# BHARAT FORGE

September 24, 2020

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

Dear Sirs,

Subject: Voting Results of 59<sup>th</sup> Annual General Meeting of the Company held on Wednesday, September 23, 2020, pursuant to Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 44 (3) of the SEBI (Listing •bligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the voting results of the business transacted at the Annual General Meeting (AGM) in **Annexure I.** 

We are also enclosing herewith, the Consolidated Scrutinizer's Report on remote e-voting and e-voting at the AGM in **Annexure II.** 

Thanking you,

Yours faithfully,

For Bharat, Forge Limited

Tejaswini Chaudhari Company Secretary

ACS: 18907

Encl.: As above





## **BHARAT FORGE LIMITED**

Format for Voting Results

Regulation 44(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015

Annexure I

Date of the AGM/EGM	23/09/2020				
Total number of shareholders on record date	154963				
No. of shareholders present in the meeting either in person or through proxy:	NA				
Promoters and Promoter Group:	NA				
Public:	NA NA				
No. of Shareholders attended the meeting through Video Conferencing	156				
Promoters and Promoter Group:	7				
Public:	149	:-			

Agenda-wise disclosure (to be disclosed separately for each agenda item)

Resolution No. 1	(Ordinary)	To consider and adopt Audited Standalone and Consolidated Financial Statements of the Company for financial year ended March 31, 2020 and the reports of Board of Directors and Auditors thereon						
Whether promoter/ promoter gragenda/resolution?	roup are interested in the						-	
Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of votes polled on outstanding shares	No. of Votes-in favour	No. of Votes- against	% of votes in favour on votes polled	% of votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting		212224660	99.61	212224660	0	100.00	0.00
	Poli							
	Postal Ballot (if applicable)							
	Total	213062340	212224660	99.61	212224660	1 C	100.00	0.00
Public - Institutions	E-Voting		100527862	64.85	100527862	C	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total	155021484	100527862	64.85	100527862		100.00	0.00
Public - Non Institutions	E-Voting		10688775	10.96	10688015	760	99.99	0.01
	Poll							
	Postal Ballot (if applicable)							
	Total	97504808	10688775	10,96	10688015	760	99.99	0,01
Total		465588632	323441297	69.47	323440537	760	100.00	0.00



Resolution No. 2	(Ordinary)	To confirm the int	To confirm the interim dividends paid during the Financial Year 2019-20.					
Whether promoter/ promoter g agenda/resolution?	roup are interested in the							
Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of votes polled on outstanding shares		No. of Votes- against	% of votes in favour on votes polled	% of votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting		212224660	99.61	212224660	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total	213062340	212224660	99.61	212224660	0	100.00	0.00
Public - Institutions	E-Voting		100797009	65.02	97352566	3444443	96.58	3.42
	Poll							
	Postal Ballot (if applicable)							
	Total	155021484	100797009	65.02	97352566	3444443	96.58	3.42
Public - Non Institutions	E-Voting		10728798	11.00	10728034	764	99.99	0.01
	Poll							
	Postal Ballot (if applicable)							
	Total	97504808	10728798	11.00	10728034	764	99.99	0.01
Total		465588632	323750467	69.54	320305260	3445207	98.94	1.06

Resolution No. 3	(Ordinary)	To appoint a Director in the place of Mr. G. K. Agarwal (DIN: 00037678), who retires by rotation and being eligible, offers himself for re-appointment.						elf for re-appointment.
Whether promoter/ promoter gagenda/resolution?	roup are interested in the							
Category	Mode of Voting	No. of Shares Held		% of votes polled on outstanding shares	No. of Votes-in favour	No. of Votes- against	% of votes in favour on votes polled	% of votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting		212224660	99.61	212224660	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total	213062340	212224660	99.61	212224660	0	100.00	0,00
Public - Institutions	E-Voting		100797009	65.02	86200841	14596168	85.52	14.48
	Poll							
	Postal Ballot (if applicable)							
	Total	155021484	100797009	65.02	86200841	14596168	85.52	14.48
Public - Non Institutions	E-Voting		10728298	11.00	10722164	6134	99.94	0.06
	Poll							
	Postal Ballot (if applicable)							
	Total	97504808	10728298	11.00	10722164	6134	99.94	0.06
Total		465588632	323749967	69.54	309147665	14602302	95.49	4.51

