



**KALYANI**

**BHARAT FORGE LIMITED**

CIN: L25209PN1961PLC012046

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

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**NOTICE**

Notice is hereby given that the 62<sup>nd</sup> (Sixty-Second) Annual General Meeting (“AGM”) of the members of **Bharat Forge Limited** (“the Company”) will be held on **Thursday, August 10, 2023, at 11.00 a.m.** (I.S.T.) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:

**ORDINARY BUSINESS:**

1. To consider and adopt:
  - a. the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon; and
  - b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023, and the report of Auditors thereon.
2. To declare a final dividend on Equity Shares for the Financial Year ended March 31, 2023.
3. To appoint a Director in the place of Mr. S. E. Tandale (DIN: 00266833), who retires by rotation, and being eligible, offers himself for re-appointment as a director liable to retire by rotation.

**SPECIAL BUSINESS:**

**4. Ratification of remuneration of Cost Auditors**

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

“**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s. Dhananjay V. Joshi & Associates, Cost Accountants, Pune having Firm Registration No.:00030, appointed by the Board of Directors of the Company, to conduct the audit of cost records of the Company for the financial year 2023-24 amounting to ₹ 1,300,000 (Rupees Thirteen Lakhs) plus applicable tax(es) and reimbursement of out-of-pocket expenses incurred in connection with the aforesaid audit, recommended by the Audit Committee and approved by the Board of Directors of the Company be and is hereby ratified.

**RESOLVED FURTHER THAT** the Directors of the Company be and are hereby severally authorized to do all such acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution.”

**5. Revision in terms of remuneration of Mr. B. P. Kalyani, Executive Director**

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

“**RESOLVED THAT** pursuant to the provisions of sections 196, 197 and all other applicable provisions of the Companies Act, 2013 (“**the Act**”) (including any statutory modification or re-enactment thereof for the time

being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and such other applicable law (as amended from time-to-time) and in partial modification of resolution no. 5 passed at the 60<sup>th</sup> Annual General Meeting of the Company held on Friday, August 13, 2021 for the re-appointment including approval of terms related thereto of Mr. B. P. Kalyani (DIN: 00267202), Executive Director of the Company, upon the recommendation of the Nomination and Remuneration Committee (“NRC”) and the Board of Directors (“Board”) of the Company and subject to such other sanctions/approvals, as may be necessary or required, consent of the members be and is hereby accorded to the revision in the terms of remuneration of Mr. B. P. Kalyani to include the component of Long Term Cash Incentive payable financial year 2023-24 onwards, which put together with his total remuneration, shall be subject to the overall ceilings laid down in Section 197 of the Act:

**“Long Term Cash Incentive Plan:**

Mr. B. P. Kalyani will be eligible for the Long Term Cash Incentive (“LTCI”) Plan. The parameters and other conditions to receive the LTCI shall be in accordance with the LTCI Plan as recommended by NRC and approved by the Board of the Company. The LTCI payout shall not exceed ₹ 10,000,000 (Rupees Ten Million) in any financial year.”

**RESOLVED FURTHER THAT** that except for inclusion of component of Long Term Cash Incentive, all other terms and conditions of appointment and remuneration, as approved earlier by the members, and which are not dealt with in this resolution, shall remain unchanged and continue to be effective.

**RESOLVED FURTHER THAT** where in any financial year during the currency of the tenure of Mr. B. P. Kalyani, the Company has no profits or its profits are inadequate, the Company may pay to Mr. B. P. Kalyani, the remuneration as approved by the members from time to time, subject to requisite approval, if any, as may be required under the Act and rules made thereunder.

**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.”

**6. Revision in terms of remuneration of Mr. S. E. Tandale, Executive Director**

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

**“RESOLVED THAT** pursuant to the provisions of sections 196, 197 and all other applicable provisions of the Companies Act, 2013 (“the Act”) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and such other applicable law (as amended from time-to-time) and in partial modification of resolution no. 6 passed at the 60<sup>th</sup> Annual General Meeting of the Company held on Friday, August 13, 2021 for the re-appointment including approval of terms related thereto of Mr. S. E. Tandale (DIN: 00266833), Executive Director of the Company, upon the recommendation of the Nomination and Remuneration Committee (“NRC”) and the Board of Directors (“Board”) of the Company, and subject to such other sanctions/approvals, as may be necessary or required, consent of the members be and is hereby accorded to the revision in the terms of remuneration of Mr. S. E. Tandale to include the component of Long Term Cash Incentive payable financial year 2023-24 onwards, which put together with his total remuneration, shall be subject to the overall ceilings laid down in Section 197 of the Act:

**“Long Term Cash Incentive Plan:**

Mr. S. E. Tandale will be eligible for the Long Term Cash Incentive (“LTCI”) Plan. The parameters and other conditions to receive the LTCI shall be in accordance with the LTCI Plan as recommended by NRC and

approved by the Board of the Company. The LTCI payable to Mr. S.E. Tandale shall not exceed ₹ 10,000,000 (Rupees Ten Million) in any financial year.”

**RESOLVED FURTHER THAT** that except for inclusion of component of Long Term Cash Incentive, all other terms and conditions of appointment and remuneration, as approved earlier by the members, and which are not dealt with in this resolution, shall remain unchanged and continue to be effective.

**RESOLVED FURTHER THAT** where in any financial year during the currency of the tenure of Mr. S. E. Tandale, the Company has no profits or its profits are inadequate, the Company may pay to Mr. S. E. Tandale, the remuneration as approved by the members from time to time, subject to requisite approval, if any, as may be required under the Act and rules made thereunder.

**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.”

#### 7. Approve Material Related Party Transactions with Saarloha Advanced Materials Private Limited

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

“**RESOLVED FURTHER THAT** pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) as amended till date and in accordance with the provisions of section 188 and all other applicable provisions of the Companies Act, 2013 (“**the Act**”), if any, the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with the Company’s Related Party Transactions Policy, approval of the members be and is hereby accorded for the Company to carry on and/or enter into a series of transaction(s)/contract(s)/arrangement(s)/agreement(s) or otherwise with Saarloha Advanced Materials Private Limited, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for a period of three (3) years (i.e., from April 01, 2024 till March 31, 2027) for the projected amount not exceeding ₹ 30,000 million (Rupees Thirty Thousand Million) for the financial year 2024-2025 with a year-on-year increase of 15% on the total projected amount of transactions during the respective previous financial year as set out in the Explanatory Statement annexed hereto, and on such terms and conditions as may be agreed to by the Board of Directors (hereinafter referred to as “**the Board**”) subject to such transaction(s)/contract(s)/arrangement(s)/agreement(s) being carried out in the ordinary course of business and at arm’s length.

“**RESOLVED FURTHER THAT** the Directors and Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds and things and to take all such steps as may be necessary for the purpose of giving effect to this resolution.”

