

BHARAT FORGE

January 15, 2025

To

BSE Limited
Corporate Relations Department
Phiroze Jeejeebhoy Towers
Dalal Street, Fort, Mumbai 400 001
Maharashtra, India

National Stock Exchange of India Limited
Listing Department
Exchange Plaza, Plot No. C/1, G Block
Bandra Kurla Complex, Bandra (East)
Mumbai 400 051, Maharashtra, India

Scrip Code: 500493

Symbol: BHARATFORG

Sub. : Notice of Postal Ballot - Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)

Dear Sir / Madam,

This is in furtherance of our Company’s Stock Exchange Intimation dated December 30, 2024, with regard to approval of appointment of Ms. Rashmi Joshi (DIN : 06641898) and Mr. Ravi Kapoor (DIN : 00185981) as Additional Independent Directors, subject to the approval of the shareholders by way of Postal Ballot.

Please find enclosed herewith a copy of the Postal Ballot Notice dated January 6, 2025 (“**Postal Ballot Notice**”) to seek approval of the shareholders via Special Resolution for the following special business:

Special Resolution No.1 :	Appointment of Ms. Rashmi Joshi (DIN: 06641898) as an Independent Director of the Company.
Special Resolution No.2 :	Appointment of Mr. Ravi Kapoor (DIN: 00185981) as an Independent Director of the Company.

The aforesaid Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Thursday, January 9, 2025 (“**Cut-off date**”), seeking their approval as set out in the Postal Ballot Notice.

The Company has engaged the services of National Securities Depository Limited (“**NSDL**”) for the purpose of providing e-Voting facility to its Members. The details of the procedure to cast the vote forms part of the ‘Notes’ section of the Notice.



KALYANI

CIN L25209PN1961PLC012046

BHARAT FORGE LIMITED, MUNDHWA, PUNE 411 036, MAHARASHTRA, INDIA.

Phone : + 91 20 6704 2476 / 6704 2850 (Secretarial) Fax : 020 2682 2163

Email : secretarial@bharatforge.com Website : www.bharatforge.com

B H A R A T F O R G E

Commencement of e-Voting	From 9.00 am on Thursday, January 16, 2025
Conclusion of e-Voting	Upto 5.00 pm on Friday, February 14, 2025

The results of the postal ballot will be announced on or before Tuesday, February 18, 2025.

In accordance with the provisions of the MCA Circulars, the Company has arranged for the Members to register their e-mail addresses. Those Members who have not yet registered their e-mail addresses are requested to register their e-mail address by following the procedure set out in the notes to the Postal Ballot Notice.

The Postal Ballot Notice will also be available on the Company's website: <https://www.bharatforge.com/investors/shareholders-information/notices> and also on the website of NSDL: www.evoting.nsdl.com.

Kindly take the same on record.

Thanking you,

Yours faithfully,
For Bharat Forge Limited

Tejaswini Chaudhari
Company Secretary & Compliance Officer

Encl.: as above



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BHARAT FORGE LIMITED

CIN: L25209PN1961PLC012046

Registered Office: Mundhwa, Pune Cantonment, Pune - 411 036, Maharashtra, India.

Phone: +91 20 6704 2777 / 2476 Fax: +91 2682 2163

E-mail: secretarial@bharatforge.com Website: www.bharatforge.com

POSTAL BALLOT NOTICE

Notice is hereby given pursuant to the provisions of Sections 108 and Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”), read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “**Management Rules**”), (including any statutory modification or re-enactment thereof for the time being in force) and any other applicable provisions of the Act and the rules made thereunder, read with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020 and the subsequent Circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 and other relevant and applicable circulars issued by the Ministry of Corporate Affairs (“**MCA Circulars**”) and Regulation 44 of the Securities and Exchange Board of India (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 read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 and SEBI Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 (“**SEBI Circulars**”) and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”), that the special resolutions set-out below are proposed to be passed by way of Postal Ballot by voting through electronic means only (“**e-voting**”).

