# BHARAT FORGE LIMITED

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

KALYANI

## NOTICE

NOTICE is hereby given that the Fifty-first Annual General Meeting of the Members of **Bharat Forge Limited** will be held on Friday, July 27, 2012 at 10.30 A.M. (I.S.T.) at the Registered Office of the Company at Mundhwa, Pune Cantonment, Pune 411 036 to transact the following business:

**ORDINARY BUSINESS:**

1. To consider and adopt the audited Balance Sheet as at March 31, 2012, the Statement of Profit and Loss for the financial year ended on that date and the reports of the Board of Directors and Auditors thereon.
2. To confirm the payment of interim dividend and to declare final dividend on Equity Shares.
3. To appoint a Director in place of Mr. S. E. Tandale, who retires by rotation, and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. S. M. Thakore, who retires by rotation, and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Mr. P. H. Ravikumar, who retires by rotation, and being eligible, offers himself for re-appointment.
6. To appoint a Director in place of Mr. Naresh Narad, who retires by rotation, and being eligible, offers himself for re-appointment.
7. To appoint a Director in place of Dr. T. Mukherjee, who retires by rotation, and being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS:**

8. To appoint Auditors and fix their remuneration and in this regard, to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

   RESOLVED THAT M/s. S. R. Batliboi & Company, Chartered Accountants, Pune, (Firm Registration No. SRBC 301003E), in respect of whom the Company has received a Special Notice pursuant to the provisions of Sections 190 and 225 of the Companies Act, 1956, be and are hereby appointed as Statutory Auditors of the Company, to hold office as such from the conclusion of this Meeting until conclusion of the next Annual General Meeting and that the Board of Directors of the Company be and is hereby authorized to fix their remuneration for the said period."

By Order of the Board of Directors

AJAY SHARMA
Vice President (Legal)
& Company Secretary

May 28, 2012
Registered Office
Mundhwa, Pune Cantonment
Pune 411 036, Maharashtra

**NOTES:**

1. **A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company.**

   The instrument appointing proxy should, however, be deposited at the Registered Office of the Company not less than forty eight hours before the commencement of the Meeting. Corporate Members are requested to send board resolution duly certified authorising their representative to attend and vote on their behalf at the Annual General Meeting.
2. 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.
3. 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 to intimate the abovesaid changes to the Secretarial Department at the Registered Office of the Company.
4. In terms of Article 161 of the Articles of Association of the Company, read with Section 256 of the Companies Act, 1956, Mr. S. E. Tandale, Mr. S. M. Thakore, Mr. P. H. Ravikumar, Mr. Naresh Narad and Dr. T. Mukherjee, Directors of the Company, retire by rotation at the ensuing Meeting and being eligible, offer themselves for reappointment. The Board of Directors of the Company recommends their respective re-appointments.
5. Brief Profile of Directors proposed to be 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.
6. The final dividend on Equity Shares, if declared at the meeting, shall be credited / dispatched on and from August 14, 2012 to those Members whose names appear in the Company's Register of Members i.e. for those holding Shares in the physical form and those holding Shares in Demat Form as beneficiary owners in the record of the Depositories on Friday, July 27, 2012.
7. **The Company's Share Transfer Books and the Register of Members will remain closed from Saturday, July 21, 2012 to Friday, July 27, 2012 (both days inclusive) for determining the names of members eligible for final dividend on equity shares, if declared at the meeting**.
8. Relevant documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company on any working days between 11.00 a.m. and 1.00 p.m. upto the date of the meeting.
9. Members are requested to bring their attendance slip along with the copy of annual report to the Meeting.
10. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
11. 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. (Also refer to Note No. 12 below).

12. Dividends which remain unclaimed/unencashed for a period of 7 years will be transferred by the Company to Investor Education and Protection Fund (IEPF) established by the Central Government under 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 Shareholders shall lie for the unclaimed Dividend once the same is transferred to IEPF.

13. 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 inconvenience in future.

14. 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.