Resolution No. 4	(Ordinary)	To appoint a Director in the place of Mr. S. E. Tandale (DIN: 00266833), who retires by rotation and being eligible, offers himself for re-appointment.						elf for re-appointment.
Whether promoter/ promoter g agenda/resolution?	roup are interested in the							T
Category	Mode of Voting	AND RESIDENCE OF THE PARTY OF T	No. of Votes Polled	% of votes polled on outstanding shares	No. of Votes-in favour	No. of Votes- against	% of votes in favour on votes polled	% of votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting		212224660	99.61	212224660	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
a	Total	213062340	212224660	99.61	212224660	0	100.00	0.00
Public - Institutions	E-Voting		100797009	65.02	86200841	14596168	85.52	14.48
	Poll							
	Postal Ballot (if applicable)							
	Total	155021484	100797009	65.02	86200841	14596168	85.52	14.48
Public - Non Institutions	E-Voting		10727988	11.00	10722111	5877	99.95	0.05
	Poll							
7.	Postal Ballot (if applicable)							
4	Total	97504808	10727988	11.00	10722111	5877	99.95	0.05
Total		465588632	323749657	69.54	309147612	14602045	95.49	4.51

Resolution No. 5	(Ordinary)	Re-appointment of Mr. K. M. Saletore (DIN: 01705850), as an Executive Director of the Company						
Whether promoter/ promoter g agenda/resolution?	roup are interested in the							
Category	Mode of Voting	No. of Shares Held	A COUNTY OF THE PARTY OF THE PA	% of votes polled on outstanding shares	No. of Votes-in favour	No. of Votes- against	% of votes in favour on votes polled	% of votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting		212224660	99.61	212224660	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total	213062340	212224660	99.61	212224660	0	100.00	0.00
Public - Institutions	E-Voting		100797009	65.02	44103621	56693388	43.75	56.25
	Poll							
	Postal Ballot (if applicable)							
	Total	155021484	100797009	65.02	44103621	56693388	43.75	56.25
Public - Non Institutions	E-Voting		10727148	11.00	10721718	5430	99.95	0.05
	Poll							
	Postal Ballot (if applicable)							
	Total	97504808	10727148	11.00	10721718	5430	99.95	0.05
Total		465588632	323748817	69.54	267049999	56698818	82.49	17.51



Resolution No. 6	(Ordinary)	Ratification of ren	Ratification of remuneration of the Cost Auditors					
Whether promoter/ promoter g agenda/resolution?	roup are interested in the							
Category	Mode of Voting	No. of Shares Held		% of votes polled on outstanding shares	No. of Votes-in favour	No. of Votes- against	% of votes in favour on votes polled	% of votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting		212224660	99.61	212224660	О	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total	213062340	212224660	99.61	212224660	C	100.00	0.00
Public - Institutions	E-Voting		100797009	65.02	100797009	C	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total	155021484	100797009	65.02	100797009	(	100.00	0,00
Public - Non Institutions	E-Voting		10728274	11.00	10723247	5027	99.95	0.05
	Poll							
	Postal Ballot (if applicable)							
	Total	97504808	10728274	11.00	10723247	5027	99.95	0.05
Total		465588632	323749943	69.54	323744916	5027	7 100.00	0.00





503, Ashok Sankul - II, Range Hill Road, Pune - 411 007 Ph.: 8484035465, E-mail: deulkarcs@gmail.com

Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014]

To, The Chairman,

Name of the Company	Bharat Forge Limited
Meeting	59 <sup>th</sup> Annual General Meeting (59 <sup>th</sup> AGM/AGM)
Day, Date & Time	Wednesday, September 23, 2020 at 11.00 A.M.
Mode	Video Conferencing ("VC")/ Other Audio –Visual Means
	("OAVM")

Dear Sir,

I, S. V. Deulkar, Partner of SVD & Associates, Company Secretaries, have been appointed as scrutinizer by the Board of Directors of Bharat Forge Limited ("the Company") at its meeting held on June 29, 2020 for the purpose of scrutinizing the remote e-voting and e-voting conducted at the AGM pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014, as amended, read with General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 20/2020 dated May 5, 2020 issued by Ministry of Corporate Affairs and the circular dated May 12, 2020 issued by the Securities and Exchange Board of India (SEBI) (hereinafter referred to as the "Circulars") that provide relaxation for the manner in which the AGM shall be held and conducted.

