

KALYANI FORGE LIMITED

(CIN: L28910MH1979PLC020959)

Regd. Office: Shangrila Gardens, "C" Wing,

1st floor, Opposite Bund Garden, Pune 411 001

E-mail : investors@kforge.com, Website : www.kalyaniforge.co.in

NOTICE

NOTICE is hereby given that the Thirty-Fifth Annual General Meeting of the members of KALYANI FORGE LIMITED will be held at Poona Club Ltd., 6, Bund Garden Road, Pune - 411 001 on Thursday, the 18th day of September, 2014 at 11.00 a.m., to transact the following business:

ORDINARY BUSINESS :

01. To receive, consider and adopt the Balance Sheet as at 31st March, 2014 and Profit & Loss Account as on that date together with reports of Directors' and Auditors' thereon.
02. To declare a dividend on equity shares.
03. To appoint a Director in place of Mr. Gaurishankar N. Kalyani who retires by rotation and being eligible, offers himself for re-appointment.
04. To appoint a Director in place of Mr. Viraj G. Kalyani who retires by rotation and being eligible, offers himself for re-appointment.
05. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution :

"RESOLVED THAT pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or re-enactment thereof for the time being in force, M/s. P. G. Bhagwat, Chartered Accountants, Pune having Firm Registration No.-101118W, be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General 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 :

06. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution :

"RESOLVED THAT pursuant to Sections 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2014 including any statutory modifications or re-enactment thereof and pursuant to Clause 49 of the Listing Agreement entered into with the Stock Exchanges, Mr. Ashok Ramkrishna Jamenis (DIN : 00082620), Director of the Company whose term of office was liable to be determined by retirement of director by rotation and in respect of whom the Company has received Notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose candidature of Mr. Ashok Ramkrishna Jamenis for the office of Director, be and is hereby appointed as an Independent Director of the Company for a period of five (5) years commencing from April 1, 2014, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

07. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution :

"RESOLVED THAT pursuant to Sections 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2014 including any statutory modifications or re-enactment thereof and pursuant to clause 49 of the Listing

Agreement entered into with the Stock Exchanges, Mr. Chandrashekhar Hanmant Naniwadekar (DIN : 00031023), Director of the Company whose term of office was liable to be determined by retirement of director by rotation and in respect of whom the Company has received Notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose candidature of Mr. Chandrashekhar Hanmant Naniwadekar for the office of Director, be and is hereby appointed as an Independent Director of the Company for a period of five (5) years commencing from April 1, 2014, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

08. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution :

“**RESOLVED THAT** pursuant to sections 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2014 including any statutory modifications or re-enactment thereof and pursuant to clause 49 of the Listing Agreement entered into with the Stock Exchanges, Mr. Pradip Prabhakar Nadkarni (DIN : 01670826), Director of the Company whose term of office was liable to be determined by retirement of director by rotation and in respect of whom the Company has received Notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose candidature of Mr. Pradip Prabhakar Nadkarni for the office of Director, be and is hereby appointed as an Independent Director of the Company for a period of five (5) years commencing from April 1, 2014, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

09. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution :

“**RESOLVED THAT** pursuant to sections 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2014 including any statutory modifications or re-enactment thereof and pursuant to clause 49 of the Listing Agreement entered into with the Stock Exchanges, Mr. Ravindran Sankaran (DIN : 00229000), Director of the Company whose term of office was liable to be determined by retirement of director by rotation and in respect of whom the Company has received Notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose candidature of Mr. Ravindran Sankaran for the office of Director, be and is hereby appointed as an Independent Director of the Company for a period of five (5) years commencing from April 1, 2014, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

By Order of the Board of Directors
For Kalyani Forge Ltd.,

Place : Pune
 Date : August 14, 2014

Amogh Barve
 Company Secretary

Registered Office :

Shangrila Gardens, 'C' Wing, 1st Floor,
 Opp Bund Garden, Pune- 411001

NOTES :

