, **Mr. S. M. Thakore** (DIN: 00031788), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from September 4, 2014 upto September 3, 2019."

7. Appointment of Mr. P. G. Pawar as an Independent Director of the Company

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 and the other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, **Mr. P. G. Pawar** (DIN: 00018985), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from September 4, 2014 upto September 3, 2019."

8. Appointment of Mrs. Lalita D. Gupte as an Independent Director of the Company

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 and the other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, **Mrs. Lalita D. Gupte** (DIN: 00043559), who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of

the Company for a term of 5 (five) consecutive years with effect from September 4, 2014 upto September 3, 2019.”

9. Appointment of Mr. P. H. Ravikumar as an Independent Director of the Company

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 and the other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, **Mr. P. H. Ravikumar** (DIN: 00280010), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from September 4, 2014 upto September 3, 2019.”

10. Appointment of Mr. Naresh Narad as an Independent Director of the Company

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 and the other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, **Mr. Naresh Narad** (DIN: 02737423), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from September 4, 2014 upto September 3, 2019.”

11. Appointment of Dr. Tridibesh Mukherjee as an Independent Director of the Company

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 and the other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time

being in force) and Clause 49 of the Listing Agreement, **Dr. Tridibesh Mukherjee** (DIN: 00004777), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from September 4, 2014 upto September 3, 2019.”

12. Appointment of Mr. Vimal Bhandari as an Independent Director of the Company

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 and the other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, **Mr. Vimal Bhandari** (DIN: 00001318), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from September 4, 2014 upto September 3, 2019.”

13. Re-appointment of Mr. Amit B. Kalyani as Executive Director of the Company

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and all applicable provisions of the Companies Act, 2013 read with the Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the Company be and is hereby accorded to the re-appointment of **Mr. Amit B. Kalyani** (DIN: 00089430) as the Executive Director of the Company for a period of 5 (five) years with effect from May 11, 2014 upto May 10, 2019, not liable to retire by rotation, on the following terms and conditions including remuneration:

I. SALARY

A salary of ₹ 1,583,000/- (Rupees Fifteen Lakhs Eighty Three Thousand Only) Per Month in the grade of ₹ 1,100,000/- (Rupees Eleven Lakhs Only) to ₹3,000,000/- (Rupees Thirty Lakhs Only).

The Board is authorized to determine the salary and grant such increases in salary and / or allowances by whatever name called from time to time within the aforesaid limit.

II. COMMISSION:

Commission to be paid based on Net Profits of the Company in a particular year, which put together with salary and perquisites shall be subject to the overall ceilings laid down in Sections 197 and 198 of the Companies Act, 2013.

III. PERQUISITES:

Perquisites are classified into three categories 'A', 'B' and 'C' as follows:

CATEGORY 'A'

This will comprise house rent allowance, leave travel concession, medical reimbursement, fees of clubs and personal accident insurance. These may be provided as under:

I. HOUSING I:

The expenditure by the Company on hiring furnished accommodation will be subject to the following ceiling:

Sixty percent (60%) of the salary over and above ten percent (10%) payable by the Executive Director.

HOUSING II:

In case the accommodation is owned by the Company, ten percent (10%) of the salary of the Executive Director shall be deducted by the Company.

HOUSING III:

In case no accommodation is provided by the Company, the Executive Director shall be entitled to house rent allowance subject to the ceiling laid down in HOUSING I.

EXPLANATION:

The expenditure incurred by the Company on gas, electricity, water and furnishings shall be valued as per the Income Tax Rules, 1962. This shall, however, be subject to a ceiling of ten percent (10%) of the salary of the Executive Director.

II. MEDICAL REIMBURSEMENT:

As per the rules of the Company.

III. LEAVE TRAVEL CONCESSION:

For the Executive Director and his family in accordance with the rules of the Company.

IV. CLUB FEES:

Fees of clubs subject to a maximum of two clubs. This will not include admission and life membership fees.

V. PERSONAL ACCIDENT INSURANCE:

As per the rules of the Company.

EXPLANATION:

For the purpose of category 'A', 'Family' means the spouse, the dependent children and dependent parents of the Executive Director.

CATEGORY 'B'

- a. Contribution to Provident Fund, Superannuation Fund or Annuity Fund will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- b. Gratuity to be paid as per the Rules of the Company.
- c. Encashment of leave at the end of the tenure.
- d. Retirement and other benefits as per the Rules of the Company.

CATEGORY 'C'

Provision of car for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to the Executive Director.

Notwithstanding anything herein, where in any financial year during the currency of tenure of the Executive Director, the Company has no profits or its profits are inadequate, the Company will pay him remuneration by way of salary and perquisites specified above subject to requisite approvals and limits, if any, as may be required under the Companies Act, 2013 and the rules made thereunder.

