



KALYANI

**BHARAT FORGE LIMITED**

CIN: L25209PN1961PLC012046

Registered Office: Mundhwa, Pune Cantonment, Pune - 411 036, Maharashtra, India.

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**POSTAL BALLOT NOTICE**

Notice is hereby given to the Shareholders of Bharat Forge Limited (the “**Company**”) pursuant to the provisions of Sections 108 and Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”), read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “**Management Rules**”), (including any statutory modification or re-enactment thereof for the time being in force) and any other applicable provisions of the Act and the rules made 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 03/2025 dated September 22, 2025 and other relevant and applicable circulars issued by the Ministry of Corporate Affairs (“**MCA Circulars**”) and Regulation 44 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 and as amended from time-to-time read with SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/1/3762/2026 dated January 30, 2026 (“**SEBI Circular**”) and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”), and in compliance with the aforesaid provisions, the ordinary resolutions set-out below are proposed to be passed by way of Postal Ballot by voting through electronic means only (“**e-voting**”).

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

In compliance with MCA Circulars and SEBI Circulars, this Notice is being sent only through electronic mode to those Members whose e-mail address is registered with the Company / Depository Participant(s) as on **Friday, March 13, 2026** (“**Cut-off date**”). If the email address of any Member is not registered or updated with the Company / Depository Participant(s), they may follow the process provided in the Notes hereunder to receive the Notice, login ID and password for remote e-Voting.

In compliance with Sections 108 and 110 of the Act, read with Rule 20 and 22 of the Management Rules and Regulation 44 of the Listing Regulations, and in accordance with MCA Circulars and SEBI Circulars, the Company is pleased to provide to its Members, the facility to exercise their right to vote on the resolutions appended to this Notice, by ‘remote e-voting’ only and for this purpose, the Company has availed electronic voting platform of National Securities Depository Limited (“**NSDL**”) for facilitating e-voting. The instructions for e-voting are provided hereunder. The e-voting period commences from **09.00 a.m. (IST) on Tuesday, March 24, 2026 and ends at 05.00 p.m. (IST) on Wednesday, April 22, 2026**. Members are requested to peruse the proposed resolutions 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**

*Wednesday, April 22, 2026* (the last day to cast vote electronically). Members are requested to follow the procedure as stated in this Notice for casting their votes by e-voting. The said notice of Postal Ballot is also available on the website of the Company at [www.bharatforge.com](http://www.bharatforge.com).

Pursuant to Rule 22(5) of the Management Rules, Ms. Ashwini Inamdar (Membership No. FCS 9409, CP No. 11226) failing her, Mr. Atul Mehta (Membership No. FCS 5782, CP No. 2486), Partners of M/s. Mehta & Mehta, Practicing Company Secretaries, Pune has been appointed as the “**Scrutinizer**”, to scrutinize the e-voting process in a fair and transparent manner.

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 authorised by the Chairman in this regard, who shall countersign the same. The result of the 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 websites of the Company at [www.bharatforge.com](http://www.bharatforge.com), the stock exchanges at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), electronic voting platform of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and also the website of the Registrar to an Issue and Share Transfer Agent of the Company, MUFG Intime India Private Limited (“**RTA**” / “**MUFG**”) at <https://instavote.linkintime.co.in>.

The resolution, if passed by the requisite majority, shall be deemed to have been passed on *Wednesday, April 22, 2026* i.e. the last date specified for e-voting.

## SPECIAL BUSINESS

### 1. Re-appointment of Mr. B. P. Kalyani (DIN: 00267202) as a Whole-Time Director designated as Executive Director of the Company.

