

B H A R A T F O R G E

July 9, 2025

To

BSE Limited
Corporate Relations Department
Phiroze Jeejeebhoy Towers
Dalal Street, Fort, Mumbai 400 001
Maharashtra, India

National Stock Exchange of India Limited
Listing Department
Exchange Plaza, Plot No. C/1, G Block
Bandra Kurla Complex, Bandra (East)
Mumbai 400 051, Maharashtra, India

Scrip Code: 500493

Symbol: BHARATFORG

Sub.: Certified True Copy of the Proceedings of the Postal Ballot

**Ref. : SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015
("Listing Regulations")**

Dear Sir / Madam,

This is in furtherance to our intimation dated June 23, 2025 regarding the results of Postal Ballot approving the following:

Sr No	Nature of the Resolution	Particulars
1.	Special Resolution	Re-appointment of Mr. K.B.S. Anand (DIN: 03518282) as an Independent Director of the Company.
2.	Special Resolution	Re-appointment of Ms. Sonia Singh (DIN: 07108778) as an Independent Director of the Company.

In accordance with aforesaid Postal Ballot exercise, we are submitting herewith Certified True Copy of the proceedings of Postal Ballot.

Kindly take the same on record.

Thanking you.

Yours faithfully,

For Bharat Forge Limited

Tejaswini Chaudhari
Company Secretary and Compliance Officer
Membership No.: A18907

Encl.: As above



KALYANI

CIN L25209PN1961PLC012046

BHARAT FORGE LIMITED, MUNDHWA, PUNE 411 036, MAHARASHTRA, INDIA.

Phone : + 91 20 6704 2476 / 6704 2850 (Secretarial) Fax : 020 2682 2163

Email : secretarial@bharatforge.com Website : www.bharatforge.com

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CERTIFIED TRUE COPY OF PROCEEDINGS OF THE SPECIAL RESOLUTION PASSED BY THE MEMBERS OF THE COMPANY ON THURSDAY, JUNE 19, 2025 BY WAY OF POSTAL BALLOT, PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (MANAGEMENT & ADMINISTRATION) RULES, 2014.

The Board of Directors of the Company ("**Board**"), vide Board Resolution dated May 8, 2025 approved the proposal to conduct a Postal Ballot ("**Postal Ballot**") by remote e-voting process ("**e-voting**") pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 ("**Act**"), Rule 20 and Rule 22 of the Companies (Management and Administration Rules), 2014 read along with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020 and the subsequent Circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 and other relevant and applicable circulars issued by the Ministry of Corporate Affairs ("**MCA Circulars**"), Regulation 44 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and other applicable provisions, if any, of the Listing Regulations, for the time being in force read along with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 and SEBI Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 ("**SEBI Circulars**") and the Secretarial Standard on General Meetings ("**SS-2**") to seek approval of the Members on the following resolutions:

Sr No	Nature of the Resolution	Particulars
1.	Special Resolution	Re-appointment of Mr. K.B.S. Anand (DIN: 03518282) as an Independent Director of the Company.
2.	Special Resolution	Re-appointment of Ms. Sonia Singh (DIN: 07108778) as an Independent Director of the Company.

The following actions were conducted pursuant to the approval of the Board and in compliance with the provisions of the Act and MCA Circulars:

- Mr. Sridhar Mudaliar (Membership No. FCS 6156), failing him, Mrs. Sheetal Joshi (Membership No. FCS 10480), Partners of M/s. SVD & Associates, Company Secretaries, Pune were appointed as scrutinizer for conducting the Postal Ballot through e-voting in a fair and transparent manner.

Further, the Board, vide Board Resolution dated May 8, 2025, had authorized Ms. Tejaswini Chaudhari, Company Secretary and Compliance Officer of the Company to receive the Scrutinizer's Report along with related papers and declare the results of e-voting;

- The Company availed the services of National Securities Depository Limited ("**NSDL**") for providing e-voting facility to the Members;



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- iii. Pursuant to the MCA Circulars, the Company completed circulation of Notice dated May 8, 2025 along with explanatory statement (hereinafter referred to as Notice of Postal Ballot) via electronic mode on Monday, May 19, 2025 to those members whose e-mail addresses were registered with the Depositories (in case of Members holding shares in Demat form) or with Registrar and Share Transfer Agent of the Company (in case of Members holding shares in physical form) and whose names appeared on the Register of Members/ List of Beneficial Owners as on Friday, May 9, 2025 (“**Cut-off date**”).
- iv. A newspaper advertisement dated May 19, 2025 as required under the Act and the MCA Circulars was published on May 20, 2025 in English and Marathi editions of Financial Express and Loksatta respectively;
- v. The e-voting period commenced from 9.00 am (IST) on Tuesday, May 20, 2025 and ended at 05.00 p.m. (IST) on Thursday, June 19, 2025. The Members were informed that the e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled upon expiry of aforesaid period.