A statement pursuant to Section 102 of the Act (“**Explanatory Statement**”) read with Listing Regulations and other applicable laws setting out material facts and relating to the following special resolutions and the rationale / justification thereof, is enclosed hereto and forms part of the Notice.

In compliance with MCA Circulars and SEBI Circulars, this Notice is being sent only through electronic mode to those Members whose e-mail address is registered with the Company / Depository Participant(s) as on **Thursday, January 9, 2025** (“**Cut-off date**”). If the email address of any Member is not registered or updated with the Company / Depository Participant(s), they may follow the process provided in the Notes hereunder to receive the Notice, login ID and password for remote e-Voting.

In compliance with Sections 108 and 110 of the Act, read with Rule 20 and 22 of the Management Rules and Regulation 44 of the Listing Regulations, and in accordance with MCA Circulars and SEBI Circulars, the Company is pleased to provide to its Members, the facility to exercise their right to vote on the resolutions appended to this Notice, by ‘remote e-voting’ only and for this purpose, the Company has availed

electronic voting platform of NSDL for facilitating e-voting. The instructions for e-voting are provided hereunder. The e-voting period commences from **09.00 a.m. (IST) on Thursday January 16, 2025 and ends at 05.00 p.m. (IST) on Friday, February 14, 2025**. Members are requested to peruse the proposed resolutions along with the explanatory statement, carefully read the instructions in the Notes to this Notice and cast their vote electronically by indicating **Assent (For)** or **Dissent (Against)** for the said Resolution not later than 05:00 p.m. (IST) on *Friday February 14, 2025* (the last day to cast vote electronically). Members are requested to follow the procedure as stated in this Notice for casting their votes by e-voting. The said notice of Postal Ballot is also available on the website of the Company at www.bharatforge.com.

Pursuant to Rule 22(5) of the Management Rules, Mr. Sridhar Mudaliar (Membership No. FCS 6156), failing him, Ms. Sheetal Joshi (Membership No. FCS 10480), Partners of M/s. SVD & Associates, Company Secretaries, Pune have been appointed as the “**Scrutinizer**”, to scrutinize the e-voting process in a fair and transparent manner.

Upon completion of the scrutiny of e-voting, the Scrutinizer will submit a report to the Chairman (the “**Chairman**”) or to any other person of the Company duly authorised by the Chairman in this regard, who shall countersign the same. The result of e-voting shall be intimated to BSE Limited and National Stock Exchange of India Limited, where the Company’s equity shares are listed within a period of 2 working days from the conclusion of the e-voting. The results would also be uploaded on the websites of the Company at www.bharatforge.com, the stock exchanges at www.bseindia.com and www.nseindia.com and also the website of the Registrar and Share Transfer Agent of the Company, MUFG Intime India Private Limited (“**RTA**” / “**LIPL**”) at <https://instavote.linkintime.co.in>.

The resolution, if passed by the requisite majority, shall be deemed to have been passed on *Friday February 14, 2025* i.e. the last date specified for e-voting.

SPECIAL BUSINESS

1. Appointment of Ms. Rashmi Joshi (DIN: 06641898) as an Independent Director of the Company.

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to Sections 149, 152, 161 read with schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”) along with Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modifications or re-enactment thereof for the time being in force) and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“**Listing Regulations**”) including any amendments, modifications, variations or re-enactments thereof, the Articles of Association of the Company, and the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company (hereinafter referred to as the “**Board**”), **Ms. Rashmi Joshi (DIN: 06641898)**, who was appointed as an Additional Non-Executive Independent Director with effect from

December 30, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, to hold office for a period of 5 (five) consecutive years with effect from December 30, 2024 to December 29, 2029 (both days inclusive), not liable to retire by rotation.

RESOLVED FURTHER THAT Ms. Rashmi Joshi shall be entitled to sitting fees and commission not exceeding the limits as provided under the Act and Listing Regulations, as may be recommended by the Nomination & Remuneration Committee and decided by the Board from time to time, as well as reimbursement of expenses for attending Board and Committee meetings, as the case may be.

