

B H A R A T F O R G E

October 9, 2024

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 Limited

‘Exchange Plaza’,
Bandra-Kurla Complex, Bandra (East)
Mumbai- 400 051

Symbol: **BHARATFORG**

Series: **EQ**

Sub. : Notice of Postal Ballot - Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)

Dear Sir / Madam,

This is in furtherance to the outcome of the Board Meeting of the Directors of the Company dated August 8, 2024. Please find enclosed herewith a copy of the Postal Ballot Notice dated October 1, 2024 (“**Postal Ballot Notice**”) to seek approval of the shareholders via Special Resolution for the following special business :

Issuance of Securities upto ₹ 2000 Crore (Rupees Two Thousand Crore)

The aforesaid Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Thursday, October 3, 2024 (“**Cut-off date**”), seeking their approval as set out in the Postal Ballot Notice.

The Company has engaged the services of National Securities Depository Limited (“**NSDL**”) for the purpose of providing e-Voting facility to its Members. The details of the procedure to cast the vote forms part of the ‘Notes’ section of the Notice.

Commencement of e-Voting	From 9.00 am on Thursday, October 10, 2024
Conclusion of e-Voting	Upto 5.00 pm on Friday, November 8, 2024

The results of the postal ballot will be announced on or before Tuesday, November 12, 2024.



KALYANI

CIN L25209PN1961PLC012046

BHARAT FORGE LIMITED, MUNDHWA, PUNE 411 036, MAHARASHTRA, INDIA.
PHONE: + 91 20 6704 2476 6704 2451 6704 2544 (Secretarial) Fax 020 2682 2163
Email: secretarial@bharatforge.com WEBSITE: www.bharatforge.com

B H A R A T F O R G E

In accordance with the provisions of the MCA Circulars, the Company has arranged for the Members to register their e-mail addresses. Those Members who have not yet registered their e-mail addresses are requested to register their e-mail address by following the procedure set out in the notes to the Postal Ballot Notice.

The Postal Ballot Notice will also be available on the Company's website: www.bharatforge.com/investors/shareholders-information/notices and also on the website of NSDL: www.evoting.nsdl.com

Kindly take the same on record.

Thanking you,
Yours faithfully,

For **Bharat Forge Limited**

Tejaswini Chaudhari
Company Secretary & Compliance Officer

Encl.: As above



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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

POSTAL BALLOT NOTICE

Notice ("**Notice**") is hereby given that pursuant to the provisions of Section 110 read with Section 108 of the Companies Act, 2013 ("**Act**") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("**Management Rules**") and all other applicable provisions of the Act and rules framed thereunder, read with 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/2023/120 dated July 11, 2023 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 ("**SEBI Circulars**") Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India, and any other applicable laws, rules and regulations including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, the following special business is proposed to be passed as a Special Resolution by the Members of Bharat Forge Limited ("**Company**") by means of Postal Ballot only by remote e-voting process ("**remote e-Voting**" or "**e-Voting**"). Members are requested to refer to 'Annexure to the Notice' containing key details regarding the Postal Ballot for ease of reference.

A statement pursuant to Section 102 of the Act ("**Explanatory Statement**") read with Listing Regulations and other applicable laws setting out material facts relating to the following special business and the rationale / justification thereof, is enclosed hereto and forms part of the Notice.

In accordance with Sections 108 and 110 of the Act read with the Management Rules and Regulation 44 of the Listing Regulations, the Company has engaged the services of the National Securities Depository Limited ("**NSDL**"), an agency authorized by the Ministry of Corporate Affairs, to provide remote e-voting facility. The procedure for remote e-voting is detailed in the notes to this Notice.

Pursuant to Rule 22(5) of the Management Rules, the Board of Directors has appointed Mr. Sridhar Mudaliar (Membership No. FCS 6156) or failing him Mrs. Sheetal Joshi (Membership No. FCS 10480), from M/s. SVD and Associates, Company Secretaries, Pune as scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.

The e-voting period commences from 9.00 am (IST) on Thursday, October 10, 2024 and ends at 05.00 p.m. (IST) on Friday, November 8, 2024. Members are requested to peruse the proposed special resolution along with the explanatory statement, carefully read the instructions in the Notes to this Notice and cast their vote electronically by indicating Assent (For) or Dissent (Against) for the said resolution not later than 05:00 p.m. (IST) on Friday, November 8, 2024 (the last day to cast vote electronically).

