



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

NOTICE

NOTICE is hereby given that the 63rd (Sixty-Third) Annual General Meeting ("AGM") of the Members of **Bharat Forge Limited** ("the Company") will be held on **Friday, August 9, 2024, 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 the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2024 together with the reports of the Board of Directors and Auditors thereon
2. To confirm the payment of an interim dividend and to declare a final dividend on equity shares for the Financial Year ended March 31, 2024.
3. To appoint a Director in the place of Mr. B. P. Kalyani (DIN: 00267202), 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 2024-25 amounting to ₹ 14,00,000 (Rupees Fourteen 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 authorised to do all such acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution."

5. Appointment of Mr. Anand Pathak (DIN: 01529308) as an Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Rules framed thereunder, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Anand Pathak (DIN: 01529308), who was appointed as an Additional Director in the capacity of an Independent Director with effect from July 12, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) consecutive years till July 11, 2029, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorised 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**

Tejaswini Chaudhari

Company Secretary
Membership No.: ACS18907

Place: Pune
Date: July 05, 2024

Registered Office:

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

NOTES:

1. AGM through VC/OAVM

Ministry of Corporate Affairs ("MCA") vide its Circular dated September 25, 2023 in continuation of its earlier circulars on the subject ("MCA Circulars") have permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM") till September 30, 2024 without the physical presence of the members at a common venue. Accordingly, the 63rd AGM of the Company will be held through VC/OAVM and members can attend and participate in the AGM through VC/OAVM only. Participation of members through VC/OAVM will be reckoned for the purpose of the 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. Electronic dispatch of Notice and Integrated Annual Report

In compliance with the MCA Circulars and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated

May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 issued by Securities Exchange Board of India (collectively referred to as "SEBI Circulars"), Notice of the AGM and Integrated Annual Report is being only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories.

If your e-mail address is not registered with the Company/Depositories, you can temporarily update the e-mail address and mobile number with the Company's RTA - Link Intime India Private Limited, by visiting the link: https://linkintime.co.in/emailreg/email_register.html till Wednesday, July 24, 2024 to receive the Notice of AGM and Integrated Annual Report.

Members may note that the Notice of AGM and Integrated Annual Report for financial year 2023-24 will also be available on the Company's website at www.bharatforge.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of RTA at www.linkintime.co.in.

3. Explanatory Statement/Special Business

The Explanatory Statement pursuant to Section 102(1) of the Act, in respect of the special business under Items No. 4 and 5 as set out in the notice is annexed herewith.

4. Particulars of Directors

A statement giving additional details of the Director seeking appointment/re-appointment as set out at Items No. 3 and 5 is annexed herewith as 'Annexure A' required under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standards II (SS-2).

5. Attending AGM through VC/OAVM

The Company has enabled the members to participate at the 63rd AGM through the VC facility i.e. InstaMeet provided by Link Intime India Private Limited, Registrar and Share Transfer Agents ("RTA/LIPL"). The detailed procedure and manner for participating in AGM through VC/OAVM is given in 'Annexure B'.

Attendance through VC/OAVM is restricted and hence, members may join the meeting on a first-come-first-served basis. However, attendance of members holding more than 2% of the paid-up share capital of the Company, institutional investors, directors, key managerial personnel, Chairperson of Audit Committee, Nomination and Remuneration Committee & Stakeholders Relationship Committee and Auditor will not be restricted on a first come-first-served basis.

6. 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) service availed from LIPL ("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 **Tuesday, August 06, 2024 (9:00 a.m. I.S.T.)** and ends on **Thursday, August 08, 2024 (5:00 p.m. I.S.T.)**. During this period, members holding shares either in physical form or in dematerialised form, as on **Friday, August 02, 2024**, i.e. 'cut-off date', may cast their vote electronically. The 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 Scrutiniser to scrutinise the voting during the AGM and remote 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 and will also be communicated to the stock exchanges.

The detailed process and instructions are given in '**Annexure C**' to this Notice.