#### 8. Approve Material Related Party Transactions with Kalyani Steels Limited

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

“**RESOLVED THAT** pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) as amended till date and in accordance with the provisions of section 188 and all other applicable provisions of the Companies Act, 2013 (“**the Act**”), if any, the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with the Company’s Related Party Transaction Policy, approval of the members be and is hereby accorded for the Company to carry on and/ or enter

into a series of transaction(s)/contract(s)/arrangement(s)/agreement(s) or otherwise with Kalyani Steels Limited, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for a period of three (3) years (i.e., from April 01, 2024 till March 31, 2027) for the projected amount not exceeding ₹ 15,000 million (Rupees Fifteen Thousand Million) for the financial year 2024-2025 with a year-on-year increase of 20% on the total projected amount of transactions during the respective previous financial year as set out in the Explanatory Statement annexed hereto and on such terms and conditions as may be agreed to by the Board of Directors (hereinafter referred to as “the Board”) subject to such transaction(s)/contract(s)/arrangement(s)/agreement(s) being carried out in the ordinary course of business and at arm’s length.

“RESOLVED FURTHER THAT the Directors and Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds and things and to take all such steps as may be necessary for the purpose of giving effect to this resolution.”

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

**Tejaswini Chaudhari**  
Company Secretary  
Membership No.: ACS18907

Place: Pune  
Date: May 05, 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 Ministry of Corporate Affairs (“MCA”) vide its General Circular No. 10/2022 dated December 28, 2022 and Securities and Exchange Board of India (“SEBI”) vide its Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 read with its Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 (collectively referred to as “Circulars”), have permitted the holding of the Annual General Meeting (“AGM”) through Video Conferencing or Other Audio Visual Means (“VC / OAVM”), without the physical presence of the members at a common venue. In accordance with the said Circulars and applicable provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 62<sup>nd</sup> AGM of the Company is being held through VC / OAVM. Participation of members through VC / OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act. The registered office of the Company shall be deemed to be the venue for the AGM.
2. The Explanatory Statement pursuant to Section 102(1) of the Act, in respect of the special business under Item Nos. 4 to 8 as set-out in the Notice is annexed herewith.
3. A statement giving additional details of the Director seeking re-appointment / revision in terms as set-out at Item Nos. 3, 5 and 6 is annexed herewith as required under Listing Regulations.
4. The Company has enabled the members to participate at the 62<sup>nd</sup> AGM through the VC facility i.e. InstaMeet and avail e-voting services i.e. InstaVote provided by Link Intime India Private Limited, Registrar and Share Transfer Agents (“RTA/LIPL”). The instructions for participation by the members are given in the subsequent paragraphs.
5. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
6. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act and any other relevant document referred to in the Notice will be available for electronic inspection for the members without any fee from the date of circulation of this Notice up to the date of AGM, i.e. August 10, 2023. Members seeking to inspect can send an e-mail to secretarial department of the Company at [secretarial@bharatforge.com](mailto:secretarial@bharatforge.com).
7. Pursuant to the Listing Regulations, the Company has fixed Friday, July 07, 2023, as the Record Date for the purpose of determining entitlement of members to the final dividend. The final dividend on Equity Shares, if declared at the AGM, shall be paid/credited subject to deduction of income-tax at source (“TDS”) on or after Friday, August 18, 2023, to those members:
  - (i) whose names appear in the Register of Members of the Company after giving effect to all valid transmission or transposition requests lodged with the Company as of the close of business hours on Friday, July 07, 2023; and
  - (ii) whose names appear as beneficial owners holding shares in electronic form as per the beneficial ownership data as may be made available to the Company by the National Securities Depository Limited (“NSDL”) and the Central Depository Services (India) Limited (“CDSL”), as of the close of business hours on Friday, July 07, 2023.
8. Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of shareholders with effect from April 01, 2020, and the Company is required to deduct tax at source from dividend paid to the members at the prescribed rates. For the prescribed rates for various categories, the members are requested to refer

to the Finance Act, 2020 and the amendments thereof. The Company, vide its email communication dated June 21, 2023, to the members whose e-mail addresses are registered with the Company / Depositories, has explained the process of TDS on dividend along with the necessary annexures. This communication is also available on the website of the Company at: [www.bharatforge.com/investors/agm](http://www.bharatforge.com/investors/agm).

9. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.:
  - a. For shares held in electronic form: to their Depository Participants (DPs)
  - b. For shares held in physical form: register / update the details in prescribed Form ISR-1 and other relevant forms with RTA of the Company at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) or by writing to them at M/s Link Intime India Private Limited, C-101, First Floor, 247 Park, LBS Marg, Vikhroli (W), Mumbai-400 083. Shareholders may download the prescribed forms from the Company's website at: <https://www.bharatforge.com/investors/shareholders-information/shareholder-download>
10. In compliance with the aforesaid Circulars, Notice of the AGM and Annual Report is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company / Depositories. Members may note that the Notice will also be available on the Company's website at [www.bharatforge.com](http://www.bharatforge.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on website of RTA at [www.linkintime.co.in](http://www.linkintime.co.in). Members can temporarily update their email address and mobile number with Company's RTA for the sole purpose of receipt of Notice of AGM and copy of Annual Report electronically by visiting the link: [https://linkintime.co.in/emailreg/email\\_register.html](https://linkintime.co.in/emailreg/email_register.html) till Friday, July 28, 2023.

## 11. We would like to draw your kind attention to the following urgent matters, which require your immediate action:

### DEMATERIALIZATION OF SHARES

SEBI vide its circular No. SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018, has mandated that w.e.f. April 01, 2019, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized ("Demat") form with a Depository. In light of the same, members are requested to kindly convert their physical shares in Demat form to avoid hassle in transfer of shares.

### ISSUANCE OF SECURITIES IN DEMATERIALIZED FORM IN CASE OF INVESTOR SERVICE REQUESTS

Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 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 a duly filled and signed Form ISR - 4, the format of which is available on the Company's website at <https://www.bharatforge.com/investors/shareholders-information/shareholder-download>. It may be noted that any service request can be processed only after the folio is KYC Compliant.

### UNCLAIMED DIVIDEND

Members are requested to note that dividends if not encashed for a consecutive period of seven years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the Demat account of the IEPF Authority. In view of this, members are requested to claim their dividends from the Company, within the stipulated timeline. The members,

whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority in Form No. IEPF-5 available on: [www.iepf.gov.in](http://www.iepf.gov.in).

### **NOMINATION OF SHARES**

As per the provisions of Section 72 of the Act, the facility for making nomination is available for the members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The form can be downloaded from the Company's website at [www.bharatforge.com](http://www.bharatforge.com). Members are requested to submit these details to their DP in case the shares are held by them in electronic form, and to the RTA of the Company, in case the shares are held in physical form.

### **PERMANENT ACCOUNT NUMBER**

SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by October 01, 2023, and linking PAN with Aadhaar by June 30, 2023 vide its Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023. Members holding shares in physical form are requested to submit their PAN, KYC and nomination details to the Company's RTA at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in). The forms for updating the same are available at <https://www.bharatforge.com/investors/shareholders-information/shareholder-download>. Members holding shares in electronic form are requested to submit their PAN, KYC and nomination details to their DPs.

Members holding shares in electronic form are, therefore, requested to submit their PAN to their DPs. In case a holder of physical securities fails to furnish PAN and KYC details before October 01, 2023, or link their PAN with Aadhaar before June 30, 2023, in accordance with the SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, RTA is obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the RTA / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.

