BHARAT FORGE LIMITED

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

KALYANI

NOTICE

NOTICE is hereby given that the Forty-ninth Annual General Meeting of the Members of **Bharat Forge Limited** will be held at the Registered Office of the Company at Mundhwa, Pune Cantonment, Pune 411 036 on Monday, July 26, 2010 at 10.00 A.M. (I.S.T.) to transact the following business :

ORDINARY BUSINESS:

1. To receive, consider and adopt the Balance Sheet as at March 31, 2010 and the Profit and Loss Account for the year ended on March 31, 2010 and the Reports of the Directors and of the Auditors.

2. To declare Dividend on Equity Shares.

3. To appoint a Director in place of MR. G.K. AGARWAL, who retires by rotation, but being eligible, offers himself for re-appointment.

4. To appoint a Director in place of MR. P.C. BHALERAO, who retires by rotation, but being eligible, offers himself for re-appointment.

5. To appoint a Director in place of MR. P.G. PAWAR, who retires by rotation, but being eligible, offers himself for re-appointment.

6. To appoint a Director in place of MR. S.D. KULKARNI, who retires by rotation, but being eligible, offers himself for re-appointment.

7. To consider and, if thought fit, to pass, with or without modifications, the following resolution as an ORDINARY RESOLUTION:

   "RESOLVED THAT THE COMPANY'S AUDITORS, M/S. DALAL AND SHAH, CHARTERED ACCOUNTANTS, MUMBAI, BEARING FIRM REGISTRATION NUMBER 102021W WITH THE INSTITUTE OF CHARTERED ACCOUNTATS OF INDIA (ICAI) BE AND ARE HEREBY RE-APPOINTED AS AUDITORS OF THE COMPANY TO HOLD OFFICE FROM THE CONCLUSION OF THIS MEETING UNTIL THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY AND THAT THE BOARD OF DIRECTORS BE AND IS HEREBY AUTHORISED TO FIX THEIR REMUNERATION FOR THE PERIOD."

SPECIAL BUSINESS:

8. To consider and, if thought fit, to pass, with or without modifications, the following resolution as an ORDINARY RESOLUTION:

   "RESOLVED THAT MR. NARESH NARAD BE AND IS HEREBY APPOINTED A DIRECTOR OF THE COMPANY, LIABLE TO RETIRE BY ROTATION."

9. To consider and, if thought fit, to pass, with or without modifications, the following resolution as an ORDINARY RESOLUTION:

   "RESOLVED THAT DR. T. MUKHERJEE BE AND IS HEREBY APPOINTED A DIRECTOR OF THE COMPANY, LIABLE TO RETIRE BY ROTATION."

By Order of the Board of Directors
For BHARAT FORGE LIMITED

BEEJAL DESAI
Senior Vice President (Legal)
& Company Secretary

Mumbai: May 22, 2010

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ABOVE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

2. Members who hold shares in dematerialised form are requested to bring their CLIENT ID AND DP ID numbers for easy identification of attendance 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. If the dividend on Equity Shares as recommended by the Board of Directors is declared at the Meeting, the Dividend Warrants will be posted on and from August 12, 2010 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 July 26, 2010.

5. **The Share Transfer Books and the Register of Members of the Company will remain closed from Saturday, July 17, 2010 to Monday, July 26, 2010 (both days inclusive).**

6. Documents referred to in any of the items of the Notice are available for inspection at the Registered Office of the Company on any working day upto July 26, 2010 during business hours of the Company.

7. Those Members who have not encashed/received their Dividend Warrants for the previous years may approach the Secretarial Department at the Registered Office of the Company for claiming unpaid/unclaimed Dividend. (Also refer to Note No. 8 below).

8. Dividends which remain unclaimed/unencashed for a period of 7 years will be transferred by the Company to Investor Education and Protection Fund (IEPF) constituted 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 transferred to IEPF.

9. 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.

10. On July 27, 2005 the Company had sub-divided its Equity Shares of the face value of Rs.10/- each into Equity Shares of the face value of Rs. 2/- each. Accordingly, the Members were requested to surrender their old Share Certificate/s of the face value of Rs. 10/- each and obtain from the Company the new Share Certificate/s of the face value of Rs. 2/- each. Those Members who have still not so obtained the new Share Certificate/s of the face value of Rs. 2/- each are requested to approach the Secretarial Department at the Registered Office of the Company and exchange their old Share Certificate/s of the face value of Rs. 10/- each for the new Share Certificate/s of the face value of Rs. 2/- each.