7. Any person who becomes a Member of the Company after the dispatch of this Notice and holds shares as on the cut-off date may follow the process outlined in '**Annexure B**' and '**Annexure C**' to this Notice for participating in the AGM as well for remote e-voting/e-voting at the AGM. Any person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

8. Proxy

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 the 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.

9. Inspection of documents

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 along with all other documents referred to in this Notice, will be available for inspection for the members without any fee from the date of circulation of this Notice up to the date of AGM, i.e. August 9, 2024. Members seeking to inspect can send an e-mail to the secretarial department of the Company at secretarial@bharatforge.com.

10. Dividend

Pursuant to the Listing Regulations, the Company has fixed Friday, July 05, 2024, as the Record Date for the purpose of determining the 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 Wednesday, August 14, 2024, 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 05, 2024; 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 05, 2024.

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 dividends 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 07, 2024, to the members, whose email IDs are registered with the Company/Depositories, has explained the process of TDS on dividends along with the necessary annexures. This communication is also available on the website of the Company at: www.bharatforge.com/investors/aggm.

As per the SEBI Master Circular dated May 17, 2023, in case of members whose bank details are not updated in the records of our Registrar and Share Transfer Agent i.e. Link Intime India Private Limited/Depositories before the close of business hours on Friday July 05, 2024, the Dividend shall be transferred to unpaid dividend account.

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

• **PAN, KYC, NOMINATION AND BANK DETAILS**

SEBI vide Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 read with Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021, Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 and Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/158 dated September 26, 2023 has mandated all listed entities to ensure that members holding shares in physical form shall update their PAN, KYC, Nomination and Bank account details (if not updated or provided earlier) through the respective RTA. Accordingly, members are requested to update the requisite details and the forms for updating the same are available at <https://www.bharatforge.com/investors/shareholders-information/shareholder-download>.

Service requests or investor complaints from any member, cannot be processed by RTA until registration/updation of PAN, KYC, Nomination and Bank account details in the records of the Company's RTA. Members holding shares in electronic form are requested to submit their PAN, KYC, Bank and Nomination details to their depository participants.

• **INTIMATING CHANGE**

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 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>

• **DEMATERIALISATION OF SHARES**

SEBI vide its circular No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 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 dematerialised ("Demat") form with a depository. In light of the same, shareholders are requested to kindly convert their physical shares in Demat form to avoid hassle in the transfer of shares.

• **ISSUANCE OF SECURITIES IN DEMATERIALISED 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 dematerialised 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 the 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.

Members who wish to claim their unclaimed dividend(s) may send a written request to the Company on e-mail Id. secretarial@bharatforge.com or to the Company's RTA on e-mail Id. rnt.helpdesk@linkintime.co.in or by post to RTA's address at C-101, 247 Park, L.B.S. Marg, Vikhroli West, Mumbai-400 083, Maharashtra, India.

- **SHAREHOLDERS' SATISFACTION SURVEY**

We are committed to providing excellent services to our shareholders, while upholding the highest standards of corporate governance. To further enhance our shareholder service standards, the Company has launched the Shareholders' Satisfaction Survey, which is available on the Company's website at <https://survey.kalyanicorp.com/ShareholderSurvey/>

The members are requested, to take a few moments to complete the survey. Your feedback is invaluable to us as we strive to better serve you.

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 No. 4 and item No. 5 of 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 2024-25, at a remuneration of ₹ 1,400,000 (Rupees Fourteen 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, 2025.

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 NO. 5

In accordance with the provisions of Section 149 read with Schedule IV to the Act, the appointment of an Independent Director requires the approval of members. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors have proposed that Mr. Anand Pathak (DIN: 01529308), be appointed as the Independent Director on the Board of the Company.

Pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, Mr. Anand Pathak shall hold office up to the date of this Annual General Meeting ("AGM") and is eligible to be appointed as a Director of the Company. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member(s), proposing his candidature for the office of Director.

The appointment of Mr. Anand Pathak shall be effective upon approval by the members in the Meeting.

Mr. Anand Pathak is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has received a declaration from Mr. Anand Pathak that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the SEBI Listing Regulations. In the opinion of the Board, Mr. Anand Pathak is independent of the management and possesses the appropriate skills, experience and knowledge to hold such a position on the Board of the Company.

