BHARAT FORGE

July 20, 2021

To,

BSE Limited,
1st Floor, New Trading Ring,
Rotunda Building, P.J. Towers,
Dalal Street, Fort,
Mumbai - 400 001
BSE SCRIP CODE - 500493

National Stock Exchange of India Ltd.,
'Exchange Plaza',
Bandra-Kurla Complex, Bandra (East)
Mumbai- 400 051
Symbol: BHARATFORG
Series: **EQ**

Dear Sir,

Sub: Notice of 60th Annual General Meeting of the Company

Pursuant to Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of 60th Annual General Meeting of the Company scheduled to be held on Friday, August 13, 2021 at 11.30 a.m. (I.S.T.) through Video Conferencing (VC)/Other Audio Visual Means (OAVM) which is circulated to the shareholders on their registered email address.

The same is also available on the Company's website at https://www.bharatforge.com/investors/agm.

Information at a glance:

Particulars	Details
Date and time of AGM	Friday, August 13, 2021 at 11.30 a.m. I.S.T.
Web-link for participating through VC/OAVM	https://www.evoting.nsdl.com/
Cut-off date for e-voting	Friday, August 06, 2021
E-voting start date and time	Tuesday, August 10, 2021 at 9 a.m. I.S.T.
E-voting end date and time	Thursday, August 12, 2021 at 5 p.m. I.S.T.
E-voting website of NSDL	https://www.evoting.nsdl.com/

Kindly take the same on record.

Thanking you,

Yours faithfully,
For Bharat Forge Limited

Tej dhari
Company Secretary

Encl: As above

KALYANI

BHARAT FORGE LIMITED

CIN: L25209PN1961PLC012046
Registered Office: Mundhwa, Pune Cantonment, Pune - 411 036, Maharashtra, India
Phone: +91 20 6704 2777/2476 **Fax:** +91 2682 2163
Email: secretarial@bharatforge.com **Website:** www.bharatforge.com

NOTICE

Notice is hereby given that the 60th (Sixtieth) Annual General Meeting ("AGM") of the Members of **Bharat Forge Limited** ("the Company") will be held on **Friday, August 13, 2021 at 11.30 a.m. (I.S.T.)** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1.

SPECIAL BUSINESS:

5. Re-appointment of Mr. B.P. Kalyani (DIN: 00267202), as an Executive Director of the Company

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

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and subject to such other sanctions/approvals, as may be necessary or required, consent of the members be and is hereby accorded for the re-appointment of Mr. B. P. Kalyani (DIN: 00267202) as an Executive Director of the Company for a period of five (5) years with effect from May 23, 2021 (i.e. from May 23, 2021 to May 22 2026), liable to retire by rotation on the following terms and conditions including remuneration:

I. Salary:
A salary of ₹ 1,421,000/- (Rupees Fourteen Lakh Twenty One Thousand only) per month in the grade of ₹ 1,400,000/- (Rupees Fourteen Lakh only) to ₹ 3,000,000/- (Rupees Thirty Lakh only).

The Board is authorised to determine the Salary and grant such increases in Salary and / or Allowances by whatever name called from time to time within the aforesaid limit.

II. Commission:
Commission to be paid based on net profit of the Company in a particular year, which put together with salary and perquisites shall be subject to the overall ceilings laid down in Section 197 of the Companies Act, 2013.

III. Perquisites:
Perquisites are classified into three categories 'A', 'B' and 'C' as follows:

Category 'A'
This will comprise house rent allowance, leave travel concession, medical reimbursement, fees of clubs and personal accident insurance. These may be provided as under:

(i) Housing I:
The expenditure by the Company on hiring furnished accommodation will be subject to the following ceiling:

Sixty percent (60%) of the salary over and above ten percent (10%) payable by the Executive Director.

Housing II:
In case the accommodation is owned by the Company, ten percent (10%) of the salary of the Executive Director shall be deducted by the Company.

Housing III:
In case no accommodation is provided by the Company, the Executive Director shall be entitled to house rent allowance subject to the ceiling laid down in Housing I above.

Explanation:
The expenditure incurred by the Company on gas, electricity, water and furnishings shall be valued as per the Income Tax Rules, 1962. This shall, however, be subject to a ceiling of ten percent (10%) of the salary of the Executive Director.

(ii) Medical reimbursement:
As per the rules of the Company.

(iii) Leave travel concession:
For the Executive Director and his family in accordance with the rules of the Company.

