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 56th 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



Annexure I

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

	10/08/2017
Date of the AGM/FGM	700007
	102301
Total number of shareholders on record date	70
No of shareholders present in the meeting either in person or through proxy:	
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Promoters and Promoter Group.	C
D. H. C.	33
- doile:	
No of Shareholders attended the meeting through Video Conferencing	
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Promoters and Promoter Group:	X = 4
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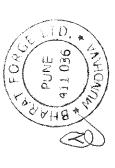
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Agenda-wise disclosure (to be disclosed separately for each agenda item)	•

Resolution No. 1 (Ordinary)	(Ordinary)	1. To consider and adopt	adopt:	1. To consider and adopt. 4. To consider and adopt. 4. An and the reports of the Board of the	for the Financial	ear ended March	131, 2017 and the report	s of the Board of
		Directors and Auditors thereon; and b. the audited consolidated Financia	tors thereon; and solidated Financial	a required sometimes and Auditors thereon; and b. the Linandial Year ended March 31, 2017 and the report of Auditors thereon. b. the audited consolidated Financial Statements of the Company for the Financial Year ended March 31, 2017 and the report of Auditors thereon.	ny for the Financia	Year ended Mar	ch 31, 2017 and the repo	rt of Auditors thereon.
Whether promoter/ promoter group are interested in the	oup are interested in the							
agenda/resolution?					We of Motor in No of Woter-	No of Votes.	% of votes in favour on 1% of votes against on	% of votes against on
	Mode of Voting	No. of Shares	No. of Votes	% or votes polled on outstanding shares	Ro. or votes-till	against	votes polled	votes polied
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				20 00 CO	400005245	C	L	0.00
Promoter and Promoter Group	E-Voting		100005315	83.81	2			
	Poli		6066715	5.70	6066715		00.00	
	Postal Ballot (if applicable)							
	Total	106490920	106072030	99.61	106072030	0		
1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	i Otai		62291402	75.10	62291402	0	100.00	00.0
Fublic - Insaturous	E-vourig							
	Poll							
	Postal Ballot (if applicable)							000
	Total	82942747	62291402	75.10	62291402	0		
\$ 100 pt			1575712	3.63	1575712)	100.00	0.00
Public - Non Insututions	E-Voung		2020	200	9703		100.00	0.00
	Poli		20.70					
	Postal Bailot (if applicable)							000
	Total	43360649	1585415	3,66	1585415		100.00	
		232794316	169948847	73.00	169948847		100.00	00:0
Total								



Resolution No. 2	(Ordinary)	To confirm the pa	ment of an intent	nfirm the payment of an interim dividend and to declare a final dividend on Equity Shares for the Financial Year 2016-17.	final dividend on Ec	luity Shares for the	ne Financial Year 2016-17	
Whether promoter/ promoter group are interested in the	oup are interested in the							
agenda/resolution?				of pollog pollog on	No. of Votes-in No. of Votes-	15.5	% of votes in favour on % of votes against on	% of votes against on
Category	Mode of Voting		Shares No. of Votes	ortetanding shares	favour	18	votes polled	votes polled
		Del	- College (Charles	CONTRACTOR CONTRACTOR	9	S	[6]=([4]/[Z])*100	[7]=([5]/[2])*100
				001 ([1])[7]) - [6]			00 00+	00.0
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Promoter and right of the	E-vouig		6066715	5.70	6066715	0	100.00	000
	Holl							
•	Postal Ballot (if applicable)						00 001	00.0
	1-4-1	106490920	106072030	99.61	106072030	Ö		
	l otal		300,40000	75 15	62331305	0	100.00	0.00
Public - Institutions	E-Voting		CDC1 CC70					
	100							
	To.							
	Postal Ballot (if applicable)				30004000		100.00	0.00
	Total	82942747	62331305	G1.G/	ő			
			1575814	3.63	1575814	0		
Public - Non institutions	E-Voting		6703	0.02	9703	0	100.00	0.00
	Poil						-	
	Postal Ballot (if applicable)						00 007	000
		43360649	1585517	3.66	1585517]		
	loa!	A12707050	189988852	73.02	169988852	٥	100.00	0.00
Total		1046 / 707	Ì				†	
								And the second s