Upon completion of the scrutiny of e-voting, the Scrutinizer will submit a report to the Chairman (the “**Chairman**”) or to any other person of the Company duly authorized by the Chairman in this regard, who shall countersign the same. The result of e-voting shall be intimated to BSE Limited and National Stock Exchange of India Limited, where the Company’s equity shares are listed within a period of 2 working days from the conclusion of the e-voting. The results would also be uploaded on the website of the Company at www.bharatforge.com, the stock exchanges at www.bseindia.com and www.nseindia.com and National Securities Depository Limited (“**NSDL**”) at www.evoting.nsdl.com

The resolution, if passed by the requisite majority, shall be deemed to have been passed on Friday, November 8, 2024 i.e. the last date specified for e-voting.

SPECIAL BUSINESS

1. Issuance of Securities upto ₹ 2,000 Crore (Rupees Two Thousand Crore)

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

“**RESOLVED THAT** in accordance with the relevant enabling provisions of the Memorandum and Articles of Association of the Company and pursuant to the applicable provisions of Sections 23, 42, 62, 179 and other applicable provisions, if any, of the Companies Act, 2013, including any amendment(s), statutory modification(s) and / or re-enactment thereof for the time being in force (“**the Act**”) and the rules made thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014, Companies (Share Capital and Debentures) Rules, 2014, including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force and other applicable rules made thereunder (“**Rules**”), the Foreign Exchange Management Act, 1999, including any amendment(s), statutory modification(s) and / or re-enactment thereof for the time being in force, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, the Foreign Exchange Management (Mode of Payment and Reporting of Non debt Instruments) Regulations, 2019, including any amendment(s), statutory modification(s) and / or re-enactment thereof for the time being in force (“**Foreign Exchange Regulations**”), the Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India, as amended and replaced from time to time, the relevant regulations of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, including any amendment(s), modification(s), variation or re-enactment thereof (“**ICDR Regulations**”), the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, as amended (“**FCCB Scheme**”), the Depository Receipts Scheme, 2014 and the Framework for Issue of Depository Receipts dated October 10, 2019 issued by the Securities and Exchange Board of India

(“**GDR Scheme**”), the applicable listing agreement(s) entered into by the Company with the Stock Exchange(s) where the equity shares of the Company of the face value of ₹ 2/- each (the “**Equity Shares**”) are listed, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the extent applicable, and all other applicable statutes, clarifications, rules, regulations, circulars, notifications, directions, guidelines, as may be applicable, and as amended from time to time, issued by the Government of India (“**GoI**”), Ministry of Corporate Affairs (“**MCA**”), Reserve Bank of India (“**RBI**”), Securities and Exchange Board of India (“**SEBI**”), BSE Limited and National Stock Exchange of India Limited (collectively referred to as “**Stock Exchanges**”) and / or any other regulatory / statutory authorities in India or abroad for the time being in force, to the extent applicable and subject to all other approval(s), consent(s), permission(s) and / or sanction(s) as may be required from any regulatory / statutory authorities and guidelines and clarifications issued thereon from time to time, including by the Registrar of Companies, Maharashtra at Pune (“**RoC**”), GoI, MCA, RBI, SEBI and the Stock Exchanges (hereinafter singly or collectively referred to as the “**Appropriate Authorities**”) as may be required and subject to such terms, conditions and modifications as may be prescribed by any of the Appropriate Authorities while granting any such approvals, consents, permissions and sanctions, as may be applicable on the Company and in accordance with the applicable laws in force, which may be agreed to by the Board of Directors of the Company (the “**Board**” which term shall be deemed to include any committee constituted / to be constituted by the Board to exercise its powers including powers conferred by this resolution), which the Board be and is hereby authorized to accept, if it thinks fit in the best interest of the Company, the consent, authority and approval of the Members of the Company be and is hereby accorded to create, issue, offer and allot (including with provisions for reservations on firm and / or competitive basis or such part of issue and for such categories of persons as may be permitted under the applicable laws) such number of Securities (as defined hereinafter), for cash at such price that may be decided by the Board in terms of the applicable regulations and as permitted under the applicable laws, in one or more tranches, with or without a Green Shoe Option for an aggregate amount of up to ₹ 2,000 Crore (Rupees Two Thousand Crore) or its equivalent amount in such foreign currencies as may be necessary to such investors, whether Indian or foreign, that may be permitted to invest in such issuance of Securities, including eligible Qualified Institutional Buyers (“**QIBs**”) as defined in the ICDR Regulations, by way of a private placement including Qualified Institutions Placement (“**QIP**”) in accordance with the provisions of Chapter VI of the ICDR Regulations or through a Further Public Offer (“**FPO**”) (including under the fast track route, subject to meeting the requisite prescribed criteria, in accordance with and under the provisions of Chapter IV of the ICDR Regulations) or through any other permissible mode and/ or combination thereof as may be considered appropriate, by way of issue of Equity Shares (whether fully or partly paid-up) or by way of issue of any other instrument or security, including fully / partly / optionally convertible debentures, warrants, Securities convertible into Equity Shares, Global Depository Receipts (“**GDRs**”), American Depository Receipts (“**ADRs**”) or Foreign Currency Convertible Bonds (“**FCCBs**”), and / or any other eligible Securities which may or may not be listed (all instruments mentioned above collectively with the Equity Shares (whether fully or partly paid-up) to be hereinafter referred to as the “**Securities**”) or any combination of Securities, with or without premium or discount (as may be permitted), to be subscribed to in Indian and/or any foreign currency(ies) by all eligible investors, who may or may not be shareholders of the Company as the Board may decide, including resident and / or non-resident / Foreign Investors (whether institutions and / or incorporated bodies and / or trusts or otherwise) / Foreign Portfolio