## **12. VOTING THROUGH ELECTRONIC MEANS:**

- i. In compliance with Regulation 44 of Listing Regulations and Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time-to-time, the members are provided with the facility of casting votes using remote e-voting facility through InstaVote (e-voting from a place other than venue of the AGM) ("**remote e-voting**") as well as e-voting during the AGM through InstaMeet ("**e-voting at the AGM**").
- ii. The remote e-voting period commences on Monday, August 07, 2023 (9:00 a.m. I.S.T.) and ends on Wednesday, August 09, 2023 (5:00 p.m. I.S.T.). During this period, members holding shares either in physical form or in dematerialized form, as on Friday, August 04, 2023, i.e. cut-off date, may cast their vote electronically. The remote e-voting module shall be disabled for voting thereafter. Those members who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
- iii. The members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- iv. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- v. In the case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.



- vi. Mr. Sridhar Mudaliar, failing him, Mrs. Sheetal Joshi, 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.
- vii. The result of the e-voting (votes cast during the AGM and votes cast through remote e-voting) will be announced within two working days after the conclusion of the AGM on the Company's website at [www.bharatforge.com](http://www.bharatforge.com) and will also be communicated to the stock exchanges.

### 13. Instructions for members for remote e-voting through InstaVote:

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.

#### I. Log-in Method:

Type of shareholders	Log-in Method
Individual Shareholders holding securities in Demat mode with NSDL	<ol style="list-style-type: none"> <li>1. Existing IDeAS user can visit the e-Services website of NSDL viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a personal computer or on a mobile. On the e-Services home page click on the <b>"Beneficial Owner"</b> icon under <b>"Login"</b> which is available under <b>"IDeAS"</b> 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 <b>"Access to e-Voting"</b> 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 <b>"InstaVote"</b> website for casting your vote during the remote e-voting period.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select <b>"Register Online for IDeAS Portal"</b> or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a personal computer or on a mobile. Once the home page of e-voting system is launched, click on the icon <b>"Login"</b> which is available under <b>'Shareholder/Member'</b> section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held 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 <b>"InstaVote"</b> website for casting your vote during the remote e-Voting period.</li> </ol>



Type of shareholders	Log-in Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li data-bbox="485 281 1449 472">1. 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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li data-bbox="485 505 1449 758">2. 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 the Company. On clicking the e-voting 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. 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.</li> <li data-bbox="485 791 1449 884">3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li data-bbox="485 917 1449 1141">4. Alternatively, the user can directly access the e-voting page by providing Demat Account Number and PAN number from a e-voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, the 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.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<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. 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.</p>

Type of shareholders	Log-in Method
Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in Demat mode	<ol style="list-style-type: none"> <li>1. Open the internet browser and launch the URL: <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a></li> <li>2. Click on “<b>Sign Up</b>” under ‘<b>SHARE HOLDER</b>’ tab and register with your following details: - <ol style="list-style-type: none"> <li>(a) <b>User ID:</b> Shareholders holding shares in physical form shall provide Event Number (i.e. 230218) + 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.</li> <li>(b) <b>PAN:</b> Enter your 10-digit PAN (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.</li> <li>(c) <b>DOB/DOI:</b> Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)</li> <li>(d) <b>Bank Account Number:</b> Enter your Bank Account Number (last four digits), as recorded with your DP/Company.</li> </ol> <p>*Shareholders holding shares in physical form but have not recorded ‘(c)’ and ‘(d)’, shall provide their Folio number in ‘(d)’ above</p> <p>*Shareholders holding shares in NSDL form, shall provide ‘(d)’ above</p> <ul style="list-style-type: none"> <li>▶ 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).</li> <li>▶ Click “<b>confirm</b>” (Your password is now generated).</li> </ul> </li> <li>3. Click on ‘<b>Login</b>’ under ‘<b>SHARE HOLDER</b>’ tab.</li> <li>4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘<b>Submit</b>’.</li> <li>5. After successful login, you will be able to see the notification for e-voting. Select ‘<b>View</b>’ icon.</li> <li>6. E-voting page will appear.</li> <li>7. Refer the Resolution description and cast your vote by selecting your desired option ‘<b>Favour / Against</b>’ (If you wish to view the entire Resolution details, click on the ‘<b>View Resolution</b>’ file link).</li> <li>8. After selecting the desired option i.e. Favour / Against, click on ‘<b>Submit</b>’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘<b>Yes</b>’, else to change your vote, click on ‘<b>No</b>’ and accordingly modify your vote.</li> </ol>

Type of shareholders	Log-in Method
Institutional shareholders	<p>Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a> and register themselves as '<b>Custodian / Mutual Fund / Corporate Body</b>'. 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 '<b>Custodian / Mutual Fund / Corporate Body</b>' login for the Scrutinizer to verify the same.</p> <p>Alternatively, Institutional shareholders can send a 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 to the Scrutinizer by e-mail through its registered e-mail address to <a href="mailto:cs@svdandassociates.com">cs@svdandassociates.com</a> with a copy marked to <a href="mailto:secretarial@bharatforge.com">secretarial@bharatforge.com</a>.</p>

#### II. 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](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000.

#### III. 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

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

- 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 shareholder is having valid e-mail 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: Your User ID is Event No (i.e. 230218) + Folio Number registered with the Company

#### V. In case Individual Shareholders holding securities in Demat mode with NSDL/ CDSL has forgotten their password:

Shareholders who are unable to retrieve User ID/ Password are advised to use 'Forget User ID' and 'Forget Password' option available at abovementioned depository/ 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 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, members can login any number of times till they have voted on the resolution(s) for a particular "Event".

#### 14. Instructions for members to attend the AGM through InstaMeet:

Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> and click on "Login"

- ▶ Select the "Company" and 'Event Date' and register with your following details: -
  - i. **Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No
    - Members holding shares in **CDSL Demat account shall provide 16 Digit Beneficiary ID**
    - Members holding shares in **NSDL Demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
    - Members holding shares in **physical form shall provide Folio Number registered with the Company**
  - ii. **PAN:** Enter your 10-digit PAN (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable).
  - iii. **Mobile Number:** Enter your mobile number
  - iv. **Email Id:** Enter your e-mail ID as recorded with your DP / Company
- ▶ Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).
- ▶ The facility of joining the AGM through VC/OAVM shall open 30 minutes before the time scheduled for the AGM i.e. at 10.30 a.m. (I.S.T.).

#### Note:

The members can join the AGM through VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. Pursuant to Regulation 44(6) of Listing Regulations, the Company is also providing live webcast of proceedings of the AGM. The members will be able to view the proceedings on LIPL's portal at <https://instameet.linkintime.co.in>.

Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMeet website.

#### 15. Instructions for members to Speak during the AGM through InstaMeet:

- i. Members who would like to express their views / have questions may send their questions in advance mentioning their name, Demat account number / folio number, e-mail ID, mobile number at

secretarial@bharatforge.com. Questions / queries received by the Company till 5.00 p.m. on Monday, August 07, 2023, shall only be considered and responded during the AGM.