RESOLVED FURTHER THAT the Board of Directors of the Company on recommendation from the Nomination & Remuneration Committee of the Board, be and is hereby authorised and empowered to approve annual increments and to make such improvements in the terms of remuneration to **Mr. Amit B. Kalyani**, as may be permissible under Schedule V to the Companies Act, 2013 (as may be amended from time to time) or by way of any government guidelines or instructions, the intention being that no further approval of the Company would be required so long as remuneration of the Executive Director is not in excess of the maximum permissible under the relevant laws, rules, regulations, guidelines or instructions as may be promulgated or issued after the date of this meeting.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution"

14. Authority to the Board to create Charge

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT in supersession of the earlier resolution passed at the 48th Annual General Meeting held on July 24, 2009 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any committee thereof for the time being exercising the powers conferred on

the Board by this resolution) to mortgage, hypothecate, create charge, pledge and/or also to create liens, floating charges and all other encumbrances of whatsoever nature on all or any of the Company's immovable and movable properties wherever situate, present and future, in such form and in such manner as the board may think fit and proper, in favour of any of the banks/Financial institutions/other lenders/trustees of the holders of securities, aggregating to a nominal value not exceeding ₹30,000 millions (Rupees Thirty Thousand millions only) to be provided from time to time in one or more tranches under its borrowing powers, to secure the principal amount together with interest, compound interest and all costs, charges and expenses and all other monies as may become due and payable by the Company in that behalf and to vary or modify existing securities, from time to time, in such manner and in such form on all or any of the properties or part of any of the property and the undertakings of the Company, both present and future, as may be decided by the Board and as agreed to by the said banks/Financial institutions/other lenders/ trustees of the holders of securities issued hereunder and the existing or future series of debentures/bonds or other lenders, bankers and financial institutions, both present and future, to secure existing series of debentures, loans, financial facilities as may be obtained by the Company from time to time and as may be deemed appropriate by the Board.

RESOLVED FURTHER THAT the Board be and is hereby authorised to sign and execute all such documents, deeds and writings and to do all such acts, deeds, matters and things as may be necessary for giving effect to the above resolution."

15. Authority to the Board to Borrow money

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT in supersession of the earlier Resolution passed at the 48th Annual General Meeting held on July 24, 2009 and pursuant to the provisions of the Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors to borrow moneys in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/to be obtained from the Company's Bankers in the ordinary course of business, shall not be in excess of ₹15,000 millions (Rupees Fifteen Thousand millions only) over and above the aggregate of the paid up share capital and free reserves of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to sign and execute all such documents, deeds and writings and to do all such acts, deeds, matters and things as may be necessary for giving effect to the above resolution."

16. Payment of commission to Non Whole time Directors of the Company

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) a sum not exceeding one percent (1%) per annum of net profits of the Company calculated in accordance with the provisions of Section 198 of the Companies Act, 2013, be paid to and distributed amongst the Directors of the Company or some or any of them (other than the Managing Director and Executive Directors) in such amounts or proportions and in such manner and in all respects as may be directed by the Board of Directors and such payments shall be made in respect of the profits of the Company for each year, for a period of five years, commencing from April 1, 2014.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

17. To approve the remuneration of the Cost Auditors

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the Company be and is hereby accorded for the payment of remuneration of ₹900,000/- (Rupees Nine Lacs only) plus Service Tax at the applicable rates and reimbursement of out of pocket expenses to M/s. Dhananjay V. Joshi & Associates, Cost Accountants, Pune (Firm Registration No. : 00030) appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2015;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

18. Related party Transactions of the Company with Kalyani Carpenter Special Steels Limited

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the applicable provisions of Section 188 and any other provisions of the Companies Act, 2013 and Rules framed thereunder and in terms of

the revised Clause 49 of the Listing Agreement (including statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other statutory approvals as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors to enter into transaction/s of purchase/sale of goods / services, lease, transfer, assign or otherwise etc., whether material or otherwise, for the period of five (5) financial years with effect from April 1, 2014, of the Company with Kalyani Carpenter Special Steels Limited - Related Party, upto an estimated annual value of ₹ 20,000 millions, to be discharged in a manner and on such terms and conditions as may be mutually agreed upon between the Board of Directors of the Company and Kalyani Carpenter Special Steels Limited.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to negotiate and finalise other terms and conditions and to do all such acts, deeds and things including delegation of powers as may be necessary, proper or expedient to give effect to this Resolution."

19. Related party Transactions of the Company with Kalyani Steels Limited

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the applicable provisions of Section 188 and any other provisions of the Companies Act, 2013 and Rules framed thereunder and in terms of the revised Clause 49 of the Listing Agreement (including statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other statutory approvals as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors to enter into transaction/s of purchase/sale of goods / services, transfer, assign or otherwise etc., whether material or otherwise, for the period of five (5) financial years with effect from April 1, 2014, of the Company with Kalyani Steels Limited - Related Party, upto an estimated annual value of ₹ 20,000 millions, to be discharged in a manner and on such terms and conditions as may be mutually agreed upon between the Board of Directors of the Company and Kalyani Steels Limited.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to negotiate and finalise other terms and conditions and to do all such acts, deeds and things including delegation of powers as may be necessary, proper or expedient to give effect to this Resolution."