RESOLVED FURTHER THAT the Board be and is hereby authorized to execute all such documents, instruments and writings, as deemed necessary, file requisite forms or applications with statutory/ regulatory authorities, as it may in its sole and absolute discretion deem fit and to do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any Director(s) / Key Managerial Personnel(s) of the Company, to give effect to this resolution.”

2. Appointment of Mr. Ravi Kapoor (DIN: 00185981) as an Independent Director of the Company.

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to Sections 149, 152, 161 read with schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”) along with Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modifications or re-enactment thereof for the time being in force) and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“**Listing Regulations**”) including any amendments, modifications, variations or re-enactments thereof, the Articles of Association of the Company, and the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company (hereinafter referred to as the “**Board**”), **Mr. Ravi Kapoor (DIN: 00185981)**, who was appointed as an Additional Non-Executive Independent Director with effect from December 30, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, to hold office for a period of 5 (five) consecutive years with effect from December 30, 2024 to December 29, 2029 (both days inclusive), not liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Ravi Kapoor shall be entitled to sitting fees and commission not exceeding the limits as provided under the Act and Listing Regulations, as may be recommended by the Nomination & Remuneration Committee and decided by the Board from time to time, as well as reimbursement of expenses for attending Board and Committee meetings, as the case may be.

RESOLVED FURTHER THAT the Board be and is hereby authorized to execute all such documents, instruments and writings, as deemed necessary, file requisite forms or applications with statutory/ regulatory authorities, as it may in its sole and absolute discretion deem fit and to do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any Director(s) / Key Managerial Personnel(s) of the Company, to give effect to this resolution.”

Registered Office:

Mundhwa, Pune Cantonment,
Pune 411 036, Maharashtra, India.

**By order of the Board of Directors
For Bharat Forge Limited**

Phone: 020 - 6704 2476 / 6704 2850
Email: secretarial@bharatforge.com
Website: www.bharatforge.com

Tejaswini Chaudhari
Company Secretary
A18907

Date: January 6, 2025

Place: Pune

NOTES:

1. The Explanatory Statement pursuant to Section 102 read along with Section 110 of the Act and pursuant to the Listing Regulations, 2015 and other applicable laws, setting out material facts relating to the special business proposed to be transacted, is enclosed hereto for your kind consideration and forms part of the Notice.
2. In compliance with the aforesaid MCA Circulars, the business set out in the Notice will be transacted through electronic voting system only and accordingly, the Company is providing facility of remote e-voting. For this purpose, necessary arrangements have been made by the Company with NSDL in compliance with Section 108 of the Act, read with Regulation 44 of Listing Regulations, 2015, read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 as amended and in terms of extant applicable circulars issued by Securities and Exchange Board of India and Ministry of Corporate Affairs.
3. The Notice is being sent to all the members, whose names appear on the Register of Members/ List of Beneficial Owners as on **Thursday, January 9, 2025** as received from National Securities Depository Limited (NSDL) and Central Depository Services Limited (“CDSL”) (collectively referred to as “**Depositories**”). In compliance with MCA Circulars and SEBI Circular, the Notice is being sent to members only in electronic form to the e-mail addresses registered with their

Depository Participants (in case of electronic shareholding) / the Company's Registrar and Transfer Agent (in case of physical shareholding) and Physical copies of the Notice are not being sent to the members for this Postal Ballot. Therefore, those members who have not yet registered their e-mail addresses are requested to verify / update their e-mail addresses and mobile number with their respective Depository Participants. Members can temporarily update their email address and mobile number with Company's RTA - MUFG Intime India Private Limited, by visiting the link: https://linkintime.co.in/emailreg/email_register.html