01. Explanatory Statement, pursuant to Section 102 (1) of the Companies Act, 2013 in respect of the business under Item No. 05 to 09 above, is annexed hereto.
02. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON SHALL NOT ACT AS PROXY FOR MORE THAN FIFTY (50) MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A PERSON HOLDING MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**
03. Proxies, in order to be effective, must be deposited with the Company at its Registered Office not less than 48 hours before the time fixed for holding the Annual General Meeting.
04. Every member entitled to vote at the Annual General Meeting of the Company can inspect the proxies lodged at the Company at any time during the business hours of the Company during the period beginning twenty four hours before the time fixed for the commencement of the Annual General Meeting. However, a prior notice of not less than 3 (three) days in writing of the intentions to inspect the proxies lodged shall be required to be provided to the Company.
05. The Register of members and the Share Transfer Books of the Company will remain closed from Thursday, September 11, 2014 to Thursday September 18, 2014 (both days inclusive).
06. Members are requested to note the following :
 - a) Members holding shares in physical form are requested to address all their correspondence including change of address to the Company's Registrar and Share Transfer Agents, Link Intime India Pvt. Ltd, Block No. 202, Second Floor, Akshay Complex, off Dhole Patil Road, Near Ganesh Mandir, Pune – 411 001 and members holding shares in dematerialized form should approach their respective Depository Participants for the same.
 - b) Quote client ID and DP ID numbers in respect of shares held in dematerialised form and ledger folio number in respect of shares held in physical form in all correspondence with the Company.
07. Members/ Proxies are requested to bring copy of Annual Report and attendance slip duly filled in and hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID numbers for identification.
08. Corporate members intending to send their authorized representative to attend meeting are requested to send a certified true copy of Board Resolution authorizing their representatives to attend and vote on their behalf at the Annual General Meeting.
09. Members holding equity shares in multiple folios in the identical order of names are requested to consolidate their holding into one folio.
10. The dividend, as recommended by the Board, if declared at the Annual General Meeting will be paid on or after September 18, 2014 to those persons or their mandate:
 - a) whose names appear as beneficial owners as at the end of the business hours on September 10, 2014 in the list of beneficial owners to be furnished by NSDL and CDSL in respect of the shares held in electronic form; and
 - b) whose names appear as members in the register of members of the Company after giving effect to valid share transfers in physical form lodged with the Company /Registrar and Share Transfer Agents on or before September 10, 2014.
11. Members holding shares in dematerialized form are requested to intimate any change in their address/ name, bank details, ECS mandates, nominations, power of attorney etc. to their respective DPs only.
12. Equity Shareholders who have not dematerialized are advised to dematerialize their shareholding to avoid inconvenience in future and to reap benefits of de-materialization.

13. **Sending the Annual Report by E-mail to shareholders is allowed and thus you are requested to confirm your e-mail ID if you want the Annual Report to be sent on e-mail. If you choose to receive the Annual Report on your e-mail then no separate Annual Report would be sent to you by post / courier.**

It would be your responsibility to report any changes in the e-mail ID that you have registered with us or your decision to receive the Annual Report by post / courier instead. Any member, insisting for physical copies of the Annual Report, would receive the same free of cost.

14. The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Transfer Agent.
15. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during office hours on all working days except Saturdays between 11.00 a.m. to 4.00 p.m. up to the date of declaration of the result of the 35th Annual General Meeting of the Company.
16. Information required under Clause 49 IV G of the Listing Agreement (relating to Corporate Governance) with respect to the Director retiring by rotation and being eligible seeking re-appointment, is as under:
- Item No. 3 – Re-appointment of Mr. Gaurishankar Neelkanth Kalyani

Name of the Director	Shri. Gaurishankar Neelkanth Kalyani
Director Identification Number	00519610
Date of Joining the Board	April 26, 2003
Profile of the Director	Mr. Gaurishankar N. Kalyani, born on August 31, 1954 is a Non-Executive Director of the Company. Mr. G. N. Kalyani is a Commerce Graduate (Hons.). Besides being the Director of the Company, he is also a Director of host of Private Limited Companies in the group. He is son of late Dr. Neelkanth A. Kalyani, Industrialist and founder of the Company and husband of Mrs. Rohini G. Kalyani, Chairperson & Managing Director of the Company.
Board Membership of other Public Limited companies as on March 31, 2014	Nil
Chairman/Member of the Committees of Board of Directors of the Company as on March 31, 2014	1 – Chairman of Share Transfer Cum Shareholders' Grievance Committee
Chairman/Member of the Committees of Director of other Companies in which he is a Board of Directors as on March 31, 2014	Nil
Shareholding in the Company as on March 31, 2014	47,020 Equity Shares

*Alternate directorship, directorships in Private Limited Companies, Foreign Companies and Section 8 Companies and their Committee memberships are excluded from this declaration. Membership and Chairmanship of Committees of only public Companies have been included in the aforesaid table.