A copy of the draft letter of appointment of Mr. Anand Pathak setting out the terms and conditions of appointment is available for inspection by the members.

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

The Board recommends the Special Resolution set out in Item No. 5 of the Notice for approval of the members.

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

Tejaswini Chaudhari

Company Secretary

Membership No.: ACS18907

Place: Pune

Date: July 05, 2024

ANNEXURE 'A'

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT/REVISION IN REMUNERATION
[INFORMATION PURSUANT TO REGULATION 36 OF LISTING REGULATIONS AND SECRETARIAL
STANDARDS II (SS-2)]**

ITEM NO. 3

Mr. B. P. Kalyani

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

Mr. B. P. Kalyani has been the Executive Director since May 2006 and has served the Company for more than three decades. He has mastered the field of forging technology and has been awarded with 'Forge Master Award' by the 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 Veermata Jijabai Technological Institute, Mumbai, MS (Mechanical Engineering) from Columbia University, New York and MBA (Finance), New York, University.

Date of Birth and Age: July 31, 1962; 61 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-appointment in terms of Section 152(6) of the Act

Shareholding in the Company (as on May 08, 2024): 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 08, 2024): None

Listed entities from which Mr. B. P. Kalyani has resigned as Director in past 3 years (as on May 08, 2024): None

Board Meeting Attendance: During the year 2023-2024, 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 2023-2024:

	Amt (in ₹)
Salary and Perquisites	27,047,941
Provident Fund and Superannuation Fund	1,536,192
Commission*	19,267,000
Long Term Cash Incentive	1,200,000
Total	49,051,133

* Proposed for financial year 2023-2024 payable in financial year 2024-2025

Details of revision in remuneration: Remuneration as decided by the Board within the ceiling approved by shareholders.

ITEM NO. 5**Mr. Anand Pathak****Brief Profile – Qualification, Experience and Expertise:**

Mr. Anand S. Pathak has extensive experience in advising clients on international mergers and acquisitions, private equity investments, international commercial and investment treaty arbitrations, and European and Indian laws on competition. He is admitted to practice law in the US and India, and has practiced law in Brussels, New York, Cleveland and Palo Alto.

Mr. Pathak attended all the European Council meetings for the adoption of the EU's merger control regulation. He has represented clients in complex European Commission and Indian competition law investigations and merger notifications, and in the negotiation of free trade agreements.

His international M&A experience includes the disposition of assets by General Motors to Hyundai, Daiichi Sankyo's acquisition of Ranbaxy, Warburg Pincus in its Indian investments, Tech Mahindra's acquisition of Satyam, Schneider Electric's acquisition of Luminous Power, acquisitions by HCL Technologies, Rediff.com and Tech Mahindra outside India, and the sale of eTouch in the US to Virtusa Corporation. He has successfully represented clients in international arbitrations, including Daiichi Sankyo in a Singapore-based arbitration and proceedings in the Singapore Supreme Court, and each of Amazon and UpHealth in international arbitrations and Indian Court proceedings. He is currently representing the government-appointed board of IL&FS in the sale of IL&FS assets, several clients in competition law matters, and the government of India in bilateral investment treaty arbitrations.

Mr. Pathak was presented with the National Law Day Award in 2005 by the prime minister of India for his unique contribution to the field of corporate law and for bringing foreign investments into India. He has received several awards for M&A and competition law, including Best M&A Lawyer in India for every year from 2008 to 2023, and India – Competition Lawyer of the Year for every year from 2013 to 2023. In 2020, Mr. Pathak received the Indian Lawyer of the Decade Award.

Mr. Pathak has an LLB and MA from the University of Cambridge, England, and an LLM and MA in international and development economics from Yale University. He has worked at the European Court of Justice, Luxembourg, and in the Competition Division of the Legal Service in the European Commission, Brussels. He was a member of a committee constituted by the Indian government in 2018 to review Indian competition laws and was a member of the government-appointed committee on the digital markets draft legislation.