4. The Notice is also available on the website of the Company at www.bharatforge.com, on the websites of stock exchanges i.e. BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of the NSDL i.e. www.evoting.nsdl.com.
5. Pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2), the relevant details are provided in **Annexure "A"** and **Annexure "B"** forming part of this Notice.
6. In compliance with the provisions of Sections 108 and 110 of the Act, read with the Management Rules and Regulation 44 of Listing Regulations, the Company is offering e-voting facility to all the members of the Company to enable them to cast their votes electronically. The Company has engaged the services of NSDL to provide e-voting facility to its members. The instructions for e-voting form part of this Notice.
7. The voting rights of the members shall be in proportion to their holding of Equity Shares with the paid-up equity share capital of the Company as on **Thursday, January 9, 2025** ("**Cut-Off date**"). Only those members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-Off date will be entitled to cast their votes by e-voting. A person who is not a member as on the Cut-Off date should treat this Notice for information purposes only.
8. Facility to exercise vote by Postal Ballot by voting through electronic means will be available during the following period:

i.	Commencement of e-Voting	Thursday, January 16, 2025
ii.	Conclusion of e-Voting	Friday, February 14, 2025
(both days inclusive)		

The facility for voting through electronic means will be disabled for voting by NSDL upon expiry of the aforesaid voting period.

9. A member cannot exercise his / her vote through proxy on Postal Ballot. However, corporate and institutional members shall be entitled to vote through their authorized representatives. Corporate and institutional members are requested to provide a proof of authorization (Board Resolution / authority letter / power of attorney etc.) in favour of their authorised representatives to the scrutinizer

through e-mail to cs@svdandassociates.com with a copy marked to secretarial@bharatforge.com.

10. Members are advised to update their PAN, KYC (Address, Email ID, Mobile Number, Bank Account Details, Specimen Signature, etc.) and Nomination details as mandated by SEBI vide its circular SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023, SEBI/HO/MIRSD/POD-1/P/CIR/2023/158 dated September 26, 2023 and SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023, as per below:
 - a) Members holding shares in physical form: to the Company's RTA, in prescribed Form ISR - 1 and other forms as per instructions mentioned in the form. The Company has already sent requisite communication to the members for furnishing these details. The formats can be downloaded from RTA's website at <https://liiplweb.linkintime.co.in/KYC-downloads.html> or from the Company's website at <https://www.bharatforge.com/investors/shareholders-information/shareholder-download>.
 - b) Members holding shares in Dematerialized form: to their respective DPs as per the procedure prescribed by them.
11. Members may further note that SEBI vide circular dated January 25, 2022, has mandated the listed companies to issue Securities in Dematerialized form only while processing service requests, viz., issue of duplicate Securities certificate; claim from unclaimed suspense account; renewal/exchange of Securities certificate; endorsement; sub-division/splitting of Securities certificate; consolidation of Securities certificates/folios; transmission and transposition. Accordingly, members are requested to make service requests by submitting the forms in the specified formats, which are available on the website of the Company at <https://www.bharatforge.com/investors/shareholders-information/shareholder-download> & also available on the website of the RTA at <https://web.linkintime.co.in/KYC-downloads.html>. It may be noted that any service request can be processed only after the folio is KYC Compliant.
12. Further, SEBI vide its notification dated January 24, 2022, has amended Regulation 40 of Listing Regulations and has mandated that all requests for transmission of Securities as well as transposition requests shall be processed only in Dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of Dematerialization, members are therefore advised to dematerialize the shares held by them in physical form.
13. We are committed to providing excellent services to our shareholders, while upholding the highest standards of corporate governance. To further enhance our shareholder service standards, the Company has launched the Shareholders' Satisfaction Survey, which is available on the Company's website at <https://survey.kalyanicorp.com/ShareholderSurvey/>. The members are requested, to take a few moments to complete the survey. Your feedback is invaluable to us as we strive to better serve you.