- ii. Members who would like to express their views / ask questions during the meeting may pre-register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID / folio number, e-mail ID and mobile number at secretarial@bharatforge.com during the period, Friday, August 04, 2023 at 9:00 a.m. (I.S.T.) to Tuesday, August 08, 2023 at 5:00 p.m. (I.S.T.). Only those members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM.
- iii. Members will receive "speaking serial number" once they mark attendance for the AGM.
- iv. Other members may ask questions to the panelist, via active chat-board during the meeting.
- v. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
- vi. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM and members will get confirmation on first come first serve basis.

**Note:** Members are requested to speak only when moderator of the meeting / management announces the name and serial number for speaking.

## 16. Instructions for members to cast vote during the AGM through InstaMeet:

Members are requested to note that once the e-voting is activated by the scrutinizer/ moderator during the AGM, members who have not exercised their vote through the remote e-voting can cast the vote as under:

- i. On the Shareholders VC page, click on the link for e-voting "Cast your vote"
- ii. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered e-mail ID) received during registration for InstaMeet and click on 'Submit'.
- iii. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
- iv. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
- v. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
- vi. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

### Note for Sr. No. 15 and 16:

- a. Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.
- b. Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.
- c. Please note that members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- d. In case Members have any queries regarding login/ e-voting, they may send an e-mail to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.

## ANNEXURE TO THE NOTICE

### EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

As required by Section 102(1) of the Companies Act, 2013 (“the Act”), the following Explanatory Statement sets-out the material facts relating to the Special Business mentioned under item Nos. 4 to 8 in the accompanying Notice:

#### ITEM NO. 4

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors—M/s. Dhananjay V. Joshi & Associates, Cost Accountants, Pune (**Firm Registration No.: 00030**) to conduct the audit of the cost records of the Company for the Financial Year 2023-24, at a remuneration of Rs. 1,300,000 (Rupees Thirteen Lakhs) plus Taxes at the applicable rates and reimbursement of out-of-pocket expenses. In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the members of the Company. Accordingly, consent of the members is sought for passing of an Ordinary Resolution as set-out in Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2024.

None of the Directors / Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Ordinary Resolution as set-out at Item No. 4 of the Notice for approval by the members.

#### ITEM NOS. 5 & 6

At the 60<sup>th</sup> Annual General Meeting (“AGM”) of the Company held on Friday, August 13, 2021, the members of the Company had approved the re-appointments of Mr. B. P. Kalyani and Mr. S. E. Tandale as the Executive Directors of the Company, for a period of five (5) years each from May 23, 2021 (i.e. from May 23, 2021 to May 22 2026 (both inclusive)), including *inter alia* their respective terms of appointment and remuneration.

On the recommendations of the Nomination and Remuneration Committee (“NRC”), the Board of Directors (“Board”) in its meeting held on November 14, 2022, approved the implementation of Long Term Cash Incentive (“LTCI”) Plan for eligible employees of the Company.

In order to cultivate a workforce that is motivated and committed to achieving long-term success, while also fostering a strong connection between individual employee and the organization’s overall growth and strike competitiveness in Company’s compensation structure aligned with industry trends, the LTCI component is being introduced in the compensation structure of certain Executive Directors as part of their overall remuneration.

LTCI Plan is applicable to eligible employees including Executive Directors, not being part of promoter / promoter group of the Company, and has been formulated such that cash grant under LTCI Plan will be forfeited if the vesting criteria is not met. This is also a prevalent and effective reward instrument that helps attract and retain top executives for our Company’s growth and success. By offering competitive long-term incentives, the Company aims to keep the executive team motivated, committed, and aligned with the Company’s corporate goals. The LTCI has been formulated following a thorough evaluation and benchmarking process, considering industry norms, competitive practices, and the long-term interests of the Company. Your Board believes that LTCI is fair, reasonable, and much warranted reward instrument to motivate and make employees stay committed to Company’s performance and growth objectives. Given that the LTCI Plan ensures talent retention, there is no claw-back provision. However, in case of voluntary separation and / or termination for a cause, all the unvested future grants shall lapse. The LTCI grant, in each individual case, will depend upon Company performance and individual performance.

Mr. B. P. Kalyani and Mr. S. E. Tandale, the Executive Directors of the Company have been identified by NRC and Board for entitlement to incentive in form of LTCl, which is variable in nature and acts as a medium-long term incentive.

Mr. B. P. Kalyani has been serving the Company for over three decades and has been an invaluable member of the Company. His expertise in the field of forging technology has helped the Company drive its component forging division to greater heights. To address the fundamental and deep shifts in the global ecosystem, Mr. B. P. Kalyani has been entrusted with additional responsibility in the area of manufacturing strategy across all global manufacturing facilities of the Company. Given that digital manufacturing and automation across all the manufacturing plants based out of different geographies would address operational efficiencies, productivity and cost optimization which being the larger purpose of Company's medium to long term plan, deeper engagement of Mr. B. P. Kalyani has become critical for the Company. Considering this, NRC and Board have identified Mr. B. P. Kalyani to be eligible for LTCl Plan. The LTCl payout of Mr. B. P. Kalyani is detailed in resolution no. 5 and is commensurate with the complexity of the role assumed by him. All other terms and conditions of appointment of Mr. B. P. Kalyani as approved at the 60<sup>th</sup> AGM of the Company remain unchanged.

Mr. S. E. Tandale has held a leadership position in the Company and his contributions have aided in developing and nurturing Company's business growth strategy for past several years. He is a business leader for component forging business which is the largest business unit of the Company in terms of revenue and profitability. Mr. S. E. Tandale has been entrusted with an additional responsibility which enlarges his role to lead end-to-end organization, including manufacturing operations. His role involves driving revenue growth through strategic planning, new business opportunities and cultivating strong customer relationships. Under his leadership, Component Forging business has grown significantly and has won various customer accolades and recognitions at global and national fora. Many of the Company's new initiatives led by Mr. S. E. Tandale are going to have a long-term impact on business performance and thus NRC and Board have identified Mr. S. E. Tandale to be also eligible for LTCl Plan. The LTCl payout of Mr. S. E. Tandale is detailed in resolution no. 6 and is commensurate with the complexity of the role assumed by him. All other terms and conditions of appointment of Mr. S. E. Tandale as approved at the 60<sup>th</sup> AGM of the Company remain unchanged.

Given that both Mr. B. P. Kalyani and Mr. S. E. Tandale have been entrusted with new responsibilities to foster growth consistent with the medium to long term business plan objectives of the Company and their continuance with the Company being critical, the Board, on the recommendation of NRC, at its meeting held on November 14, 2022, approved revision in terms of remuneration of Mr. B. P. Kalyani and Mr. S. E. Tandale, Executive Directors of the Company by introducing LTCl as an additional component of the compensation to their respective terms of appointment, subject to the requisite approval(s) of the shareholders.

While recommending the revised remuneration, the NRC and the Board considered the leadership, competence and capability of Mr. B. P. Kalyani and Mr. S. E. Tandale and their performance with respect to the strategic direction, operational excellence, financial robustness and sustainability of the Company and more importantly additional responsibilities cast on them which assumes criticality from the perspective of medium to long term business vision of the Company.