Investors / Anchor Investors / Hindu Undivided Families / Mutual Funds / Pension Funds / Venture Capital Funds / Banks / Alternate Investment Funds / Indian and / or Multilateral Financial Institutions, Insurance Companies and any other category of persons or entities who / which are permitted to invest in Securities of the Company as per extant regulations / guidelines or any combination of the above as may be deemed appropriate by the Board in its absolute discretion and whether or not such investors are members of the Company (collectively referred to as the “**Investors**”), to all or any of them, jointly and / or severally through an offer / placement document and / or other letter or circular and / or on private placement basis, on such terms and conditions considering the prevailing market conditions and other relevant factors wherever necessary, including Securities premium, or its equivalent amount in such foreign currencies as may be necessary inclusive of any premium and green shoe option attached thereto, in one or more tranche or tranches, at such price or prices, (whether at prevailing market price or at permissible discount or premium to market price in terms of applicable regulations) and on such terms and conditions at the Board’s absolute discretion, including the discretion to determine the categories of Investors, considering the prevailing market conditions and other relevant factors wherever necessary, to whom the offer, issue and allotment of Securities shall be made to the exclusion of others, in such manner, including allotment to stabilizing agent in terms of green shoe option, if any, exercised by the Company and where necessary, in consultation with the book running lead managers and / or underwriters and / or stabilizing agent and / or other advisors or otherwise on such terms and conditions, including making of calls and manner of appropriation of application money or call money, in respect of different class(es) of Investor(s) and / or in respect of different Securities, deciding of other terms and conditions like number of Securities to be issued, face value, number of Equity Shares to be issued and allotted on conversion, rights attached to the warrants, terms of issuance, period of conversion, fixing of record date or book closure dates, if any, as the Board may in its absolute discretion decide, in each case, subject to the applicable laws.

RESOLVED FURTHER THAT the relevant date (where applicable) for the purpose of pricing the Securities, as eligible in accordance with applicable law, in case of a QIP or issuance of FCCBs / ADRs / GDRs shall be the date of the meeting in which the Board, decides to open the issue of such Securities, as eligible in accordance with applicable law, or FCCBs / ADRs / GDRs and the pricing shall be determined by the Board at or above the floor price determined on the basis of such formula and relevant date as provided under the Act, the ICDR Regulations, the FCCB Scheme, the GDR Scheme and other applicable laws, regulations and guidelines; in the event that convertible Securities (as defined under the ICDR Regulations) are to be issued in the QIP, the relevant date for pricing of such Eligible Securities shall be either the date of the meeting in which the Board decides to open the issue of such convertible Securities or the date on which the holders of such convertible Securities become entitled to apply for the Equity Shares, as determined by the Board or such date as may be permitted under ICDR Regulations, as may be amended from time to time; and in the event of issuance of Securities by way of further public offer as per provisions of Chapter IV of the ICDR Regulations, an issue of Securities shall be made at a price which will be determined through book building process or any other permissible method under the ICDR Regulations as the Board may decide in consultation with Book Running Lead Managers.

RESOLVED FURTHER THAT in case of an issue and allotment of Securities, as eligible in accordance with applicable law, by way of a QIP in terms of Chapter VI of the ICDR Regulations :