14. Instructions for members for e-voting: The way to vote electronically on NSDL e-voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-voting system

Step 2: Cast your vote electronically on NSDL e-voting system





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding Securities in Demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding Securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their Demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding Securities in Demat mode is given below:

Type of shareholders		Login Method
Individual Shareholders holding Securities in Demat mode with NSDL.	1.	Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ” icon under “ Login ” which is available under ‘ IDeAS ’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “ Access to e-Voting ” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
	2.	If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com . Select “ Register Online for IDeAS Portal ” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp

	<p><u>3.</u> Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit Demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>
	<p><u>4.</u> Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;">  App Store  Google Play </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
<p>Individual shareholders holding Securities in Demat mode with CDSL</p>	<p><u>1.</u> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p>

	<p><u>2.</u> After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p>
	<p><u>3.</u> If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p>
	<p><u>4.</u> Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual shareholders (holding Securities in Demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding Securities in Demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding Securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding Securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request on helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding Securities in Demat mode and shareholders holding Securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
4. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

5. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in Demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID Eg. if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in Demat account with CDSL.	16 Digit Beneficiary ID Eg. if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 132632, then user ID is 132632001***

6. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your Demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **Process for those shareholders whose email ids are not registered.**

1. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your Demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your Demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
2. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
3. Now, you will have to click on “Login” button.
4. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of Bharat Forge Limited which is **132632**.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cs@svdandassociates.com and secretarial@bharatforge.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the 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 the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. 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 download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Rimpa Bag at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this Notice :

1. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to secretarial@bharatforge.com
2. In case shares are held in Demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to secretarial@bharatforge.com. If you are an Individual shareholders holding Securities in Demat mode, you are requested to refer to the login method explained at **Step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding Securities in Demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding Securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and e-mail ID correctly in their Demat account in order to access e-Voting facility.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, AND SEBI LISTING REGULATIONS SETTING OUT MATERIAL FACTS IN RESPECT OF SPECIAL BUSINESS PROPOSED IN THIS NOTICE (“EXPLANATORY STATEMENT”)**ITEM NO. 1**

The Board of Directors of the Company (“**the Board**”), on the recommendation of the Nomination and Remuneration Committee (“**NRC**”) have approved appointment of Ms. Rashmi Joshi (DIN: 06641898) as an Additional Non-Executive Independent Director of the Company with effect from December 30, 2024 upto December 29, 2029 (both days inclusive) for a period of five (5) consecutive years, not liable to retire by rotation, after having received the requisite regulatory approvals, subject to approval of the members.

In terms of the provisions of Regulation 17 (1C) of the Listing Regulations, the appointment of any person on the Board of the Company shall be approved by the shareholders at the next general meeting or within three months from the date of appointment, whichever is earlier. Accordingly, approval of the members is being sought for the appointment of Ms. Rashmi Joshi as an Independent Director of the Company, not liable to retire by rotation, by way of Postal Ballot.

The Company adheres to a methodical, meticulous, meritocratic and transparent process while selecting its Board members to ensure that the right individuals are chosen to guide the Company’s strategic direction. The NRC regularly evaluates the skills, expertise, and diversity within the current Board composition to assess and identify the attributes required to sustain the long-term vision of the Company.

During this evaluation process, the NRC identified the experience, competencies and expertise of Ms. Rashmi Joshi that aligns with the Company’s strategic objectives and governance needs. She is a qualified Chartered Accountant with over 3 decades of a breakthrough career with large multinational organizations in India and abroad. She has a progressive history of improving corporate credibility and governance standards while working across the FMCG, Consumer Durables, Pharmaceuticals and Lubricants industry.

The Company has received all statutory disclosures / declarations from Ms. Rashmi Joshi, including consent in writing to act as Director and declaration that she is not disqualified under Section 164 of the Companies Act, 2013. Further, Ms. Rashmi Joshi has declared that she is not debarred from accessing capital markets and / or restrained from holding any position / office of Director in a Company pursuant to order of SEBI or any other such authority. The Company has also received a notice under Section 160 of the Act from a member, proposing the candidature of Ms. Rashmi Joshi to the office of Director.

Ms. Rashmi Joshi shall be paid remuneration by way of sitting fees for attending meetings of the Board and committees thereof, if applicable, as well as reimbursement of expenses for attending such meetings. She shall also be entitled to commission as may be recommended by the Board, in consultation with the NRC, from time to time, which shall be within the limits stipulated under Section 197 of the Act and as approved

by the members at the 58th Annual General Meeting of the Company held on August 13, 2019.

