Mahindra Forgings

Mahindra Forgings Ltd.
Works : Gat No. 856 to 860.
Chakan Ambethan Road,Tal.: Khed,
Dist. Pune - 410 501, INDIA.
Tel. : +91 (02135) 663300
Fax : +91 (02135) 663301
Web. : www.mahindraforgings.com

Certified True Copy of the Resolution passed by the Shareholders of Mahindra Forgings Limited (the "Company") at the 14th Annual General Meeting of the Company held on Tuesday, July 23, 2013 at 4.00 p.m. at Rama Watumull Auditorium, Kishinchand Chellaram College, 124, Dinshaw Wacha Road, Churchgate, Mumbai - 400 020.

1. **Ordinary Resolution:**

   "RESOLVED THAT the Balance Sheet as at 31st March, 2013 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Directors and Auditors be and are received and adopted."

2. **Ordinary Resolution:**

   "RESOLVED THAT Mr. Mohit Burman, who retires by rotation and, being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

3. **Ordinary Resolution:**

   "RESOLVED THAT Mr. Harald Korte, who retires by rotation and, being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

4. **Ordinary Resolution:**

   "RESOLVED THAT Mr. Oliver Scholz, who retires by rotation and, being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

5. **Ordinary resolution:**

   "**RESOLVED THAT** Messrs B. K. Khare & Co., Chartered Accountants (Registration No. 105102W), the retiring Auditors of the Company, be re-appointed as 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, at such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors."

Mahindra Forgings

Mahindra Forgings Ltd.
Works : Gat No. 856 to 860.
Chakan Ambethan Road,Tal.: Khed,
Dist. Pune - 410 501, INDIA.
Tel. : +91 (02135) 663300
Fax : +91 (02135) 663301
Web. : www.mahindraforgings.com

6. Special Resolution:

"**RESOLVED THAT** pursuant to Section 258, 259 and all other applicable provisions of the Companies Act, 1956 and subject to the approval of the Central Government and other regulatory authorities, approval of the members be and is hereby accorded for increasing the maximum number of Directors of the Company from twelve to sixteen and for substituting the existing article no. 139 of the Articles of Association of the Company by the following article:

'Article 139

Until otherwise determined by a general meeting of the Company and subject to the provision of the Act, the number of directors shall not be less than three or more than sixteen.'

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as 'the Board', which term shall be deemed to include any Committee or person, which the Board may constitute/ nominate to exercise its powers conferred under this resolution), be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, proper or desirable and to settle any questions, diffi culties or doubts that may arise in this regard and to fi nalise and execute all documents and writings as may be necessary, proper, desirable or expedient as it may deem fit."

Certified True Copy
For Mahindra Forgings Limited

Place: Pune
Date : 26.07.2013

Company Secretary & Head - Legal