- (i) the allotment of Securities, as eligible in accordance with applicable law, shall only be made to QIBs as defined in the ICDR Regulations;
- (ii) the allotment of Securities, as eligible in accordance with applicable law, or any combination of Securities, as eligible in accordance with applicable law, as may be decided by the Board, shall be completed within 365 days from the date of the special resolution of the members of the Company or such other time as may be allowed under the ICDR Regulations, the Act, and/or applicable and relevant laws/guidelines, from time to time;
- (iii) the Equity Shares (including issuance of the Equity Shares pursuant to conversion of any Securities as the case may be in accordance with the terms of the offering) issued shall rank *pari passu* in all respects including entitlement to dividend with the existing Equity Shares of the Company as may be provided under the terms of issue and in accordance with the placement document(s);
- (iv) the Equity Shares to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- (v) any issue of Eligible Securities made by way of a QIP shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VI of the ICDR Regulations ("**QIP Floor Price**"). The Board may, however, in its absolute discretion, issue Equity Shares at a discount of not more than five percent or as may be in accordance with the applicable laws on such QIP Floor Price;
- (vi) the tenure of any Securities, as eligible in accordance with applicable law, issued through the QIP shall not exceed sixty months from the date of allotment;
- (vii) a minimum of ten percent of the allotment of Securities, as eligible in accordance with applicable law, by of a QIP shall be to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs;
- (viii) no allotment shall be made, either directly or indirectly, to any QIB who is a Promoter of the Company or any other person related to the Promoters of the Company;
- (ix) the allotment to a single QIB in the proposed QIP issue will not exceed 50% of the total issue size and the minimum number of allottees shall not be less than two (in case the issue size is less than or equal to ₹ 250 Crore) or five (in case the issue size is more than ₹ 250 Crore), as applicable, or such other limit as may be permitted under applicable laws;
- (x) no partly paid-up Equity Shares or other Securities, as eligible in accordance with applicable law, shall be issued / allotted;
- (xi) the Company shall not undertake any qualified institutions placement until the expiry of two weeks or such other time as may be prescribed in the ICDR Regulations, from the date of prior QIP made pursuant to one or more special resolutions. and
- (xii) the Securities, as eligible in accordance with applicable law, shall not be sold for a period of one year from the date of allotment, except on a recognized Stock Exchange or except as may be permitted from time to time by the ICDR Regulations.

RESOLVED FURTHER THAT in case of an issue and allotment of Securities, as eligible in accordance with applicable law, by way of a QIP in terms of Chapter VI of the ICDR Regulations, the price determined for the QIP shall be subject to appropriate adjustments if the Company, pending allotment under this resolution :

- (i) makes an issue of Equity Shares by way of capitalization of profits or reserves other than by way of dividend on Equity Shares;
- (ii) undertakes a rights issue of Equity Shares;
- (iii) consolidates its outstanding Equity Shares into a smaller number of Equity Shares;
- (iv) divides its outstanding Equity Shares including by way of stock split;
- (v) re-classifies any of its Equity Shares into other Securities of the Company; and
- (vi) is involved in such other similar events or circumstances, which in the opinion of the concerned stock exchange, requires adjustments.

RESOLVED THAT in case of an issue and allotment of Securities under the FCCB Scheme and / or the GDR Scheme and other applicable laws, the FCCBs and / or the GDRs to be created, offered, issued, and allotted shall be subject to the provisions of the Memorandum and Articles of Association and any Securities that may be created, offered, issued and allotted by the Company shall rank *pari-passu* in all respects with the existing Equity Shares of the Company in all respects, except as may be provided otherwise under the terms of issue / offering and in the offer document and / or placement document and / or offer letter and/or offering circular and / or listing particulars and the Board be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted upon issuance / conversion of any FCCB or as may be necessary and further the Board be and is hereby authorized to decide upon, at its discretion, the facilitation of an exit by any current or future holder of Equity Shares ("**Permissible Securities**") through the issue of Depositary Receipts ("**DRs**"), and a transfer of Permissible Securities by any current or future holder of a Permissible Security to a foreign depository for the purpose of issue of DRs, pursuant to a sponsored depository receipt program to the extent permitted under applicable laws, through transactions permitted under applicable law (including without limitation on a recognized stock exchange, in bilateral transactions or by tendering through a public platform), where such DRs may be issued by the foreign depository and offered and sold in one or more transactions by way of a private placement, public offering or in any other manner prevalent and permitted in a permissible jurisdiction under applicable law, at such price or prices, at a discount or premium to market price or prices permitted under applicable laws.