20. Related party Transactions of the Company with Bharat Forge International Limited

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the applicable provisions of Section 188 and any other provisions of the Companies Act, 2013 and Rules framed thereunder and in terms of

the revised Clause 49 of the Listing Agreement (including statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other statutory approvals as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors to enter into transaction/s of purchase/sale of goods / services, transfer, assign or otherwise etc., whether material or otherwise, for the period of five (5) financial years with effect from April 1, 2014, of the Company with Bharat Forge International Limited - Related Party, upto an estimated annual value of ₹ 30,000 millions, to be discharged in a manner and on such terms and conditions as may be mutually agreed upon between the Board of Directors of the Company and Bharat Forge International Limited.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to negotiate and finalise other terms and conditions and to do all such acts, deeds and things including delegation of powers as may be necessary, proper or expedient to give effect to this Resolution."

By Order of the Board of Directors,
For Bharat Forge Limited,

Prashant S. Vaishampayan
Vice President (Legal)
& Company Secretary

Pune : July 30, 2014

Registered Office:
Mundhwa, Pune Cantonment,
Pune - 411 036, Maharashtra, India
CIN: L25209PN1961PLC012046

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the special business under item Nos. 6 to 20 of the notice is annexed herewith.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HERSELF/HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
3. The instrument appointing proxy should, however, be deposited at the Registered Office of the Company duly completed and signed not less than forty eight (48) hours before the commencement of the Meeting. Proxies submitted on behalf of limited companies, societies, etc. must be supported by appropriate resolutions / authority as applicable. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case, a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or member.

4. Corporate Members are requested to send a board resolution duly certified, authorising their representative to attend and vote on their behalf at the Annual General Meeting.
5. The Company's Share Transfer Books and the Register of Members will remain closed from Saturday, August 23, 2014 to Thursday, September 4, 2014 (both days inclusive) for determining the names of the members eligible for final dividend on equity shares, if declared at the meeting.
6. The final dividend on Equity Shares, if declared at the meeting, shall be paid/credited on and from September 25, 2014 as under to those members:
 - i. whose names appear on the Register of Members of the Company after giving effect to all valid share transfers lodged with the Company before the closing hours on Friday, August 22, 2014; and
 - ii. whose names appear as beneficial owners holding shares in electronic form as per the beneficial ownership data as may be made available to the Company by the National Securities Depository Limited and the Central Depository Services (India) Limited, as of the end of the day on Friday, August 22, 2014.
7. Members holding shares in dematerialised form are requested to intimate any change in their address, bank details, ECS details etc. to their respective Depositories Participants and those holding shares in physical form are requested to intimate the above mentioned changes to the Secretarial Department at the Registered Office of the Company.
8. Equity Shares of the Company are under compulsory demat trading by all investors. Those Members who have not dematerialised their shareholding are advised to dematerialise their shareholding to avoid any inconvenience in future.
9. Members who hold shares in electronic form are requested to write their Client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio number in the Attendance Slip for attending the meeting to facilitate identification of membership at the meeting.
10. Members are requested to bring their Attendance Slip alongwith the copy of Annual Report to the Meeting.
11. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names in the Register of Members of the Company will be entitled to vote.
12. In terms of Article 161 of the Articles of Association of the Company, read with Section 152 of the Companies Act, 2013 Mr. S.K. Chaturvedi and Mr. B. P. Kalyani, Directors of the Company retire by rotation at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment. The Board of Directors of the Company recommends their respective re-appointments.
13. Non-Executive Director, Mr. S. K. Chaturvedi is not holding any shares of the Company. However, Executive Director - Mr. B. P. Kalyani is holding 3,130 equity shares of ₹ 2/- each of the Company.
14. Brief Profile of Directors proposed to be appointed/re-appointed, names of companies in which they hold directorships and memberships/ chairmanships of Board Committees, shareholding and relationships between Directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges in India, are provided in the Report on Corporate Governance forming part of the Annual Report.
15. Relevant documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company on any working day between 11:00 a.m. to 1:00 p.m. excluding Saturday upto the date of the meeting.
16. Those Members who have not encashed/received their Dividend Warrants for the previous year(s), may approach the Secretarial Department at the Registered Office of the Company for claiming unpaid/ unclaimed dividend.
17. Dividends which remain unclaimed/unencashed for a period of Seven (7) years will be transferred by the Company to the Investor Education and Protection Fund (IEPF) established by the Central Government under the provisions of Sections 205A and 205C of the Companies Act, 1956. Further, under the amended provisions of Section 205B of the Companies Act, 1956, no claim by the Members shall lie for the unclaimed Dividend once the same is transferred to IEPF.
18. On July 27, 2005, the Company had sub-divided its Equity Shares of the Face Value of ₹ 10/- each into Equity Shares of the Face Value of ₹ 2/- each. Accordingly, the Members were requested to surrender their old Share Certificate(s) of the face value of ₹ 10/- each and obtain from the Company the new Share Certificate(s) of the face value of ₹ 2/- each. Those Members who have still not obtained the new Share Certificate(s) of the face value of ₹ 2/- each are requested to approach the Secretarial Department at the Registered Office of the Company and exchange their old Share Certificate(s) with the new one.
19. Non-Resident Indian Members are requested to inform the Company/Depository Participant, immediately of:
 - a. Change in their residential status on return to India for permanent settlement.
 - b. Particulars of their bank account maintained in India with complete name, branch, account type, MICR number, account number and address of the bank with pin code number, if not furnished earlier.
20. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number ("PAN") by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
21. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names, are requested to send the Share Certificate(s) to the Company for consolidation into a single folio.