(iv) Club fees:
Fees of clubs subject to a maximum of two (2) clubs. This will not include Admission and life membership fees.

(v) Personal accident insurance:
As per the rules of the Company.

Explanation:
For the purpose of Category 'A', 'family' means the spouse, the dependent children and dependent parents of the Executive Director.

Category 'B'
1. 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.

2. Gratuity to be paid as per the rules of the Company.

3. Encashment of leave at the end of the tenure.

4. Retirement and other benefits as per the rules of the Company.

Category 'C'
Provision of 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.

Notwithstanding anything herein, where in any financial year during the currency of tenure of the Executive Director, the Company has no profits or its profits are inadequate, the Company will pay him remuneration by way of salary and perquisites specified above subject to requisite approval, if any, as may be required under the Companies Act, 2013 and rules made thereunder.

6. Re-appointment of Mr. S. E. Tandale (DIN: 00266833), as an Executive Director of the Company

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

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and subject to such other sanctions/approvals, as may be necessary or required, consent of the members be and is hereby accorded for the re-appointment of Mr. S. E. Tandale (DIN: 00266833) as an Executive Director of the Company for a period of five (5) years with effect from May 23, 2021 (i.e. from May 23, 2021 to May 22 2026), liable to retire by rotation on the following terms and conditions including remuneration:

I. Salary:

A salary of ₹ 1,573,000/- (Rupees Fifteen Lakh Seventy Three Thousand only) per month in the grade of ₹ 1,400,000/- (Rupees Fourteen Lakh only) to ₹ 3,000,000/- (Rupees Thirty Lakh only).

The Board is authorised to determine the Salary and grant such increases in Salary and / or Allowances by whatever name called from time to time within the aforesaid limit.

II. Commission:

Commission to be paid based on net profit of the Company in a particular year, which put together with salary and perquisites shall be subject to the overall ceilings laid down in Section 197 of the Companies Act, 2013.

III. Perquisites:

Perquisites are classified into three categories 'A', 'B' and 'C' as follows:

Category 'A'

This will comprise house rent allowance, leave travel concession, medical reimbursement, fees of clubs and personal accident insurance. These may be provided as under:

(i) Housing I:

The expenditure by the Company on hiring furnished accommodation will be subject to the following ceiling:

Sixty percent (60%) of the salary over and above ten percent (10%) payable by the Executive Director.

Housing II:

In case the accommodation is owned by the Company, ten percent (10%) of the salary of the Executive Director shall be deducted by the Company.

Housing III:

In case no accommodation is provided by the Company, the Executive Director shall be entitled to house rent allowance subject to the ceiling laid down in Housing I above.

Explanation:

The expenditure incurred by the Company on gas, electricity, water and furnishings shall be valued as per the Income Tax Rules, 1962. This shall, however, be subject to a ceiling of ten percent (10%) of the salary of the Executive Director.

(ii) Medical reimbursement:

As per the rules of the Company.

(iii) Leave travel concession:

For the Executive Director and his family in accordance with the rules of the Company.

(iv) Club fees:

Fees of clubs subject to a maximum of two (2) clubs. This will not include Admission and life membership fees.

(v) Personal accident insurance:

As per the rules of the Company.

Explanation:
For the purpose of Category 'A', 'family' means the spouse, the dependent children and dependent parents of the Executive Director.

Category 'B'

1. 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.

2. Gratuity to be paid as per the rules of the Company.

3. Encashment of leave at the end of the tenure.

4. Retirement and other benefits as per the rules of the Company.

Category 'C'
Provision of 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.

Notwithstanding anything herein, where in any financial year during the currency of tenure of the Executive Director, the Company has no profits or its profits are inadequate, the Company will pay him remuneration by way of salary and perquisites specified above subject to requisite approval, if any, as may be required under the Companies Act, 2013 and rules made thereunder.

7. Ratification of remuneration of the 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 reenactment(s) thereof, for the time being in force), the remuneration payable to M/s. Dhananjay V. Joshi & Associates, Cost Accountants, Pune (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 2021-22 amounting to Rs. 12,00,000/- (Rupees Twelve Lakhs only) plus applicable Goods and Service Tax and/or such other tax(es) as may be applicable and reimbursement of out of pocket expenses incurred in connection with the aforesaid audit, be and is hereby approved.

RESOLVED FURTHER THAT the Board of 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."