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

“**RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee (NRC) and approval of the Board of Directors of the Company at their meeting held on February 12, 2026, *and* pursuant to the provisions of Sections 196, 197, 198 and 203 of the Companies Act, 2013 read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other applicable provisions of the Act (including any statutory modification or re-enactment thereof), Regulations 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, read with the applicable provisions of the Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded for the reappointment of Mr. B. P. Kalyani (DIN: 00267202) as Whole-Time Director of the Company designated as Executive Director, liable to retire by rotation, as per the terms and conditions detailed below:

<b>Tenure of Appointment</b>	five (5) consecutive years with effect from May 23, 2026 (i.e. from May 23, 2026 to May 22, 2031, inclusive of both days)
<b>Nature of Duties</b>	<ul style="list-style-type: none"> <li>The Executive Director shall devote full time and attention to the Company’s operations, acting in the best interest of the Company and its subsidiaries, joint ventures and associate companies.</li> </ul>

<b>Other Conditions</b>	<ul style="list-style-type: none"> <li>The terms and conditions governing the appointment of the Executive Director include, among other things, provisions requiring adherence to the Company's Code of Conduct and the maintenance of confidentiality.</li> <li>Furthermore, all Company Policies and associated Rules applicable to other employees of the Company shall also apply to the Whole-time Director, except where expressly stated otherwise.</li> </ul>
<b>Remuneration:</b>	
<b>I. Fixed Salary</b> (inclusive of basic Salary and allowances)	A salary of Rs. 29,79,791/- (Rupees twenty-nine lakhs seventy-nine thousand seven hundred and ninety-one only) per month in the grade of Rs. 29,79,791/- (Rupees twenty-nine lakhs seventy-nine thousand seven hundred and ninety-one only) per month to Rs.47,98,984/- (Rupees forty-seven lakhs ninety-eight thousand nine hundred and eighty-four only) per month.
The Board is authorized, on the recommendation of Nomination and Remuneration Committee (NRC) to determine the salary and approve such increases in basic salary and /or allowances by whatever name called, from time to time within the aforesaid limit based on an assessment of individual performance and the Company's performance.	
<b>II. Perquisites:</b>	
<b>a. Medical Reimbursement</b>	As per the Company Policy
<b>b. Personal accident insurance</b>	As per the Company Policy
<b>c. Club Fees</b>	Fees of clubs to a maximum of two (2) clubs. This will not include Admission and life membership
For the purpose of Category II, Family means the spouse, the dependent children and dependent parents of the Executive Director.	
<b>III. Long Term Cash Incentive (LTCI)</b>	As per LTCI Plan as recommended by NRC and approved by the Board of Directors of the Company from time to time. The LTCI Payable shall not exceed Rs.10,000,000 (Rupees Ten Million) in any financial year.
<b>IV. Commission / Variable Pay</b>	Commission / Variable Pay for a particular year shall not exceed 120% of fixed salary for the applicable financial year.  Commission / Variable pay shall be performance-based, determined against Board-approved parameters such as revenue, PBT, PAT, cash flows, and other strategic goals.
<b>Note:</b>	
<ol style="list-style-type: none"> <li>Contribution to provident fund, superannuation fund or national pension fund are included in the computation of the ceiling on fixed remuneration.</li> <li>Gratuity to be paid as per the Company Policy.</li> <li>Encashment of leave at the end of the tenure.</li> <li>Retirement and other benefits as per the rules of the Company.</li> <li>Provision of car for use on Company's business and telephone at residence will not be considered as perquisites.</li> </ol>	

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

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to determine and revise the salary, allowances and other remuneration of Mr. B. P. Kalyani from time to time, provided that the total remuneration shall not exceed the limits prescribed under Section 197 read with Schedule V of the Companies Act, 2013, as amended.

**RESOLVED FURTHER THAT** any of the Director or the Company Secretary of the Company be and are hereby severally authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.”

**2. Re-appointment of Mr. S. E. Tandale (DIN: 00266833) as a Whole-Time Director designated as Executive Director of the Company.**

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

“**RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee (NRC) and approval of the Board of Directors of the Company at their meeting held on February 12, 2026, *and* pursuant to the provisions of Sections 196, 197, 198 and 203 of the Companies Act, 2013 read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other applicable provisions of the Act (including any statutory modification or re-enactment thereof), Regulations 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, read with the applicable provisions of the Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded for the reappointment of Mr. S. E. Tandale (DIN: 00266833) as Whole-Time Director of the Company designated as Executive Director, liable to retire by rotation, as per the terms and conditions detailed below:

