

# BHARAT FORGE

August 11, 2017

To,

**BSE Limited,**  
1st Floor, New Trading Ring,  
Rotunda Building, P.J. Towers,  
Dalal Street, Fort,  
Mumbai - 400 001  
**BSE SCRIP CODE – 500493**

**National Stock Exchange of India Ltd.,**  
'Exchange Plaza',  
Bandra-Kurla Complex, Bandra (East)  
Mumbai- 400 051  
Symbol: **BHARATFORG**  
Series: **EQ**

Dear Sirs,

**Subject: Voting Results of 56<sup>th</sup> Annual General Meeting of the Company held on Thursday, August 10, 2017, pursuant to Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Pursuant to Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the voting results of the business transacted at the Annual General Meeting (AGM) in the format prescribed in **Annexure I**.

We are also enclosing herewith, the consolidated Scrutinizer's Report on remote e-voting and voting through ballot paper at the AGM in **Annexure II**.

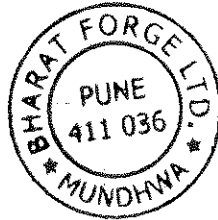
The above are also being uploaded on Company's website.

Kindly acknowledge and take the same on record.

Thanking you,

Yours Faithfully,  
**For Bharat Forge Limited**

  
**Tejaswini Chaudhari**  
**Deputy Company Secretary**



**Encls. : As above**



**KALYANI**  
GROUP COMPANY

**BHARAT FORGE LIMITED**

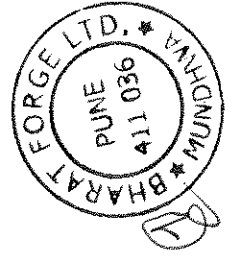
Format for Voting Results  
Regulation 44(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015

Annexure I

Date of the AGM/EGM	10/08/2017
Total number of shareholders on record date	102301
No. of shareholders present in the meeting either in person or through proxy:	97
Promoters and Promoter Group:	17
Public:	80
No. of Shareholders attended the meeting through Video Conferencing	NA
Promoters and Promoter Group:	NA
Public:	NA

**Agenda-wise disclosure (to be disclosed separately for each agenda item)**

Resolution No. 1	(Ordinary)	1. To consider and adopt a. the audited standalone Financial Statements of the Company for the Financial Year ended March 31, 2017 and the reports of the Board of Directors and Auditors thereon; and b. the audited consolidated Financial Statements of the Company for the Financial Year ended March 31, 2017 and the report of Auditors thereon.													
Whether promoter/ promoter group are interested in the agenda/resolution?	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of votes polled on outstanding shares	No. of Votes-in favour	No. of Votes-against	% of votes in favour on votes polled	% of votes against on votes polled	[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting		100005315	93.91	100005315	0	100.00	0.00							
	Poll		6066715	5.70	6066715	0	100.00	0.00							
	Postal Ballot (if applicable)														
	Total	106490920	106072030	99.61	106072030	0	100.00	0.00							
Public - Institutions	E-Voting		62291402	75.10	62291402	0	100.00	0.00							
	Poll														
	Postal Ballot (if applicable)														
	Total	82942747	62291402	75.10	62291402	0	100.00	0.00							
Public - Non Institutions	E-Voting		1575712	3.63	1575712	0	100.00	0.00							
	Poll		9703	0.02	9703	0	100.00	0.00							
	Postal Ballot (if applicable)														
	Total	43360649	1585415	3.66	1585415	0	100.00	0.00							
Total		232794316	189948847	73.00	189948847	0	100.00	0.00							

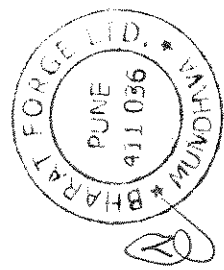


To confirm the payment of an interim dividend and to declare a final dividend on Equity Shares for the Financial Year 2018-17.