The aggregate of the remuneration payable to each of Mr. B. P. Kalyani and Mr. S. E. Tandale including their respective LTCl shall be within the maximum limits as laid down under Section 197 and all other applicable provisions, if any, of the Act read with Schedule V to the Act, as amended and as in force from time to time. Effectively, the revised remuneration composition of both Mr. B. P. Kalyani and Mr. S. E. Tandale would be as follows:



Salary	<p>For Mr. B. P. Kalyani:</p> <p>A salary of ₹ 1,897,700 (Rupees Eighteen Lakh Ninety Seven Thousand Seven Hundred) per month in the grade of ₹ 1,400,000 (Rupees Fourteen Lakh only) to ₹ 3,000,000 (Rupees Thirty Lakh only) with the authority to the Board to grant such increases in Salary and / or Allowances by whatever name called from time to time within the aforesaid limit.</p> <p>For Mr. S. E. Tandale:</p> <p>A salary of ₹ 2,232,150 (Rupees Twenty Two Lakh Thirty Two Thousand One Hundred and Fifty) per month in the grade of ₹ 1,400,000 (Rupees Fourteen Lakh only) to ₹ 3,000,000 (Rupees Thirty Lakh only) with the authority to the Board to grant such increases in Salary and / or Allowances by whatever name called from time to time within the aforesaid limit.</p>
Commission	Commission to be paid to each based on net profit of the Company in a particular year which shall not exceed 120% of fixed component for the applicable financial year.
LTCI	The LTCI payout for each shall not exceed ₹ 10,000,000 (Rupees Ten Million) in any financial year.
Perquisites	<p><b>Perquisites in each case is as follows:</b></p> <p><b>Category A:</b></p> <p>Housing / House Rent Allowance, Medical reimbursement, Leave travel concession, Club fees, Personal accident insurance, more detailed in the 60<sup>th</sup> AGM notice.</p> <p><b>Category B:</b></p> <p>Contribution to provident fund, superannuation fund or annuity 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.</p> <p>Gratuity to be paid as per the rules of the Company.</p> <p>Encashment of leave at the end of the tenure.</p> <p>Retirement and other benefits as per the rules of the Company.</p> <p><b>Category C:</b></p> <p>Provision for car for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to the Executive Director.</p>
Maximum limit	In each case, total of salary, perquisites and performance pay in form of commission and LTCI shall be subject to the overall ceilings laid down in Section 197 of the Act.

In compliance with the provisions of Sections 196, 197 and other applicable provisions of the Act, read with Schedule V to the Act, the revised terms of remuneration specified above are now being placed before the members for their approval.

Please note that the Company does not contemplate a situation of inadequacy or absence of profits in the coming financial years.

Except Mr. B. P. Kalyani and his relatives for Item No. 5 and Mr. S. E. Tandale and his relatives for Item No. 6 of the Notice, none of the Directors or Key Managerial Personnel of the Company, or their respective relatives are in any way, financially or otherwise, concerned or interested in this resolution.

The Board recommends the Ordinary Resolutions as set out at Item No. 5 and Item No. 6 of the Notice for approval by the members.

#### ITEM NO. 7

The members of the Company had, in the 58<sup>th</sup> Annual General Meeting of the Company held on August 13, 2019, approved a resolution for carrying out Related Party Transactions (“RPTs”) up to an annual value not exceeding ₹ 25,000 million (Rupees Twenty-Five Thousand Million) with Saarloha Advanced Materials Private Limited (“Saarloha”) for a period of five (5) years from April 01, 2019.

Pursuant to the provisions of section 188 of the Companies Act, 2013 and the Companies (Meetings of the Board and its Powers) Rules, 2014, the Company can enter into contracts or arrangements for sale, purchase or supply of any goods or materials or availing any services directly or through appointment of agent amounting to ten percent or more of the turnover of the Company after obtaining prior approval of the Company by the Members’ resolution.

Further, pursuant to the recently amended provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, all RPTs with an aggregate value exceeding ₹ 1,000 crores or 10% of the annual consolidated turnover of the company as per its last audited financial statements, whichever is lower, shall be treated as Material Related Party Transactions (“MRPTs”) and such MRPTs shall require prior approval of the members by means of an ordinary resolution.

The Company is, *inter-alia*, engaged in the business of supplying critical forged and machine components. To cater to this business, the Company procures crucial raw material in the form of high-quality specialized steel from Saarloha as well as other approved vendors. The said procurement is based on the specific approval of Saarloha’s steel mill by the customers of the Company. To consistently deliver the best-in-class product to its customers, the Company requires uninterrupted supply of top-quality steel.

Customer demand in the Company’s business is volatile, and hence, to maintain competitive advantage, the Company is required to frequently make just-in-time supplies to its customers. Steel being the crucial raw material input, its quality and availability assume prime importance. Saarloha manufactures a variety of special steels for different applications which cater to customer specifications. In December 2022, Saarloha became India’s first “green” steel maker with the technology to manufacture steel products in an electric arc furnace using electricity from 100% renewable energy sources and more than 70% recycled scrap material with zero greenhouse gas footprint at its plant in Pune. Green steel is the manufacturing of steel without the use of fossil fuels. It encompasses producing steel using low-carbon energy sources such as hydrogen, coal gasification, or electricity instead of the traditional carbon-intensive manufacturing route of coal-fired plants. Procurement of green steel will help the Company to a significant extent in complying with the Carbon Border Adjustment Mechanism (CABM) Regulations of the European Union much ahead of 2026 deadline and would also assist in achieving its initiative of reducing its carbon footprint ahead of time.

Forging activities generate around 30% material input as waste which can then be re-melted and converted to fresh steel input. Therefore, the steel scrap generated by the Company in its manufacturing activities is sold at arm’s length to Saarloha at regular intervals. To maintain high standards, supply-chain benefits, customer expectations and demands, the major transactions of the Company pertaining to purchase of raw materials and sale of scrap have been carried out for the past decade with Saarloha and considering the market demand, are expected to continue in the future.

The Company also undertakes other ancillary business activities with Saarloha such as contracts for rendering services on job-work basis for pre-forging of stocks for thermal power plant equipment. Considering the Company’s regular business with Saarloha as well as the close proximity of Saarloha’s plant facility and cost-effective supply, the Company has permitted Saarloha to use the piece of land situated at Mundhwa, Pune Cantonment, Pune – 411 036, Maharashtra, India for manufacturing steel for the Company’s requirements.

Additionally, to secure and sustain the long-standing arrangement with Saarloha, the Company has provided a long-term interest-bearing advance of ₹ 1,350 million to Saarloha for its working capital requirements to ensure continued supply. This advance is also proposed to be renewed for an additional period of 3 (three)

years commencing from April 1, 2024. These transactions, taken together, would not only ensure seamless and uninterrupted business operations, but also provide assured quality and quantity of material from Saarloha to the Company in addition to achieving Company's initiative of reducing its carbon footprint.