22. Green initiative in the Corporate Governance:

The Ministry of Corporate Affairs has taken a Green Initiative in the Corporate Governance by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses so far, including change, if any, are requested to register their e-mail addresses, immediately in respect of electronic holdings with the Depository through their concerned Depository Participants and Members who hold shares in physical form with the Company at secretarial@bharatforge.com or at its Registered Office at Secretarial Department, Mundhwa, Pune Cantonment, Pune - 411 036, Maharashtra, India.

The Notice of the AGM alongwith the Annual Report 2013-14 is being sent by electronic mode to those members whose e-mail addresses are registered with the Company/ Depositories, unless any member has requested for the physical copy of the same.

23. Voting through electronic means

I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote at the 53rd Annual General Meeting (AGM) by electronic means and the business that may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL):

The instructions for e-voting are as under:

- a. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
 - i. Open email and open PDF file viz: "bharatforgee-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
 - ii. Open the internet browser by typing the following URL: <https://www.evoting.nsdl.com>.
 - iii. Click on Member - Login.
 - iv. In case you are already registered with NSDL for evoting then you can use your existing user ID and password else, put user ID and password as initial password/ PIN noted in step (i) above. Click Login.
 - v. Password change menu will appear. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note the new password. It is strongly

recommended not to share your password with any other person and take utmost care to keep your password confidential.

- vi. Once the e-voting Home page opens, Click on e-Voting: Active Voting Cycles.
 - vii. Select "EVEN" (e-voting event No.) of Bharat Forge Limited, which is 100622.
 - viii. Now you are ready for e-voting as Cast Vote page opens.
 - ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - x. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - xi. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - xii. Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of their relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory/(ies) who are authorized to vote, to the Scrutinizer through e-mail to deulkarcs@gmail.com with a copy marked to evoting@nsdl.co.in
- b. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy]:
- i. Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:
EVEN (E-Voting Event Number) USER ID
PASSWORD
 - ii. Please follow all steps from Sr. No. (ii) to Sr. No. (xii) above, to cast vote.
- II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the Downloads Section of www.evoting.nsdl.com
 - III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - IV. The e-voting period commences on August 29, 2014 (9:00 a.m.) and ends on August 31, 2014 (6:00 p.m.). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date July 18, 2014, may cast their vote electronically.
 - V. The e-voting module shall be disabled by NSDL for e-voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

- VI. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of July 18, 2014.
- VII. Mr. S.V. Deulkar proprietor of M/s. S.V. Deulkar & Co., Company Secretaries (Membership No. FCS 1321 & CP No. 965) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VIII. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- IX. Members who do not have access to e-voting facility, may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. S. V. Deulkar proprietor of M/s. S. V. Deulkar & Co., Company Secretaries, (Membership No. FCS 1321 & CP No. 965), at the Registered Office of the Company not later than August 31, 2014 (6:00 p.m.).

Members have the option to request for physical copy of the Ballot Form by sending an e-mail to secretarial@bharatforge.com by mentioning their Folio/ DP ID and Client ID No. However, the duly completed Ballot Form should reach the Registered Office of the Company not later than August 31, 2014 (6:00 pm).

Ballot Form received after this date will be treated as invalid.

A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.

- X. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.bharatforge.com and on the website of NSDL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

As required by Section 102 of the Companies Act, 2013 (Act), the following Explanatory Statement sets out the material facts relating to the Special Business mentioned under item Nos. 5 to 20 in the accompanying Notice:

ITEM NO. 5 :

This explanatory statement is provided though strictly not required as per Section 102 of the Act. M/s. S. R. Batliboi & Co. LLP holding office as Auditors from the conclusion of 51st Annual General Meeting held on July 27, 2012 prior to the commencement of the Companies Act, 2013 ("the Act"). In terms of the provisions of the Act and the related rules thereunder, in respect of rotation of auditors, M/s. S. R. Batliboi & Co. LLP should be eligible for re-appointment as Auditors in the Company for three years under the first term i.e. upto conclusion of 56th Annual General meeting to be held in the year 2017, out of two terms of five consecutive years.

However, in view of the internal process of re-alignment at the SR Batliboi & Affiliates network of firms, it was proposed to consider the appointment of M/s. S R B C & Co. LLP, Chartered Accountants, Pune instead of S.R. Batliboi & Co LLP (both being member firm of SR Batliboi & Affiliates network of firms) as Statutory Auditors of the Company.

M/s. S R B C & Co. LLP, Chartered Accountants, Pune [Firm Registration No. 324982E] have furnished certificate to the effect that their appointment, if made, at the ensuing Annual General Meeting would be in accordance with the conditions laid down under the Companies Act, 2013 and Rule 4 of Companies (Audit and Auditors) Rules, 2014.

In view of the above, M/s. S R B C & Co. LLP, Chartered Accountants, Pune being eligible for appointment and based on the recommendation of the Audit Committee, the Board of Directors has at its meeting held on May 27, 2014 proposed the appointment of M/s. S R B C & Co. LLP, Chartered Accountants, Pune as the Statutory Auditors for three years of the Company i.e. from conclusion of 53rd Annual General Meeting upto conclusion of 56th Annual General meeting to be held in the year 2017, (subject to ratification of their appointment at every AGM).

