

BHARAT FORGE

May 24, 2024

To,

BSE Limited
1st Floor, New Trading Ring,
Rotunda Building, P.J. Towers,
Dalal Street, Fort,
Mumbai - 400 001
BSE SCRIP CODE – 500493

National Stock Exchange of India Limited
'Exchange Plaza',
Bandra-Kurla Complex, Bandra (East)
Mumbai- 400 051
Symbol: **BHARATFORG**
Series: **EQ**

Dear Sir,

Sub.: Certified True Copy of proceedings of Postal Ballot
Ref.: SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015
(“Listing Regulations”)

Dear Sir / Madam,

This is in furtherance to our intimation dated May 14, 2024 regarding the results of Postal Ballot approving the following:

- a. Ordinary Resolution Re-appointment of Mr. Amit Kalyani (DIN: 00089430) as a Whole-time Director designated as “Vice-Chairman and Joint Managing Director” of the Company
- b. Special Resolution Re-appointment of Mr. Dipak Mane (DIN: 01215889) as the Independent Director of the Company

In accordance with Listing Regulations, we are submitting herewith certified true copy of the proceedings of the Postal Ballot.

Kindly take the same on record.

Thanking you.

Yours faithfully,

For Bharat Forge Limited

Tejaswini Chaudhari
Company Secretary and Compliance Officer

Encl.: As above



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B H A R A T F O R G E

CERTIFIED TRUE COPY OF THE PROCEEDINGS OF THE RESOLUTION PASSED BY THE MEMBERS OF THE COMPANY ON FRIDAY, MAY 10, 2024 BY WAY OF POSTAL BALLOT, PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 (THE ACT) READ WITH THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014.

The Board of Directors of the Company (“**Board**”) at its meeting held on February 12, 2024 approved the proposal to conduct a postal ballot (“**Postal Ballot**”) by remote e-voting process (“**e-voting**”) pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 (“**Act**”), Rule 20 and Rule 22 of the Companies (Management and Administration Rules), 2014 read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 3/2022 dated May 05, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (collectively referred to as “**MCA Circulars**”) and Regulation 44 of the Securities and Exchange Board of India (“**SEBI**”) (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“**Listing Regulations**”) and other applicable provisions, if any, of the Listing Regulations, for the time being in force and as amended from time-to-time and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”) to seek approval of the Members on the following resolutions:

- a. Ordinary Resolution Re-appointment of Mr. Amit Kalyani (DIN: 00089430) as a Whole-time Director designated as “Vice-Chairman and Joint Managing Director” of the Company
- b. Special Resolution Re-appointment of Mr. Dipak Mane (DIN: 01215889) as the Independent Director of the Company

The following actions were conducted pursuant to the approval of the Board and in compliance with the provisions of the Act and MCA Circulars:

- i. Mr. Sridhar Mudaliar (Membership No. FCS 6156), failing him, Mrs. Sheetal Joshi (Membership No. FCS 10480), Partners of M/s. SVD & Associates, Company Secretaries, Pune were appointed as scrutinizer for conducting the Postal Ballot through e-voting in a fair and transparent manner.

Further, the Board at its meeting held on February 12, 2024, had authorized Ms. Tejaswini Chaudhari, Company Secretary and Compliance Officer of the Company to receive the Scrutinizer's Report along with related papers and declare the results of e-voting;

- ii. The Company availed the services of National Securities Depository Limited (“**NSDL**”) for providing e-voting facility to the Members;



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- iii. A newspaper advertisement dated April 10, 2024 as required under the Act and the MCA Circulars was published on April 11, 2024 in English and Marathi editions of Business Standard and Loksatta, respectively;
- iv. The e-voting period commenced at 9.00 a.m. (IST) on Thursday, April 11, 2024 and ended at 5.00 p.m. (IST) on Friday, May 10, 2024. The Members were informed that the e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled upon expiry of aforesaid period.