RESOLVED FURTHER THAT in case of an allotment of Securities by way of a FPO in terms of Chapter IV of the ICDR Regulations and other applicable laws :

- (i) The Company may determine the price of Equity Shares, and in case of convertible Securities, the coupon rate and conversion price in consultation with the book running lead managers or by way of a book building process, for cash at par or at such premium or discount per Equity Share as allowed under the applicable laws, to such category of persons as may be permitted or in accordance with the ICDR Regulations or other applicable laws, if any, as may be prevailing at that time and in such manner as may be determined by the Board in consultation with the book running lead managers and / or underwriters and / or the stabilizing agent and / or other advisors or such persons appointed for the FPO;

- (ii) the Board be and is hereby authorized on behalf of the Company to make available for allocation a portion of the FPO to any category(ies) of persons permitted under applicable laws, including without limitation, eligible employees and promoters of the Company or to provide a discount to the offer price to retail individual bidders or eligible employees; and to take any and all actions in connection with any reservation or discount as the Board may think fit or proper in its absolute discretion, including, without limitation, to negotiate, finalize and execute any document or agreement, and any amendments, supplements, notices or corrigenda thereto; seek any consent or approval required or necessary; give directions or instructions and do all such acts, deeds, matters and things as the Board may, from time to time, in its absolute discretion, think necessary, appropriate, or desirable; and settle any question, difficulty or doubt that may arise with regard to or in relation to the foregoing;
- (iii) the Equity Shares allotted pursuant to the FPO shall be listed on the Stock Exchanges; and
- (iv) the Equity Shares so allotted under the FPO (including any reservation or green shoe option) shall be subject to the provisions of the Memorandum and Articles of Association and rank *pari passu* in all respects with the existing Equity Shares of the Company including voting rights and rights in respect of dividend, however, in case of any partly paid-up Equity Shares issued pursuant to the FPO, such partly-paid up Equity Shares, shall, upon being fully paid- up, rank *pari passu* in all respects with the existing Equity Shares of the Company including voting rights and rights, including in respect of dividend.

RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any, of any Appropriate Authorities including any conditions as may be prescribed in granting such approval or permissions by such Appropriate Authorities, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with the domestic and international practices to provide for the tradability and free transferability thereof as per the applicable laws and prevailing practices and regulations in the capital markets and the Board be and is hereby authorized, in its absolute discretion, in such manner as it may deem fit, to dispose off such of the Securities that are not subscribed, in accordance with the applicable laws.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares or Securities, as described above, the Board be and is hereby authorized on behalf of the Company to take all such actions and do all such acts, deeds, actions, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of the nature of the issuance, terms and conditions for issuance of Securities including the number of Securities that may be offered in domestic and / or international markets and proportion thereof, issue price and discounts permitted under applicable laws, premium amount on issue / conversion of the Securities, if any, rate of interest, timing for issuance of such Securities and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, appoint / engage book running lead manager(s), underwriters, depositories, custodians, registrars, bankers, lawyers, advisors, credit rating agencies, monitoring agency(ies), stabilizing agents, and all such agencies as are or may be required to be appointed, involved or concerned as it may deem expedient, seek listing of any or all of such Securities on the Stock Exchanges in India and in case of GDRs or ADRs internationally, enter into and execute arrangements for managing, underwriting,

marketing, listing, trading and entering into and executing arrangements with merchant bankers, lead managers, legal advisors, depository, custodian, registrar, stabilizing agent, paying and conversion agent, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate, to open such bank accounts, including escrow accounts, share / Securities accounts, custodian accounts in India or abroad as required, in accordance with applicable law, to seek by making requisite applications as may be required, any approval, consent or waiver from the Company's lenders and / or any third parties (including industry data providers, customers, suppliers) with whom the Company has entered into various commercial and other agreements, and / or any / all concerned government, statutory and regulatory authorities, and / or any other approvals, consents or waivers that may be required, and give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions as may be required by any Appropriate Authority, and to finalize, approve and issue any document(s) or agreements including but not limited to prospectus and / or letter of offer and/or circular and/or offering circular and/or placement memorandum and / or Preliminary Placement Documents and / or placement document, registration statement and filing such documents (in draft or final form) with any Indian or Foreign Regulatory authority or Stock Exchanges and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise with regard to the issue, offer or allotment of Securities and take all such steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion, deem fit without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate (to the extent permitted by law) all or any of its powers herein conferred by this resolution to any Committee duly authorized by the Board or subject to applicable laws to any one or more director and / or any one or more officers of the Company to give effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give full effect to the above resolution and matters connected therewith or incidental thereto."

Registered Office:

Mundhwa, Pune Cantonment,
Pune 411 036, Maharashtra, India.