Date of Birth and Age: April 18, 1963; 61 years

Date of first appointment on the Board: July 12, 2024

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

Terms and conditions of appointment: Mr. Anand Pathak will serve for a consecutive term of 5 (five) years commencing from July 12, 2024 till July 11, 2029, not liable to retire by rotation.

Mr. Anand Pathak 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 (including shareholding as a beneficial owner) (as on July 05, 2024): Mr. Anand Pathak does not hold any equity shares of the Company

Listed entities (other than Bharat Forge Limited) in which Mr. Anand Pathak holds Directorships and Committee Membership (as on July 05, 2024): None

Listed entities from which Mr. Anand Pathak has resigned as Director in the past 3 years: None

Board meeting attendance: Not Applicable.

Remuneration last drawn: Not Applicable.

Skills and capabilities required for the role and the manner in which Mr. Anand Pathak meets such requirements: The Nomination and Remuneration Committee (“NRC”), in finalising Mr. Anand Pathak’s appointment, considered his extensive legal expertise, particularly in international mergers and acquisitions, private equity investments, arbitrations, and European and Indian competition laws. His ability to develop and execute long-term strategies aligned with organisational goals highlights his strategic vision and planning capabilities. His advisory roles with government boards and engagement with stakeholders demonstrate his proficiency in navigating regulatory environments, advocating for policy reforms, and maintaining high ethical standards. Throughout his career, Mr. Anand has received several awards, including recognition from the Prime Minister of India for his significant contributions to corporate law and foreign investments in India.

Given his proven track record in these areas and substantial contributions to strategic growth and governance initiatives, Mr. Anand fully meets the requirements set forth by the NRC.

ANNEXURE 'B'**INSTRUCTIONS FOR MEMBERS TO ATTEND THE AGM THROUGH VC/OAVM AND TO SPEAK DURING THE AGM****A. Instructions for Members to attend the AGM through VC/OAVM through InstaMeet**

1. The Company has enabled the members to participate at the 63rd AGM through the VC facility i.e. InstaMeet provided by LIPL.
2. Members are required to open the internet browser and launch the URL: <https://instameet.linkintime.co.in> and click on "Login" and follow the below steps:
 - ▶ Select the "Company" and 'Event Date' and register with the following details: -
 - i. **Demat Account No. or Folio No:** Enter your 16-digit Demat Account No. or Folio No
 - Shareholders/members holding shares in the **CDSL Demat account shall provide 16-Digit Beneficiary ID**
 - Shareholders/members holding shares in the **NSDL Demat account shall provide 8-Character DP ID followed by 8-Digit Client ID**
 - Shareholders/members holding shares in **physical form shall provide the 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.).
3. Pursuant to Regulation 44(6) of Listing Regulations, the Company is also providing a live webcast of the proceedings of the AGM. The members will be able to view the proceedings on LIPL's portal at <https://instameet.linkintime.co.in>.
4. Members are requested to read the instructions carefully and participate in the meeting. You may also call the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/InstaMeet website.

B. Instructions for Members to Speak during the AGM through InstaMeet:

1. 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 05, 2024, shall only be considered and responded to during the AGM.
2. Members who would like to express their views/ask questions during the meeting may pre-register themselves as speaker by sending their requests 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 till 5.00 p.m. on Monday, August 05, 2024. Only those members who have pre-registered themselves as speaker will be allowed to express their views/ask questions during the AGM.
3. Members will receive a "speaking serial number" once they mark attendance for the AGM.
4. Other members may ask questions to the panelist, via active chat-board during the meeting.

5. The Company reserves the right to restrict the number of questions and the number of speakers, as appropriate for smooth conduct of the AGM and members will get confirmation on a first-come-first-served basis.

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

Note for Point A and B:

- a. Members are encouraged to join the Meeting through Tablets/Laptops connected through broadband for a better experience.
- b. Members are required to use the 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 Hotspots may experience Audio/Visual loss due to fluctuations in their network. It is therefore recommended to use a 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 or contact on: - Tel: 022-49186175.