Pursuant to the MCA Circulars, the Company completed circulation of Notice along with explanatory statement via electronic mode on Wednesday, April 10, 2024 to those members whose e-mail addresses were registered with the Depositories (in case of Members holding shares in Demat form) or with Registrar and Share Transfer Agent of the Company (in case of Members holding shares in physical form) and whose names appeared on the Register of Members/ List of Beneficial Owners as on Thursday, April 04, 2024 (“**Cut-off date**”).

The Members were required to communicate their assent or dissent only through e-voting system in terms of the MCA Circulars.

The Members holding shares as on the Cut-off Date i.e. Thursday, April 04, 2024 were only entitled to vote on the resolutions.

The Scrutinizer’s Report dated May 14, 2024 for the two resolutions as set out in the Notice of the Postal Ballot dated April 03, 2024 was handed over to the Company Secretary and the Company Secretary declared the results on May 14, 2024 that the resolutions were passed with the requisite majority.

The results were simultaneously intimated to stock exchanges and uploaded on the websites of the Company and NSDL (“**e-voting agency**”).

The summarized details of text of the resolutions passed and details of voting as per Scrutinizer’s report are as under:

1. **Ordinary Resolution for Re-appointment of Mr. Amit Kalyani as Whole-time Director designated as Vice-Chairman and Joint Managing Director of the Company**

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the ‘**Act**’) read along with Schedule V to the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] (“**Rules**”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), as amended, articles of association of the Company and based on the recommendation of the Nomination and Remuneration Committee (“**NRC**”) and the Board of Directors of the Company (hereinafter



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referred to as the “**Board**”, which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution), and subject to such other sanctions/approvals, as may be necessary or required, consent of the members be and is hereby accorded to the re-appointment of Mr. Amit Kalyani (DIN: 00089430) as Whole-time Director (‘WTD’) of the Company, designated as “Vice-Chairman and Joint Managing Director” of the Company for further term of five (5) consecutive years commencing from May 11, 2024 till May 10, 2029 (both inclusive), liable to retire by rotation, on following terms and conditions including remuneration:

A. Tenure –

The re-appointment of Mr. Amit Kalyani as Vice-Chairman and Joint Managing Director is for a period of five (5) consecutive years with effect from May 11, 2024 to May 10, 2029 (both inclusive), liable to retire by rotation, with authority to the Board to alter his designation including elevation as deemed fit, on the recommendations of the NRC and subject to such other approvals, as may be required.

B. Remuneration –

The broad particulars of remuneration proposed to be paid to Mr. Amit Kalyani as Vice-Chairman and Joint Managing Director of the Company during his tenure of office is as under:

I. SALARY:

The NRC and Board, after taking into consideration the additional duties and responsibilities of Mr. Amit Kalyani and also considering the size and complexity of the business, approved salary of Rs. 29,61,000 (Rupees Twenty-Nine Lakh Sixty-One Thousand) per month in the grade of Rs. 29,00,000 (Rupees Twenty-Nine Lakh) to Rs. 65,00,000 (Rupees Sixty-Five Lakh only).

On the recommendations of the NRC, the Board is authorized to determine the salary and grant such increase(s) in salary and/ or allowances by whatever name called from time-to-time within the aforesaid limit.

II. COMMISSION:

The variable pay for the appointee is in the nature of commission which is purely profit based. Commission for a particular year shall not exceed lower of Rs. 11,00,00,000 (Rupees Eleven Crores) or 1.25% of the net profit calculated in accordance with Section 198 of the Act, which put together with his total remuneration, shall be subject to the overall ceilings laid down in Section 197 of the Act. For the period of appointment starting 2024-2025, the Board has fixed the target commission of Rs. 5,00,00,000 (Rupees Five Crore) for financial year 2024-25 i.e. the appointee’s commission shall not exceed 1.25% of the net profit calculated in accordance with Section 198 of the Act or Rs. 5,00,00,000 whichever is lower.



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During the term of appointment, the commission shall be determined and paid subject to above limits considering the individual performance on financial goals, operational goals, sustainability initiatives, achieving carbon neutrality and overall company performance in terms of both revenues and net profits. Company performance is measured against the parameters approved by the Board and that may include revenue, PBT, PAT, Cash Flow and other strategic goals for the year set for the appointee.