Phone: 020 - 6704 2476 / 6704 2850
Email: secretarial@bharatforge.com
Website: www.bharatforge.com

Date: October 1, 2024
Place: Pune

By order of the Board of Directors
For Bharat Forge Limited

Tejaswini Chaudhari
Company Secretary
A18907

NOTES:

1. The Explanatory Statement pursuant to Section 102 read along with Section 110 of the Act and pursuant to the Listing Regulations, 2015 and other applicable laws, setting out material facts relating to the special business proposed to be transacted, is enclosed hereto for your kind consideration and forms part of the Notice.
2. In compliance with the aforesaid MCA Circulars, the business set out in the Notice will be transacted through electronic voting system only and accordingly, the Company is providing facility of remote e-voting. For this purpose, necessary arrangements have been made by the Company with NSDL in compliance with Section 108 of the Act, read with Regulation 44 of Listing Regulations, 2015, read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, as amended and in terms of extant applicable circulars issued by Securities and Exchange Board of India and Ministry of Corporate Affairs.
3. The Notice is being sent to all the members, whose names appear on the Register of Members/ List of Beneficial Owners as on Thursday, October 3, 2024 as received from National Securities Depository Limited (NSDL) and Central Depository Services Limited ("CDSL") (collectively referred to as "**Depositories**"). In compliance with MCA Circulars and SEBI Circular, the Notice is being sent to members only in electronic form to the e-mail addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Transfer Agent (in case of physical shareholding) and Physical copies of the Notice are not being sent to the members for this Postal Ballot. Therefore, those members who have not yet registered their e-mail addresses are requested to verify / update their e-mail addresses and mobile number with their respective Depository Participants. Members can temporarily update their email address and mobile number with Company's RTA - Link Intime India Private Limited, by visiting the link: https://linkintime.co.in/emailreg/email_register.html
4. The Notice is also available on the website of the Company at www.bharatforge.com, on the websites of stock exchanges i.e. BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of the NSDL i.e. www.evoting.nsdl.com.
5. In compliance with the provisions of Sections 108 and 110 of the Act, read with the Management Rules and Regulation 44 of Listing Regulations, the Company is offering e-voting facility to all the members of the Company to enable them to cast their votes electronically. The Company has engaged the services of NSDL to provide e-voting facility to its members. The instructions for e-voting form part of this Notice.
6. The voting rights of the members shall be in proportion to their holding of Equity Shares with the paid-up equity share capital of the Company as on Thursday, October 3, 2024 ("**Cut-Off date**"). Only those members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-Off date will be entitled to cast their votes by e-voting. A person who is not a member as on the Cut-Off date should treat this Notice for information purposes only.

7. Facility to exercise vote by Postal Ballot by voting through electronic means will be available during the following period:

i.	Commencement of e-Voting	Thursday, October 10, 2024
ii.	Conclusion of e-Voting	Friday, November 8, 2024
	(both days inclusive)	

The facility for voting through electronic means will be disabled for voting by NSDL upon expiry of the aforesaid voting period.

8. A member cannot exercise his / her vote through proxy on postal ballot. However, corporate and institutional members shall be entitled to vote through their authorized representatives. Corporate and institutional members are requested to provide a proof of authorization (board resolution / authority letter / power of attorney etc.) in favour of their authorised representatives to the scrutinizer through e-mail to cs@svdandassociates.com with a copy marked to secretarial@bharatforge.com.
9. Members are advised to update their PAN, KYC (Address, Email ID, Mobile Number, Bank Account Details, Specimen Signature, etc.) and Nomination details as mandated by SEBI vide its circular SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023, SEBI/HO/MIRSD/POD-1/P/CIR/2023/158 dated September 26, 2023 and SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023, as per below:
- Members holding shares in physical form: to the Company's RTA, in prescribed Form ISR - 1 and other forms as per instructions mentioned in the form. The Company has already sent requisite communication to the members for furnishing these details. The formats can be downloaded from RTA's website at <https://liiplweb.linkintime.co.in/KYC-downloads.html> or from the Company's website at <https://www.bharatforge.com/investors/shareholders-information/shareholder-download>.
 - Members holding shares in Dematerialized form: to their respective DPs as per the procedure prescribed by them.
10. Members may further note that SEBI vide circular dated January 25, 2022, has mandated the listed companies to issue Securities in Dematerialized form only while processing service requests, viz., issue of duplicate Securities certificate; claim from unclaimed suspense account; renewal/exchange of Securities certificate; endorsement; sub-division/splitting of Securities certificate; consolidation of Securities certificates/folios; transmission and transposition. Accordingly, members are requested to make service requests by submitting the forms in the specified formats, which are available on the website of the Company at <https://www.bharatforge.com/investors/shareholders-information/shareholder-download> and also available on the website of the RTA at <https://web.linkintime.co.in/KYC-downloads.html>. It may be noted that any service request can be processed only after the folio is KYC Compliant.
11. Further, SEBI vide its notification dated January 24, 2022, has amended Regulation 40 of Listing Regulations and has mandated that all requests for transmission of Securities as well as transposition requests shall be processed only in Dematerialized

form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of Dematerialization, members are therefore advised to Dematerialize the shares held by them in physical form.