The Board recommends the resolution at Item No. 5 for approval by the members.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMP is concerned or interested financially or otherwise, in this resolution.

ITEM NOS. 6 to 12:

Pursuant to provisions of Clause 49 of the Listing Agreement with the Stock Exchanges, the Company is having seven Non-executive Independent Directors on the Board liable to retire by rotation. However, in view of the provisions of Sections 149 and 152 and other applicable provisions read with the Schedule IV of the Companies Act, 2013, the appointment of these Directors viz. Mr. S. M. Thakore, Mr. P. G. Pawar, Mrs. Lalita

D. Gupte, Mr. P. H. Ravikumar, Mr. Naresh Narad, Dr. Tridibesh Mukherjee and Mr. Vimal Bhandari as Independent Directors is now being placed before the members for their approval for five consecutive years from September 4, 2014 upto September 3, 2019.

The Company has received a declaration in writing from all the above Directors that they meet the criteria of independence as provided in sub-Section (6) of Section 149 of the Companies Act, 2013 and under Clause 49 of the Listing Agreement.

In the opinion of the Board, each of these Directors fulfil the condition specified in the Act and the rules framed thereunder for appointment as Independent Directors and they are independent of the management. The Board also considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail services of all of them as Independent Directors on the Board of the Company and not liable to retire by rotation.

The Company has received notices in writing from members alongwith the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidatures of said Directors of the Company.

Accordingly, the Board recommends the resolution set out in Item Nos. 6 to 12 of the notice for the approval by the members of the Company.

The Copy of the draft letter for appointment as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day excluding Saturday. They are also posted on Company's website – www.bharatforge.com.

Brief Profiles alongwith other details of said Directors are provided in the Report on Corporate Governance forming part of the Annual Report. None of the above Directors is holding any equity shares of the Company except Mr. S. M. Thakore, who is holding 24,650 equity shares of ₹ 2/- each of the Company and Mr. P. H. Ravikumar, who is holding, 2,000 equity shares of ₹ 2/- each of the Company.

Save and except, Mr. S. M. Thakore, Mr. P. G. Pawar, Mrs. Lalita D. Gupte, Mr. P.H. Ravikumar, Mr. Naresh Narad, Dr. Tridibesh Mukherjee and Mr. Vimal Bhandari being appointees to their respective reappointments, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 6 to 12.

Item No. 13 :

The previous terms of appointment of Mr. Amit B. Kalyani, Executive Director expired on May 10, 2014. The Board of Directors (the "Board"), at its meeting held on February 4, 2014 has, subject to the approval of members, re-appointed Mr. Amit B. Kalyani as Executive Director, for a period of 5 (five) years from May 11, 2014. Further, the Board, subject to approval of members, at its meeting held on May 27, 2014, on the recommendations from the Nomination and Remuneration Committee, has approved the terms of remuneration as detailed in the resolution.

Approval of the Members is sought for re-appointment and payment of remuneration to Mr. Amit B. Kalyani as Executive

Director in terms of the applicable provisions of the Act. The Directors recommend the resolution(s) for approval of the Members.

Brief Profile alongwith other details of Mr. Amit B. Kalyani is provided in the Report on Corporate Governance forming part of the Annual Report.

Mr. B. N. Kalyani and Mr. Amit B. Kalyani, being relatives, may be regarded as concerned with or interested in the Resolution. No other Director/ Key Managerial Personnel /their relatives is concerned or interested, financially or otherwise, in this Resolution.

Item No.14

The members of the Company at the 48th Annual General Meeting held on July 24, 2009 approved an Ordinary Resolution under Section 293(1)(a) of the Companies Act, 1956 and authorized the Board of Directors to hypothecate, mortgage, create charge or otherwise encumber the Company's immovable and movable properties aggregating to a nominal value not exceeding ₹ 30,000 millions (Rupees Thirty Thousand millions) from time to time under the borrowing limits. In terms of the General Circular No. 04/2014 dated March 25, 2014 issued by the Ministry of Corporate Affairs, the resolution passed under Section 293 of the Companies Act, 1956 prior to September 12, 2013 in this regard would be valid for a period of one year from the date of notification of Section 180 of the Act.

Section 180(1)(a) of the Companies Act, 2013, effective from September 12, 2013 requires that the Board of Directors shall not hypothecate, mortgage, charge or otherwise encumber such properties of the Company, except with the consent of the Company by way of a Special Resolution.

Therefore, a Special Resolution under Section 180(1)(a) and other applicable provisions of the Companies Act, 2013, as set out at Item No.14 of the Notice, placed before the members, authorizing the Board of Directors to hypothecate, mortgage, charge or otherwise encumber the immovable and movable properties of the Company for securing loans etc. aggregating to a nominal value not exceeding ₹ 30,000 millions (Rupees Thirty Thousand millions only) to be availed from time to time in one or more tranches. The Board recommends the resolution for the approval of members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in this resolution.