In compliance with the provisions of Sections 152, 197 and other applicable provisions of the Act, read with rules framed thereunder and Regulation 17 and other applicable provisions of the Listing Regulations, the appointment of Ms. Rashmi Joshi as an Independent Director of the Company, not liable to retire by rotation, for a period of 5 (five) consecutive years i.e., from December 30, 2024 upto December 29, 2029, is now being placed before the members of the Company for their approval. The Board recommends the resolution at Item No. 1 for approval by the members as a Special Resolution.

Ms. Rashmi Joshi is not related to any other Director or Key Managerial Personnel of the Company or relatives of Directors or Key Managerial Personnel.

Ms. Rashmi Joshi is concerned or interested in the proposed resolution to the extent of the remuneration that the office of an Independent Director may incur.

None of the Directors / Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise in the resolution relating to her appointment.

ANNEXURE A

Information pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2)

Brief Profile and Details of the Director seeking appointment Qualifications, Experience, and Expertise



Ms. Rashmi Joshi is a qualified Chartered Accountant and Company Secretary.

She has over 3 decades of a breakthrough career with large multinational organizations, in India and abroad (Asia & Pacific region based out of Singapore) doing country, regional and global roles. She has worked across the FMCG, Consumer Durables, Pharmaceuticals and Lubricants industry.

She has a progressive history of improving corporate credibility and governance standards by collaborating with leadership and playing a vital role in risk management.

Ms. Joshi served as an Executive Director of Castrol India Limited from 2005 to 2020. During her tenure, she was a member of three Board Committees: the Corporate Social Responsibility (CSR) Committee, the Risk Management Committee, and the Stakeholder Relationship Committee. Additionally, she held the position of Chief Financial Officer at Castrol India.

She also served on the Board of Thirdware Solutions Ltd as an Independent Director where she was the Chairperson of the Audit Committee, member of CSR and NRC Committees.

In addition, she was a Board member of Godrej Industries Ltd and Castrol Philippines.

She has been a strategic Business Leader & Partner and a Trusted Advisor to corporate affairs having successfully partnered to deliver strategy and to create new strategy and vision. She has led the acquisition and divestment of businesses and managed multiple legal entity structures in India.

Experience: 30+ years

Nature of expertise: Strategic Planning, Business Operations, Finance Acumen, Governance and Risk Management

Date of Birth: July 30, 1966

Age: 58 years

Educational qualification: Chartered Accountant and Company Secretary.

Date of first appointment on the Board: December 30, 2024.

Relationship with other Directors, Managers, and other Key Managerial Personnel of the Company: Not related to any Director, Manager or Key Managerial Personnel.

Terms and conditions of appointment and details of remuneration to be paid: Ms. Rashmi Joshi will serve for a consecutive period of 5 (five) years commencing from December 30, 2024 upto December 29, 2029 as an Independent Director, not liable to retire by rotation.

Ms. Rashmi Joshi shall be entitled to sitting fees and commission not exceeding the limits as provided under the Act and Listing Regulations, as may be recommended by the NRC and decided by the Board from time to time, as well as reimbursement of expenses for attending Board and committee meetings, as the case may be.

Shareholding in the Company (as on December 31, 2024): NIL

Listed entities (other than Bharat Forge Limited) in which Ms. Rashmi Joshi holds Directorships and Committee Membership (as on December 31, 2024):

Name of Listed Company	Committee details
NIL	NIL

M- Member C- Chairperson

Listed entities from which Ms. Rashmi Joshi has resigned as Director in past 3 years (as on December 31, 2024): NIL

No. of Board Meetings attended during the financial year ended March 31, 2025: Not attended any Board Meeting till date.

Remuneration last drawn: N.A.

ITEM NO. 2

The Board of Directors of the Company (“**the Board**”), on the recommendation of the Nomination and Remuneration Committee (“**NRC**”) have approved the appointment of Mr. Ravi Kapoor (DIN: 00185981) as an Additional Non-Executive Independent Director of the Company with effect from December 30, 2024 upto December 29, 2029 (both days inclusive) for a period of five (5) consecutive years, not liable to retire by rotation, after having received the requisite regulatory approvals, subject to approval of the members.

