NOTICE

NOTICE is hereby given that the Fiftieth Annual General Meeting of the Members of **Bharat Forge Limited** will be held on Wednesday, August 10, 2011 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, 2011, the Profit and Loss Account for the financial year ended on that date and the reports of the Board of Directors and Auditors thereon.
2. To declare Dividend on Equity Shares.
3. To appoint a Director in place of Dr. Uwe Loos, who retires by rotation, and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mrs. Lalita D. Gupte, who retires by rotation, and being eligible, offers herself for re-appointment.
5. To appoint a Director in place of Mr. Alan Spencer, who retires by rotation, and being eligible, offers himself for re-appointment.
6. To appoint a Director in place of Mr. S.K. Chaturvedi, who retires by rotation, and being eligible, offers himself for re-appointment.
7. To appoint a Director in place of Mr. B.P. Kalyani, who retires by rotation, and being eligible, offers himself for re-appointment.
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. Dalal and Shah, Chartered Accountants, Mumbai, (Firm Registration Number 102021W) be and are hereby 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, on such remuneration as shall be fixed by the Board of Directors."

SPECIAL BUSINESS:

9. 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 198, 269 and 309 and other applicable provisions, if any, read with Schedule XIII of the Companies Act, 1956 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such sanctions/approvals, as may be necessary, consent of the Company be and is hereby accorded to the re-appointment of **Mr. B.P. Kalyani** as Executive Director of the Company for a period of five years from May 23, 2011 (i.e. from May 23, 2011 to May 22, 2016) on the following terms and conditions including remuneration:

   I. Salary:

      A salary per month in the grade of ₹ 300,000/- to ₹1,200,000/-.

      The Board is authorised 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 198 and 309 of the Companies Act, 1956.

   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 of the salary over and above ten percent payable by the Executive Director.

      Housing II:

      In case the accommodation is owned by the Company, ten percent 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 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'

1. 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.
2. Gratuity to be paid as per the rules of the Company.
3. Encashment of leave at the end of the tenure.
4. 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.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorised and empowered to approve annual increments and to make such improvements in the terms of remuneration to Mr. B.P. Kalyani as may be permissible under and by any amendments of Schedule XIII to the Companies Act, 1956 or by way of any government guidelines or instructions, the intention being that no further approval of the Company will be required so long as remuneration of the Executive Director is not in excess of the maximum permissible under relevant laws, rules, regulations, guidelines or instructions as may be promulgated or issued after the date of this meeting."

10. 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 198, 269 and 309 and other applicable provisions, if any, read with Schedule XIII of the Companies Act, 1956 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such sanctions/approvals, as may be necessary, consent of the Company be and is hereby accorded to the re-appointment of **Mr. S.E. Tandale** as Executive Director of the Company for a period of five years from May 23, 2011 (i.e. from May 23, 2011 to May 22, 2016) on the following terms and conditions including remuneration:

I. Salary:

A salary per month in the grade of ₹ 300,000/- to ₹1,200,000/-.

The Board is authorised 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 198 and 309 of the Companies Act, 1956.

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 of the salary over and above ten percent payable by the Executive Director.

Housing II:

In case the accommodation is owned by the Company, ten percent 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 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'

1. 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.
2. Gratuity to be paid as per the rules of the Company.
3. Encashment of leave at the end of the tenure.
4. 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.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorised and empowered to approve annual increments and to make such improvements in the terms of remuneration to Mr. S.E. Tandale as may be permissible under and by any amendments of Schedule XIII to the Companies Act, 1956 or by way of any government guidelines or instructions, the intention being that no further approval of the Company will be required so long as remuneration of the Executive Director is not in excess of the maximum permissible under relevant laws, rules, regulations, guidelines or instructions as may be promulgated or issued after the date of this meeting."

11. 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 198, 269 and 309 and other applicable provisions, if any, read with Schedule XIII of the Companies Act, 1956 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such sanctions/approvals, as may be necessary, consent of the Company be and is hereby accorded to the re-appointment of **Mr. P.K. Maheshwari** as Executive Director of the Company for a period of five years from May 23, 2011 (i.e. from May 23, 2011 to May 22, 2016) on the following terms and conditions including remuneration:

I. Salary:

A salary per month in the grade of ₹ 300,000/- to ₹1,200,000/-.

The Board is authorised 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 198 and 309 of the Companies Act, 1956.

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 of the salary over and above ten percent payable by the Executive Director.