Saarloha and Bharat Forge are entities under common control. Further, Mr. Amit Kalyani, Joint Managing Director of the Company is also a director in Saarloha. Therefore, it is a related party of the Company.

The details of the proposed transactions with Saarloha are as follows:

Name of Related Party and transactions contemplated	Actual amount for FY 2022-2023 (₹ In million)	Projected amount for FY 2023-2024 (₹ In million)	Projected amount for FY 2024-2025 (₹ In million)
<b>Saarloha Advanced Materials Private Limited</b>	<b>19,666.98</b>	<b>28,000.00</b>	<b>30,000.00</b>
Purchase of raw material	15,381.66	22,500.00	24,000.00
Sale of Scrap	2,864.56	4,050.00	4,540.00
Extending/ roll over of long term interest-bearing advance	1,350.00	1,350.00	1,350.00
Others*	70.76	100.00	110.00

\* Others includes job-work services rendered, reimbursement of expenses for usage of mutual resources such as employees, infrastructure, management services, owned/third party services and leasing of land/premises.

After the financial year 2024-2025, it is expected to have a year-on-year incremental increase of 15% on total projected amount of transactions undertaken during the previous financial year, up to March 31, 2027.

Information pursuant to SEBI circular SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021:

Sr. No.	Description	Details
<b>Summary of information provided by the Management to the Audit Committee, Board and Shareholders for approval of the proposed RPTs.</b>		
1.	Type, material terms and particulars of the proposed transactions	<p>The Company and Saarloha have entered into / propose to enter into the following RPTs up to an aggregate amount of Rs. 30,000 million for FY 2024-2025:</p> <ol style="list-style-type: none"> <li>Purchase of raw material including Green Steel;</li> <li>Sale of scrap;</li> <li>Extending/ roll over of long term interest-bearing advance;</li> <li>Other (includes job work services and reimbursement of expenses)</li> </ol>
2.	Name of the related party and its relationship with the Company	<p>Saarloha and Bharat Forge are entities under common control. However, neither Saarloha nor Bharat Forge holds any direct shareholding in the other entity.</p> <p>Mr. Amit Kalyani, Joint Managing Director of the Company is the non-executive Chairman of Saarloha.</p>

Sr. No.	Description	Details
3.	Name of the director or key managerial personnel who is related, if any	Mr. B. N Kalyani and Mr. Amit Kalyani
4.	Tenure of the proposed transactions	Each of the 3 (Three) financial years commencing from April 1, 2024 up to March 31, 2027
5.	Value of the proposed transactions	Not exceeding ₹ 30,000 million for FY 2024-2025. Thereafter, an incremental increase of 15% year-on-year on the total projected amount of transactions during the respective previous financial year up to March 31, 2027.
6.	Any advance paid or received for the contract or arrangement, if any	Based on the nature of the transaction, advance for part or full amount of the transaction or arrangement could be paid or received in the ordinary course of business.
7.	The percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transactions	23.23%
8.	If the transaction relates to any loans, inter-corporate deposits, advances, or investments made or given by the Company or its subsidiary:	Long term interest-bearing advance amounting to ₹ 1,350 million for securing continuous supply of steel
i.	Details of the source of funds in connection with the proposed transaction	The long-term interest-bearing advance will be provided for from the Company's own funds and/or internal accruals.
ii.	Whether any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments:	Not applicable.
	<ul style="list-style-type: none"> <li>- nature of indebtedness;</li> <li>- cost of funds;</li> <li>- and tenure;</li> </ul>	<p>The advance given shall be set-off against the dues from Saarloha at the end of the tenure of the arrangement i.e., the 3 (Three) financial years commencing from April 1, 2024 up to March 31, 2027. Further, interest on the advance shall be paid by Saarloha on a quarterly basis.</p> <p>The advance paid/payable shall be unsecured.</p> <p>The interest rate on the proposed advance shall be determined based on the prevailing market interest rates.</p>
iii.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	<p>The advance given shall be set-off against the dues from Saarloha at the end of the tenure of the arrangement i.e., the 3 (Three) financial years commencing from April 1, 2024 up to March 31, 2027. Further, interest on the advance shall be paid by Saarloha on a quarterly basis.</p> <p>The advance paid/payable shall be unsecured.</p> <p>The interest rate on the proposed advance shall be determined based on the prevailing market interest rates.</p>

Sr. No.	Description	Details
iv.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	The funds shall be utilized for operating activities and working capital requirements of Saarloha.
9.	Justification as to why the RPT is in the interest of the Company	<p>The proposed RPTs:</p> <ol style="list-style-type: none"> <li>a. will ensure uninterrupted supply of high-quality specialized Green Steel from Saarloha which will cater to the specific requirements of customers based on their evaluation of the raw material;</li> <li>b. are in the business interest of the Company due to cost-effectiveness, close proximity of raw material, quality and just in time sourcing needs;</li> <li>c. afford smoothness in operations of the Company since Saarloha's manufacturing facilities, processes and steel grade have been pre-approved/ certified by major OEM customers of the Company;</li> <li>d. afford sourcing of Green Steel from Saarloha which will also help Company in achieving its initiative in reducing carbon footprint significantly ahead of time considering the fact that steel constitutes close to fifty percent of the input material for manufacture of forged products and in addition to major supplies being exported.</li> </ol> <p>Other transactions viz. sale of scrap, job work, long-term advance, and reimbursement of expenses (receivable or payable) are also linked to or relevant for ensuring smooth supply of raw materials to the Company.</p>
10.	Valuation or other external report, if any, relied upon by the Company in relation to the proposed transactions	Not applicable.
11.	Any other information that may be relevant	The terms and conditions, including pricing are determined based on industry peer comparison. Factors such as timeliness and quality, delivery lead time, quantity, etc. are also considered before deciding on the procurement. Compliance with arm's length principles is ensured based on the applicable transfer pricing regulations.

With the expansion of operations of the Company, its transactions with Saarloha are expected to increase in the near future due to Saarloha's green steel manufacturing capability which not only ushers in an era of innovation for the industry but also serves as a beacon of sustainability. This collaboration with Saarloha is expected to foster the Company's "PLANET POSITIVE" initiative for the future and also aims to align itself with the global NetZero agenda. It is due to these long-term goals that the Company wishes to seek shareholders' approval for a substantially higher amount than the previous approval sought in its 58<sup>th</sup> Annual General Meeting.

The RPTs listed above are expected to exceed the MRPT threshold and therefore, are placed for approval of the members. The Audit Committee (constituting only of Independent Directors) and Board of Directors, in their meetings held on May 05, 2023, have considered and confirmed that these transactions are in ordinary course of business, on an arm's length basis and in the interest of the Company and accordingly, recommend to the members for their approval by way of an ordinary resolution. Considering the nature of business and

the requirement, approval is sought for a period of 3 (three) financial years with effect from April 01, 2024 up to March 31, 2027. The Company shall seek the approval of members separately on an annual basis in case any omnibus approval is required for MRPTs. Further, it may be noted that no Related Party can vote to approve MRPTs whether such party is a Related Party to the particular transaction or not.