<b>Tenure of Appointment</b>	five (5) consecutive years with effect from May 23, 2026 (i.e. from May 23, 2026 to May 22, 2031, inclusive of both days)
<b>Nature of Duties</b>	<ul style="list-style-type: none"> <li>The Executive Director shall devote full time and attention to the Company’s operations, acting in the best interest of the Company and its subsidiaries, joint ventures and associate companies.</li> </ul>
<b>Other Conditions</b>	<ul style="list-style-type: none"> <li>The terms and conditions governing the appointment of the Executive Director include, among other things, provisions requiring adherence to the Company’s Code of Conduct and the maintenance of confidentiality.</li> <li>Furthermore, all Company Policies and associated Rules applicable to other employees of the Company shall also apply to the Whole-time Director, except where expressly stated otherwise.</li> </ul>

<b>Remuneration:</b>	
<b>I. Fixed Salary</b> (inclusive of basic Salary and allowances)	A salary of Rs. 34,37,713/- (Rupees thirty-four Lakhs thirty-seven thousand seven hundred and thirteen only) per month in the grade of Rs. 34,37,713/- (Rupees Thirty-four lakhs thirty-seven thousand seven hundred and thirteen only) per month to Rs. 55,36,471/- (Rupees fifty-five lakhs thirty-six thousand four hundred and seventy-one only) per month.
The Board is authorized, on the recommendation of Nomination and Remuneration Committee (NRC) to determine the salary and approve such increases in basic salary and /or allowances by whatever name called, from time to time within the aforesaid limit based on an assessment of individual performance and the Company's performance.	
<b>II. Perquisites:</b>	
<b>a. Medical Reimbursement</b>	As per the Company Policy
<b>b. Personal accident insurance</b>	As per the Company Policy
<b>c. Club Fees</b>	Fees of clubs to a maximum of two (2) clubs. This will not include Admission and life membership
For the purpose of Category II, Family means the spouse, the dependent children and dependent parents of the Executive Director.	
<b>III. Long Term Cash Incentive (LTCI)</b>	As per LTCI Plan as recommended by NRC and approved by the Board of Directors of the Company from time to time. The LTCI Payable shall not exceed Rs.10,000,000 (Rupees Ten Million) in any financial year.
<b>IV. Commission / Variable Pay</b>	Commission / Variable Pay for a particular year shall not exceed 120% of fixed salary for the applicable financial year.  Commission / Variable pay shall be performance-based, determined against Board-approved parameters such as revenue, PBT, PAT, cash flows, and other strategic goals.
<b>Note:</b>	
<ul style="list-style-type: none"> <li>a. Contribution to provident fund, superannuation fund or national pension fund are included in the computation of the ceiling on fixed remuneration.</li> <li>b. Gratuity to be paid as per the Company Policy.</li> <li>c. Encashment of leave at the end of the tenure.</li> <li>d. Retirement and other benefits as per the rules of the Company.</li> <li>e. Provision of car for use on Company's business and telephone at residence will not be considered as perquisites.</li> </ul>	

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

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to determine and revise the salary, allowances and other remuneration of Mr. S. E. Tandale from time to time, provided that the total remuneration shall not exceed the limits prescribed under Section 197 read with Schedule V of the Companies Act, 2013, as amended.

**RESOLVED FURTHER THAT** any of the Director or the Company Secretary of the Company be and are hereby severally authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.”

**Registered Office:**

Mundhwa, Pune Cantonment,  
Pune 411 036, Maharashtra, India.  
Phone: 020 - 6704 2476 / 6704 2777  
Email: secretarial@bharatforge.com  
Website: www.bharatforge.com

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

Tejaswini Chaudhari  
Company Secretary  
A18907

**Date: February 12, 2026**

**Place: Pune**

**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. HO/49/14/14(7)2025-CFD-POD2/1/3762/2026 dated January 30, 2026 as amended and in terms of extent 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 **Friday, March 13, 2026** 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 - MUFG Intime India Private Limited, by visiting the link: [https://web.in.mpms.mufg.com/EmailReg/Email\\_Register.html](https://web.in.mpms.mufg.com/EmailReg/Email_Register.html)
4. The Notice is also available on the website of the Company at [www.bharatforge.com](http://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](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of the NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
5. The Company will also be publishing an advertisement in newspapers containing the details about the postal ballot i.e. details for e-voting, availability of notice of Postal Ballot at the Company’s website, manner of registering the email IDs of those shareholders who have not registered their email addresses and other matters as may be required.

6. Pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2), the relevant details are provided in **Annexure A** and **Annexure B** forming part of this Notice.
7. 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.
8. 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 **Friday, March 13, 2026** (“**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.
9. Facility to exercise vote by Postal Ballot by voting through electronic means will be available during the following period:

<b>1</b>	<b>Commencement of e-Voting</b>	<b>Tuesday, March 24, 2026</b>
<b>2</b>	<b>Conclusion of e-Voting</b>	<b>Wednesday, April 22, 2026</b>
<b>(both days inclusive)</b>		

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

10. 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 [ashwini.i@mehta-mehta.com](mailto:ashwini.i@mehta-mehta.com) with a copy marked to [secretarial@bharatforge.com](mailto:secretarial@bharatforge.com).
11. 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 Master Circular HO/38/13/(4)2026-MIRSD-POD/II/4298/2026 dated February 06, 2026, as per below:
  - a) 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://web.in.mpms.mufg.com/KYC/index.html> or from the Company's website at <https://www.bharatforge.com/investors/shareholders-information/shareholder-download>.
  - b) As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The form can be downloaded from the Company's website at <https://www.bharatforge.com/investors/shareholders-information/shareholder-download>.

- c) Members holding shares in Dematerialized form: to their respective DPs as per the procedure prescribed by them.
12. 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> & also available on the website of the RTA at <https://web.in.mpms.mufg.com/KYC/index.html>. It may be noted that any service request can be processed only after the folio is KYC Compliant.
13. Members holding more than one share in the same name or joint names in the same order but under different ledger folios are requested to apply for consolidation of such folios into a single folio and accordingly send a request letter duly signed by the shareholder and the relevant share certificates along with the self-attested copy of Permanent Account Number (PAN) card and Aadhar card to the Company, to enable us to consolidate all such multiple folios into one single folio.
14. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant, and holdings should be verified from time to time.
15. 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. Pursuant to SEBI Master Circular No. HO/38/13/(4)2026-MIRSD-POD/1/4298/2026 dated February 06, 2026, members are hereby informed that transfer deeds lodged prior to April 1, 2019, which were subsequently rejected or returned due to deficiencies in documentation, may now be re-lodged. Eligible members are requested to contact the Company's Registrar and Share Transfer Agent for further assistance in this regard.
16. We are committed to providing excellent services to our shareholders, while upholding the highest standards of corporate governance. To further enhance our shareholder service standards, the Company has launched the Shareholders' Satisfaction Survey, which is available on the Company's website at <https://survey.kalyanicorp.com/ShareholderSurvey/>. The members are requested, to take a few moments to complete the survey. Your feedback is invaluable to us as we strive to better serve you.
17. SEBI has introduced a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. In case all the options to resolve their grievances are exhausted, the investors can initiate dispute resolution through the ODR Portal "SMART ODR" which can be accessed at <https://smartodr.in/login>.

18. 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.	For OTP based login you can click on <a href="https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp</a> . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
	2.	Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “ <b>Beneficial Owner</b> ” icon under “ <b>Login</b> ” which is available under ‘ <b>IDeAS</b> ’ 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 “ <b>Access to e-Voting</b> ” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
	3.	If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> . Select “ <b>Register Online for</b>

		<p><b>IDEAS Portal”</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p>
	4.	<p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>
	5.	<p>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; align-items: center; gap: 20px; margin-top: 10px;">   </div>
Individual shareholders holding Securities in Demat mode with CDSL	1.	<p>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</p>
	2.	<p>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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.</p>
	3.	<p>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p>
	4.	<p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will</p>