Resolution No. 2		(Ordinary)					
Whether promoter/ promoter group are interested in the agenda/resolution?	Mode of Voting	No. of Shares Held	No. of Votes Polled	No. of Votes in favour	No. of Votes-in against	% of votes in favour on votes polled	% of votes against on votes polled
Category		[1]	[2]	[4]	[5]	$[6]=\frac{[4]}{[2]}\times 100$	$[7]=\frac{[5]}{[2]}\times 100$
Promoter and Promoter Group	E-Voting		100005315	93.91	100005315	0	100.00
	Poll		6066715	5.70	6066715	0	100.00
	Postal Ballot (if applicable)						
Total		106490920	106072030	99.61	106072030	0	100.00
Public - Institutions	E-Voting		62331305	75.15	62331305	0	100.00
	Poll						
	Postal Ballot (if applicable)						
Total		82942747	62331305	75.15	62331305	0	100.00
Public - Non Institutions	E-Voting		1575814	3.63	1575814	0	100.00
	Poll		9703	0.02	9703	0	100.00
	Postal Ballot (if applicable)						
Total		43360649	1585517	3.66	1585517	0	100.00
Total		232794316	16998852	73.02	16998852	0	100.00

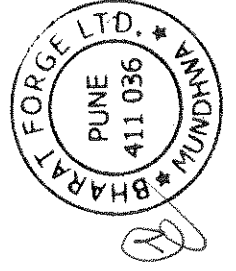
To appoint a Director in the place of Mr. G. K. Aganwal (DIN : 00037678), who retires by rotation and being eligible, offers himself for re-appointment.

Resolution No. 3		(Ordinary)					
Whether promoter/ promoter group are interested in the agenda/resolution?	Mode of Voting	No. of Shares Held	No. of Votes Polled	No. of Votes in favour	No. of Votes-in against	% of votes in favour on votes polled	% of votes against on votes polled
Category		[1]	[2]	[4]	[5]	$[6]=\frac{[4]}{[2]}\times 100$	$[7]=\frac{[5]}{[2]}\times 100$
Promoter and Promoter Group	E-Voting		100005315	93.91	100005315	0	100.00
	Poll		6066715	5.70	6066715	0	100.00
	Postal Ballot (if applicable)						
Total		106490920	106072030	99.61	106072030	0	100.00
Public - Institutions	E-Voting		62331305	75.15	58921239	3410066	94.53
	Poll						
	Postal Ballot (if applicable)						
Total		82942747	62331305	75.15	58921239	3410066	94.53
Public - Non Institutions	E-Voting		1575694	3.63	1574834	860	99.95
	Poll		9703	0.02	9703	0	100.00
	Postal Ballot (if applicable)						
Total		43360649	1585397	3.66	1584537	860	99.95
Total		232794316	169988732	73.02	166577806	3410926	97.99



Resolution No. 4		(Ordinary)		To appoint a Director in the place of Mr. Kishore M. Saleore (DIN : 01705850), who retires by rotation and being eligible, offers himself for re-appointment.						
Whether promoter/ promoter group are interested in the agenda/resolution? Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of votes polled on outstanding shares	No. of Votes-in favour	No. of Votes-against	% of votes in favour on votes polled	% of votes against on votes polled		
		[1]	[2]	$[3]=\frac{[2]}{[1]}\times 100$	[4]	[5]	$[6]=\frac{[4]}{[2]}\times 100$	$[7]=\frac{[5]}{[2]}\times 100$		
Promoter and Promoter Group	E-Voting		100005315	93.91	100005315	0	100.00	0.00		
	Poll		6066715	5.70	6066715	0	100.00	0.00		
	Postal Ballot (if applicable)									
Total		106490920	106072030	99.61	106072030	0	100.00	0.00		
Public - Institutions	E-Voting		62331305	75.15	61604669	726636	98.83	1.17		
	Poll									
	Postal Ballot (if applicable)									
Total		82942747	62331305	75.15	61604669	726636	98.83	1.17		
Public - Non Institutions	E-Voting		1575370	3.63	1574470	900	99.94	0.06		
	Poll		9703	0.02	9703	0	100.00	0.00		
	Postal Ballot (if applicable)									
Total		43360649	1585073	3.66	1584173	900	99.94	0.06		
Total		232794316	169988408	73.02	169260872	727536	99.57	0.43		