ITEM NO. 15

The members of the Company at the 48th Annual General Meeting held on July 24, 2009 approved an Ordinary Resolution under Section 293(1)(d) of the Companies Act, 1956 authorising borrowings over and above the aggregate of paid up share capital and free reserves of the Company provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not be in excess of ₹ 15,000 millions (Rupees fifteen thousand millions). In terms of the General Circular No. 04/2014 dated March 25, 2014 issued by the Ministry of Corporate Affairs, the resolution passed under Section 293 of the Companies Act, 1956 prior to September 12, 2013 in this regard would be valid for a period of one year from the date of notification of Section 180 of the Act.

Section 180(1)(c) of the Companies Act, 2013 effective from September 12, 2013 requires that the Board of Directors shall not borrow money in excess of the Company's paid up share capital and free reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, without the consent of the Company accorded by way of a special resolution.

Therefore, a Special Resolution under Section 180(1)(c) and other applicable provisions of the Companies Act, 2013, as set out at Item No. 15 of the Notice, is placed before the members to authorize the Board of Directors to borrow money in excess of the aggregate of the paid up share capital and free reserves of the Company. Approval of members is being sought to borrow money upto ₹ 15,000 millions (Rupees fifteen thousand millions only) in excess of the aggregate of the paid up share capital and free reserves of the Company. The Board recommends the resolution for the approval of members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in this resolution.

Item No. 16

Members at the 48th Annual General Meeting held on July 24, 2009, had approved of the payment of commission to Non Whole time directors of the Company not exceeding one percent (1%) per annum of the Net Profits of the Company for a period of five years commencing from the financial year April 1, 2009.

It is proposed to continue with the payment of Commission to Non whole time Directors of the Company. Accordingly, it is proposed that in terms of the provision of Section 197 of the Companies Act, 2013, the Directors (other than Managing Director and Executive Directors) be paid, for each of the 5 (five) consecutive financial years commencing from April 1, 2014, remuneration not exceeding one percent (1%) per annum of the net profits of the Company computed in accordance with the provisions of the Act. This remuneration will be distributed amongst all or some of the Directors in accordance with the directions given by the Board.

The said remuneration to Non-Executive Directors shall be in addition to the sitting fee payable to them for attending the meetings of the Board and Committees thereof.

The Board recommends the special resolution set out at item No.16 of the Notice for approval by the members.

All the Directors of the Company except Managing Director and Executive Directors and other KMPs/ their relatives, is concerned or interested, financially or otherwise, in this resolution.

Item No. 17

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors – M/s. Dhananjay V. Joshi & Associates, Cost Accountants to conduct the audit of the cost records of the Company for the financial year ending March 31, 2015 at remuneration of ₹ 900,000/- (Rupees Nine Lacs only) plus Service Tax at the applicable rates and reimbursement of out of pocket expenses.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 17 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2015.

The Board recommends the Ordinary Resolution set out at Item No.17 of the Notice for approval by the members.

None of the Directors / Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in this resolution.

Item Nos. 18 to 20

Further to the applicable provisions of Section 188 and any other provisions of the Companies Act, 2013 and Rules framed thereunder, the Securities and Exchange Board of India vide its Circular No. CIR/CFD/POLICY CELL/2/2014 dated April 17, 2014 has amended the Clause 49 (VII) of the Equity Listing Agreement, which is effective from October 1, 2014. Under the said amendment, all Related Party Transactions shall require prior approval of the Audit Committee and all material Related Party Transactions shall require approval of the shareholders by a Special Resolution.

The Company has been in the field of supplying critical forged and machined components for automotive and industrial applications. Basic and most important raw material for such parts is specialty steel. Steel source need to be validated and approved by the customers before the company can start supplies, hence choice of steel mill becomes very critical. Automotive market is cyclical in nature and the demand may vary from time to time, hence it is very important to have just in time supplies for raw material. Also since the company is diversifying into new segments of industrial business, complexity of raw material source has increased substantially. The company buys majority of its raw material requirement from Kalyani Carpenter Special Steels Limited and Kalyani Steels Limited which are related party for the company. Both these companies are Specialty steel manufacturers, have been approved by customers for sourcing of steel, and are in close proximity of the Company which benefits in just-in-time supplies and these companies can provide steel for all new potential strategic business segments at competitive pricing. In light of all these advantages, the Company has been dealing through such transactions with the said related parties.

The Company has been focusing on export market as one of the main growth area. It is expanding its customer base as well as geographies. In order to serve its customer in a most efficient way and for providing them just-in-time deliveries, the Company is doing part of its international business through Bharat Forge International Limited (BFIL) – a step-down subsidiary. BFIL offers logistic and inventory management support and the Company can focus on its core strength of development and manufacturing of critical components for automotive and industrial applications.

The individual transaction values would be revised, if required, based on mutual discussions to align the same at arm's length rates, as far as possible duly certified / advised by the Third Party Independent Consultants at current market rates.

In compliance of the said amendment, the Audit Committee of the Company has reviewed and approved the said on-going transactions. These transactions are material in terms of the provisions of Revised Clause 49 of the Listing Agreement and therefore, the Board has proposed the same to be placed before the shareholders for their approval as a Special Resolution at the Annual General Meeting of the Company. The said approval would be effective for the period of five financial years with effect from April 1, 2014. Looking at the nature of business of the Company and the transactions, such approval of shareholders for the period of five years would be essentially required at this point of time.