ANNEXURE 'C'

INSTRUCTIONS FOR MEMBERS FOR E-VOTING

B. 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 the NSDL	<ol style="list-style-type: none"> Existing IDeAS users can visit the e-Services website of NSDL viz. https://eservices.nsd.com either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under the "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 the e-voting page. Click on the company name or e-voting service provider name i.e. LINKINTIME and you will be redirected to the "InstaVote" website for casting your vote during the remote e-voting period. If you are not registered for IDeAS e-Services, the 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 Visit the e-voting website of NSDL. Open the 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 the 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 16-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 the NSDL Depository site wherein you can see the e-voting page. Click on the company name or e-voting service provider name i.e. LINKINTIME and you will be redirected to the "InstaVote" website for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for the CDSL Easi/Easiest facility, can log in through their existing user id and password. The option will be made available to reach the e-voting page without any further authentication. The users to log in to Easi/Easiest are requested to visit the CDSL website URL: https://web.cdslindia.com/myeasitoken/home/login and click on the login icon & New System Myeasi Tab and then use your existing my easi username & password. 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, users will be able to see the 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. If the user is not registered for Easi/Easiest, the option to register is available at the CDSL website https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration and click on the login & New System Myeasi Tab and then click on the registration option. Alternatively, the user can directly access the e-voting page by providing a Demat Account Number and PAN number from an e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending an OTP on the 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 e-voting is in progress and also able to directly access the system of all e-voting Service Providers.

Type of shareholders	Log-in Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also log in using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for the e-voting facility. After successful login, you will be able to see the e-voting option. Once you click on the e-voting option, you will be redirected to the NSDL/CDSL Depository site after successful authentication, wherein you can see the e-voting feature. Click on the Company name or the e-voting service provider name i.e. LINKINTIME and you will be redirected to the e-voting service provider website for casting your vote during the remote the e-voting period.
Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in Demat mode	<ol style="list-style-type: none"> 1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in 2. Click on “Sign Up” under the ‘SHARE HOLDER’ tab and register with the following details: - <ol style="list-style-type: none"> a. User ID: Shareholders holding shares in physical form shall provide Event Number (i.e. 240310) + Folio Number registered with the Company. Shareholders holding shares in the NSDL Demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in the CDSL Demat account shall provide 16 Digit Beneficiary ID. b. PAN: 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 them, 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. <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"> • Set the password of your choice (The password should contain a minimum of 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 the ‘SHARE HOLDER’ tab. 4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’. 5. After successful login, you will be able to see the notification for e-voting. Select the ‘View’ icon. 6. The e-voting page will appear. 7. Refer to 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). 8. 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.

Type of shareholders	Log-in Method
Institutional shareholders	<p>STEP 1 – Registration</p> <ol style="list-style-type: none"> 1. Visit URL: https://instavote.linkintime.co.in 2. Click on Sign up under “Corporate Body/Custodian/Mutual Fund” 3. Fill up your entity details and submit the form. 4. A declaration form and organisation ID is generated and sent to the Primary contact person's email ID (which is filled in at the time of sign up at Sr.No. 2 above). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in. 5. Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to the Primary contact person's email ID. 6. While first login, the entity will be directed to change the password and the login process is completed. <p>STEP 2 –Investor Mapping</p> <ol style="list-style-type: none"> 1. Visit the URL: https://instavote.linkintime.co.in and log in with the credentials as received in Step 1 above. 2. Click on the “Investor Mapping” tab under the Menu Section 3. Map the Investor with the following details: <ol style="list-style-type: none"> a. ‘Investor ID’ - <ol style="list-style-type: none"> i. Members holding shares in the NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678 ii. Members holding shares in the CDSL demat account shall provide 16-Digit Beneficiary ID. b. ‘Investor’s Name - Enter the full name of the entity. c. ‘Investor PAN’ - Enter your 10-digit PAN issued by the Income Tax Department. d. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature cards. 4. Click on the Submit button and the investor will be mapped now. 5. The same can be viewed under the “Report Section”. <p>STEP 3 – Voting through remote e-voting.</p> <p>The corporate shareholder can vote by two methods, once remote e-voting is activated:</p> <p>METHOD 1 - VOTES ENTRY</p> <ol style="list-style-type: none"> a. Visit the URL: https://instavote.linkintime.co.in and log in with the credentials as received in Step 1 above. b. Click on the ‘Votes Entry’ tab under the Menu section. c. Enter the Event No. for which you want to cast a vote. The Event No. will be available on the home page of Instavote before the start of remote e-voting. d. Enter the ‘16-digit Demat Account No.’ for which you want to cast a vote. e. Refer to 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). f. After selecting the desired option i.e., Favour/Against, click on ‘Submit’.