Except Mrs. Rohini G Kalyani, Chairperson & Managing Director, Mr. Viraj G. Kalyani, Executive Director and Mr. Gaurishankar N. Kalyani himself together with his relatives, no other Director or Key Managerial Personnel of the Company or their relatives are concerned or interested in re-appointment of Mr. Gaurishankar N. Kalyani as a Director of the Company.

● Item No. 4 – Re-appointment of Mr. Viraj Gaurishankar Kalyani

Name of the Director	Shri. Viraj Gaurishankar Kalyani
Director Identification Number	02268846
Date of Joining the Board	May 17, 2013
Profile of the Director	Mr. Viraj Gaurishankar Kalyani, born on April 12, 1990 is Graduated from University of Pennsylvania by completing Jerome Fisher Program in Management and Technology. Mr. Viraj has also completed a four-year dual-degree program with Bachelor of Science in Economics and Concentration in Finance at the Wharton School and Bachelor of Science in Engineering, Major in Mechanical Engineering from the School of Engineering and Applied Science. Mr. Viraj joined the Company as Executive Vice President in the year 2012 and contributed towards implementation of expansion plans, business systems and research for potential new business opportunities and diversifications.
Board Membership of other Public Limited companies as on March 31, 2014	Nil
Chairman/Member of the Committees of Board of Directors of the Company as on March 31, 2014	Nil
Chairman/Member of the Committees of Board of Directors of other Companies in which he is a Director as on March 31, 2014	Nil
Shareholding in the Company as on March 31, 2014	31,635 Equity Shares

*Alternate directorship, directorships in Private Limited Companies, Foreign Companies and Section 8 Companies and their Committee memberships are excluded from this declaration. Membership and Chairmanship of Committees of only public Companies have been included in the aforesaid table.

Except Mrs. Rohini G Kalyani, Chairperson & Managing Director, Mr. Gaurishankar N. Kalyani, Non-Executive Director and Mr. Viraj G. Kalyani himself together with his relatives, no other Director or Key Managerial Personnel of the Company or their relatives are concerned or interested in re-appointment of Mr. Viraj G. Kalyani as a Director of the Company.

17. The Company is pleased to provide e-voting facility to all its shareholders pursuant to provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 to cast their votes electronically on the resolutions mentioned in the notice of 35th Annual General Meeting of the Company dated August 14, 2014 (the "AGM Notice"). The Company has appointed CS Raghavendra J. Joshi, Partner of M/s. Apte Joshi & Associates, Company Secretaries, Pune and/or Mr. Harshal R. Joshi, Practising Company Secretary, Pune as Scrutinizer for conducting e-voting process in fair and transparent manner. The e-voting rights of the shareholders/beneficial owners shall be reckoned on the equity shares held by them at the end of business hours on August 14, 2014. The instructions for e-voting are given below :

- User ID and Password for e-voting is provided in the covering letter to the Annual Report. Please note that the Password is an Initial Password.
- NSDL shall also be sending the User-ID and Password to those members whose shareholding is in the dematerialized format and whose email addresses are registered with the Company/Depository

Participant(s). For members who have not registered their email address, can use the details as provided above.

- c) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- d) Click on Shareholder – Login
- e) Put user ID and password as initial password noted in step (a) above. Click Login.
- f) If you are logging in for the first time, password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note the new password for all the future e-voting cycles offered by NSDL. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- g) Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- h) Login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through ‘Forgot Password’ option available on the site to reset the same.
- i) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.
- j) Home page of e-voting opens. Click on e-voting : Active Voting Cycles.
- k) Select “EVEN” of Kalyani Forge Limited. For and EVEN, you can login any number of times on e-voting platform of NSDL till you have voted on the resolution during the voting period.
- l) Now you are ready for e-voting as Cast Vote page opens.
- m) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- n) Upon confirmation, the message “Vote cast successfully” will be displayed
- o) Once you have voted on the resolution, you will not be allowed to modify your vote
- p) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail kflevoting@aptejoshi.com with a copy marked to evoting@nsdl.co.in.
- q) Please note that if you have opened 3-in-1 account with ICICI Group i.e. bank account and demat account with ICICI Bank Limited and trading account with ICICI Securities Limited, you can access e-voting website of NSDL through their website viz.; www.icicidirect.com for the purpose of casting your votes electronically by using your existing user ID and password used for accessing the website www.icicidirect.com. Please note that in case you are not able to login through the ICICI direct website, you can also access the e-voting system of NSDL by using your existing user ID and password for the e-voting system of NSDL.
- r) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com.
- s) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- t) The e-voting period commences on 10.00 a.m. on Thursday, September 11, 2014 and ends on 5.00 p.m. on Saturday, September 13, 2014. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off Date (“Record Date”) of August 14, 2014, may cast their vote electronically. The e-voting module shall also be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- u) The voting rights of Shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on August 14, 2014.