ANNEXURE TO THE NOTICE

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

The following Explanatory Statement sets out, as required by Section 173 of the Companies Act, 1956, the material facts relating to Item Nos. 8 and 9 mentioned in the accompanying Notice dated May 22, 2010.

Item No. 8:

MR. NARESH NARAD, who was appointed as Additional Director with effect from 24 July, 2009, under Article 141 of the Articles of Association of the Company, holds office upto the date of this Annual General Meeting by reason of Section 260 of the Companies Act, 1956. However, being eligible, MR. NARESH NARAD offers himself for appointment as regular Director. The Company has received a notice in writing from a Member, under Section 257 of the Companies Act, 1956, proposing MR. NARESH NARAD as candidate for the office of Director, liable to retire by rotation.

Mr. Naresh Narad (66) holds a bachelor's degree in arts, LL.B. and has been a veteran I.A.S. Civil Servant. Mr. Naresh Narad has held various important positions in the Government of India and Government of Madhya Pradesh.

Mr. Naresh Narad is also a Director on the Board of Directors of FAT Pipe Networks Ltd. and NAFTO Gaz India Pvt. Ltd.

Committee Memberships of Mr. Naresh Narad are as follows:-

FAT Pipe Networks Ltd. (Member of Audit Committee and Shareholders' Grievances Committee).

Mr. Naresh Narad does not hold any Equity Shares of the Company.

Mr. Naresh Narad is not related to any Director.

It is considered desirable that the Company should continue to have the benefit of experience and advice of MR. NARESH NARAD and, accordingly, the Resolution for his appointment as Director is recommended to the Members for approval.

None of the Directors, other than MR. NARESH NARAD, is interested in the Resolution.

Item No. 9:

DR. T. MUKHERJEE, who was appointed as Additional Director with effect from 23 January, 2010, under Article 141 of the Articles of Association of the Company, holds office upto the date of this Annual General Meeting by reason of Section 260 of the Companies Act, 1956. However, being eligible, DR. T. MUKHERJEE offers himself for appointment as regular Director. The Company has received a notice in writing from a Member, under Section 257 of the Companies Act, 1956, proposing DR. T. MUKHERJEE as candidate for the office of Director, liable to retire by rotation.

Dr. T. Mukherjee (67) is M. Met. and Ph.D. Dr. Mukherjee, a veteran Metallurgist, has authored 134 papers in his career spanning four decades. He has been a visiting lecturer at University of Sheffield, U.K. and Adjunct Professor at I.I.T. Kharagpur. He is also a recipient of various prestigious awards. Dr. Mukherjee has total work experience of 42 years.

Dr. T. Mukherjee is also Director on the Board of Directors of TIL India Ltd., NICCO Corporation Ltd., WBIDC, Rane (Madras) Ltd. and Tractors India Pvt. Ltd.

Committee Membership of Dr. T. Mukherjee is as follows:-

TIL India Ltd. (Member of Audit Committee).

Dr. T. Mukherjee does not hold any Equity Shares of the Company.

Dr. T. Mukherjee is not related to any Director.

It is considered desirable that the Company should continue to have the benefit of experience and advice of DR. T. MUKHERJEE and, accordingly, the Resolution for his appointment as Director is recommended to the Members for approval.

None of the Directors, other than DR. T. MUKHERJEE, is interested in the Resolution.

By Order of the Board of Directors
For BHARAT FORGE LIMITED

BEEJAL DESAI
Senior Vice President (Legal)
& Company Secretary

Mumbai: May 22, 2010

KALYANI

ATTENDANCE SLIP

BHARAT FORGE LIMITED

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

NAME OF MEMBER/PROXY*			
DPID / CLIENT ID**		No. of Share held	
FOLIO NO.			

I hereby record my presence at the Forty-ninth Annual General Meeting held at the Registered Office at Mundhwa, Pune Cantonment, Pune - 411 036, on Monday, July 26, 2010 at 10.00 a.m. (I.S.T.)

SINGATURE 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 Fourty-ninth Annual General Meeting of the Company to be held on Monday, July 26, 2010 at 10.00 a.m. (I.S.T.) and at any adjournment thereof.

Signed .....this ..... day of 2010

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 desposited with the Registered Office of the Company not less than 48 hours before the time fixed for the meeting.