Resolution No. 5		(Ordinary)		To appoint the Auditors						
Whether promoter/ promoter group are interested in the agenda/resolution? Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of votes polled on outstanding shares	No. of Votes-in favour	No. of Votes-against	% of votes in favour on votes polled	% of votes against on votes polled		
		[1]	[2]	$[3]=\frac{[2]}{[1]}\times 100$	[4]	[5]	$[6]=\frac{[4]}{[2]}\times 100$	$[7]=\frac{[5]}{[2]}\times 100$		
Promoter and Promoter Group	E-Voting		100005315	93.91	100005315	0	100.00	0.00		
	Poll		6066715	5.70	6066715	0	100.00	0.00		
	Postal Ballot (if applicable)									
Total		106490920	106072030	99.61	106072030	0	100.00	0.00		
Public - Institutions	E-Voting		62331305	75.15	59447700	2883605	95.37	4.63		
	Poll									
	Postal Ballot (if applicable)									
Total		82942747	62331305	75.15	59447700	2883605	95.37	4.63		
Public - Non Institutions	E-Voting		1572959	3.63	1572151	808	99.95	0.05		
	Poll		9703	0.02	9703	0	100.00	0.00		
	Postal Ballot (if applicable)									
Total		43360649	1582662	3.65	1581854	808	99.95	0.05		
Total		232794316	169988997	73.02	167101584	2884413	98.30	1.70		

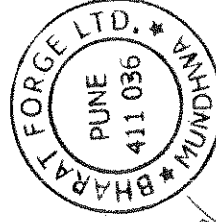


**SPECIAL BUSINESS:**  
Resolution No. 6

		(Ordinary)		To approve the remuneration of the Cost Auditors						
Whether promoter/ promoter group are interested in the agenda/resolution?										
Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of votes polled on outstanding shares	No. of Votes-in favour	No. of Votes-against	% of votes in favour on votes polled	% of votes against on votes polled		
		[1]	[2]	[3] = ([2]/[1])*100	[4]	[5]	[6] = ([4]/[2])*100	[7] = ([5]/[2])*100		
Promoter and Promoter Group	E-Voting		100005315	93.91	100005315	0	100.00	0.00		
	Poll		6066715	5.70	6066715	0	100.00	0.00		
	Postal Ballot (if applicable)									
	Total	106490920	106072030	99.61	106072030	0	100.00	0.00		
Public - Institutions	E-Voting		62331305	75.15	62331305	0	100.00	0.00		
	Poll									
	Postal Ballot (if applicable)									
	Total	82942747	62331305	75.15	62331305	0	100.00	0.00		
Public - Non Institutions	E-Voting		1575646	3.63	1574153	1493	99.91	0.09		
	Poll		9703	0.02	9703	0	100.00	0.00		
	Postal Ballot (if applicable)									
	Total	43360649	1585349	3.66	1583856	1493	99.91	0.09		
Total		232794316	16998694	73.02	169987191	1493	100.00	0.00		

DATE: 11 August 2017

PLACE: Pune



*(Handwritten signature)*



# SVD & Associates

Company Secretaries

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4th Floor, Vedwati Apartments, Shivajinagar, Pune -- 411005  
Ph. : 020 69000666, E-mail: deulkarcs@gmail.com

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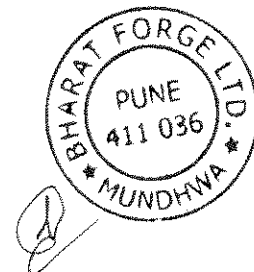
To  
The Chairman,  
56<sup>th</sup> Annual General Meeting,  
Bharat Forge Limited,  
Mundhwa, Pune Cantonment  
Pune-411036

**Sub: Results of E-voting and voting by Poll.**

Dear Sir,

I undersigned, S. V. Deulkar, Partner, SVD & Associates, Company Secretaries, have been appointed as Scrutinizer of Bharat Forge Limited ("the Company") for scrutinizing the e-voting process (during August 7, 2017 to August 9, 2017) and voting by poll (at 56<sup>th</sup> Annual General Meeting (AGM) held on August 10, 2017) conducted as per the provisions of the Companies Act, 2013.