- v) Since the Company is required to provide members facility to exercise their right to vote by electronic means, shareholders of the Company holding shares either in physical form or in dematerialized form as on the Record Date of August 14, 2014 and not casting their vote electronically, may cast their vote either by sending their assent or dissent in writing on the Postal Ballot Form in a self-addressed postage prepaid envelope attached to this Notice or at the Annual General Meeting.
 - w) The Scrutinizer shall within a period of not exceeding three (3) working days from the conclusion of the e-voting period unlock the votes in the presence of atleast two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairperson of the Company.
 - x) The results shall be declared on or after the 35th Annual General Meeting of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.kalyaniforge.co.in and on the website of NSDL within two (2) days of passing of the resolutions at the 35th Annual General Meeting of the Company and communicated to the BSE Limited.
18. In terms of Clause 35B of the Listing Agreement, those members, who do not have access to e-voting facility, may send their assent or dissent in writing on the Postal Ballot Form attached with this AGM Notice in the enclosed self-addressed postage pre-paid envelope so as to reach the Scrutinizer at the address Mr. Raghavendra Joshi/Mr. Harshal R. Joshi, Scrutinizer, Link Intime India Pvt. Ltd., Unit : Kalyani Forge Limited, C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (W), Mumbai – 400 078 on or before Saturday, September 13, 2014. Any Postal Ballot Form received after this date will be treated as if the reply from the member has not been received.

Important Note :

As Kalyani Forge Limited, being a listed company and having more than 1000 shareholders, is compulsorily required to provide e-voting facility to members in terms of Section 108 of the Act read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, voting by show of hands will not be available to the members at the 35th AGM in view of the further provisions of Section 107 read with Section 114 of the Act.

By Order of the Board of Directors
For Kalyani Forge Ltd.,

Place : Pune
Date : August 14, 2014

Amogh Barve
Company Secretary

Annexure to Notice

As required by Section 102 (1) of the Companies Act, 2013, (hereinafter referred to as “the Act”) the following Explanatory Statements set out all material facts relating to the business mentioned under item Nos. 05 to 09 of the accompanying Notice dated 14th August, 2014.

Item No. 05

Section 139 of the Companies Act, 2013 and the Rules made thereunder provide that a company can appoint a firm as auditor for maximum two (2) terms of five (5) consecutive years. In other words, company can make appointment of auditor for five years at a time. M/s. P.G. Bhagwat, Chartered Accountants have already completed term of four years and thus can be appointed for one (1) more year.

In this regard, the Company has received a certificate from them, to the effect that their reappointment, if made, will be in accordance with Section 139 (1) of the Companies Act, 2013.

The Board recommends the appointment of M/s. P.G. Bhagwat, Chartered Accountants as Statutory Auditors of the Company for the financial year 2014-15.

None of the Directors is interested in the above resolution.

Item No. 06 to 09

The Board of Directors of the Company comprises of Chairperson & Managing Director, one Executive Director, one Non-Executive Non-Independent Director and other five (5) Directors, viz., Mr. Ashok Jamenis, Mr. C.H. Naniwadekar, Mr. Pradip Nadkarni, Mr. S. Ravindran and Mr. Umesh Lahoti who have been classified as Independent Directors pursuant to Clause 49 of the Listing Agreement.

According to the provisions of the Companies Act, 2013, the appointment of Independent Director(s) of the company shall be approved at the meeting of shareholders. Section 149 (4) of the Companies Act, 2013 states that every listed public company shall have at least one-third of the total number of directors as Independent Directors. Further, Section 149 (10) of the Companies Act, 2013, *inter alia*, provides that subject to the provisions of Section 152, an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company. It is also clarified that any tenure of an Independent Director on the date of commencement of this Act shall not be counted as a term under sub-section (10).

The Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidatures of Mr. Ashok Jamenis, Mr. C.H. Naniwadekar, Mr. Pradip Nadkarni and Mr. S. Ravindran for their appointment as Independent Directors of the Company. Further, the Company has also received declaration from these four (4) directors that they are eligible to get appointed as “Independent Director” pursuant to Clause 149(6) of the Companies Act, 1956.

In view of the above, the above-mentioned four (4) Directors fulfill the conditions specified in Section 149, 152 and Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2013.

The Board of Directors is, therefore, of the opinion that above named four (4) directors fulfill the conditions for appointment of Independent Directors as specified in the Companies Act, 2013. The Board considers that the contributions from all these eminent directors would be of immense benefit to the Company. Details in respect of the four (4) directors, i.e., Mr. Ashok Jamenis, Mr. C.H. Naniwadekar, Mr. Pradip Nadkarni and Mr. S. Ravindran are enclosed as Annexure – I. This explanatory statement may also be regarded as disclosure under Clause 49 of the Listing Agreement.

ANNEXURE – I

Name of the Director	Mr. Ashok R. Jamenis	Mr. C. H. Naniwadekar	Mr. Pradip Nadkarni	Mr. Ravindran Sankaran
Date of Birth	02/05/1943	29/10/1956	14/09/1948	19/04/1948
Date of Appointment	23/09/2007	06/10/2006	28/07/2007	31/01/2009
Qualification	B. E. (Mechanical) from University of Pune	Chartered Accountant	B. Tech (Mechanical Engineering) – IIT Bombay, MS (Mechanical Engineering) SUNY, US, DBM & MMS from Pune University	B. E. (Mechanical) and PGDBM from IIM Ahmedabad
Expertise in specific functional area	Management, Manufacturing/ Operations	Audit, Finance, Company Law and Taxation Matters	International Business, Strategic Planning and Global Supply Chain Management	Operations, Logistics and Profit Centre Management
Directorships in other Companies as on March 31, 2014	Kirloskar Ferrous Industries Ltd.	Kirloskar Proprietary Ltd.	NIL	NIL
Chairman/member of the Committees of Board of Directors of the Company as on March 31, 2014	Chairman: Remuneration Committee Member : 1) Audit Committee	Chairman: Audit Committee Member : 1) Share Transfer Cum Shareholders' Grievance Committee 2) Remuneration Committee	Chairman: NIL Member: 1) Audit Committee 2) Share Transfer Cum Shareholders' Grievance Committee 3) Remuneration Committee	Chairman: NIL Member: 1) Audit Committee 2) Remuneration Committee
Chairman/Member of the Committees of Board of Directors of other Companies in which he is a Director as on March 31, 2014	Chairman: NIL Member: Following Committees of the Board of Kirloskar Ferrus Ltd. 1) Audit Committee 2) Share Transfer cum Shareholders/Investors Grievance Committee 3) Finance Committee 4) Remuneration Committee 5) Rights Issue and Allotment Committee 6) Compensation Committee 7) Capex Planning Committee	NIL	NIL	NIL
Shareholding in the Company as on March 31, 2014	NIL	NIL	306 Equity Shares	NIL

* Alternate directorship, directorships in Private Limited Companies, Foreign Companies and Section 8 Companies and their Committee memberships are excluded from this declaration. Membership of Committees of only public Companies have been included in the aforesaid table.

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KALYANI FORGE LIMITED

(CIN: L28910MH1979PLC020959)

Regd. Office: Shangrila Gardens, "C" Wing,
1st floor, Opposite Bund Garden, Pune 411 001

E-mail : investors@kforge.com, Website : www.kalyaniforge.co.in

POSTAL BALLOT FORM (In lieu of e-voting at the Annual General Meeting)

1.	Name of Sole / First member	
2.	Name(s) of Joint member(s), if any	
3.	Registered Folio No./DP ID No./Client ID No.	
4.	Number of Shares held	

I/We hereby exercise my/our vote in respect of the Resolution(s) to be passed through e-voting / Postal Ballot for the business stated in the AGM Notice dated August 14, 2014 of the Company by conveying my / our assent or dissent to the said Resolution(s) by placing the tick (✓) mark at the appropriate box below :