Housing II:

In case the accommodation is owned by the Company, ten percent 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 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'

1. 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.
2. Gratuity to be paid as per the rules of the Company.
3. Encashment of leave at the end of the tenure.
4. 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.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorised and empowered to approve annual increments and to make such improvements in the terms of remuneration to Mr. P.K. Maheshwari as may be permissible under and by any amendments of Schedule XIII to the Companies Act, 1956 or by way of any government guidelines or instructions, the intention being that no further approval of the Company will be required so long as remuneration of the Executive Director is not in excess of the maximum permissible under relevant laws, rules, regulations, guidelines or instructions as may be promulgated or issued after the date of this meeting."

12. 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 198, 269, 309 and 310 and other applicable provisions, if any, read with Schedule XIII to the Companies Act, 1956 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to the approvals, as may be necessary, and further to the resolution approved by members at 47th Annual General Meeting held on August 6, 2008, consent of the Company be and is hereby accorded to the payment of the following revised remuneration to **Mr. B.N. Kalyani** as Managing Director of the Company for the remaining period of the term of his appointment i.e. with effect from March 30, 2011 to March 29, 2013:

A. Salary:

A Salary per month in the grade of ₹ 2,000,000/- to ₹ 3,600,000/-.

The Board is authorised 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.

B. Personal Accident Insurance:

As per the rules of the Company.

C. Medical reimbursement:

As per the rules of the Company.

FURTHER RESOLVED THAT all other terms and conditions of appointment of Mr. B.N. Kalyani as approved earlier by the Members, shall remain unchanged.

FURTHER RESOLVED THAT the Board of Directors be and is hereby authorised to take such steps as it may consider necessary or expedient to give effect to this resolution."

13. 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 198, 269, 309 and 310 and other applicable provisions, if any, read with Schedule XIII to the Companies Act, 1956 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to the approvals, as may be necessary, and further to the resolution approved by members at 47th Annual General Meeting held on August 6, 2008, consent of the Company be and is hereby accorded to the payment of the following revised remuneration to **Mr. G.K. Agarwal** as Deputy Managing Director of the Company for the remaining period of the term of his appointment i.e. with effect from April 1, 2011 to March 31, 2013:

A. Salary:

A Salary per month in the grade of ₹ 800,000/- to ₹2,000,000/-.

The Board is authorised 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.

B. Personal Accident Insurance:

As per the rules of the Company.

C. Medical reimbursement:

As per the rules of the Company.

FURTHER RESOLVED THAT all other terms and conditions of appointment of Mr. G.K. Agarwal as approved earlier by the Members, shall remain unchanged.

FURTHER RESOLVED THAT the Board of Directors be and is hereby authorised to take such steps as it may consider necessary or expedient to give effect to this resolution."

14. 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 198, 269, 309 and 310 and other applicable provisions, if any, read with Schedule XIII to the Companies Act, 1956 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to the approvals, as may be necessary, and further to the resolution approved of members at 48th Annual General Meeting held on July 24, 2009, consent of the Company be and is hereby accorded to the payment of the following revised remuneration to **Mr. Amit B. Kalyani** as Executive Director of the Company for the remaining period of the term of his appointment i.e. with effect from May 11, 2011 to May 10, 2014:

A. Salary:

A Salary per month in the grade of ₹ 800,000/- to ₹2,000,000/-.

The Board is authorised 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.

B. Personal Accident Insurance:

As per the rules of the Company.

C. Medical reimbursement:

As per the rules of the Company.

FURTHER RESOLVED THAT all other terms and conditions of appointment of Mr. Amit B. Kalyani as approved earlier by the Members, shall remain unchanged.

FURTHER RESOLVED THAT the Board of Directors be and is hereby authorised to take such steps as it may consider necessary or expedient to give effect to this resolution."

15. 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 198, 269, 309 and 310 and other applicable provisions, if any, read with Schedule XIII to the Companies Act, 1956 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to the approvals, as may be necessary, and further to the resolution approved by members at 47th Annual General Meeting held on August 6, 2008, consent of the Company be and is hereby accorded to the payment of the following revised remuneration to **Mr. Sunil Kumar Chaturvedi** as Executive Director of the Company for the remaining

period of the term of his appointment i.e. with effect from May 20, 2011 to May 19, 2013:

A. Salary:

A Salary per month in the grade of ₹ 500,000/- to ₹1,500,000/-.

The Board is authorised 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.

B. Personal Accident Insurance:

As per the rules of the Company.

C. Medical reimbursement:

As per the rules of the Company.