The Compliance with the provisions of the Companies Act, 2013 and the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 relating to voting through electronic means (by remote e-voting), and voting by poll by the shareholders on the resolutions proposed in the Notice of the 56<sup>th</sup> Annual General Meeting of the Company is the responsibility of the Management. My responsibility as a Scrutinizer is to ensure that the voting process through remote e-voting and by poll at AGM are conducted in a fair and transparent manner and render consolidated scrutinizer's report of the total votes cast in favour or against if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by National Securities Depository Limited ("NSDL") and the report of poll at the meeting.:



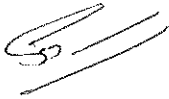
I hereby enclose below reports relating to the voting on the resolutions proposed at the 56<sup>th</sup> Annual General Meeting of the Company held on August 10, 2017:

- a) Report on E-voting;
- b) Report on Poll; and
- c) Combined report of e-voting and Poll

I hereby declare that Resolution no. 1 and 2 are passed unanimously and Resolution no. 3 to 6 passed with requisite majority as per the aforesaid Notice of the Annual General Meeting of the Company.

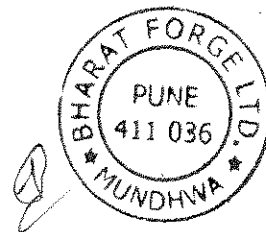
Thanking you,  
Yours faithfully,

For SVD & Associates



S. V. Deulkar  
Partner  
FCS No. 1321  
C. P. No. 965

Place: Pune  
Date: August 10, 2017



# Annexure II

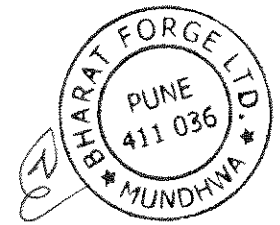
S. V. Deulkar  
Practicing Company Secretary  
63, Ashok Nagar, Pune 411007

## Combined Report

Bharat Forge Limited (CIN:L25209FN1961PLC012046)  
56th Annual General Meeting held on August 10, 2017

Sr. No	Resolutions	E - voting		Voting by poll		Total		Result
		No. of Votes		No. of Votes		No. of Votes		
		For	Against	For	Against	For	Against	
1	<b>Ordinary Resolution:-</b> To consider and adopt:- a) the audited standalone financial statements of the Company for the financial year ended March 31, 2017 and the reports of the Board of Directors and Auditors thereon; and b) The Audited consolidated Financial Statements of the company for the financial year ended March 31, 2017 and the report of Auditors thereon.	163872429	0	6076418	0	169948847	0	Resolution passed unanimously
2	<b>Ordinary Resolution:-</b> To Confirm the payment of an interim dividend and to declare a final dividend on Equity Shares for the Financial year 2016-17.	163912434	0	6076418	0	169988852	0	Resolution passed unanimously
3	<b>Ordinary Resolution:-</b> To appoint a Director in place of Mr. G.K. Agarwal (DIN:00037678), who retires by rotation being eligible, offers himself for re-appointment.	160501388	3410926	6076418	0	166577806	3410926	Resolution passed with requisite majority
4	<b>Ordinary Resolution:-</b> To appoint a Director in place of Mr. Kishore M. Salatore (DIN:01705850), who retires by rotation being eligible, offers himself for re-appointment.	163184454	727536	6076418	0	169260872	727536	Resolution passed with requisite majority
5	<b>Ordinary Resolution:-</b> To appointment of M/s S R B C & Co LLP as Statutory Auditors of the Company.	161025166	2884413	6076418	0	167101584	2884413	Resolution passed with requisite majority
6	<b>Ordinary Resolution:-</b> To approve the remuneration of the Cost Auditors M/s Dhananjay V Joshi & Associates, Cost Accountants, Pune.	163910773	1493	6076418	0	169987191	1493	Resolution passed with requisite majority

Date: August 10, 2017  
Place: Pune



S.V. DEULKAR  
COMPANY SECRETARY  
FCS 1321 C P 965  
63 Ashok Nagar-Pune-411007



S. V. Deulkar  
Practicing Company Secretary  
63, Ashoknagar, Pune -411007

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Scrutinizer's Report

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

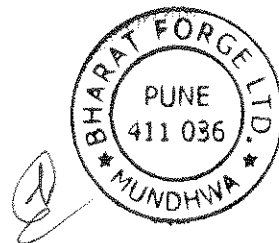
The Chairman,

56<sup>th</sup> Annual General Meeting of the Equity shareholders of Bharat Forge Limited held on Thursday, August 10, 2017 at 10.30 AM at the Registered Office of the Company at Mundhwa, Pune Cantonment, Pune - 411036.