Nesolution no. 5	(Ordinary)	l o appoint a Direction	or in the place of in	r. G. K. Agaiwai (Dira. V	, , , , , , , , , , , , , , , , , , ,		To appoint a Director in the place of Mr. G. K. Agarwal (DIN), bucky or of, miss removed a present in the place of Mr. G. K. Agarwal (DIN), bucky or of, miss removed a present in the place of Mr. G. K. Agarwal (DIN), bucky or of, miss removed a present in the place of Mr. G. K. Agarwal (DIN), bucky or of, miss removed a present in the place of Mr. G. K. Agarwal (DIN), bucky or of, miss removed a present in the place of Mr. G. K. Agarwal (DIN), bucky or of, miss removed a present in the place of Mr. G. K. Agarwal (DIN), bucky or of, miss removed a present in the place of Mr. G. K. Agarwal (DIN), bucky or of, miss removed a present in the place of t	
Whether promoter/ promoter group are interested in the	up are interested in the							
agenda/resolution?			100	. [No of Votes-in No. of Votes-	No. of Votes-	% of votes in favour on 1% of votes against on	% of votes against on
	Mode of Voting	No, of Shares	No. or votes	of Shares No. of Votes /a.o. votes police of the shares	favour	against	votes polled	votes polled
			Single Michael	3	The second second	S	[6]=([4]/[2])*100	(15)/[2])*100
			(2) (6) (A) (A) (A) (A)	001 ([1/[7])=(c]	Assert Control of the		0000	00 0
Cutton Control of the Control	1 //otios		100005315	93.91	100005315		20:00	
	Simon-u		6066715	5.70	6066715	0	100.00	0.00
	io.							
	Postal Ballot (if applicable)				OCCUPACO,		00.001	00.00
	Total	106490920	106072030	99.61	0507/090L			
	10101		82331305	75.15	58921239	3410066	94.53	0.47
Public - Institutions	E-Voting		2001000					
	Poll							
	(a)densitation of the first in the second							
	Postal ballot (II applicable)	100	1000000	75.15	58921239	3410066	94.53	5.47
	Total	82942/4/	62331303			098	56.66	0.05
Occitation of Action	S.V.otipo		1575694	3.63	10/400	200		
	11-VOE: 0		9703	0.02	9703	0	100.00	20.0
	Foll							
	Postal Ballot (if applicable)					000	90 95	0.05
	1000	43360649	1585397	3.66	1584557	000		
	1000	3727074	169988732	73.02	166577806	3410926	97.99	2.01
Total		010401707	wo 1000001					



Resolution No. 4	(Ordinary)	To appoint a Directo	or in the place of	point a Director in the place of Mr. Kishore M. Saletore (DIN : 01705850), who retires by rotation and being eligible, offers himself for re-	IN: 01705850), wt	o retires by rotatio	n and being eligible, offe	s himseit for re-
		appointileitt						
Whether promoter/ promoter group are interested in the	oup are interested in the							
agenda/resolution?				% of votes polled on	No. of Votes-in No. of Votes-	1 :	% of votes in favour on % of votes against on	% of votes against on
Category	Mode of Voting	No. of Shares No. of Votes		Autstanding Shares	favour	ξ.	votes polled	votes polled
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			TO CONTRACTOR OF THE CONTRACTO	(F-) (F-) []		C	100.00	0.00
Promoter and Promoter Group	E-Voting		100005315	93.91			00 00 0	00 0
	n : : : : : : : : : : : : : : : : : : :		6066715	5.70	6066715	Ö	מסיממו	
	io.							
	Postal Ballot (if applicable)				00000000		100.00	00:00
<u></u>	7040	106490920	106072030	19.88		,		7.4.7
	1 Oral		62331305	75.15	61604669	726636	94.83	
Public - Institutions	E-Voting		2001000					
	log							
	Doctor Collet (if population)							7
	בייים במיים בייים בייים בייים	777770000	62331305	75.15	61604669	726636	98.63	
	Total	11770	1575370	3.63	1574470	006	99,94	
Public - Non Institutions	E-Voting		2100101		9703	0	100.00	0.00
	Poil		8/03					
	Doctol Ballot (if applicable)							900
	Postal Dallor (II application)	4000000	1585073	3.66	5 1584173	900	59.94	
	Total	1000001		20.67	189280872	727536	75.66	0.43
Total		232794316	169988408					

Resolution No. 5	(Ordinary)		ditors					
Whether promoter/ promoter group are interested in the	up are interested in the							
solution?	Mode of Voting	Shares	Votes	% of votes polled on	No. of Votes-in No. of Votes-		% of votes in favour on % of votes against on votes polled	% of votes against on votes polled
		Held	Polled	outstanding snares	lavour	E Company	TET=(FAT/F71)*100	
		TOTAL MATERIAL	Z	[3]=([2]/[1])**100	[4]	6	/Fe1/52/11 [6]	
			100005315	93.91	100005315	0		
Promoter and Promoter Group	E-Voting		8066715	5.70	6066715	0	100.00	00.00
	Poll							
	Postal Ballot (if applicable)						00 001	0.00
	1	106490920	106072030	99.61	106072030	>		
	lotai			75 15	59447700	2883605	95.37	4.63
Public - Institutions	E-Voting		070010070					
	Poll							
	(eldenilos #/ tolica lataca							
	Postal Dallot (ii applicable)	74704000	50334305	75.15	5 59447700	2883605	95.37	
	Total	14/74670	3			808	39.95	5 0.05
Public - Non Institutions	E-Voting		6087/01				100.00	0.00
	il cai		9703	0.02				
	Postal Ballot (1) applicable)	7700000	1597687	3.65	5 1581854	808	99.95	
-	Total	43300048			187101584	2884413	38.30	1.70
Total		232794316	169985987					