The Members were required to communicate their assent or dissent only through e-voting system in terms of the MCA Circulars.

The Members holding shares as on the Cut-off Date i.e. Friday, May 9, 2025 were only entitled to vote on the resolutions.

The Scrutinizer’s Report dated June 23, 2025 for the special resolutions as set out in the Notice of the Postal Ballot was handed over to the Company Secretary and the Company Secretary declared the results on June 23, 2025 stating that the special resolutions were passed with the requisite majority.

The results were simultaneously intimated to stock exchanges and uploaded on the websites of the Company and NSDL (“**e-voting agency**”).

The resolution, passed by the requisite majority, were deemed to be passed on Thursday, 19 June 2025 i.e. the last date specified for e-voting.

The summarized details of text of the resolutions passed and details of voting as per Scrutinizer’s report are as under:

1. **Re-appointment of Mr. K.B.S. Anand (DIN: 03518282) as an Independent Director of the Company.**

“RESOLVED THAT pursuant to Sections 149, 152, 161 read with schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) along with Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modifications or re-enactment thereof for the time being in force) and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) including any amendments, modifications, variations or re-enactments thereof, the Articles of Association of the Company, and basis the recommendation of the Nomination and Remuneration Committee and the Board of Directors



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of the Company (hereinafter referred to as the “Board”), Mr. K.B.S. Anand (DIN: 03518282), who was appointed as an Independent Director with effect from June 27, 2022 to June 26, 2025, and 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 Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, to hold office for a further period of 5 (five) consecutive years with effect from June 27, 2025 to June 26, 2030 (both days inclusive), not liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197, and other applicable provisions of the Act and the Rules made thereunder, Mr. K.B.S. Anand shall be entitled to sitting fees and commission not exceeding the limits as provided under the Act and Listing Regulations, as may be recommended by the Nomination & Remuneration Committee and decided by the Board from time to time, as well as reimbursement of expenses for attending Board and Committee meetings, as the case may be.

RESOLVED FURTHER THAT the Board be and is hereby authorized to execute all such documents, instruments and writings, as deemed necessary, file requisite forms or applications with statutory/ regulatory authorities, as it may in its sole and absolute discretion deem fit and to do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any Director(s) / Key Managerial Personnel(s) of the Company, to give effect to this resolution.”

The result of e-voting is as under:

Votes cast in favour of the resolution		Votes cast against the resolution		Result
No. of shares	%	No. of shares	%	Passed by requisite majority
40,27,76,758	98.4971	61,45,764	1.5029	

* Scrutinizer has declared 75,39,138 votes as Invalid Votes.

2. Re-appointment of Ms. Sonia Singh (DIN: 07108778) as an Independent Director of the Company.

“RESOLVED THAT pursuant to Sections 149, 152, 161 read with schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) along with Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modifications or re-enactment thereof for the time being in force) and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) including any amendments, modifications, variations or re-enactments thereof, the Articles of Association of the Company, and basis the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company (hereinafter referred to as the “Board”), Ms. Sonia Singh (DIN: 07108778),



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who was appointed as an Independent Director with effect from June 27, 2022 to June 26, 2025, and 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 Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby as re-appointed as an Independent Director of the Company, to hold office for a further period of 5 (five) consecutive years with effect from June 27, 2025 to June 26, 2030 (both days inclusive), not liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197, and other applicable provisions of the Act and the Rules made thereunder, Ms. Sonia Singh shall be entitled to sitting fees and commission not exceeding the limits as provided under the Act and Listing Regulations, as may be recommended by the Nomination & Remuneration Committee and decided by the Board from time to time, as well as reimbursement of expenses for attending Board and Committee meetings, as the case may be.

RESOLVED FURTHER THAT the Board be and is hereby authorized to execute all such documents, instruments and writings, as deemed necessary, file requisite forms or applications with statutory/ regulatory authorities, as it may in its sole and absolute discretion deem fit and to do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any Director(s) / Key Managerial Personnel(s) of the Company, to give effect to this resolution."

The result of e-voting is as under:

Votes cast in favour of the resolution		Votes cast against the resolution		Result
No. of shares	%	No. of shares	%	Passed by requisite majority
40,74,03,648	99.6286	15,18,788	0.3714	

* Scrutinizer has declared 75,39,138 votes as Invalid Votes.

// Certified to be True //

For Bharat Forge Limited

Tejaswini Chaudhari
Company Secretary and Compliance Officer
Membership No: A18907

Date: July 9, 2025

Place: Pune



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