Except Mr. B. N. Kalyani, Mr. Amit Kalyani and their relatives, none of the Directors or Key Managerial Personnel of the Company, or their relatives are in any way, financially or otherwise, concerned or interested in this resolution.

The Board recommends the Ordinary Resolutions as set out at Item No. 7 of the Notice for approval by the members.

#### **ITEM NO. 8**

The members of the Company had, in the 57<sup>th</sup> Annual General Meeting of the Company held on August 09, 2018, approved a resolution for carrying out Related Party Transactions (“RPTs”) up to an annual value not exceeding ₹ 20,000 million (Rupees Twenty Thousand Million) with Kalyani Steels Limited (“KSL”) for a period of five (5) financial years from April 01, 2019.

Pursuant to the provisions of section 188 of the Companies Act, 2013 and the Companies (Meetings of the Board and its Powers) Rules, 2014, the Company can enter into contracts or arrangements for sale, purchase or supply of any goods or materials or availing any services directly or through appointment of agent amounting to ten percent or more of the turnover of the Company after obtaining prior approval of the Company by the members’ resolution.

Further, pursuant to the recently amended provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, all RPTs with an aggregate value exceeding ₹ 1,000 crores or 10% of the annual consolidated turnover of the company as per the last audited financial statements of the company, whichever is lower, shall be treated as Material Related Party Transactions (“MRPTs”) which shall require prior approval of the members by means of an ordinary resolution.

The Company manufactures a wide range of high performance, critical and safety components for the automotive as well as non-automotive sector. The basic and most important raw material for such components is specialty steel. This source of this specialty steel is validated and approved by the customers of the Company before it can actually be supplied. Therefore, the choice of steel is crucial in the forging sector.

KSL is a leading manufacturer of forging and engineering quality carbon & alloy steel using the blast furnace route. Over the years, KSL has been continuously upgrading its technology and infrastructure. The facilities at KSL are at par with any sophisticated steel manufacturer in the world. KSL has earned the status of preferred steel supplier for engineering, automotive, seamless tube, and primary aluminium industry.

As a part of its regular business, in order to sustain quality standards, quantitative benefits, customer expectations and demands, the Company procures its raw material – specialty steel from KSL as well as other approved vendors. Further, the scrap generated from the forging activities the Company is sold back to KSL on a regular basis to ensure minimal wastage. This scrap is used by KSL as its raw material in the manufacture of steel. This guarantees the protection of intellectual property in customised/alloy steel and extracts while also ensuring that the alloying elements for re-melting and reproducing steel are reused to the best possible extent.

Several years of established relationship between the Company and KSL has resulted in operational convenience and cost optimisation besides assurance of product quality and yield leading to better customer satisfaction. Considering the prevailing market trend, these transactions are expected to continue in the future.

KSL and Bharat Forge are entities under common control. Further, Mr. B. N. Kalyani, Chairman and Managing Director, and Mr. Amit Kalyani, Joint Managing Director of the Company are also directors in KSL. Therefore, it is a related party of the Company.

The details of the proposed transactions with KSL are as follows:

Name of Related Party and transactions contemplated	Actual amount for FY 2022-2023 (₹ In million)	Projected amount for FY 2023-2024 (₹ In million)	Projected amount for FY 2024-2025 (₹ In million)
<b>Kalyani Steels Limited</b>	<b>6,113.60</b>	<b>10,000.00</b>	<b>15,000.00</b>
Purchase of raw material	6,097.97	9,700.00	14,000.00
Sale of Scrap	12.80	215.00	800.00
Others*	2.83	85.00	200.00

\* Others includes reimbursement of expenses for usage of mutual resources such as employees, infrastructure, management services, owned/third party services, and job-work services etc. to meet its objectives/requirements.

After the financial year 2024-2025, it is proposed to have a year-on-year incremental increase of 20% on total projected amount of transactions undertaken during the previous financial year, up to March 31, 2027.

Information pursuant to SEBI circular SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021:

Sr. No.	Description	Details
<b>Summary of information provided by the Management to the Audit Committee, Board and Shareholders for approval of the proposed RPTs.</b>		
1.	Type, material terms and particulars of the proposed transactions	The Company and KSL have entered into / propose to enter into the following RPTs up to an aggregate amount of ₹ 15,000 million for FY 2024-2025: <ol style="list-style-type: none"> <li>Purchase of raw material</li> <li>Sale of scrap</li> <li>Others (includes reimbursement of expenses, etc.)</li> </ol>
2.	Name of the related party and its relationship with the Company	KSL and Bharat Forge are entities under common control. However, neither KSL nor Bharat Forge holds any direct shareholding in the other entity.  Mr. B. N. Kalyani, Chairman and Managing Director of the Company is the non-executive Chairman of KSL.  Mr. Amit Kalyani, Joint Managing Director of the Company is a non-executive director in KSL.
3.	Name of the director or key managerial personnel who is related, if any	Mr. B. N. Kalyani and Mr. Amit Kalyani
4.	Tenure of the proposed transactions	Each of the 3 (Three) financial years commencing from April 1, 2024 up to March 31, 2027.
5.	Value of the proposed transactions	Not exceeding ₹ 15,000 Million for FY 2024-2025.  Thereafter, an incremental increase of 20% year-on-year on the total projected amount of transactions during the respective previous financial year up to March 31, 2027.
6.	Any advance paid or received for the contract or arrangement, if any	Based on the nature of the transaction, advance for part or full amount of the transaction or arrangement could be paid or received in the ordinary course of business.



Sr. No.	Description	Details
7.	The percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transactions	11.62%
8.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary:	Not applicable.
9.	Justification as to why the RPT is in the interest of the Company	<p>The proposed RPTs will ensure supply of customer-approved specialty steel from KSL.</p> <p>These transactions are in the business interest of the Company due to cost-effectiveness, assurance of quality control and consistency, utilising the expertise within the group for manufacturing, sourcing, etc.</p> <p>Other transactions viz. sale of scrap, reimbursement of expenses (receivable or payable) are also linked to or relevant for ensuring smooth supply of raw materials to the Company.</p>
10.	Valuation or other external report, if any, relied upon by the Company in relation to the proposed transactions	Not applicable.
11.	Any other information that may be relevant	<p>The terms and conditions, including pricing are determined based on industry peer comparison. Factors such as timeliness and quality, delivery lead time, quantity, etc. are also considered before deciding on the procurement. Compliance with arm's length principles is ensured based on the applicable transfer pricing regulations.</p>

As the Company's operations expand, transactions with KSL are expected to grow in future. Keeping in mind the potential quantum of transactions with KSL, it is proposed to seek approval of members for related party transactions entered/to be entered into with KSL as per limits stated above. The Audit Committee (constituted only of Independent Directors) and Board of Directors, in their meetings held on May 05, 2023, have considered and confirmed that these transactions are in ordinary course of business, on an arm's length basis and in the interest of the Company and accordingly, recommend to the members for their approval by way of an ordinary resolution. Considering the nature of business and the requirement, approval is sought for a period of 3 (three) financial years with effect from April 01, 2024 up to March 31, 2027. The Company shall seek the approval of members separately on an annual basis in case any omnibus approval is required for MRPTs. Further, it may be noted that no Related Party can vote to approve MRPTs whether such party is a Related Party to the particular transaction or not.