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

Tejaswini Chaudhari
Company Secretary

Membership No.: ACS18907

Pune: June 04, 2021

Registered Office:
Mundhwa, Pune Cantonment,
Pune - 411 036, Maharashtra, India
CIN: L25209PN1961PLC012046
Email: secretarial@bharatforge.com
Website: www.bharatforge.com

NOTES:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") vide its circular dated January 13, 2021 read with circulars dated May 5, 2020, April 13, 2020 and April 8, 2020 and Securities and Exchange Board of India ("SEBI") vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 (collectively referred to as "Circulars"), have permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing (VC) or Other Audio Visual Means (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 60th 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.

2. The Explanatory Statement pursuant to Section 102(1) of the Act, in respect of the special business under item Nos. 5, 6 and 7 set out in the notice is annexed herewith.

3. A statement giving additional details of the Director seeking appointment/re-appointment as set out at item No. 3, 4, 5 and 6 is annexed herewith as required under Listing Regulations.

4. 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 pursuant to the Circulars 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.

5. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail through its registered e-mail address to deulkarcs@gmail.com with a copy marked to secretarial@bharatforge.com.

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, will be available for electronic inspection for the Members without any fee from the date of circulation of this Notice upto the date of AGM, i.e. August 13, 2021. Members seeking to inspect can send an e- mail to secretarial department of the Company at secretarial@bharatforge.com.

7. Pursuant to the Listing Regulations, the Company has fixed Friday, July 16, 2021 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 20, 2021 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 16, 2021; 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 and the Central Depository Services (India) Limited, as of the close of business hours on Friday, July 16, 2021.

8. Pursuant to Finance Act, 2020, dividend income is taxable in the hands of shareholders with effect from April 1, 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 shareholders are requested to refer to the Finance Act, 2020 and the amendments thereof. In general, to enable compliance with TDS requirements, Members are requested to complete and / or update their Residential status, PAN, Category with their Depository Participants ('DPs') or in case shares are held in physical form, with the Company.

Process for updating Bank Account Mandate:

Physical holding	Members are requested send a duly signed request letter to the Company mentioning Folio No., Name of Shareholder, self-attested copy of PAN Card and hard copies of following documents for updating Bank Account details:	
	a)	Name and branch of the Bank in which you wish to receive the dividend;
	b)	Bank account type;
	c)	Bank account number allotted by your Bank;
	d)	Nine Digit MICR Code Number;
	e)	Eleven digit IFSC Code; and
	f)	A scanned copy of cancelled cheque bearing the name of the first shareholder [if name is not printed, bank attested copy of the first page of pass book showing name of account holder].
Demat holding	Please contact your Depository Participant [DP] and register Bank account details, in your demat account, as per the process advised by your DP.	

The Members who are unable to receive the dividend directly in their bank account through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the warrant / demand draft to such Members on the addresses registered with the Company.

9. 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, 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 website of the e-voting agency- NSDL at https://www.evoting.nsdl.com.

Process for registration of e-mail Id for obtaining Annual Report and Notice of AGM:

We urge Members to support the Green Initiative of the Government of India [GOI] by choosing to receive the communication from the Company through email. Therefore, in case you wish to register/update your address, E-mail id, etc., you can do the same by following below mentioned process:

Physical holding	Please send a duly signed request letter to the Company mentioning Folio No., Name of Shareholder, self-attested copy of PAN Card by e-mail to secretarial@bharatforge.com OR assessing the link: https://bharatforge.autoflowtech.com/#/, for registering the e-mail address.
Demat holding	Please contact your Depository Participant [DP] and register your e-mail address in your demat account, as per the process advised by your DP.

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

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 1, 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 form with a depository. In light of same, shareholders are requested to kindly convert their physical shares in Demat form to avoid hassle in transfer of shares.

CONSOLIDATION OF MULTIPLE FOLIOS

Members holding more than one share in the same name or joint names in the same order but under different ledger folios are requested to apply for consolidation of such folios into a single folio and accordingly send a request letter duly signed by the shareholder and the relevant share certificates alongwith the self-attested copy of Permanent Account Number (PAN) card and Aadhar card to the Company, to enable us to consolidate all such multiple folios into one single folio.

PERMANENT ACCOUNT NUNBER

SEBI has mandated submission of PAN by every participant in the Securities Market. Members holding shares in electronic form are therefore requested to submit their PAN to their depository participants. Members holding shares in physical form are required to submit their PAN details to the Company.

