

BHARAT FORGE

September 12, 2023

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/Madam,

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

This is in furtherance to our letter dated September 01, 2023, intimating the appointment of Mr. Ashish Bharat Ram (DIN: 00671567) as an Additional Non-Executive Non-Independent Director of the Company by the Board of Directors.

In terms of Regulation 30 of Listing Regulations, please find enclosed copy of the postal ballot notice dated September 01, 2023 (“**Postal Ballot Notice**”) to seek approval of the shareholders by way of ordinary resolution for the said appointment.

In compliance with the provisions of the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 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 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (collectively referred to as “**MCA Circulars**”), this 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 Friday, September 08, 2023 (“**Cut-off date**”), seeking their approval as set out in the Postal Ballot Notice.

The Company has engaged the services of Link Intime India Private Limited (“**LI IPL**”) for the purpose of providing e-voting facility to its Members. The e-voting will commence from Wednesday, September 13, 2023, at 09.00 a.m. (IST) and shall end on Thursday, October 12, 2023, at 05:00 p.m. (IST). The e-voting facility will be disabled thereafter. The results of the postal ballot will be announced on or before Monday, October 16, 2023.



KALYANI

BHARAT FORGE

In accordance with the provisions of the MCA Circulars, the Company has arranged for the Members to register their e-mail addresses. Therefore, 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: www.bharatforge.com/investors/postal-ballot-new and on the website of LIPL: <https://instavote.linkintime.co.in/>.

Kindly take the same on record.

Thanking you.

Yours faithfully,

For Bharat Forge Limited

Tejaswini Chaudhari
Company Secretary & Compliance Officer
Encl.: As above





KALYANI

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

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 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 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 the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 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 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 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 read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”), that the resolutions set-out below are proposed to be passed by way of Postal Ballot by voting through electronic means only (“**e-voting**”).

An Explanatory Statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to the said resolution setting out the material facts and the reasons thereof is annexed to the Postal Ballot Notice (“**Notice**”), for your consideration.

Pursuant to Rule 22(5) of the Management Rules, 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 have been appointed as the “**Scrutinizer**”, to scrutinize the e-voting process in a fair and transparent manner.

The e-voting period commences from 09.00 a.m. (IST) on Wednesday, September 13, 2023, and ends at 05.00 p.m. (IST) on Thursday, October 12, 2023. Members are requested to peruse the proposed resolution 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 Thursday, October 12, 2023 (the last day to cast vote electronically).

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, Link 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 Thursday, October 12, 2023 i.e. the last date specified for e-voting.

PROPOSED RESOLUTION

1. Appointment of Mr. Ashish Bharat Ram (DIN: 00671567) as a Non-Executive Non-Independent Director of the Company

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 152 and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”) and the relevant rules thereunder, 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**”), the appointment of Mr. Ashish Bharat Ram (DIN: 00671567), 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 approved by the members as a Non-Executive Non-Independent Director of the Company, to hold office for a period of 3 (three) years with effect from September 01, 2023 up to August 31, 2026 (both days inclusive), liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Ashish Bharat Ram 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 of the Company, to give effect to this resolution.”

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

Sd/-

Tejaswini Chaudhari

Company Secretary

Membership No.: ACS18907

Place: Pune

Date: September 01, 2023

REGISTERED OFFICE:

Mundhwa, Pune Cantonment,
Pune - 411 036, Maharashtra, India
CIN: L25209PN1961PLC012046
E-mail: secretarial@bharatforge.com
Website: www.bharatforge.com