FURTHER RESOLVED THAT all other terms and conditions of appointment of Mr. Sunil Kumar Chaturvedi as approved earlier by the Members, shall remain unchanged.

FURTHER RESOLVED THAT the Board of Directors be and is hereby authorised to take such steps as it may consider necessary or expedient to give effect to this resolution."

By Order of the Board of Directors

BEEJAL DESAI
Sr. Vice President (Legal)
& Company Secretary

May 24, 2011
Registered Office
Mundhwa, Pune Cantonment
Pune 411 036

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. The dividend on Equity Shares, if declared at the meeting shall be credited / dispatched on and from August 26, 2011 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 Wednesday, August 10, 2011.

5. **The Company's Share Transfer Books and the Register of Members will remain closed from Saturday, August 6, 2011 to Wednesday, August 10, 2011 (both days inclusive) for determining the names of members eligible for dividend on equity shares, if declared at the meeting.**

6. 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.

7. 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. 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) 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 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 ₹ 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 Share Certificate(s).

11. 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.

12. 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.

13. 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.

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

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. 9 to 15 mentioned in the accompanying Notice dated May 24, 2011.

Item Nos. 9 to 11:

The previous term of appointment of Mr. B.P. Kalyani, Mr. S.E. Tandale and Mr. P.K. Maheshwari, as Executive Directors, expired on May 22, 2011. The Board of Directors of the Company has approved re-appointments of Mr. B.P. Kalyani, Mr. S.E. Tandale and Mr. P.K. Maheshwari as Executive Directors for a further period of five years with effect from May 23, 2011 upto May 22, 2016. Mr. B.P. Kalyani, Mr. S.E. Tandale and Mr. P.K. Maheshwari have been drawing remuneration as approved by the Members. The Board at its meeting held on May 24, 2011, approved the terms of remuneration of Mr. B.P. Kalyani, Mr. S.E. Tandale and Mr. P.K. Maheshwari, with effect from May 23, 2011, as detailed in the resolutions.

Approval of the Members is sought to the re-appointment(s) and payment of remuneration to Mr. B.P. Kalyani, Mr. S.E. Tandale and Mr. P.K. Maheshwari, as detailed in the resolution(s), during the term of their re-appointment as Executive Directors of the Company from May 23, 2011 to May 22, 2016. The Directors recommend the resolution(s) for approval of the Members.

Profile, Other Directorships and Shareholding:

Mr. B.P. Kalyani :

Mr. B.P. Kalyani (48) is B.E. (Prod. Engg.), M.S. (Mech. Engg.), M.B.A., is an Executive Director of the Company with effect from May 23, 2006. Mr. B.P. Kalyani has served with the Company for 27 years and was Senior Vice President (FMD). He is responsible for Close Die Forge Division (CDFD).

Other Directorships: Kalyani Software Pvt. Ltd.

Committee Memberships: NIL

Mr. B.P. Kalyani is not related to any Director and is not a Director in any other public company.

Mr. B.P. Kalyani holds 3 130 Equity Shares of ₹ 2/- each of the Company.

Mr. S.E. Tandale :

Mr. S.E. Tandale (42) is B.E. (Mech.), is an Executive Director of the Company with effect from May 23, 2006. He is responsible for the International Business of the Company.

Other Directorships:

Mr. S.E. Tandale is also Director on the Board of Directors of the Subsidiaries of the Company, viz. Bharat Forge America Inc., Bharat Forge Kilsta AB, Bharat Forge Scottish Stampings Ltd., FAW Bharat Forge (Changchun) Company Ltd., Tecnica UK Ltd. and Bharat Forge International Ltd.

Committee Memberships: NIL

Mr. S.E. Tandale is not related to any Director and is not a Director in any other public company.

Mr. S.E. Tandale does not hold shares of the Company.

Mr. P.K. Maheshwari :

Mr. P.K. Maheshwari (49) is B.Com., C.A., PGDM is an Executive Director of the Company with effect from May 23, 2006. His responsibilities includes Strategic financing, Mergers and Acquisitions, Handling of JV relationships etc.

Other Directorships:

Mr. P.K. Maheshwari is also Director on the Board of Directors of Nandi Highway Developers Ltd., Nandi Infrastructure Corridor Enterprises Ltd., Nandi Economic Corridor Enterprises Ltd. and Indian subsidiaries of the Company viz. BF Infrastructure Ventures Limited and BF Power Equipment Limited and Foreign Subsidiaries of the Company viz. CDP Bharat Forge GmbH, Bharat Forge Aluminumtechnik GmbH & Co. KG, Bharat Forge America Inc., Bharat Forge Hong Kong Limited, Bharat Forge Kilsta AB, Bharat Forge Scottish Stampings Ltd., Bharat Forge Daun GmbH, FAW Bharat Forge (Changchun) Company Ltd. and Bharat Forge International Limited.