UNCLAIMED DIVIDEND

Members are requested to note that, dividends if not encashed for a consecutive period of seven (7) 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.

SUBDIVISION OF SHARES

On July 27, 2005, the Company had sub-divided its Equity Shares of the face value of ₹ 10/- each into the Equity Shares of face value of ₹ 2/- each. Accordingly, the Members were requested to surrender their old Share Certificate(s) of the face value of ₹ 10/- each and obtain from the Company new Share Certificate(s) of the face value of ₹ 2/- each. Those Members who have still not obtained the new Share Certificate(s) of face value of ₹ 2/- each are requested to approach the Secretarial Department at the Registered Office of the Company at Mundhwa, Pune Cantonment, Pune – 411 036, Maharashtra, India and exchange their old Share Certificate(s) with the new one.

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 Members are requested to submit these details to their DP in case the shares are held by them in electronic form, and to the Company at registered office, in case the shares are held in physical form.

11. Instructions for e-voting and joining the AGM are as follows:

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 (e-voting from a place other than venue of the AGM) ("remote e-voting") as well as e-voting during the proceeding of the AGM ("e-voting at the AGM").

ii. The remote e-voting period commences on Tuesday, August 10, 2021 (9:00 a.m. I.S.T.) and ends on, Thursday, August 12, 2021 (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 6, 2021 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL 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. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

vi. Mr. S. V. Deulkar failing him Mr. Sridhar Mudaliar Partners of M/s. SVD & Associates, Company Secretaries, Pune have been appointed as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.

The result of the e-voting (votes casted during the AGM and votes casted 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 on the website of NSDL and will also be communicated to the stock exchanges.

INSTRUCTIONS FOR REMOTE E-VOTING

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for individual shareholders holding securities in demat mode

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. If you are already registered for **NSDL IDeAS facility**, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the **"Beneficial Owner"** icon under "Login" which is available under **"IDeAS"** section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against Company name or **e-Voting service provider - NSDL** and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
	2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS"** Portal or click at: https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
	3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number 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 options available against Company name or **e-Voting service provider - NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are: https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E-Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL**. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once 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 options available against Company name or **e-Voting service provider-NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 or contact at 022- 23058738 or 022-23058542-43

B) Login Method for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical		Your User ID is:
a)	For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b)	For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12********** then your user ID is 12**********
c)	For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 116262 then user ID is 116262001***

5. Password details for shareholders other than individual shareholders are given below:

   a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

      (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

      (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose e-mail ids are not registered**.

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

   a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

   b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join AGM on NSDL e-Voting system

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to deulkarcs@gmail.com with a copy marked to evoting@nsdl.co.in and secretarial@bharatforge.com

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in

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

1. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card, and self-attested scanned copy of Aadhar Card by email to secretarial@bharatforge.com.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account Statement, self-attested scanned copy of PAN card, self-attested scanned copy of Aadhar Card to secretarial@bharatforge.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for individual shareholders holding securities in demat mode.

3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

The instructions for members for e-voting on the day of the AGM are as under:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, 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 in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. Members who need technical assistance before or during AGM can contact :

    1) Mr. Amit Vishal, Senior Manager (NSDL) at email id: evoting@nsdl.co.in or AmitV@nsdl.co.in or at Tel. No.: +91-22-2499 4360 or

    2) Ms. Pallavi Mhatre, Manager (NSDL) at email id: evoting@nsdl.co.in or pallavid@nsdl.co.in or at Tel. No.: +91-22-2499 4545 or

    3) Send a request at evoting@nsdl.co.in or use the toll-free no.: 1800-222-990

Instructions for members for attending the AGM through VC/OAVM are as under:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General Meeting" menu against Company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password, may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. The facility of joining the AGM through VC/OAVM shall open 30 minutes before the time scheduled for the AGM i.e. at 11.00 a.m. (I.S.T.).

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is, therefore, recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. 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 Wednesday, August 11, 2021 shall only be considered and responded during the AGM.

6. 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 email address mentioning their name, DP ID and Client ID/folio number, email id and mobile number at secretarial@bharatforge.com during the period, Monday, August 09, 2021 at 9:00 a.m. (I.S.T.) to Wednesday, August 11, 2021 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.

7. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.