NOTES:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 of the Act setting out material facts pertaining to the resolution, is annexed hereto for your consideration and forms part of this Notice.
2. The relevant details, pursuant to the provisions of Listing Regulations and SS-2, in respect of the Director seeking appointment are also annexed hereto.
3. The Notice is being sent to all the members, whose names appear on the Register of Members/ List of Beneficial Owners as on Friday, September 08, 2023, as received from the RTA, National Securities Depository Limited (“**NSDL**”) and Central Depository Services (India) Limited (“**CDSL**”) (collectively referred to as “**Depositories**”). In compliance with MCA Circulars, 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). 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 the RTA 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 website 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 RTA at <https://instavote.linkintime.co.in/>.
5. In compliance with the provisions of Sections 108 and 110 of the Act, read with the Management Rules, the MCA Circulars and Regulation 44 of the 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 the RTA, Link Intime India Private Limited to provide e-voting facility to its members. The instructions for e-voting are annexed to this Notice.
6. 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 Friday, September 08, 2023 (“**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 RTA and 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.
7. Facility to exercise vote by Postal Ballot by voting through electronic means will be available during the following period:
 - a) **Commencement of e-voting:** **Wednesday, September 13, 2023, 09.00 a.m. (I.S.T.)**
 - b) **End of e-voting:** **Thursday, October 12, 2023, 05:00 p.m. (I.S.T.) (both days inclusive).**

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

8. 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 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.
9. 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/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, to avoid freezing of their folios on or after October 01, 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://web.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.
10. 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; subdivision/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> and 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.
11. Further, SEBI vide notification dated January 24, 2022, has amended Regulation 40 of the 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.
12. Instructions for members for e-voting:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

1. Individual Shareholders holding securities in demat mode with NSDL:

- i. Existing IDeAS user can visit the e-Services website of NSDL viz. <https://eservices.nsdl.com> either on a personal computer or on a mobile. IDeAS is a secured Internet website set-up by NSDL for demat account holders to view latest balances and transactions in demat accounts. 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 name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.

- ii. 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>
- iii. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.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 name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

2. Individual Shareholders holding securities in demat mode with CDSL:

- i. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The 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 use your existing my easi username & password.
- ii. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are 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.
- iii. If the user is not registered for Easi/Easiest, the 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.
- iv. Alternatively, the user can directly access the 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, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

3. Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After

Successful login, you will be able to see e-Voting option. Once you 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 the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in/>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details:

A. User ID:

Shareholders holding shares in physical form shall provide Event No. i.e., 230596 + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. PAN:

Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI:

Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number:

Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*Shareholders holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above

*Shareholders holding shares in **NSDL form**, shall provide ‘D’ above

- ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
- ▶ Click “confirm” (Your password is now generated).

3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.

4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on **'Submit'**.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select **'View'** icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option **'Favour / Against'** (If you wish to view the entire Resolution details, click on the **'View Resolution'** file link).
4. After selecting the desired option i.e. Favour / Against, click on **'Submit'**. A confirmation box will be displayed. If you wish to confirm your vote, click on **'Yes'**, else to change your vote, click on **'No'** and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in/> and register themselves as **'Custodian / Mutual Fund / Corporate Body'**. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the **'Custodian / Mutual Fund / Corporate Body'** login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk 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.co.in or call at : 022 - 4886 7000 and 022 - 2499 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 at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in/>

- Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case the shareholder has a valid email address, password will be sent to his/her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No. i.e., 230596 + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at the Depositories / depository participants’ website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

EXPLANATORY STATEMENT

[Pursuant to the provisions of Section 102 of the Companies Act, 2013 (“Act”) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

ITEM NO. 1

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. Ashish Bharat Ram (DIN: 00671567) as an additional Non-Executive Non-Independent Director of the Company with effect from September 01, 2023 up to August 31, 2026 (both days inclusive) for a period of three (3) consecutive years, liable to retire by rotation, subject to approval of the members, after having received the requisite regulatory approvals.

In terms of the provisions of Regulation 17 (1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**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. Ashish Bharat Ram as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation, by way of postal ballot.

The Company adheres to a meticulous 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. Ashish Bharat Ram that align with the Company’s strategic objectives and governance needs. He possesses a deep understanding of the Indian manufacturing industry landscape and has demonstrated a track record of leadership as the Managing Director of SRF Limited. The Board has also noted the substantial benefits that the Company can derive with Mr. Ashish Bharat Ram’s skills and proficiency in finance and corporate strategy.

The Company has received all statutory disclosures / declarations from Mr. Ashish Bharat Ram, including consent in writing to act as director and intimation that he is not disqualified under Section 164 of the Companies Act, 2013 (“**the Act**”). Further, 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. Ashish Bharat Ram 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. Ashish Bharat Ram as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation, for a period of 3 (three) years i.e., from September 01, 2023 up to August 31, 2026, 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 an ordinary resolution.