12. Instructions for members for 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

Step 2: Cast your vote electronically on NSDL e-voting system

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting 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.	Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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 ‘ 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 e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
	2.	If you are 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 hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
	4.	Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  
Individual shareholders holding Securities in Demat mode with CDSL	1.	Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
	2.	After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is 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.

	3.	If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
	4.	Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
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. upon logging in, you will be able to see e-Voting option. 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 company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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 evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding Securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request on helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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.
4. 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.
5. 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 Eg. 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 Eg. 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 101456 then user ID is 101456001***

6. 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 email ids are not registered.**
1. 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.com 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.
 2. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 3. Now, you will have to click on "Login" button.
 4. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.**How to cast your vote electronically 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.
2. Select “EVEN” of Bharat Forge Limited which is **131889**.
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 cs@svdandassociates.com and secretarial@bharatforge.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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 : 022 - 4886 7000 or send a request to (Name of NSDL Official) at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the 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), PAN (self-attested scanned copy of PAN card), AADHAR (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, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to secretarial@bharatforge.com. If you are an Individual shareholders 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 for Individual shareholders holding Securities in Demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. 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 required to update their mobile number and e-mail ID correctly in their Demat account in order to access e-Voting facility.

**STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013,
SETTING OUT MATERIAL FACTS IN RESPECT OF SPECIAL BUSINESS
PROPOSED IN THIS NOTICE (“EXPLANATORY STATEMENT”)**

In view of the future outlook of the Company, its growth targets and prospects, it is thought prudent for the Company to explore raising capital through the issue of Securities as mentioned below. As the Company moves forward, operational excellence, continued growth, and environmental, social, and governance leadership remains the Company's strategic priorities and the Company remains committed towards value creation. The Company is focused on strategic growth by means of enhanced volume, cost optimization, and efficient project execution and is leveraging cost efficiency to boost margins, including increase capital expenditure and reducing leverage. It is therefore necessary that the Company should have the necessary approvals for accessing various opportunities for capital / fund raising going forward. Accordingly, the Board, at its meeting held on August 8, 2024 has approved, raising of funds, in one or more tranches, by issuance of Equity Shares or by way of issue of any instrument or security, including fully / partly / optionally convertible warrants, Securities convertible into Equity Shares, GDRs, ADRs or FCCBs and / or any other eligible Securities which may or may not be listed (instruments mentioned above collectively with the Equity Shares to be hereinafter referred to as the “**Securities**”) or any combination of Securities for an aggregate amount of up to ₹ 2,000 Crore by way of Private Placement including Preferential Issue, Qualified Institutions Placement or through a further public offer or through any other permissible mode and / or combination thereof as may be considered appropriate under the applicable laws.

The issue of Securities may be consummated in one or more tranches at such time or times at such price as may be determined by the Board of Directors of the Company (“the “**Board**” which term shall be deemed to include any committee constituted / to be constituted by the Board to exercise its powers including powers conferred by this resolution) in its absolute discretion, taking into consideration prevailing market conditions and other relevant factors and wherever necessary in consultation with advisors, lead managers, underwriters and such other authority or authorities as may be necessary and subject, as applicable, to the ICDR Regulations, and other applicable law, guidelines, notifications, rules and regulations each as amended.

The proposed Special Resolution seeks to confer upon the Board, the absolute discretion to issue Securities in one or more tranches, determine the terms of the aforementioned issuance of Securities, including the exact price, proportion and timing of such issuance, based on analysis of the specific requirements. The detailed terms and conditions of such issuance will be determined by the Board, considering prevailing market conditions and other relevant factors and wherever necessary in consultation with advisors, lead managers, underwriters and such other authority or authorities as may be necessary and subject, as applicable, to the ICDR Regulations, and other applicable law, guidelines, notifications, rules and regulations. Accordingly, the Board may, in its discretion, adopt any one or more of the mechanisms prescribed above to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the members of the Company.

The proceeds of the proposed issue of Securities shall be utilized for the purposes of financing the growth plans of the Company, its subsidiaries, joint ventures and associates for, inter alia, incurring capital expenditure including for undertaking and / or expansion of projects, funding organic / inorganic growth opportunities, working capital repayment or pre-payment of borrowings, refinancing of borrowings and other general corporate purposes and such other purpose(s) as may be permissible under applicable laws.