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. 5 & 6 in the accompanying Notice:

Item No. 5

The previous terms of appointment of Mr. B. P. Kalyani as an Executive Director of the Company expired on May 22, 2021. On the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company approved at its meeting held on Friday, February 12, 2021, re-appointment of Mr. B. P. Kalyani as an Executive Director of the Company for a further period of five (5) years, on the terms of remuneration as detailed in the resolution.

It is proposed to seek member's approval for the re-appointment and remuneration payable to Mr. B. P. Kalyani as an Executive Director of the Company, in terms of applicable provisions of the Act.

Mr. B. P. Kalyani and his relatives may be regarded as concerned with or interested in the resolution to the extent of their shareholding interest in the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in the resolution.

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

Item No. 6

The previous terms of appointment of Mr. S. E. Tandale as an Executive Director of the Company expired on May 22, 2021. On the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company approved at its meeting held on Friday, February 12, 2021, re-appointment of Mr. S. E. Tandale as an Executive Director of the Company for a further period of five (5) years, on the terms of remuneration as detailed in the resolution.

It is proposed to seek member's approval for the re-appointment and remuneration payable to Mr. S. E. Tandale as an Executive Director of the Company, in terms of applicable provisions of the Act. Mr. S. E. Tandale and his relatives may be regarded as concerned with or interested in the resolution to the extent of their shareholding interest in the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Ordinary Resolution set out in Item No. 6 of the Notice for approval of the members.

Item No. 7

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 2021-22, at a remuneration of ₹ 1,200,000/- (Rupees Twelve Lakhs only) plus Taxes at the applicable rates and reimbursement of out of pocket expenses. In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has 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. 7 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2022.

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 in Item No.7 of the Notice for approval by the Members.

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

Tejaswini Chaudhari
Company Secretary

Membership No.: ACS18907

Pune: June 04, 2021

Registered Office:
Mundhwa, Pune Cantonment,
Pune - 411 036, Maharashtra, India
CIN: L25209PN1961PLC012046
Email: secretarial@bharatforge.com
Website: www.bharatforge.com

BRIEF PROFILE OF DIRECTORS TO BE APPOINTED/RE-APPOINTED:

Name of the Director	Mr. K. M. Saletore	Mr. P. C. Bhalerao	Mr. B. P. Kalyani	Mr. S. E. Tandale
Age	54 Years	71 Years	58 Years	52 Years
Date of Birth	September 4, 1966	March 4, 1950	July 31, 1962	September 24, 1968
Date of first appointment on the Board	February 2, 2015	April 1, 1998	May 23, 2006	May 23, 2006
A brief resume of the Director along with his experience	Mr. K. M. Saletore joined Bharat Forge as Group CFO in 2011. He has a wide experience of about 32 years in the areas of Strategic Planning, Corporate Mergers and Acquisitions, and the Investment function. He is responsible for the Accounting, Taxation, MIS, and other related functions within the Company.	Mr. P. C. Bhalerao Non-Executive Director on the Board. He has over 39 years of work experience and holds expertise in Finance, Mergers, Acquisition and joint ventures. Mr. Bhalerao has been on a board since April 1, 1998. On and from August 1, 2005 he was designated as a Non-Executive Director on the Board.	Mr. B. P. Kalyani is the Executive Director since May 2006 & has served the Company for 38 years. He has mastered in the field of forge modernisation divisions 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. S. E. Tandale joined Bharat Forge in 1991. He has a wide experience of about 30 years. Over the years, he has held a leadership position in developing and nurturing the global business and strategy of the Company. He is also involved in various strategic planning and global business development initiatives of the Company.
Qualification	• Chartered Accountant • MBA	• MBA • B.E (Chem)	• BE (Production Engineering) • MS (Mechanical Engineering)	• B.E. (MECH)
Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	Not related to any Director, Manager or Key Managerial Personnel.	Not related to any Director, Manager or Key Managerial Personnel.	Not related to any Director, Manager or Key Managerial Personnel.	Not related to any Director, Manager or Key Managerial Personnel.
Directorships held in other Listed Companies	NIL	NIL	NIL	NIL
Membership/ Chairmanship of Committees of Boards of other Listed Companies	NIL	NIL	NIL	NIL
Shareholding in the Company	900 Equity Shares of ₹ 2/- each	NIL	6,385 Equity shares of ₹ 2/- each	NIL

For other details such as the number of meetings of the board attended during the year and remuneration drawn, please refer to the Corporate Governance Report which is a part of this Annual Report.