Except Mr. B. N. Kalyani, Mr. Amit Kalyani, and their relatives, none of the Directors or Key Managerial Personnel of the Company, or their relatives are in any way, financially or otherwise, concerned or interested in this resolution.

The Board recommends the Ordinary Resolutions as set out at Item No. 8 of the Notice for approval by the members.

## INFORMATION PURSUANT TO REGULATION 36 OF LISTING REGULATIONS AND SECRETARIAL STANDARDS II (SS-2)

### ITEM NO. 3 AND 6

Details of Directors seeking appointment/re-appointment/revision in remuneration

#### Mr. S. E. Tandale

##### Brief Profile – Qualification, Experience and Expertise:



Mr. Tandale joined Bharat Forge as a Graduate Engineer in the year 1991. He is responsible for the Components Forging Business Unit which also includes overseeing manufacturing operations relative to Component Forging Business Unit across domestic manufacturing facilities of the Company. It is the largest business unit in terms of scale at Bharat Forge. Prior to this role, he has held a leadership position in the developing and nurturing BFL's global business & strategy which he will continue to spearhead. Under his leadership, Bharat Forge has grown significantly and has won various customer accolades and recognitions at global & national forum. He has been a key contributor to the Company's strategic planning & global business initiatives.

Mr. Tandale holds an Engineering degree from University of Pune. He is a Board member of Bharat Forge since May 2006. He also holds position on the Management Boards of Bharat Forge Global operations in Europe & USA.

**Date of Birth and Age:** September 24, 1968- 54 years

**Date of first appointment on the Board:** May 23, 2006

**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:** Re-appointed as an Executive Director for a period of five (5) years with effect from May 23, 2021, liable to retire by rotation

**Shareholding in the Company (as on May 05, 2023):** Mr. S. E. Tandale holds 208 equity shares in the Company

**Listed entities (other than Bharat Forge Limited) in which Mr. S. E. Tandale holds Directorships and Committee Membership (as on May 05, 2023):** None

**Listed entities from which Mr. S. E. Tandale has resigned as Director in past 3 years (as on May 05, 2023):** None

**Board Meeting Attendance:** During the year 2022-2023, four (4) Board meetings of the Company were held and Mr. S. E. Tandale had attended all the meetings.

**Remuneration last drawn:** Remuneration for financial year 2022-2023:

	Amt (in ₹)
Salary and Perquisites	29,976,260
Provident Fund and Superannuation Fund	1,643,040
Commission*	15,782,500
<b>Total</b>	<b>47,401,800</b>

\* Proposed for financial year 2022-2023 payable in financial year 2023-2024

**Details of revision in remuneration:** As detailed in the resolution

**ITEM NO. 5****Mr. B. P. Kalyani****Brief Profile – Qualification, Experience and Expertise:**

Mr. B. P. Kalyani is the Executive Director since May 2006 and has served the Company for more than three decades. He has mastered in the field of forging technology and has been awarded with 'Forge Master Award' by Association of Indian Forging Industry during the maiden international event called Forgetech held in December, 2016.

Mr. B. P. Kalyani has completed BE (Production Engineering), from Victoria Jubilee Technical Institute, Mumbai, MS (Mechanical Engineering) from Columbia University, New York and MBA (Finance), New York, University.

**Date of Birth and Age:** July 31, 1962- 60 years

**Date of first appointment on the Board:** May 23, 2006

**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:** Re-appointed as an Executive Director for a period of five (5) years with effect from May 23, 2021, liable to retire by rotation

**Shareholding in the Company (as on May 05, 2023):** Mr. B. P. Kalyani holds 6,510 equity shares

**Listed entities (other than Bharat Forge Limited) in which Mr. B. P. Kalyani holds Directorships and Committee Membership (as on May 05, 2023):** None

**Listed entities from which Mr. B. P. Kalyani has resigned as Director in past 3 years (as on May 05, 2023):** None

**Board Meeting Attendance:** During the year 2022-2023, four (4) Board meetings of the Company were held and Mr. B. P. Kalyani had attended three (3) Board meetings.

**Remuneration last drawn:** Remuneration for financial year 2022-2023:

	Amt (in ₹)
Salary and Perquisites	26,785,538
Provident Fund and Superannuation Fund	1,496,880
Commission*	14,750,000
<b>Total</b>	<b>43,032,418</b>

\* Proposed for financial year 2022-2023 payable in financial year 2023-2024.

**Details of revision in remuneration:** As detailed in the resolution

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

**Tejaswini Chaudhari**  
Company Secretary  
Membership No.: ACS18907

Place: Pune  
Date: May 05, 2023

**Registered Office:**

Mundhwa, Pune Cantonment,  
Pune - 411 036, Maharashtra, India  
CIN: L25209PNI961PLC012046  
E-mail: secretarial@bharatforge.com  
Website: www.bharatforge.com

### Information at a glance

Sr. No.	Particulars	Details
1	Day, Date and Time of AGM	August 10, 2023 at 11.00 a.m. (I.S.T.)
2	Mode	Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")
3	Participation through VC / OAVM	Members can login 30 minutes before the time scheduled for the AGM i.e. at 10.30 a.m. (I.S.T.) at <a href="https://instameet.linkintime.co.in">https://instameet.linkintime.co.in</a>
4	Contact information for VC or e-voting related issues	E-mail: <a href="mailto:enotices@linkintime.co.in">enotices@linkintime.co.in</a> Tel: 022-49186000
5	Speaker Shareholder Registration before AGM	Email: <a href="mailto:secretarial@bharatforge.com">secretarial@bharatforge.com</a> is accessible from Friday, August 04, 2023 at 9:00 a.m. (I.S.T.) to Tuesday, August 08, 2023 at 5:00 p.m. (I.S.T.)
6	Cut-Off Date for E-voting	Friday, August 04, 2023
7	Remote E-voting start and end date and time	Monday, August 07, 2023 at 9:00 a.m. I.S.T. and Wednesday, August 09, 2023 at 5:00 p.m. I.S.T.
8	Remote E-voting website	(i) <b>Individual Shareholders holding securities in demat mode with NSDL:</b> <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>  (ii) <b>Individual Shareholders holding securities in demat mode with CDSL:</b> <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a>  (iii) <b>Individual Shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:</b> <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a>
9	Name of E-voting Service Provider	Link Intime India Private Limited (InstaVote platform)
10	Name of Registrars and Transfer Agents	Link Intime India Private Limited
11	Registration of Members' e-mail IDs	<b>For physical holding:</b> <a href="mailto:rnt.helpdesk@linkintime.co.in">rnt.helpdesk@linkintime.co.in</a> <b>For DEMAT holding:</b> to their Depository Participants(DPs)
12	Record date for Dividend	Friday, July 07, 2023
13	Dividend payment date	On or after Friday, August 18, 2023
14	Information of tax on Dividend 2022-23	The same is available at Company's website at <a href="https://www.bharatforge.com/investors/aggm">https://www.bharatforge.com/investors/aggm</a>