		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 e-voting 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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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.  
Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
2. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in Demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID 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 xxxxxx, then user ID is xxxxxx001***

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

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your Demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **Process for those shareholders whose email ids are not registered.**

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

- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your Demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
  8. Now, you will have to click on “Login” button.
  9. After you click on the “Login” button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically 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 138882.
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 [ashwini.i@mehta-mehta.com](mailto:ashwini.i@mehta-mehta.com) and [secretarial@bharatforge.com](mailto:secretarial@bharatforge.com) with a copy marked to [evoting@nsdl.com](mailto: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](http://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](http://www.evoting.nsdl.com) or call on: 022 - 4886 7000 or send a request to Ms. Rimpa Bag at [evoting@nsdl.com](mailto: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](mailto: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](mailto:secretarial@bharatforge.com). If you are an Individual shareholder holding Securities in Demat mode, you are requested to refer to the login method explained at **Step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding Securities in Demat mode.**
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto: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 shareholder 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, AND SEBI LISTING REGULATIONS SETTING OUT MATERIAL FACTS IN RESPECT OF SPECIAL BUSINESS PROPOSED IN THIS NOTICE (“EXPLANATORY STATEMENT”)**

**ITEM NO. 1**

The previous term of appointment of Mr. B. P. Kalyani as an Executive Director of the Company is set to expire on May 22, 2026. The Board of Directors of the Company (‘the Board’) at the meeting held on Thursday, February 12, 2026, on the recommendation of the NRC, recommended for the approval of the Members, the re-appointment of Mr. B. P. Kalyani as a Whole-time Director designated as an Executive Director of the Company for a further period of five (5) consecutive years, on the terms of remuneration as set out in the Resolution.

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

The aggregate of the remuneration and perquisites / benefits, including contributions towards Provident Fund, Superannuation Fund and Gratuity Fund, payable to Mr. B. P. Kalyani along with the Chairman & Managing Director and the other Wholetime Directors of the Company taken together, shall be within the limit prescribed under the Act.

The NRC at its meeting held on February 12, 2026, reviewed the contributions of Mr. B. P. Kalyani over a period of time and recommended for his re-appointment. While recommending re-appointment of Mr. B. P. Kalyani, NRC took into consideration several other parameters such as his industry experience for providing strategic and operational direction, familiarity with Company’s current challenges and opportunities and his role in leading the profitable growth of the Company.

With decades of experience, Mr. B. P. Kalyani brings with him extensive expertise in Strategic Planning, Business Operations, and Technology, which are considered highly valuable for the Company’s continued growth and oversight. Accordingly, the NRC and Board believes that his continued association and experience would be of immense benefit to the Company and keeping in mind the attributes of Mr. B. P. Kalyani, his re-appointment is being proposed.

Additional information in respect of Mr. B. P. Kalyani, pursuant to the Listing Regulations and the Secretarial Standard on General Meetings, is provided in the **Annexure A**.

The Company has received all statutory disclosures / declarations from Mr. B.P. Kalyani, including consent in writing to act as director and intimation that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and also not restrained from acting as a Director under any order passed by the Securities and Exchange Board of India or any such authority as per BSE Circular No. LIST /COMP/1412018-19 and NSE Circular No. NSE/CML/2018/24 dated June 20, 2018. Further, the Company has also received a notice under Section 160 of the Act from a member, proposing Mr. B.P. Kalyani’s candidature to the office of Director.

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

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

The Board recommends the Ordinary Resolution set out in Item No. 1 of the Notice for approval of the members.

## ANNEXURE A

Information pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2)

### Brief Profile and Details of the Director seeking appointment Qualifications, Experience, and Expertise



**Brief Profile:** Mr. B. P. Kalyani has been associated with the Company for over three decades and has been an invaluable member of the leadership team. He is a recognized leader in forging technology and has played a pivotal role in the modernization and expansion of the Company's manufacturing capabilities. His deep technical expertise has significantly contributed to strengthening the Company's component forging division.