The key details as required under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 are as below:

1. Name of the related party and nature of relationship :
Kalyani Carpenter Special Steels Limited, Kalyani Steel Limited are under same Group and Bharat Forge International Limited is a step-down subsidiary.
2. Applicability of the agreement / arrangement is subject to statutory approval, if any.
3. Notice period for termination : Various contracts.
4. Manner of determining the pricing and other commercial terms : On arm's length basis, as far as possible and in tune with market parameters.
5. Disclosure of interest : Mr. B. N. Kalyani and Mr. Amit B. Kalyani are Key Managerial Personnel (KMP) of the Company and hold positions of Directors in all the Companies. Mr. Subodh E. Tandale, Executive Director and Mr. Sanjeev G. Joglekar, CFO are holding position of Directors in Bharat Forge International Limited.

6. Duration – 5 years, as stated above.
7. Monetary value : Estimated values as mentioned in the resolution.
8. Nature, material terms and particulars of the arrangement :

| Company | Contract Purpose |
|--|---|
| Kalyani Carpenter Special Steels Limited | Purchase of Raw Material- Speciality steel, sale of scrap, job work, leasing etc. |
| Kalyani Steels Limited | Purchase of Raw Material- steel, sale of scrap, etc. |
| Bharat Forge International Limited | Sale of goods, etc. |

9. Any other information relevant or important for the members to make a decision on the proposed transaction : None.

The Board recommends the Special Resolutions set out at Item Nos.18 to 20 of the Notice for approval by the members.

Except as mentioned above, no Director, Key Managerial Personnel or their respective relatives is concerned or interested, financially or otherwise, in this resolution.

By Order of the Board of Directors,
For Bharat Forge Limited,

Prashant S. Vaishampayan
Vice President (Legal)
& Company Secretary

Pune : July 30, 2014

Registered Office:
Mundhwa, Pune Cantonment,
Pune - 411 036, Maharashtra, India
CIN: L25209PN1961PLC012046

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BHARAT FORGE LIMITED

CIN: L25209PN1961PLC012046

Registered Office:

Mundhwa, Pune Cantonment, Pune - 411 036.



KALYANI

53rd Annual Report 2013-14

BALLOT FORM

(In lieu of E-voting)

Sr. No. :

1. Name :
Registered Address of the sole/first named Shareholder :
2. Name (s) of the Joint Shareholder (s) if any :
3. Registered Folio/DPID & Client ID No. :
4. No. of Shares held :

I/We hereby exercise my/our vote in respect of the Resolution(s) to be passed for the business stated in the Notice of 53rd annual general meeting of the Company dated July 30, 2014, by conveying my/our assent or dissent to the said Resolution(s) by placing the tick (√) mark at the appropriate box below.

| Item No. | Description | No. of equity shares | I/We assent to the resolution (For) | I/We dissent to the resolution (Against) |
|----------|--|----------------------|-------------------------------------|--|
| 1 | Adoption of Financial Statements for the year ended March 31, 2014 and the reports of the Board of Directors and Auditors thereon. | | | |
| 2 | Confirm the payment of an interim dividend and declare a final dividend | | | |
| 3 | Re-appointment of Mr. S. K. Chaturvedi as a director, who retires by rotation | | | |
| 4 | Re-appointment of Mr. B. P. Kalyani as a director, who retires by rotation | | | |
| 5 | Appointment of M/s. S R B C & Co. LLP as auditors of the Company | | | |
| 6 | Appointment of Mr. S. M. Thakore as an Independent Director | | | |
| 7 | Appointment of Mr. P. G. Pawar as an Independent Director | | | |
| 8 | Appointment of Mrs. Lalita D. Gupte as an Independent Director | | | |
| 9 | Appointment of Mr. P. H. Ravikumar as an Independent Director | | | |
| 10 | Appointment of Mr. Naresh Narad as an Independent Director | | | |
| 11 | Appointment of Dr. Tridibesh Mukherjee as an Independent Director | | | |
| 12 | Appointment of Mr. Vimal Bhandari as an Independent Director | | | |
| 13 | Re-appointment of Mr. Amit B. Kalyani as Executive Director | | | |
| 14 | Authority to the Board to create Charge | | | |
| 15 | Authority to the Board to Borrow money | | | |
| 16 | Payment of commission to Non Whole time Directors of the Company | | | |
| 17 | Approve the remuneration of the Cost Auditors | | | |
| 18 | Related party Transactions of the Company with Kalyani Carpenter Special Steels Limited | | | |
| 19 | Related party Transactions of the Company with Kalyani Steels Limited | | | |
| 20 | Related party Transactions of the Company with Bharat Forge International Limited | | | |

Place : _____

Date: _____

Signature of Shareholder

NOTE: Kindly read the instructions printed overleaf before filling the form. Valid Ballot Forms received by the Scrutinizer by 6:00 p.m. on August 31, 2014 shall only be considered.

