

BHARAT FORGE

October 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 September 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 September 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 | Half Yearly |
| Date of Report | 30-09-2017 |
| 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

Yes

| 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 | 5 | 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 | 2 | 1 | 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

Yes

| Sr | Name Of Committee | Name of Committee members | Category 1 of directors | Category 2 of directors | Name of other committee |
|----|-------------------|---------------------------|-------------------------|-------------------------|-------------------------|
|----|-------------------|---------------------------|-------------------------|-------------------------|-------------------------|

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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 | 24-05-2017 | |
|---|------------|--|

| | | |
|---|------------|----|
| 2 | 10-08-2017 | 77 |
|---|------------|----|

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Disclosure of notes on meeting of committees explanatory

[Add Notes](#)

| 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 | 10-08-2017 | Yes | All 4 members were present | 24-05-2017 | 77 | |
| 2 | Corporate Social Responsibility Committee | 10-08-2017 | Yes | All 3 members were present | 24-05-2017 | 77 | |

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Annexure 1

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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Annexure 1

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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Annexure III

Annexure III to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year

I. Affirmations

| Sr | Broad heading | Regulation Number | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
|--------------------------------------|--|--------------------------------------|-------------------------------|--|
| 1 | Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website | 46(2) | Yes | |
| 2 | Presence of Chairperson of Audit Committee at the Annual General Meeting | 18(1)(d) | Yes | |
| 3 | Presence of Chairperson of the nomination and remuneration committee at the annual general meeting | 19(3) | Yes | |
| 4 | Whether "Corporate Governance Report" disclosed in Annual Report | 34(3) read with para C of Schedule V | Yes | |
| Any other information to be provided | | | | Add Notes |

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Signatory Details

| | |
|-----------------------|---------------------------|
| Name of signatory | TEJASWINI CHAUDHARI |
| Designation of person | Compliance Officer |
| Place | PUNE |
| Date | 13-10-2017 |

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