15. Non-Resident Indian Members are requested to inform the Company, 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, account number and address of the bank with pin code number, if not furnished earlier.

16. 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.

17. 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.

18. Green initiative in Corporate Governance :

    The Ministry of Corporate Affairs (MCA) 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, 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 investor@bharatforge.com or at its Registered Office at Secretarial Department, Mundhwa, Pune Cantonment, Pune - 411 036 Maharashtra, India, immediately.

19. An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 relating to the special business to be transacted at the meeting is annexed hereto.

## ANNEXURE TO THE NOTICE

Explanatory Statement as required by Section 173(2) of the Companies Act, 1956.

The following Explanatory Statement sets out, as required by Section 173(2) of the Companies Act, 1956, the material facts relating to Item No. 8 in the accompanying notice dated May 28, 2012.

**ITEM NO. 8:**

The Statutory Audit of the accounts of the Company is currently carried out by M/s. Dalal and Shah, Chartered Accountants, Mumbai (Firm Registration No. 102021W).

Pursuant to the provisions of Sections 190 and 225 of the Companies Act, 1956, the Company has received a Special Notice from a Member of the Company signifying intention to propose the name of M/s. S. R. Batliboi & Company, Chartered Accountants, Pune, (Firm Registration No. SRBC 301003E), as Statutory Auditors of the Company.

Accordingly, the Board of Directors of the Company, based on recommendation of the Audit Committee, propose the appointment of M/s. S. R. Batliboi & Company, Chartered Accountants, Pune, (Firm Registration No. SRBC 301003E), as Statutory Auditors of the Company, to hold office as such from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting.

M/s. S. R. Batliboi & Company, Chartered Accountants, Pune, (Firm Registration No. SRBC 301003E), have expressed their willingness to act as the Statutory Auditors of the Company and have further confirmed that their appointment, if made, would be within the limits prescribed under Section 224(1B) of the Companies Act, 1956.

Accordingly, approval of the members is being sought to the appointment of M/s. S. R. Batliboi & Company, Chartered Accountants, Pune, (Firm Registration No. SRBC 301003E), as Statutory Auditors of the Company, to hold office as such from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting on a remuneration to be decided by the Board of Directors of the Company.

None of the Directors of the Company is in any way concerned or interested in the said resolution.

By Order of the Board of Directors

AJAY SHARMA
Vice President (Legal)
& Company Secretary

May 28, 2012
Registered Office
Mundhwa, Pune Cantonment
Pune 411 036, Maharashtra

KALYANI

**ATTENDANCE SLIP**

# BHARAT FORGE LIMITED

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

| NAME OF MEMBER/PROXY* | | | |
|---|---|---|---|
| DPID / CLIENT ID** | | No. of Shares held | |
| FOLIO NO. | | | |

I hereby record my presence at the Fifty-first Annual General Meeting held at the Registered Office at Mundhwa, Pune Cantonment, Pune - 411 036, on Friday, July 27, 2012 at 10.30 a.m. (I.S.T.)

SIGNATURE OF THE SHAREHOLDER/PROXY*

* Strike out whichever is not applicable.

** Applicable for Members holding Shares in Dematerialised form.

**Note:** Please handover this slip at the entrance of the Meeting Venue.

(Cut here)

**PROXY**

# BHARAT FORGE LIMITED

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

I/We .....

of .....

being a Member(s) of BHARAT FORGE LIMITED, Pune, hereby appoint .....

.....of .....

or failing him/her .....

of..... as my / our proxy to attend and vote for me / us on my / our behalf at the Fifty-first Annual General Meeting to be held on Friday, July 27, 2012 at 10.30 a.m. (I.S.T.) and at any adjournment thereof.

Signed this ..... day of ..... 2012

| DPID / CLIENT ID* | | No. of Shares held | |
|---|---|---|---|
| FOLIO NO. | | | |

* Applicable for Members holding shares in Dematerialised form.

Please Affix 15 Paise Revenue Stamp

Signature(s) of Member(s) across the stamp

**Note:** The Proxy must be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for the meeting.