0.00 00.00 0.0 0.00 0.00 % of votes in favour on % of votes against on [7]=([5]/[5])***1**00 votes polled 100.00 100.00 100.00 100.00 100.00 100.00 99.91 100.00 99.91 [6]=([4]/[Z])*100 votes polled 1493 1493 No. of Votes-in No. of Votes-favour against <u>.</u> 106072030 9703 1583856 6066715 62331305 1574153 169987191 100005315 [4] 73.02 99.61 75.15 3.63 3.66 0.02 93.91 5.70 % of votes polled on outstanding shares To approve the remuneration of the Cost Auditors (Z) 100005315 6066715 106072030 1585349 No. of Votes Polled 62331305 9703 169988684 1575646 232794316 43360649 106490920 82942747 No. of Shares Held Postal Ballot (if applicable) Postal Ballot (if applicable) Total Postal Ballot (if applicable) Total Whether promoter/ promoter group are interested in the agenda/resolution?
Category | Mode of Voting (Ordinary) E-Voting Poll E-Voting Poll E-Voting Totai <u>P</u> Promoter and Promoter Group Public - Non Institutions SPECIAL BUSINESS: Resolution No. 6 Public - Institutions Total

11 August 2017

DATE:

Pune

PLACE





Company Secretaries

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

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

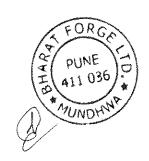
Sub: Results of E-voting and voting by Poll.

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 56th 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 56th 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 56th 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

A (Sec. 203)



S. V.Deulkar Praeticing Company Secretary 63, Asbok Nagar, Pune 411007

63, Ashok Nagar, Pune 411007

Combined Report

Bharat Forge Limited (CIN:-L25209PN196IPLC012046)
56th Annual General Meeting held on August 10, 2017

Į,		E-voting	2m	Voting by poll	ny pot!	Total	al a	į
ž	Resolutions	No. of Votes	otes	No. of Votes	Votes	No. of Votes	Votes	Kesuit
		For	Against	For	Against	For	Against	
H	1 Ordinary Resolution:- 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	163872429	0	6076418	O	169948847	O	Resolution passed unanimously
[⁷	2 Ordinary Resolution:- 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
	To appoint a Director in place of Mr. G.K. Agarwal (DIN:00037678), who retires by totation being clienbe, offers himself for re-appointment.	160501388	3410926	6076418	0	166577806	3410926	Resolution passed with requisite majority
	4 Ordinary Resolution: To appoint a Director in place of Mr. Kishore M. Saletore (DIN:01705850), who retires by rotation being elieble, offers himself for re-appointment.	163184454	727536	6076418	0	169260872	727536	Resolution passed with requisite majority
<u> </u>	5 Ordinary Resolution:- To appointment of M/s S R B C & Co LLP as 161025166 Statutory Auditors of the Company.	161025166	2884413	6076418	0	167101584	2884413	Resolution passed with requisite majority
<u> </u>	6 Ordinary Resolution: To approve the remuneration of the Cost Auditors 163910773 M/s Dhananjay V Joshi & Associates, Cost	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

Page 1



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

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,

56th 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 56th 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	Number of votes cast	% of total number of valid votes
and voting (in person or by	by them	cast
proxy)		
54*	6076418	100%

(ii) Voted against the resolution:

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

(iii) Not Voted/Invalid votes:

Total number of members who have not	Total number of votes cast in favor of
voted/whose votes were declared invalid	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	Number of votes cast	% of total number of valid votes
and voting (in person or by	by them	cast
proxy)		
54*	6076418	100%

(ii) Voted against the resolution:

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

(iii) Not Voted/Invalid votes:

Total number of members who have not	Total number of votes cast in favor of the
voted/whose votes were declared invalid	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	Number of votes cast	% of total number of valid votes
and voting (in person or by	by them	cast
proxy)		
54*	6076418	100%





(ii) Voted against the resolution:

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

(iii) Not Voted/Invalid votes:

Total number of members who have not	Total number of votes cast in favor of the
voted/whose votes were declared invalid	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 reappointment.

(i) Voted in favour of the resolution:

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

(ii) Voted against the resolution:

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

(iii) Not Voted/Invalid votes:

Total number of members who have not	Total number of votes cast in favor of the
voted/whose votes were declared invalid	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	Number of votes cast	% of total number of valid votes
and voting (in person or by	by them	cast
proxy)		
54*	6076418	100%

(ii) Voted against the resolution:

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

(iii) Not Voted/Invalid votes:

Total number of members who have not	Total number of votes cast in favor of the
voted/whose votes were declared invalid	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	Number of votes cast	% of total number of valid votes
and voting (in person or by	by them	cast
proxy)		
54*	6076418	100%





(ii) Voted against the resolution:

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

(iii) Not Voted/Invalid votes:

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