In view of the fundamental shifts in the global manufacturing ecosystem, Mr. B. P. Kalyani has been entrusted with additional responsibility of driving the manufacturing strategy across all global manufacturing facilities of the Company and its subsidiaries, including troubleshooting and advancement in forging technology.

Mr. B. P. Kalyani is also leading the Company's initiatives in digital manufacturing and automation across plants located in different geographies, with a focus on improving operational efficiencies, enhancing productivity, and achieving cost optimization. His deeper engagement is considered critical for the Company's medium to long-term strategic objectives and its vision of becoming a future-ready, technology-driven enterprise.

**Experience:** 38+ years

**Nature of expertise:** Strategic Planning, Business Operations, Technology, Governance and Risk Management

**Date of Birth and Age:** July 31, 1962 - 63 years

**Educational qualification:** BE (Production Engineering), MS (Mechanical Engineering) and MBA (Finance)

**Date of first appointment on the Board:** May 23, 2006

**Relationship with other Directors, Managers, and other Key Managerial Personnel of the Company:** Not related to any Director, Manager or Key Managerial Personnel.

**Terms and conditions of appointment and details of remuneration to be paid:** As stated in the resolution

**Shareholding in the Company:** 6,510 Equity Shares of Rs. 2/- each

**Companies (other than Bharat Forge Limited) in which Mr. B. P. Kalyani holds Directorships and Committee Membership:** None

**No. of Board Meetings attended in FY 2025-26:** During the year 2025-26, as on date of this notice, five (5) Board meetings of the Company were held and Mr. B. P. Kalyani has attended all of the five (5) Board Meetings.

**Remuneration last drawn:** Remuneration last drawn (as on March 31, 2025): As detailed on page no. 105 of Annual Report of the Company for financial year 2024-25 which was Rs. 54,785,365/-

## ITEM NO. 2

The previous term of appointment of Mr. S. E. Tandale as an Executive Director of the Company is set to expire on May 22, 2026. The Board of Directors of the Company ('the Board') at the meeting held on Thursday, February 12, 2026, on the recommendation of the NRC, recommended for the approval of the Members, the re-appointment of Mr. S. E. Tandale as a Whole-time Director designated as an Executive Director of the Company for a further period of five (5) consecutive years, on the terms of remuneration as set out in the Resolution.

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

The aggregate of the remuneration and perquisites / benefits, including contributions towards Provident Fund, Superannuation Fund and Gratuity Fund, payable to Mr. S. E. Tandale along with the Chairman & Managing Director and the other Wholetime Directors of the Company taken together, shall be within the limit prescribed under the Act.

The NRC at its meeting held on February 12, 2026, reviewed the contributions of Mr. S. E. Tandale over a period of time and recommended for his re-appointment. While recommending re-appointment of Mr. S. E. Tandale, NRC took into consideration several other parameters such as his industry experience for providing strategic and operational direction, familiarity with Company's current challenges and opportunities and his role in leading the profitable growth of the Company.

With decades of experience, Mr. S. E. Tandale has played an instrumental role in leading the profitable growth of the Company. Given the above factors, the NRC and Board believes that his continued association and experience would be of immense benefit to the Company and keeping in mind the attributes of Mr. S. E. Tandale, his re-appointment is being proposed.

Additional information in respect of Mr. S. E. Tandale, pursuant to the Listing Regulations and the Secretarial Standard on General Meetings, is provided in the **Annexure B**.

The Company has received all statutory disclosures / declarations from Mr. S. E. Tandale, including consent in writing to act as director and intimation that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and also not restrained from acting as a Director under any order passed by the Securities and Exchange Board of India or any such authority, and is eligible to be appointed as a Director in terms of Section 164 of the Act and as per BSE Circular No. LIST /COMP/1412018-19 and NSE Circular dated June 20, 2018. Further, the Company has also received a notice under Section 160 of the Act from a member, proposing Mr. S. E. Tandale's candidature to the office of Director.

Mr. S. E. Tandale and his relatives may be regarded as concerned with or interested in the resolution to the extent of their shareholding interest in the Company.