In terms of the provisions of Regulation 17 (1C) of the Listing Regulations, the appointment of any person on the Board of the Company shall be approved by the shareholders at the next general meeting or within three months from the date of appointment, whichever is earlier. Accordingly, approval of the members is being sought for the appointment of Mr. Ravi Kapoor as Independent Director of the Company, not liable to retire by rotation, by way of Postal Ballot.

The Company adheres to a methodical, meticulous, meritocratic and transparent process while selecting its Board members to ensure that the right individuals are chosen to guide its strategic direction. The NRC regularly evaluates the skills, expertise, and diversity within the current Board composition to assess and identify the attributes required to sustain the long-term vision of the Company.

During this evaluation process, the NRC identified the experience, competencies and expertise of Mr. Ravi Kapoor that align with the Company’s strategic objectives and governance needs. He is a Chartered Accountant and veteran Banker with an illustrious career spanning over 35 years in Banking and Financial Services. He has played leadership roles in marquee and global/local banks like CitiBank, Bank of America Merrill Lynch / DSP Merrill Lynch and ICICI Bank. He has done over 600 deals across Capital Markets and Mergers & Acquisitions in all industry sectors amounting to more than \$500 billion. The Board has also noted that the substantial benefits that the Company can derive with Mr. Ravi Kapoor from his extensive and strong relationship with CXOs of large and medium Indian Corporates, Banks & Financial Institutions, Multinational Companies and Sovereign Wealth Funds & Private Equity Funds.

The Company has received all statutory disclosures / declarations from Mr. Ravi Kapoor, including consent in writing to act as Director and declaration that he is not disqualified under Section 164 of the Companies Act, 2013. Further, Mr. Ravi Kapoor has declared that he is not debarred from accessing capital markets and/or restrained from holding any position / office of Director in a Company pursuant to order of SEBI or any other such authority. The Company has also received a notice under Section 160 of the Act from a member, proposing his candidature to the office of Director.

Mr. Ravi Kapoor shall be paid remuneration by way of sitting fees for attending meetings of the Board and committees thereof, if applicable, as well as reimbursement of expenses for attending such meetings. He shall also be entitled to commission as may be recommended by the Board, in consultation with the NRC, from time to time, which shall be within the limits stipulated under Section 197 of the Act and as approved

by the members at the 58th Annual General Meeting of the Company held on August 13, 2019.

In compliance with the provisions of Sections 152, 197 and other applicable provisions of the Act, read with rules framed thereunder and Regulation 17 and other applicable provisions of the Listing Regulations, the appointment of Mr. Ravi Kapoor as an Independent Director of the Company, not liable to retire by rotation, for a period of 5 (five) consecutive years i.e., from December 30, 2024 upto December 29, 2029, is now being placed before the members of the Company for their approval. The Board recommends the resolution at Item No. 2 for approval by the members as a Special Resolution.

Mr. Ravi Kapoor is not related to any other Director or Key Managerial Personnel of the Company or relatives of Directors or Key Managerial Personnel.

Mr. Ravi Kapoor is concerned or interested in the proposed resolution to the extent of the remuneration that the office of an independent Director may incur.

None of the Directors / Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise in the resolution relating to his appointment.

ANNEXURE B

Information pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2)

Brief Profile and Details of the Director seeking appointment Qualifications, Experience, and Expertise



Mr. Ravi Kapoor is a qualified Chartered Accountant. He is an experienced and veteran Banker in India with an illustrious career spanning 35 years in Banking and Financial Services.

He superannuated from Citibank in 2023 as Head of BCMA- Banking (Corporate and Investment Bank), Capital Markets (Equity and Debt) and Advisory (Mergers & Acquisitions) for South Asia and India. He managed a team of about 150 high quality and meritorious bankers. He has played leadership roles in marquee and global/local Banks like Citibank (18 years), Bank of America Merrill Lynch/DSP Merrill Lynch (10 years) and ICICI Bank (7 years). He has done over 600 deals across Capital Markets and Mergers & Acquisitions in all industry sectors amounting to more than \$500 billion.