The Circulars inter-alia provide for relaxation in the manner in which the AGM will be held including the manner of sending the Notices and Annual Reports to the shareholders and the manner of voting at the meeting, which was necessitated on account of the outbreak of COVID -19 pandemic. Further pursuant to these Circulars physical attendance of members had been dispensed with and accordingly the facility for appointment of proxies by the members was also dispensed with. Members who attended the meeting through VC or OAVM were counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.

I submit herewith my report with respect to the resolutions proposed at the 59<sup>th</sup> AGM of the Equity shareholders of the Company:

#### 1. Responsibility and E-voting Agency:

The compliance with the provisions of the Companies Act, 2013 and the rules made thereunder read along with the Circulars as mentioned above and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to remote e-voting and e-voting during the meeting by the shareholders on the resolutions proposed in the Notice of the 59<sup>th</sup> AGM of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the process of



remote e-voting and the e-voting conducted at the meeting held through VC/OAVM through electronic voting system is conducted in a fair and transparent manner and render consolidated scrutinizer's report of the total votes cast in favour or against if any, to the Chairman, on the resolutions, based on the reports generated from the electronic voting system provided by National Securities Depository Limited ('NSDL').

#### 2. Notice of AGM and advertisement:

In accordance with the notice of the 59<sup>th</sup> AGM sent to the shareholders by way of email on August 31, 2020, and the 'Advertisement' published, pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014 (Amendment Rules 2015) read with the Circulars mentioned above, on September 1, 2020, the remote e-voting period remained open from Sunday, September 20, 2020 (9.00 a.m.) upto Tuesday, September 22, 2020 (5.00 p.m.).

## 3. Cut off Date:

The shareholders holding shares as on the "cut off" date i.e. Wednesday, September 16, 2020, were entitled to vote on the proposed resolutions (item nos. 1 to 6 as set out in the Notice of the 59<sup>th</sup> AGM of the Company.)

## 4. Remote e-voting process:

The remote e-voting system was blocked forthwith at the end of the remote e-voting period. The votes cast through remote e-voting system were unblocked on September 23, 2020 at around 12.15 P.M. after conclusion of the AGM in the presence of two witnesses (Mr. Ashish Bhat residing at Undri, Pune and Mr. Mehul Shah residing at Karvenagar, Pune) who are not in the employment of the Company. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "for" and "against", were downloaded from the e-voting website of NSDL (https://www.evoting.nsdl.com) and the same will be handed over to the authorized representative of the Chairman.

## 5. Voting at the AGM:

After declaration of commencement of e-voting during the conduct of the AGM, the shareholders who had not voted through the remote e-voting process were instructed to cast their vote on the e-voting platform provided by e-voting website of NSDL (<a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a>). Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "for" and "against", were downloaded from the e-voting website of NSDL (<a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a>) and the same are being handed over to the Chairman. The votes cast through remote e-voting and e-voting conducted during the meeting were reconciled with the records maintained by the Company/ Registrar and Share Transfer Agents of the Company and the authorizations lodged with the Company. The e-voting that was found defective for want of authorization has been treated as invalid and kept separately.

#### 6. Counting Process and results:



The total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under:

## a) Ordinary Resolution No. 1 -

To consider and adopt:

- I. the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon; and
- II. the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2020 and the report of Auditors thereon.

(i) Voted in favour of or against the resolution:

Particulars	Remote e- voting	e-voting at AGM held through VC/OAVM	Total	% of total number of valid votes cast
(i) Voted in Favour				
Number of members voted	819^	22^	841	
Number of votes cast by them	323,401,882^	38,655^	323,440,537	100
(ii) Voted against				
Number of members voted	4^	0	4	And the second s
Number of votes cast by them	760^	0	760	0
(iii) Total				
Total number of members	823^	22^	845	
voted				
Total number of votes cast by	323,402,642^	38,655^	323,441,297	100
them			_	

Particulars	Remote e-voting	e-voting at AGM held through	Total
		VC/OAVM	
Total number of members who have not voted/ partially voted/ whose votes were declared invalid	45*^	4*^	49
Total Number of shares involved	31,743,765*^	475*^	31,744,240

- \* Votes cast by 37 shareholders by remote e-voting for 29,607,465 shares are considered invalid. 4 shareholders have not voted for 309,197 shares.
- ^ 4 shareholders have partially not voted for 1,827,103 shares by remote e-voting and 4 shareholders have partially not voted for 475 shares by e-voting at AGM.
- b) Ordinary Resolution No. 2 To confirm the interim dividends paid during the Financial Year 2019-20.



