



Kalyani Forge Limited

KOREGAON BHIMA, -412 216, TEHSIL SIRUR DIST. PUNE.
☎ : (02137) 252335, 252755, 252757 FAX : (02137) 252344 / 252756.
www.kalyaniforge.co.in



KALYANI FORGE LTD
REGISTERED TO
ISO/TS : 16949 : 2002
FILE NUMBER : A10090-01

To

Bombay Stock Exchange Limited,
Corporate Relationship Department,
1st Floor, New Trading Ring,
Rotunda Bldg., P.J. Towers,
Dalal Street, Mumbai 400 001.

National Stock Exchange of India Ltd,
Exchange Plaza,
Bandra (East),
Mumbai 400 051.

Madam/Sir,
SUB : Notice of postal Ballot/ E-voting

Madam/Sir,

Enclosing the captioned Notice of Postal Ballot/E-voting and newspaper advertisement for your information.

Commencement of Voting : From 9:00 a.m. (IST) on Friday November 20, 2015

End of Voting : Upto 5:00 p.m. (IST) on Saturday, December 19, 2015

Kindly take the same on record.

Thanks & Regards,

Yours Faithfully,
For Kalyani Forge Limited

Rohini Kalyani
Chairman and Managing Director



Kalyani Forge Limited

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Postal Ballot Notice

[Notice Pursuant to Section 110, read with Section 108 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to other applicable laws and regulations, that the resolution appended below for appointment of Statutory Auditor is proposed to be passed by the Members through postal ballot/ voting by way of electronic means (e-voting). The explanatory statement pertaining to the aforesaid resolutions setting out the material fact concerning the item and the reason thereof is annexed hereto.

The Board of Directors of the Company has appointed Mr. G. M. Nadkarni, Company Secretary, partner at M/s. NMK and Associates, Company Secretaries, Pune as the Scrutinizer for conducting the postal ballot/ e-voting process in a fair and transparent manner.

Members opting for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through electronic means'; References to E-voting in this notice are deemed to have been received via postal ballot.

The Scrutinizer will submit his report to the Chairman of the Company after the completion of the scrutiny of e-voting. The results shall be declared on or before December 22, 2015 and communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agent and would also be displayed on the Company's website at <http://www.kalyaniforge.co.in>

Resolution:

To consider and if deem fit pass the following resolution as **ordinary resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139(8), 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, (including any statutory modifications or re-enactment thereof, for the time being in force) the casual vacancy caused in the office of Statutory Auditor due to resignation of M/S P G. Bhagwat, Chartered Accountants, Pune having Firm Registration Number 101118W that is filled by the Board by appointment of M/s. K.S. Aiyar & Co. Chartered Accountants, Mumbai (Firm Registration No.100186W) in its meeting held on 08th day of October 2015, subject to approval of members of the Company for the financial year 2015-16 till 37th Annual General Meeting to be held during the calendar year 2016 and Board of directors of the company be and are hereby authorised to fix remuneration as may be recommended by the Audit Committee for the year.

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RESOLVED FURTHER THAT Ms. Rohini Kalyani, Chairman and Managing Director be and is hereby authorized to do all such acts, deeds and things as may be necessary, proper and expedient for the purpose of giving effect to this resolution and for the matters connected therein or incidental thereto.”

Date: November 13, 2015

Place: Pune

for and order of the Board of Directors

Kalyani Forge Limited

Rohini Kalyani

Chairperson and Managing Director

DIN: 0051965

CIN: L28910MH1979PLC020959

REGD OFFICE: Shangrila Gardens, 1st Floor, 'C' Wing, Opp. Bund Garden, Pune: 411001

Notes

- 1 The statement pursuant to Section 102 (1) of the Act stating all material facts and the reasons for the proposed Ordinary Resolution is annexed herewith.
- 2 The notice of Postal Ballot/E-voting are being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited as on November 13, 2015. In accordance with section 101 of Companies Act 2013 and Rule 18 and 22 of Companies (Management and Administration) Rules 2014, the Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding) whereas Members whose email IDs are not registered, physical copies of the Postal Ballot / E-voting notice are being sent by permitted mode.
- 3 The Postal Ballot/E-voting notice is also being published in Financial Express and Loksatta Newspapers and the same has to be uploaded on the website viz. www.kalyaniforge.co.in
- 4 Members who have not registered their E-mail addresses so far are requested to register their E-mail addresses so that they can receive the communication from Company electronically.
- 5 Members whose names appear on the Register of Members / List of Beneficial Owners as on November 13, 2015 will be considered for the purpose of voting.
- 6 Resolutions passed by the Members through postal ballot/ e-voting are deemed to have been passed as if they have been passed at a General Meeting of the Members.
- 7 Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on November 13, 2015.
- 8 Pursuant to the provisions of section 110 of Companies Act 2013, read with the Companies (Management and Administration) Rules 2014, the "assent" or "dissent" of members in respect of above resolution contained in Postal Ballot Notice dated 13th November 2015 is being determined through postal ballot/E-voting.
- 9 In compliance with clause 35B of Listing Agreement and section 110 of the Companies Act, 2013 read with Rule 20 of Rules the company is offering e-voting facility to all its members as an alternative mode to exercise their voting rights. For this purpose, Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting to enable members to cast their votes electronically.
- 10 In compliance with Rule 22(5) of the Companies (Management and Administration) Rules 2014, the Board of Directors has appointed Mr. G. M. Nadkarni, Partner, M/s. NMK and Associates, Practicing Company Secretaries, Pune, as the Scrutinizer for conducting the postal ballot voting process in fair and transparent manner and in accordance with the said Rules.
- 11 The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman or any Director of the Company duly authorized, at 05:00 P.M. IST, on December 22, 2015 at the Registered Office and will also be displayed on the website of the Company (www.kalyaniforge.co.in), besides being communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agent on the said date.