Type of shareholders	Log-in Method
	<p>g. 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. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).</p> <p>OR</p> <p>VOTES UPLOAD:</p> <p>a. Visit the URL: https://instavote.linkintime.co.in and log in with the credentials as received in Step 1 above.</p> <p>b. You will be able to see the notification for e-voting in your inbox.</p> <p>c. Select the 'View' icon for 'Company's Name/Event number'. An E-voting page will appear.</p> <p>d. Download sample vote file from the 'Download Sample Vote File' option.</p> <p>e. Cast your vote by selecting your desired option 'Favour/Against' in Excel and upload the same under the 'Upload Vote File' option.</p> <p>f. Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).</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 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 the 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 the 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 the CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll-free no. 1800 22 55 33

IV. Individual Shareholders holding securities in Physical mode have forgotten the password:
 If an Individual shareholder holding securities in physical form 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 the 'SHARE HOLDER' tab and further Click 'forgot password?'
- Enter the User ID, select Mode and Enter the Image Verification code (CAPTCHA). Click on "SUBMIT".

In case a shareholder is having a valid e-mail address, a 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 a minimum of 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. 240310) + Folio Number registered with the Company

V. In case Individual Shareholders holding securities in Demat mode with NSDL/CDSL have forgotten their password:
Shareholders who are unable to retrieve the User ID/Password are advised to use the 'Forget User ID' and 'Forget Password' options available at the above-mentioned 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 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 log in any number of times till they have voted on the resolution(s) for a particular "Event".

VI. Institutional shareholders ("Corporate Body/Custodian/Mutual Fund") have forgotten the password:

If a Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then they can use the "Forgot Password" option available on the e-voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on 'Login' under the 'Corporate Body/Custodian/Mutual Fund' tab and further Click 'forgot password?'
- Enter the User ID, Organisation ID and Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is have a valid email address, a Password will be sent to his/her registered e-mail address. Shareholders can set the password of their 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 a minimum of 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

C. 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 scrutiniser/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 the 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: Shareholders/Members, who will be present in the General Meeting through InstaMeet 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 the e-voting facility during the meeting. Shareholders/Members who have voted through Remote e-voting prior to the General Meeting will be eligible to attend/participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

INFORMATION AT A GLANCE

Sr. No.	Particulars	Details
1	Day, Date and Time of AGM	Friday, August 09, 2024 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 log in 30 minutes before the time scheduled for the AGM i.e. at 10.30 a.m. (I.S.T.) at https://instameet.linkintime.co.in
4	Contact information for VC or e-voting-related issues	E-mail: enotices@linkintime.co.in Tel: 022-49186000
5	Speaker Shareholder Registration before AGM	Email: secretarial@bharatforge.com is accessible till 5:00 p.m. (I.S.T.) on Monday, August 05, 2024
6	Cut-off date for e-voting	Friday, August 02, 2024
7	Remote e-voting start and end date and time	Tuesday, August 06, 2024 at 9:00 a.m. I.S.T. and Thursday, August 08, 2024 at 5:00 p.m. I.S.T.
8	Remote e-voting website	(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
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	
	For physical holding:	rnt.helpdesk@linkintime.co.in
	For DEMAT holding:	to their Depository Participants(DPs)
12	Record date for Dividend	Friday, July 05, 2024
13	Dividend payment date	On or after Wednesday, August 14, 2024
14	Information of tax on Dividend 2023-24	The same is available at the Company's website at https://www.bharatforge.com/investors/aggm