

BHARAT FORGE

July 13, 2017

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**

Subject: Compliance Report on Corporate Governance for the quarter ended June 30, 2017

Dear Sir,

As required under regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith Compliance Report on Corporate Governance in the prescribed proforma, for the quarter ended June 30, 2017.

Kindly take note of the same.

Thanking You,

Yours faithfully,
For Bharat Forge Limited

Tejaswini Chaudhari
Deputy Company Secretary



Encl.: As above.



KALYANI
GROUP COMPANY

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General information about company

Scrip code	500493
Name of the entity	BHARAT FORGE LIMITED
Date of start of financial year	01-04-2017
Date of end of financial year	31-03-2018
Reporting Quarter	Quarterly
Date of Report	30-06-2017
Risk management committee	Applicable

Enter the quarter
ended date only

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Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Add Notes

Is there any change in information of board of directors compare to previous quarter

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes
1	Mr	B.N. Kalyani	ABIPK5782A	00089380	Executive Director	Chairperson	MD	30-03-2013			5	3	0	
2	Mr	S.M. Thakore	AAAPT1967B	00031788	Non-Executive - Independent Director	Not Applicable	Shareholder Director	04-09-2014		60	6	7	2	
3	Mr	P.G. Pawar	AAUPP9272H	00018985	Non-Executive - Independent Director	Not Applicable	Shareholder Director	04-09-2014		60	4	6	4	
4	Mr	P.C. Bhalerao	ABGPB4062J	00037754	Non-Executive - Non Independent Director	Not Applicable	Shareholder Director	01-04-1998			1	2	1	
5	Mrs	Lalita D. Gupte	AAEPG5696C	00043559	Non-Executive - Independent Director	Not Applicable	Shareholder Director	04-09-2014		60	6	7	2	
6	Mr	P.H. Ravikumar	AAJPR6809H	00280010	Non-Executive - Independent Director	Not Applicable	Shareholder Director	04-09-2014		60	4	5	2	
7	Mr	Naresh Narad	ACBPN1531A	02737423	Non-Executive - Independent Director	Not Applicable	Shareholder Director	04-09-2014		60	1	0	0	
8	Mr	T. Mukherjee	AETPM7030H	00004777	Non-Executive - Independent Director	Not Applicable	Shareholder Director	04-09-2014		60	3	3	0	
9	Mr	Vimal Bhandari	ABJPB8612R	00001318	Non-Executive - Independent Director	Not Applicable	Shareholder Director	04-09-2014		60	5	2	0	
10	Mr	G.K. Agarwal	AANPA3555B	00037678	Executive Director	Not Applicable	CEO	01-04-2013			1	0	0	
11	Mr	Amit B. Kalyani	ABAPK7869A	00089430	Executive Director	Not Applicable	CEO	11-05-2014			6	1	0	
12	Mr	B.P. Kalyani	ABAPK7763R	00267202	Executive Director	Not Applicable	CEO	23-05-2016			1	0	0	
13	Mr	S.E. Tandale	AALPT0897M	00266833	Executive Director	Not Applicable	CEO	23-05-2016			1	0	0	
14	Mr	K.M. Saletore	ALAPS5378L	01705850	Executive Director	Not Applicable	CEO	02-02-2015			1	0	0	

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Annexure 1

II. Composition of Committees

Disclosure of notes on composition of committees explanatory

[Add Notes](#)

Is there any change in information of committees compare to previous quarter

Sr	Name Of Committee	Name of Committee members	Category 1 of directors	Category 2 of directors	Name of other committee
Add Delete		Enter only one committee member name in one row			
1	Audit Committee	MR. P. G. PAWAR	Non-Executive - Independent Director	Chairperson	
2	Audit Committee	MR. S. M . THAKORE	Non-Executive - Independent Director	Member	
3	Audit Committee	MR. P. H. RAVIKUMAR	Non-Executive - Independent Director	Member	
4	Audit Committee	MR. P. C. BHALERAO	Non-Executive - Non Independent Director	Member	
5	Nomination and remuneration committee	MR. P. G. PAWAR	Non-Executive - Independent Director	Chairperson	
6	Nomination and remuneration committee	MR. S. M . THAKORE	Non-Executive - Independent Director	Member	
7	Nomination and remuneration committee	MR. VIMAL BHANDARI	Non-Executive - Independent Director	Member	
8	Nomination and remuneration committee	MR. P. C. BHALERAO	Non-Executive - Non Independent Director	Member	
9	Risk Management Committee	MR. B. N. KALYANI	Executive Director	Chairperson	
10	Risk Management Committee	MR. P. G. PAWAR	Non-Executive - Independent Director	Member	
11	Risk Management Committee	MR. AMIT B. KALYANI	Executive Director	Member	
12	Risk Management Committee	MR. P. C. BHALERAO	Non-Executive - Non Independent Director	Member	
13	Stakeholders Relationship Committee	MR. P. C. BHALERAO	Non-Executive - Non Independent Director	Chairperson	
14	Stakeholders Relationship Committee	MR. B. N. KALYANI	Executive Director	Member	
15	Stakeholders Relationship Committee	MRS. LALITA GUPTA	Non-Executive - Independent Director	Member	
16	Corporate Social Responsibility Committee	MR. P. G. PAWAR	Non-Executive - Independent Director	Chairperson	
17	Corporate Social Responsibility Committee	MR. B. N. KALYANI	Executive Director	Member	
18	Corporate Social Responsibility Committee	MR. AMIT B. KALYANI	Executive Director	Member	

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Annexure 1

III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory [Add Notes](#)

Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)
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1	08-02-2017	
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2	24-05-2017	104
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Disclosure of notes on meeting of committees explanatory

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Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee
	Add	Delete					
1	Audit Committee	24-05-2017	Yes	All 4 members were present	28-03-2017	56	
2	Corporate Social Responsibility Committee	24-05-2017	Yes	All 3 members were present	08-02-2017	104	
3	Risk Management Committee	24-05-2017	Yes	All 4 members were present	14-03-2017	70	
4	Nomination and remuneration committee	24-05-2017	Yes	Out of 4, 3 members were present	08-02-2017	104	
5	Stakeholders Relationship Committee	24-05-2017	Yes	All 4 members were present			

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V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	Yes	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
Disclosure of notes on related party transactions			Add Notes
Disclosure of notes of material transaction with related party			Add Notes

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VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Add Notes

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Signatory Details

Name of signatory	TEJASWINI CHAUDHARI
Designation of person	Compliance Officer
Place	PUNE
Date	13-07-2017

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