INSTRUCTIONS

1. Members may fill up the Ballot Form printed overleaf and submit the same in a sealed envelope to the Scrutinizer, M/s. S. V. Deulkar & Co. Company Secretaries, c/o. BHARAT FORGE LIMITED, Mundhwa, Pune Cantonment, Pune – 411 036 or to his email id deulkarcs@gmail.com, so as to reach by 6:00 p.m. on August 31, 2014. Ballot Form received thereafter will strictly be treated as if not received.
2. The Company will not be responsible if the envelope containing the Ballot Form is lost in transit.
3. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the Scrutinizer on the validity of the forms will be final.
4. In the event member casts his votes through both the processes i.e. E-voting and Ballot Form, the votes in the electronic system would be considered and the Ballot Form would be ignored.
5. The right of voting by Ballot Form shall not be exercised by a proxy.
6. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the of the Company. Members are requested to keep the same updated.
7. There will be only one Ballot Form for every Folio/ DP ID Client ID irrespective of the number of joint members.
8. In case of joint holders, the Ballot Form should be signed by the first named shareholder and in his/her absence by the next named shareholders. Ballot form signed by a joint holder shall be treated valid if signed as per records available with the Company and the Company shall not entertain any objection on such Ballot Form signed by other joint holders.
9. Where the Ballot Form has been signed by an authorized representative of the body corporate/Trust/Society, etc. a certified copy of the relevant authorization / Board resolution to vote should accompany the Ballot Form.
10. Instructions for e-voting procedure are available in the Notice of annual general meeting and are also placed on the website of the Company.

BHARAT FORGE LIMITED

CIN: L25209PN1961PLC012046

Registered Office: Mundhwa, Pune Cantonment, Pune - 411 036.

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

| | |
|--------------------------|----------|
| Name of the member (s) : | |
| Registered address : | |
| E-mail Id : | |
| Folio No. : | |
| *Client Id : | *DP ID : |

I/We, being the member (s) of shares of Bharat Forge Limited, hereby appoint:

1. Name :
 Address :
 E-mail Id :
 Signature :, or failing him

2. Name :
 Address :
 E-mail Id :
 Signature :, or failing him

3. Name :
 Address :
 E-mail Id :
 Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 53rd Annual General Meeting of the company, to be held on Thursday, the 4th day of September, 2014 at 11:15 a.m. (I.S.T.) at Mundhwa, Pune Cantonment, Pune - 411 036 and at any adjournment thereof in respect of such resolutions as are indicated below:

| Item No. | Resolution | Vote *(Optional See Note 4) | | |
|--------------------------|--|--------------------------------|---------|---------|
| | | For | Against | Abstain |
| Ordinary Business | | | | |
| 1 | Adoption of the audited Balance Sheet as at March 31, 2014, the Statement of Profit and Loss for the financial year ended as on that date and the reports of the Board of Directors and Auditors thereon | | | |
| 2 | Confirm the payment of an interim dividend and declare a final dividend on Equity Shares for the financial year 2013-14 | | | |
| 3 | Appointment of Mr. S.K. Chaturvedi as a director, who retires by rotation, and being eligible, offers himself for re-appointment | | | |
| 4 | Appointment of Mr. B.P. Kalyani as a director, who retires by rotation, and being eligible, offers himself for re-appointment | | | |
| 5 | Appointment of M/s. S R B C & Co. LLP as auditors of the Company | | | |

| Item No. | Resolution | Vote *(Optional See Note 4) | | |
|-------------------------|---|--------------------------------|---------|---------|
| | | For | Against | Abstain |
| Special Business | | | | |
| 6 | Appointment of Mr. S. M. Thakore as an Independent Director of the Company | | | |
| 7 | Appointment of Mr. P. G. Pawar as an Independent Director of the Company | | | |
| 8 | Appointment of Mrs. Lalita D. Gupte as an Independent Director of the Company | | | |
| 9 | Appointment of Mr. P. H. Ravikumar as an Independent Director of the Company | | | |
| 10 | Appointment of Mr. Naresh Narad as an Independent Director of the Company | | | |
| 11 | Appointment of Dr. Tridibesh Mukherjee as an Independent Director of the Company | | | |
| 12 | Appointment of Mr. Vimal Bhandari as an Independent Director of the Company | | | |
| 13 | Re-appointment of Mr. Amit B. Kalyani as Executive Director of the Company | | | |
| 14 | Authority to the Board to create Charge | | | |
| 15 | Authority to the Board to Borrow money | | | |
| 16 | Payment of commission to Non Whole time Directors of the Company | | | |
| 17 | To approve the remuneration of the Cost Auditors | | | |
| 18 | Related party Transactions of the Company with Kalyani Carpenter Special Steels Limited | | | |
| 19 | Related party Transactions of the Company with Kalyani Steels Limited | | | |
| 20 | Related party Transactions of the Company with Bharat Forge International Limited | | | |

Signed this..... day of..... 2014

Signature of member

Please affix
Revenue
Stamp

Signature of Proxy holder(s)

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A Proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights, may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- 4.* It is optional to indicate your preference. If you leave the 'For', 'Against' or Abstain column blank against any or all resolutions, your Proxy will be entitled to vote in the manner as he/she may deem appropriate.