The relevant date (where applicable) for the purpose of pricing the Securities shall be the date of the meeting in which the Board decides to open the issue of such Securities, subsequent to receipt of Members' approval in terms of the applicable laws. For the purposes of clarity: (a) In the event that Securities are issued by way of a QIP :- (i) the relevant date for the purpose of pricing of Equity Shares shall be the date of the meeting in which the Board or any Committee duly authorized by the Board decides to open the issue of such Equity Shares; and (ii) the relevant date for the purpose of pricing of convertible Securities shall be the date on which the holders of such convertible Securities become entitled to apply for the Equity Shares, as determined by the Board or any Committee duly authorized by the Board; (b) In the event the Securities are proposed to be issued as FCCBs and/or GDRs, the relevant date for the purpose of pricing the Securities shall be the date of the meeting in which the Board decides to open the issue of such Securities in accordance with the FCCB Scheme and / or the GDR Scheme and the other applicable pricing provisions issued by the Ministry of Finance.

In the event of issuance of Securities by way of a QIP, as per the provisions of Chapter VI of the ICDR Regulations, an issue of Securities shall be made at a price not less than the floor price calculated in accordance with Chapter VI of the ICDR Regulations. The Board or any Committee duly authorized by the Board may offer a discount of not more than five percent or such other percentage as may be prescribed as per applicable law, on such price determined in accordance with the pricing formula provided under the said Chapter, in accordance with the applicable laws. Further, in the event that such issuance of Securities is undertaken by way of a QIP, the allotment of Securities shall be completed within a period of 365 days from passing the Special Resolution by the Members.

In the event of issuance of Securities by way of further public offer as per provisions of Chapter IV of the ICDR Regulations, an issue of Securities shall be made at a price which will be determined through book building process or any other permissible method under the ICDR Regulations as the Board may decide in consultation with book running lead managers. The Securities shall be made available for allocation to all category(ies) of persons as permitted under the applicable laws, including without limitation, eligible employees and promoters of the Company.

Pursuant to Sections 23, 42, 62 of the Companies Act, 2013, Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, including any amendment(s), statutory modification(s) and/ or re-enactment thereof for the time being in force, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, approval of members is required to be obtained by a special resolution for making any further issue of Equity Shares or Securities to any person(s) other than the existing members of the Company.

The Board believes that the issue of Securities of the Company is in the best interest of the Company and none of the directors and key managerial personnel or their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution except to the extent of their shareholding, if any, and to the extent of any Securities that may be subscribed by the companies / institutions in which they are directors or members. No change in control of the Company or its management of its business is intended or expected pursuant to issuance of Securities as proposed hereinabove.

The Board of Directors believes that the issue of Securities of the Company is in the interest of the Company and accordingly, recommends the Special Resolution as set out in Item No. 1 of this Notice for your approval.

This notice is not for distribution, directly or indirectly, in or into the United States or any jurisdiction where such distribution is not permitted. This notice does not constitute or form a part of any offer or solicitation to purchase or subscribe for Securities in the United States. The Securities mentioned herein have not been and will not be registered under the United States Securities Act of 1933.

Interest of Promoter, Directors and Key Managerial Personnel

None of the Directors or Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, financially or otherwise, in passing of the special resolution set out at Item No. 1 of the Notice, except to the extent of their shareholding, if any, in the Company and to the extent of Securities, shares that may be subscribed by them or any investor in which they are directors or members.

Registered Office:

Mundhwa, Pune Cantonment,
Pune 411 036, Maharashtra, India.

By order of the Board of Directors

For Bharat Forge Limited

Phone: 020 - 6704 2476 / 6704 2850
Email: secretarial@bharatforge.com
Website: www.bharatforge.com

Tejaswini Chaudhari
Company Secretary
A18907

Date: October 1, 2024
Place: Pune

ANNEXURE TO THE NOTICE**Key details regarding the Postal Ballot**

S. No	Particulars	Details
1	Cut-Off Date for e-Voting	Thursday, October 3, 2024
2	e-Voting start date and time	Thursday, October 10, 2024
3	e-Voting end date and time	Friday, November 8, 2024
4	Details of e-Voting service provider	National Securities Depository Limited 4th Floor, A Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, Maharashtra, India Email: evoting@nsdl.co.in Contact Details: 022 - 4886 7000 / 022 - 2499 7000
5	Quick e-voting link	Individual Shareholders holding Securities in Demat mode with NSDL: i) https://eservices.nsdl.com Individual Shareholders holding Securities in Demat mode with CDSL: ii) https://web.cdslindia.com/myeasi/home/login Individual Shareholders holding Securities in physical form/ Non-Individual Shareholders holding Securities in Demat mode: iii) https://www.evoting.nsdl.com/
6	Details of Registrar and Share Transfer Agent	Link Intime India Private Limited C-101, First Floor, 247 Park, LBS Marg, Vikhroli (W), Mumbai-400083, Maharashtra, India https://liiplweb.linkintime.co.in/helpdesk/Service_Request.html