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

The Board recommends the Ordinary Resolution set out in Item No. 2 of the Notice for approval of the members.

**ANNEXURE B**

Information pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2)

**Brief Profile and Details of the Director seeking appointment  
Qualifications, Experience, and Expertise**

**Brief Profile:** Mr. S. E. Tandale has been associated with the Company since 1991 and has played a pivotal role in driving key strategic initiatives, particularly in leading the Component Forging Business Unit, the Company's largest segment in terms of revenue and profitability. His leadership has been instrumental in expanding market share, enhancing operational efficiencies, and strengthening customer relationships. He has also been a key contributor in securing customer accolades and industry recognitions at both national and global forums. Beyond his responsibilities in India, Mr. S. E. Tandale is actively involved in the Company's global operations in Europe and the USA, supporting its international business strategy and market positioning. With an expanded mandate, Mr. Tandale has been entrusted with additional responsibility to lead end-to-end organizational functions, including manufacturing operations, with a focus on revenue growth, business expansion, and operational excellence. His strategic vision, deep industry expertise, and commitment to innovation continue to be critical in reinforcing the Company's position as a global leader in high-performance engineered solutions.

**Experience:** 35+ years

**Nature of expertise:** Strategic Planning, Business Operations, Technology, Sales and Marketing, Finance Acumen, Governance and Risk Management

**Date of Birth and Age:** September 24, 1968 - 57 years

**Educational qualification:** BE (Mechanical Engineering)

**Date of first appointment on the Board:** May 23, 2006

**Relationship with other Directors, Managers, and other Key Managerial Personnel of the Company:** Not related to any Director, Manager or Key Managerial Personnel.

**Terms and conditions of appointment and details of remuneration to be paid:** As stated in the resolution

**Shareholding in the Company (as on March 31, 2025):** Mr. S. E. Tandale holds 208 equity shares

**Companies (other than Bharat Forge Limited) in which Mr. S. E. Tandale holds Directorships and Committee Membership:** None

**No. of Board Meetings attended in FY 2025-26:** During the year 2025-26, as on date of the this notice, five (5) Board meetings of the Company were held and Mr. S. E. Tandale has attended all of the five (5) Board Meetings.

**Remuneration last drawn:** Remuneration last drawn (as on March 31, 2025): As detailed on page no. 105 of Annual Report of the Company for financial year 2024-25 which was Rs. 60,604,402/-

**Registered Office:**

Mundhwa, Pune Cantonment,  
Pune 411 036, Maharashtra, India.  
Phone: 020 - 6704 2476 / 6704 2777  
Email: [secretarial@bharatforge.com](mailto:secretarial@bharatforge.com)  
Website: [www.bharatforge.com](http://www.bharatforge.com)

**Date: February 12, 2026**

**Place: Pune**

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

Tejaswini Chaudhari  
Company Secretary  
A18907

**Key details regarding the Postal Ballot**

S. N	Particulars	Details
1	Cut-Off Date for e-Voting	Friday, 13 March, 2026
2	e-Voting start date and time	Tuesday, 24 March, 2026 at 9.00 am
3	e-Voting end date and time	Wednesday, 22 April, 2026 at 5.00 pm
4	Details of e-Voting service provider	National Securities Depository Limited 301, 3rd Floor, Naman Chambers, G Block, Plot No- C-32, Bandra Kurla Complex, Bandra East, Mumbai- 400051 Email: <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> Contact Details: 022 - 4886 7000 / 022 - 2499 7000
5	Quick e-voting link	i) Individual Shareholders holding Securities in Demat mode with NSDL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> ii) Individual Shareholders holding Securities in Demat mode with CDSL: <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> iii) Individual Shareholders holding Securities in physical form/ Non-Individual Shareholders holding Securities in Demat mode: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a>
6	Details of Registrar and Share Transfer Agent	MUFG Intime India Private Limited C-101, First Floor, 247 Park, LBS Marg, Vikhroli (W), Mumbai-400083, Maharashtra, India <a href="https://web.in.mpms.mufg.com/investor-services.html">https://web.in.mpms.mufg.com/investor-services.html</a>