Mr. Kapoor has extensive and strong relationship with CXOs of large and medium Indian Corporates, Banks & Financial Institutions, Multinational Companies and Sovereign Wealth Funds & Private Equity Funds. Post Superannuation he has promoted 'Strategic Advisory & Capital Solutions Partners LLP' (SACS Partners), a LLP incorporated to undertake Financial Advisory and Capital Raising for Indian and overseas corporates and investment/ Assets Management.

He has been a member of National Committees on Banking, Financial Markets, Capital Markets and Corporate Governance of CII, FICCI for 15 years. He is also serving as an Independent Director on the Board of Dabur India Limited.

Experience: 35 years

Nature of expertise: Strategic Planning, Business Operations, Finance Acumen, Governance and Risk Management

Date of Birth: September 16, 1962

Age: 62 years

Educational qualification: Chartered Accountant.

Date of first appointment on the Board: December 30, 2024

Relationship with other Directors, Managers, and other Key Managerial Personnel of the Company: Not related to any Director, Manager or Key Managerial Personnel

Terms and conditions of appointment and details of remuneration to be paid: Mr. Ravi Kapoor will serve for a consecutive period of 5 (five) years commencing from December 30, 2024 upto December 29, 2029 as Independent Director, liable to retire by rotation.

Mr. Ravi Kapoor shall be entitled to sitting fees and commission not exceeding the limits as provided under the Act and Listing Regulations, as may be recommended by the NRC and decided by the Board from time to time, as well as reimbursement of expenses for attending Board and committee meetings, as the case may be.

Shareholding in the Company (as on December 31, 2024): NIL

Listed entities (other than Bharat Forge Limited) in which Mr. Ravi Kapoor holds Directorships and Committee Membership (as on December 31, 2024):

Name of Listed Company	Committee details
Dabur India Limited	Audit Committee (M)

M- Member C- Chairperson

Listed entities from which Mr. Ravi Kapoor has resigned as Director in past 3 years (as on December 31, 2024): N.A.

No. of Board Meetings attended during the financial year ended March 31, 2025: Not attended any Board Meeting till date.

Remuneration last drawn: NA

Registered Office:

Mundhwa, Pune Cantonment,
Pune 411 036, Maharashtra, India.

Phone: 020 - 6704 2476 / 6704 2850
Email: secretarial@bharatforge.com
Website: www.bharatforge.com

Date: January 6, 2025

Place: Pune

**By order of the Board of Directors
For Bharat Forge Limited**

Tejaswini Chaudhari
Company Secretary
A18907

Key details regarding the Postal Ballot

S. N	Particulars	Details
1	Cut-Off Date for e-Voting	Thursday, January 9, 2025
2	e-Voting start date and time	Thursday, January 16, 2025 at 9.00 am
3	e-Voting end date and time	Friday, February 14, 2025 at 5.00 pm
4	Details of e-Voting service provider	National Securities Depository Limited 4th Floor, A Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, Maharashtra, India Email: evoting@nsdl.co.in Contact Details: 022 - 4886 7000 / 022 - 2499 7000
5	Quick e-voting link	i) Individual Shareholders holding Securities in Demat mode with NSDL: https://eservices.nsdl.com ii) Individual Shareholders holding Securities in Demat mode with CDSL: https://web.cdslindia.com/myeasitoken/home/login iii) Individual Shareholders holding Securities in physical form/ Non-Individual Shareholders holding Securities in Demat mode: https://www.evoting.nsdl.com/
6	Details of Registrar and Share Transfer Agent	MUFG Intime India Private Limited C-101, First Floor, 247 Park, LBS Marg, Vikhroli (W), Mumbai-400083, Maharashtra, India https://liiplweb.linkintime.co.in/helpdesk/Service_Request.html