Item No.	Description	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
1)	Adoption of the Financial Statements of the Company for the year ended March 31, 2014 together with reports of Directors' and Auditors' thereon. (Ordinary Resolution)			
2)	Declaration of Final Dividend on equity shares. (Ordinary Resolution)			
3)	Appointment of a Director in place of Mr. Gaurishankar N. Kalyani who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution)			
4)	Appointment of a Director in place of Mr. Viraj G. Kalyani who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution)			
5)	Appointment of Statutory Auditors of the Company for the F.Y. 2014-15. (Ordinary Resolution)			
6)	Appointment of Mr. Ashok R. Jamenis as Independent Director, not liable to retire by rotation in compliance with the provisions of Companies Act, 2013. (Ordinary Resolution)			
7)	Appointment of Mr. Chandrashekhkar Hanmant Naniwadekar as Independent Director, not liable to retire by rotation in compliance with the provisions of Companies Act, 2013. (Ordinary Resolution)			
8)	Appointment of Mr. Pradip Prabhakar Nadkarni as Independent Director, not liable to retire by rotation in compliance with the provisions of Companies Act, 2013. (Ordinary Resolution)			
9)	Appointment of Mr. Ravindran Sankaran as Independent Director, not liable to retire by rotation in compliance with the provisions of Companies Act, 2013. (Ordinary Resolution)			

(Signature of the member)

NOTE : Kindly read the instructions printed overleaf before filling the form. Last date for receipt of postal Ballot Form by Scrutinizer is **Saturday, September 13, 2014.**

POSTAL BALLOT INSTRUCTIONS :

- 01) In terms of Clause 35B of the Listing Agreement, those members, who do not have access to e-voting facility provided by the Company for the Annual General Meeting in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, may send their assent or dissent in writing on the Postal Ballot Form. Accordingly, this Postal Ballot Form is being provided under Clause 35B of the Listing Agreement to facilitate e-voting provided under Section 108 of the Companies Act, 2013 at 35th Annual General Meeting of the Company.
- 02) A member desiring to exercise his/her vote by Postal Ballot Form should complete this Postal Ballot form, sign and send in the enclosed self-addressed postage pre-paid envelope so as to reach the Scrutinizer as per instruction 06 below at the address Mr. Raghavendra Joshi / Mr. Harshal R. Joshi, Scrutinizer, Link Intime India Pvt. Ltd., Unit : Kalyani Forge Limited, C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (W), Mumbai – 400 078. Postage will be borne and paid by the Company. Envelopes containing Postal Ballots, if deposited in person or sent by courier at the expenses of the members will also be accepted.
- 03) The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company and the address at which the Postal Ballot Form is to be sent.
- 04) The Postal Ballot form should be completed and signed by the members. In the case of joint shareholding, this form should be completed and signed by the first named member and in his absence, by the next named member(s). Unsigned Postal Ballot forms will be rejected. The signature on the Postal Ballot Form must tally with the specimen signature registered with the Company.
- 05) Where the Postal Ballot Form has been signed by an Authorized Representative of a body corporate, a certified copy of the relevant authorizations to vote on the Postal Ballot should accompany the Postal Ballot Form. A member may sign the form through an attorney appointed specifically for this purpose, in which case an attested true copy of the Power of Attorney should be attached to the Postal Ballot Form.
- 06) Duly completed Postal Ballot Forms should reach the Scrutinizer not later than 5 p.m. on **Saturday, September 13, 2014**. Any Postal Ballot Form received after this time and date will be treated as if the reply from the member has not been received.
- 07) A member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the time and date specified at Item No. 06 above.
- 08) Voting rights will be reckoned on the paid-up value of shares registered in the name of the member on Thursday, August 14, 2014 which is the Record Date fixed for this purpose.
- 09) Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extra paper found in such envelope would be destroyed by the Scrutinizer.
- 10) There will be only one Postal Ballot Form for every folio irrespective of the number of joint member(s).
- 11) A member need not use all the votes nor does he need to cast all the votes in the same way.
- 12) The Scrutinizer's decision on the validity of a Postal Ballot shall be final and binding.
- 13) Incomplete, unsigned or incorrect Postal Ballot Forms shall be rejected.
- 14) The date of Annual General Meeting will be the deemed date of passing resolution(s) through e-voting/ Postal Ballot. **It may also be noted that, in terms of Section 114 of the Act, the Resolutions contained in the AGM Notice will be deemed to have been passed through the e-voting and Postal Ballot Form unless the Poll is taken at the AGM. Accordingly, the results shall be declared in terms of Rules 20 or 21 of the Companies (Management and Administration) Rules 2014, as the case may be.**
- 15) The right of e-voting and Postal Ballot Form shall not be exercised by a Proxy.