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- 12 The date of declaration of results of the postal ballot by electronic means, i.e. on or before December 22, 2015, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
- 13 All the material documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch of the Notice till December 19, 2015.

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Instructions for Voting through electronic means

- i. The voting period begins on the business hours of November 20, 2015 and ends on end of the business hours of December 19, 2015 and business hours at 5.00 pm. 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 November 13, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. The shareholders should log on to the e-voting website www.evotingindia.com.
- iii. Click on Shareholders.
- iv. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

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vii. If you are a first time user follow the steps given below:

		For Members holding shares in Demat Form and Physical Form
PAN		<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8digits of the sequence number (as printed on ballot paper / notice) in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number1 then enter RA00000001 in the PAN field.
DOB		<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details		<p>Enter the Dividend Bank Details as recorded in your demat account or in the Details company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

viii. After entering these details appropriately, click on "SUBMIT" tab.

ix. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

xi. Click on the EVSN for the relevant <Company Name> on which you choose to vote.

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- xii. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiv. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xvii. If Demat account holder has forgotten the existing password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii. Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cDSLindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cDSLindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xix. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cDSLindia.com.

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Explanatory Statement pursuant to Sections 102(1) of the Companies Act, 2013 Item no. 1

The Statutory Auditor M/s. P. G. Bhagwat, appointed in the 36th Annual General Meeting held on 05th September 2015, has resigned due to professional constraints with effect from 06th day of October 2015. Therefore there is casual vacancy in the office of Statutory Auditor. As per section 139(8) of Companies Act 2013, such vacancy has to be filled by the board within 30 days of such resignation. Therefore Board has appointed M/s. K.S. Aiyar & Co. Chartered Accountants, Mumbai (Firm Registration No.100186W) as the Statutory Auditor of the Company for financial year 2015-2016 up to conclusion of next annual general meeting at the Board Meeting of the Company held on October 8TH 2015. However such vacancy filled by the board shall be approved by the members in general meeting. Therefore company has proposed this resolution for approval of M/s K.S. Aiyer as Statutory Auditor of the company via postal ballot/E-voting.

None of the Directors or Key Managerial Personnel or their respective relatives, in any way, are concerned or interested in the said resolution.

Date: November 13, 2015
Place: Pune

for and order of the Board of Directors
Kalyani Forge Limited

Rohini Kalyani
Chairperson and Managing Director
DIN: 00519565

CIN: L28910MH1979PLC020959

REGD OFFICE: Shangrila Gardens, 1st Floor, 'C' Wing, Opp. Bund Garden, Pune: 411001

**KALYANI**

KALYANI FORGE LIMITED

Shangrila Gadens,
1st Flor, 'C' wing, Opp. Bund Garden, Pune-411001
(CIN : L28910MH1979PLC020959)
Tel:020-26122704, Fax:020-26122704

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

NOTICE

Shareholders are hereby informed Pursuant to Section 110, read with Section 108 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 that the Company has.

- i) On Thursday, November 19, 2015, completed the dispatch of postal ballot/E-voting Notice along with to the shareholders who have not registered their e-mail ids with depositories or with Company and.
- ii) On Thursday, November 19,2015, sent e-mail through link in time private limited along with the details of Login ID and password to the shareholders who have registered their e-mail with depositories or with Company.

For seeking approval of shareholders of the Company by postal ballot/ voting by electronic means, for the following matter;

Item No	Description of the Resolution
1	Ordinary resolution for the casual vacancy caused in the office of Statutory Auditor due to resignation of M/S P G. Bhagwat, Chartered Accountants, Pune having Firm Registration Number 101118W that is filled by the Board by appointment of M/s. K.S. Aiyar & Co. Chartered Accountants, Mumbai (Firm Registration No.100186W)

The notice has been sent to all the shareholders, whose names, appear on the Register of Members/ List of beneficial owner on Friday November 13,2015, as received from Central Depository Services (India) Limited and National Securities Depository Limited. Thus the voting rights of the shareholders shall be reckoned as on Friday November 13,2015.The Company has appointed Mr. Girish Nadkarni, Partner NMK and associates, Pune, as scrutinizer for conducting the postal ballot/e-voting process in a fair and transparent manner.

As required under clause 35B of the Listing Agreement, the Company has offered e-voting facility, through link in time private limited to enable the shareholders to cast their votes electronically instead of dispatching postal ballot form. The detailed procedure for e-voting is enumerated in the postal ballot Form. Shareholders can cast their vote online from November 20, 2015 from 9.00 am to December 19, 2015 till 5.00 pm.

Notice is also available on website of the Company, 'www.kalyaniforge.co.in' shareholders, who do not receive the postal ballot/E-voting notice may download it from the website of the Company. The E-voting period ends on December 19,2015 at 5 pm. Any responses received after this date will be treated as if the same has not been received.

Members opting for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through electronic means'; References to E-voting in this notice are deemed to have been received via postal ballot.

The result of postal ballot/E-voting would be announced on Tuesday December 22, 2015 at the registered office of the Company. The result would be displayed at the registered office of the Company, intimated to the stock exchanges where the Company's shares are listed, published in the newspaper and displayed along with Scrutinizers report on the Company's website 'www.kalyaniforge.co.in'.

For any grievances / queries connected with postal ballot/e-voting shareholders may contact the undersigned at companysecretary@kforge.com or write to him at registered office of the Company.

For Kalyani Forge Limited
Rohini Kalyani
DIN: 0051965

Place : Pune

Date : November 19th, 2015

Chairperson and Managing Director