Mr. Ashish Bharat Ram is the brother of Mrs. Deeksha Kalyani, part of the promoter group of the Company and consequently except Mr. Ashish Bharat Ram and his relatives, 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

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

Details of Director seeking appointment

Brief Profile – Qualifications, Experience, and Expertise



Ashish Bharat Ram took over as the Managing Director of SRF Ltd. in January 2007. Subsequently, he was appointed Chairman and Managing Director on April 1, 2022. Under his leadership, SRF Ltd. has grown into a major global conglomerate with operations in four countries across India, Thailand, South Africa, and Hungary.

Prior to joining the SRF Group, Ashish worked with the American Express Bank in India and the Toyota Motor Corporation in Japan. Ashish led the successful divestment of SRF Finance to GE Capital in 1997.

Ashish has also authored articles on subjects related to India's economic scenario and entrepreneurship in leading publications. Ashish has served as the Regional Chair for South Asia for the Young Presidents Organization (YPO) and is an active member of the Confederation of Indian Industry (CII).

For his achievements in the areas of entrepreneurship and leadership, Ashish has been named India's Best CEO in the emerging and mid-sized companies' categories by Business Today, India's leading business magazine in 2020 and 2023 respectively. Additionally, he was conferred the "Transformational Leader Award -Mid Cap company category" in 2020 by the Asian Centre for Corporate Governance & Sustainability.

He holds a degree in Economics from Delhi University and earned an MBA from The Johnson Graduate School of Management, Cornell University.

Experience: 28 years

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

Date of Birth: December 31, 1968

Age: 54 years

Educational qualification: Economics Graduate from Delhi University, Masters' in Business Administration from The Johnson Graduate School of Management, Cornell University.

Date of first appointment on the Board: September 01, 2023

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. Ashish Bharat Ram will serve for a consecutive period of 3 (three) years commencing from September 01, 2023 till August 31, 2026 as a Non-Executive Non-Independent Director, liable to retire by rotation.

Mr. Ashish Bharat Ram 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 September 01, 2023): NIL

Listed entities (other than Bharat Forge Limited) in which Mr. Ashish Bharat Ram holds Directorships and Committee Membership (as on September 01, 2023):

Name of Listed Company	Committee details
SRF Limited	Stakeholders Relationship Committee (M) Risk Management Committee (C) Committee of Directors – Financial Resources (M)
Kama Holdings Limited	Nomination and Remuneration Committee (M) Stakeholders Relationship Committee (C) Risk Management Committee (C) Committee of Directors – Financial Resources (M)

Havells India Limited	Nomination and Remuneration Committee (C)
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M- Member C- Chairperson

Listed entities from which Mr. Ashish Bharat Ram has resigned as Director in past 3 years (as on September 01, 2023): Transport Corporation of India Limited

No. of Board Meetings attended during the financial year ended March 31, 2023: NA

Remuneration last drawn: NA

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

Sd/-

Tejaswini Chaudhari

Company Secretary

Membership No.: ACS18907

Place: Pune

Date: September 01, 2023

Information at a glance

S. No.	Particulars	Details
1	Cut-Off Date for E-voting	Friday, September 08, 2023
2	E-voting start date and time	Wednesday, September 13, 2023, at 9:00 a.m. I.S.T.
3	E-voting end date and time	Thursday, October 12, 2023, at 5:00 p.m. I.S.T.
4	Details of e-voting service provider	Link Intime India Private Limited (InstaVote platform) C-101, First Floor, 247 Park, LBS Marg, Vikhroli (W), Mumbai-400083, India Contact details: rnt.helpdesk@linkintime.co.in Contact number- 022 - 4886 7000 and 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/myeasi/home/login (iii) Individual Shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode: https://instavote.linkintime.co.in/
6	Details of Registrar and Share Transfer Agent	Link Intime India Private Limited C-101, First Floor, 247 Park, LBS Marg, Vikhroli (W), Mumbai-400083, India Contact details: rnt.helpdesk@linkintime.co.in