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 ceiling of fifty percent (50%) of the basic salary of Mr. Amit Kalyani.

Housing II:

In case the accommodation is owned by the Company, ten percent (10%) of the salary of Mr. Amit Kalyani shall be considered as a perquisite.

Housing III:

In case no accommodation is provided by the Company, Mr. Amit Kalyani shall be entitled to house rent allowance subject to the ceiling laid down in Housing I above.

Explanation:

The expenditure incurred by the Company on gas, electricity, water, furnishings, and other house maintenance activities shall be valued as per the Income Tax Rules, 1962. This shall, however, be subject to a ceiling of ten percent (10%) of the salary of Mr. Amit Kalyani.

(ii) Medical reimbursement:

As per the rules of the Company.

(iii) Leave travel concession:

For Mr. Amit Kalyani and his family in accordance with the rules of the Company.



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(iv) Club fees:

Fees of clubs subject to a maximum of two (2) 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 Mr. Amit Kalyani.

CATEGORY 'B'

- a. Contribution to Provident Fund, Superannuation Fund or National Pension 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.
- b. Gratuity to be paid as per the rules of the Company.
- c. Encashment of leave at the end of the tenure, 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.

IV. MAXIMUM REMUNERATION:

The overall remuneration payable to Mr. Amit Kalyani comprising of the fixed component and variable pay linked to the profitability of the Company, shall not, during his tenure, in any financial year, exceed Rs. 22,00,00,000 (Rupees Twenty-Two Crore) per annum. This shall further be subject to the ceiling on remuneration fixed under Sections 197 and 198 read with Schedule V of the Act.

RESOLVED FURTHER THAT, notwithstanding anything contained herein, where in any financial year during the currency of the tenure of Mr. Amit Kalyani, the Company has no profits or inadequate profit, Mr. Amit Kalyani will be paid remuneration only by way of salary and perquisites specified above, subject to requisite approval, if any, as may be required under the Act or rules made thereunder (including any modification or re-enactment thereof).



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RESOLVED FURTHER THAT for the purposes of giving effect to the above resolution, the Board be and is hereby authorized to execute all such agreements, documents, instruments and writings, file requisite filings, settle all questions, difficulties or doubts that may arise in this regard including for obtaining necessary approvals in relation thereto, and do such other acts, deeds, matters and things as may be considered necessary, desirable or expedient and delegate all or any of its powers herein conferred to any committee of directors or director(s) or officer(s) of the Company.”

The result of e-voting is as under:

Votes cast in favour of the resolution		Votes cast against the resolution		Invalid votes		Result
No. of shares	%	No. of shares	%	No. of shares	%	Passed by requisite majority
34,15,71,477	89.2574	4,11,09,861	10.7426	90,36,630	2.3614	

2. **Special Resolution for Re-appointment of Mr. Dipak Mane (DIN 01215889), as an Independent Director of the Company**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the ‘Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re- enactment(s) thereof for the time being in force) (“**Rules**”) read with Schedule IV to the Act and Regulation 17 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), upon recommendation of Nomination and Remuneration Committee (“**NRC**”), Mr. Dipak Mane (DIN 01215889), who was appointed as an Independent Director at the fifty-eighth Annual General Meeting of the Company and who holds office up to June 20, 2024 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five (5) consecutive years commencing with effect from June 21, 2024 up to June 20, 2029 (both inclusive).

RESOLVED FURTHER THAT the Board of Directors of the Company and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”



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Votes cast in favour of the resolution		Votes cast against the resolution		Invalid votes		Result
No. of shares	%	No. of shares	%	No. of shares	%	Passed by requisite majority
37,63,04,883	98.3339	63,75,977	1.6661	90,36,630	2.3614	

Accordingly, both the above-mentioned Resolutions, as set out in the Postal Ballot Notice dated April 03, 2024, were duly approved through Postal Ballot by the Members of the Company with the requisite majority on May 10, 2024.

\\ Certified to be true ///

For Bharat Forge Limited

Tejaswini Chaudhari
Company Secretary and Compliance Officer
Membership No: A18907
Date: May 24, 2024



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