

**Secretarial compliance report of Bharat Forge Limited for the year ended
March 31, 2023**

To,

Bharat Forge Limited,
Mundhwa Pune Cantonment Pune- 411036.

We **SVD & Associates, Company Secretaries**, have examined:

- a) all the documents and records made available to us physically and through electronic mode and explanation provided by **Bharat Forge Limited** ("the listed entity"),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) the website of the listed entity,
- d) other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **March 31, 2023** ("Review Period") in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR");

- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations 2018; **(not applicable to the listed entity during the Review Period)** (Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations 2009 ("**SEBI ICDR**" to the extent applicable for settlement application);
 - c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - d) Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018; **(not applicable to the listed entity during the Review Period)**;
 - e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(not applicable to the listed entity during the Review Period)**;
 - f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
 - g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
 - i) Securities and Exchange Board of India (Settlement Proceedings) Regulations, 2018 (Settlement Regulations);
 - j) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **(not applicable to the listed entity during the Review Period)**;
- and circulars/ guidelines issued thereunder;

And based on the above examination, we hereby report that, during the Review Period:

- (a) **The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-



SN	Compliance Requirement (Regulations /circulars/guidelines including specific clause)	Regulation /Circular No.	Deviations	Action Taken by	Type of Action (Advisory /Clarification/Fine/ Show Cause Notice/ Warning , etc.)	Details of Violation	Fine Amount (Rs.)	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	The listed entity is required to submit to the stock exchange(s), along with the quarterly financial results, (a) a statement indicating the utilisation of the issue proceeds of non-convertible securities; and (b) a statement disclosing material deviation(s) (if any) in the use of issue proceeds of non-convertible securities from the objects of the issue.	Regulation 52(7)/ (7A) of SEBI LODR	Delay in submission for the quarter ended June 2022.	National Stock Exchange of India Limited (NSE) where Debentures are listed.	Fine	The Listed entity has submitted the statement of utilisation of the issue proceeds of non-convertible securities and material deviation(s) (if any) to NSE on August 17, 2022, i.e. delay by 1 day.	1,000/-	The listed entity has made submission of statement under Regulation 52(7)/ (7A) of SEBI LODR for the quarter ended June 2022 on August 17, 2022, i.e. delay by 1 day and has paid the fine amount within prescribed time to NSE.	The delay in submission was inadvertent and on account of technical issues faced by the Company on the due date	-



S N	Compliance Requirement (Regulations /circulars/guidelines including specific clause)	Regulation /Circular No.	Deviations	Action Taken by	Type of Action (Advisory /Clarification/Fine/ Show Cause Notice/ Warning, etc.)	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
2.	The listed entity is required to submit to the stock exchange(s) a statement showing holding of securities and shareholding pattern separately for each class of securities identifying the Promoter and Promoter group entities as defined under Regulation 2(1)(pp) of the SEBI ICDR r/w Regulation 2(1)(zb) of the SEBI ICDR Regulations, 2009.	Regulation 31(1) r/w Regulation 103(2) of the SEBI LODR and Regulation 2(1)(pp) r/w Regulation 2(1)(zb) of the SEBI ICDR Regulations, 2009.	The Company has duly complied with the requirement of SEBI LODR of submission of Shareholding Pattern. However, under the internal scrutiny, the Company had noticed that three entities that hold an insignificant number of shares in the Company and qualify as "promoter group" under Regulation 2(1)(pp) r/w Regulation 2(1)(zb) of the SEBI ICDR had inadvertently not been classified as such, in the Company's shareholding pattern as disseminated on stock exchange platforms.	NA	NA	NA	NA	The Company has voluntarily rectified the said inadvertent error from the quarter ending December 31, 2015 to the quarter ending March 31, 2022 and accordingly approached SEBI for settlement in terms of the Settlement Regulations. In consideration of the same, the High Powered Advisory Committee of SEBI directed to pay the settlement of INR 9,18,000/- which was duly paid by the Company on November 10, 2022 and order was received by the Company on November 30, 2022.	-	-

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations /circulars/guidelines including specific clause)	Regulation /Circular No.	Deviations	Action Taken by	Type of Action (Advisory /Clarification/ Fine/Show Cause Notice/ Warning, etc.)	Details of Violation	Fine Amount (Rs.)	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	The listed entity is required to file a statement giving relevant details about investor complaints with the recognized stock exchange(s) on a quarterly basis, within twenty one days from the end of each quarter in prescribed format.	13(3) of SEBI LODR.	The listed entity has made the submission to NSE under regulation 13(3) of LODR within prescribed time, however through a different path for the quarter ended September 30, 2021.	National Stock Exchange of India Limited (NSE).	Fine.	The listed entity has made the submission to NSE under regulation 13(3) of LODR within prescribed time, however through a different path for the quarter ended September 30, 2021.	1000/-	The listed entity needs to file the statement under regulation 13(3) of SEBI LODR on recognized stock exchange through designated path.	The listed entity had made the application for waiver vide letter dated November 15, 2021 and paid the fine amount.	NSE vide letter dated August 02, 2022 has reversed the fine amount.



(c) The listed entity has suitably included the conditions as mentioned in Para 6(A) and 6(B) of the SEBI Circular CIR/CFD/CMD1/114/2019, dated October 18, 2019 in the terms of appointment of statutory auditor of the listed entity

(d) This report is to be read with additional affirmations annexed herewith as **Annexure-A**.

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity. We have relied on the documents and evidences provided by electronic mode, for the purpose of issuing this report.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI LODR and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For **SVD & Associates**
Company Secretaries

 

Sridhar Mudaliar

Partner

FCS No: 6156

CP No: 2664

Place: Pune

Date: May 05, 2023

Peer Review No: P2013MH075200

UDIN: F006156E000254791

Note: We have relied on the documents and evidences provided by electronic mode, for the purpose of issuing this report.

Annexure - A

Additional Affirmations

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS
1.	<p><u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	Yes	Nil
2.	<p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI 	Yes	Nil
3.	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website 	Yes	Nil



4.	<u>Disqualification of Director:</u> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	Nil
5.	<u>Details related to Subsidiaries of listed entities:</u> (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	Yes	Nil
6.	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015	Yes	Nil
7.	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	Yes	Nil
8.	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee,	Yes	Nil
9.	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder	Yes	Nil
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	Nil



11.	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder</p>	No	As per our comment mentioned in table (a) **of this report
12.	<p><u>Additional Non-compliances, if any:</u> No additional non-compliance observed for all SEBI regulation/circular/guidance note etc. as applicable to the Company as mentioned in the above report</p>	No	As per our comment mentioned in table (a) **of this report