Dear Sir,

I, S. V. Deulkar, Partner, SVD & Associates, Company Secretaries have been appointed as scrutinizer of Bharat Forge Limited ("the Company") for the purpose of the poll taken on below mentioned resolutions, at the 56<sup>th</sup> Annual General Meeting of the Equity shareholders of Bharat Forge Limited held on Thursday, August 10, 2017 at 10.30 AM at the Registered Office of the Company at Mundhwa, Pune Cantonment, Pune-411036. I submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, a ballot box kept for polling was locked in my presence with due identification marks placed.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
3. The poll papers, which were incomplete and/ or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:



a) **Ordinary Resolution No. 1 – To consider and adopt the:-**

- a. The Audited standalone Financial Statements of the company for the Financial Year ended March 31, 2017 and the reports of the Board of Directors and Auditors thereon; and
- b. The Audited consolidated financial statements of the Company for the Financial Year ended March 31, 2017 and the report of Auditors thereon.

(i) **Voted in favour of the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
54*	6076418	100%

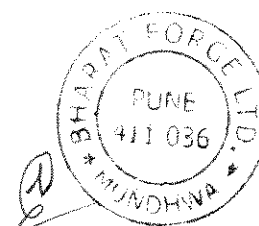
(ii) **Voted against the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Not Voted/Invalid votes:**

Total number of members who have not voted/whose votes were declared invalid	Total number of votes cast in favor of the resolution
2*	260

\*2 shareholders have partly voted.



b) **Ordinary Resolution No. 2** –To confirm the payment of an interim dividend and to declare a final dividend on Equity Shares for the financial year 2016-17.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
54*	6076418	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Not Voted/Invalid votes:

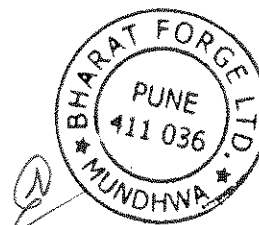
Total number of members who have not voted/whose votes were declared invalid	Total number of votes cast in favor of the resolution
2*	260

\*2 shareholders have partly voted.

c) **Ordinary Resolution No. 3** – To appoint a Director in place of Mr. G.K. Agarwal (DIN: 00037678), who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
54*	6076418	100%



(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Not Voted/Invalid votes:

Total number of members who have not voted/whose votes were declared invalid	Total number of votes cast in favor of the resolution
2*	260

\*2 shareholders have partly voted.

- d) **Ordinary Resolution No. 4** – To appoint a Director in place Mr. Kishore M Saletore (DIN: 01705850), who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
54*	6076418	100%

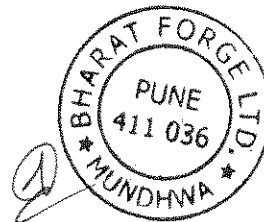
(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Not Voted/Invalid votes:

Total number of members who have not voted/whose votes were declared invalid	Total number of votes cast in favor of the resolution
2*	260

\*2 shareholders have partly voted



e) **Ordinary Resolution No. 5** – To appoint M/s. S R B C & Co LLP (Firm Registration No.: 324982E/E300003) as Statutory Auditors of the Company.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
54*	6076418	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Not Voted/Invalid votes:

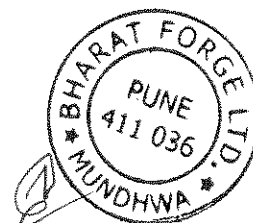
Total number of members who have not voted/whose votes were declared invalid	Total number of votes cast in favor of the resolution
2*	260

\*2 shareholders have partly voted.

f) **Ordinary Resolution No. 6** – To approve the remuneration of the Cost Auditors M/s Dhananjay V. Joshi & Associates for the Financial Year ended March 31, 2018.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
54*	6076418	100%



(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL


(iii) **Not Voted/Invalid** votes:

Total number of members who have not voted/whose votes were declared invalid	Total number of votes cast in favor of the resolution
2*	260

\*2 shareholders have partly voted.

5. A list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and other relevant records shall remain in my safe custody until the Chairperson considers, approves, signs the Minutes of the aforesaid Annual General Meeting and the same will be handed over to the Company Secretary for safe keeping.

Thanking you,  
Yours faithfully,


S. V. Deulkar  
Practicing Company Secretary  
C. P. No. 965

Place: Pune

Date: August 10, 2017