Committee Memberships:

Chairman & Member of Finance and Audit Committee of Nandi Infrastructure Corridor Enterprises Limited and Nandi Economic Corridor Enterprises Limited.

Mr. P.K. Maheshwari is not related to any Director and does not hold shares of the Company.

Mr. B.P. Kalyani, Mr. S.E. Tandale and Mr. P.K. Maheshwari may be regarded as concerned with or interested in the resolution(s) relating to their respective appointment and remuneration. No other Director is concerned with or interested in the resolution(s) under Item Nos. 9 to 11.

The above may be regarded as an "Abstract of the terms of appointment and memorandum of interest" under Section 302 of the Companies Act, 1956.

Item Nos. 12 to 15:

The Members at the 47th Annual General Meeting held on August 6, 2008, approved re-appointment of Mr. B.N. Kalyani, as Chairman & Managing Director, for a period of five years, with effect from March 30, 2008, and Mr. G.K. Agarwal, as Deputy Managing Director, for a period of five years, with effect from April 1, 2008, and also approved the terms of their remuneration during the said period of re-appointment.

The Members at the 48th Annual General Meeting held on July 24, 2009, approved re-appointment of Mr. Amit B. Kalyani, as Executive Director, for a period of five years, with effect from May 11, 2009 and also approved the terms of his remuneration during the said period of re-appointment.

The Members at the 47th Annual General Meeting held on August 6, 2008, approved appointment of Mr. Sunil K. Chaturvedi, as Executive Director, for a period of five years, with effect from May 20, 2008 and also approved the terms of his remuneration during the said period of appointment.

The Managing Director and the Executive Directors have been drawing remuneration under the abovementioned approval(s).

The Board of Directors in their Meeting held on May 24, 2011, have approved and recommended, subject to the approval of the Members of the Company, revision in the salary structure of the Managing Director and Executive Director(s) for the remaining term of their appointment. The proposed revision is detailed in the respective resolution(s).

Mr. B.N. Kalyani continues to be Chairman and Whole-time Director of Kalyani Carpenter Special Steels Limited and the total remuneration payable to Mr. B.N. Kalyani shall not exceed the higher maximum limit admissible under Sections 198 and 309, read with Schedule XIII of the Companies Act, 1956, from any one of the two companies i.e. Bharat Forge Limited and Kalyani Carpenter Special Steels Limited.

Approval of the Members is sought to the revision in the salary structure as detailed in the resolution(s), for the remaining term of appointment of Mr. B.N. Kalyani as Chairman & Managing Director, Mr. G.K. Agarwal, Deputy Managing Director and Mr. Amit B. Kalyani & Mr. Sunil Kumar Chaturvedi, as Executive Director(s). The Directors recommend resolution(s) at Item Nos. 12 to 15 for approval of the Members.

Mr. B.N. Kalyani and Mr. Amit B. Kalyani, being relatives, may be regarded as concerned with or interested in the resolution(s) relating to revision in remuneration of Mr. B.N. Kalyani and Mr. Amit B. Kalyani. No other Director is concerned with or interested in the resolution(s) under Item Nos. 12 and 14.

Mr. G.K. Agarwal and Mr. Sunil Kumar Chaturvedi may be regarded as concerned with or interested in the resolution(s) relating to revision of their respective remuneration. No other Director is concerned with or interested in the resolution(s) under Item Nos. 13 and 15.

The above may be regarded as an "Abstract of the terms of appointment and memorandum of interest" under Section 302 of the Companies Act, 1956.

By Order of the Board of Directors

BEEJAL DESAI
Sr. Vice President (Legal)
& Company Secretary

May 24, 2011
Registered Office
Mundhwa, Pune Cantonment
Pune 411 036

KALYANI

BHARAT FORGE LIMITED

ATTENDANCE SLIP

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 Fiftieth Annual General Meeting held at the Registered Office at Mundhwa, Pune Cantonment, Pune - 411 036, on Wednesday, August 10, 2011 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 Fiftieth Annual General Meeting to be held on Wednesday, August 10, 2011 at 10.30 a.m. (I.S.T.) and at any adjournment thereof.

Signed this ..... day of 2011

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.