(i) Voted in favour of or against the resolution:

Particulars	Remote e- voting	e-voting at AGM held through VC/OAVM	Total	% of total number of valid votes cast
(i) Voted in Favour				- Parameter and color and
Number of members voted	812^	22^	834	
Number of votes cast by them	320,266,605^	38,655^	320,305,260	98.94
(ii) Voted against				
Number of members voted	13^	0	13	-
Number of votes cast by them	3,445,207^	0	3,445,207	1.06
(iii) Total			<u>.                                    </u>	
Total number of members	825^	22^	847	
voted		,		
Total number of votes cast by	323,711,812^	38,655^	323,750,467	100
them				

(ii) Not voted/Invalid votes:

Particulars	Remote e-voting	e-voting at AGM held through VC/OAVM	Total
Total number of members who have not voted/ partially voted/ whose votes were declared invalid	43*^	4*^	47
Total Number of shares involved	31,434,595*^	475*^	31,435,070

- \* Votes cast by 37 shareholders by remote e-voting for 29,607,465 shares are considered invalid. 2 shareholders have not voted for 27 shares.
- ^ 4 shareholders have partially not voted for 1,827,103 shares by remote e-voting and 4 shareholders have partially not voted for 475 shares by e-voting at AGM.
- c) Ordinary Resolution No. 3 To appoint a Director in the place of Mr. G. K. Agarwal (DIN: 00037678), who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour of or against the resolution:

Particulars	Remote e- voting	e-voting at AGM held through VC/OAVM	Total	% of total number of valid votes cast
(i) Voted in Favour	1	•	,	-
Number of members voted	773^	21^	794	
Number of votes cast by them	309,109,510^	38,155^	309,147,665	95.49
(ii) Voted against		<u>'                                    </u>		AND ASSESSMENT OF THE PARTY OF
Number of members voted	52^	0	52	
Number of votes cast by them	14,602,302^	0	14,602,302	4.51



(iii) Total		- Care Color		
Total number of members	825^	21^	846	-
voted				
Total number of votes cast by	323,711,812^	38,155^	323,749,967	100
them				

### (ii) Not voted/Invalid votes:

Particulars	Remote e-voting	e-voting at AGM held through VC/OAVM	Total
Total number of members who have not voted/ partially voted/ whose votes were declared invalid	43*^	4*^	47
Total Number of shares involved	31,434,595*^	975*^	31,435,570

- \* Votes cast by 37 shareholders by remote e-voting for 29,607,465 shares are considered invalid. 3 shareholders have not voted for 727 shares.
- ^ 4 shareholders have partially not voted for 1,827,103 shares by remote e-voting and 3 shareholders have partially not voted for 275 shares by e-voting at AGM.
- d) Ordinary Resolution No. 4 –To appoint a Director in the place of Mr. S. E. Tandale (DIN: 00266833), who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour of or against the resolution:

Particulars	Remote e- voting	e-voting at AGM held through VC/OAVM	Total	% of total number of valid votes cast
(i) Voted in Favour				
Number of members voted	772^	21^	793 <sup>!</sup>	
Number of votes cast by them	309,109,457^	38,155^	309,147,612	95.49
(ii) Voted against				
Number of members voted	51^	0	51	
Number of votes cast by them	14,602,045^	0	14,602,045	4.51
(iii) Total				The State of the S
Total number of members	823^	21^	844	
voted .				
Total number of votes cast by	323,711,502^	38,155^	323,749,657	100
them				

Particulars	Remote e-voting	e-voting AGM through VC/OAVM	at held	Total
Total number of members	45*^		4*^	49
who have not voted/ partially				



voted/ whose	votes	were			
declared invalid					
Total Number	of	shares	31,434,905*^	975*^	31,435,880
involved					

- \* Votes cast by 37 shareholders by remote e-voting for 29,607,465 shares are considered invalid. 5 shareholders have not voted for 1,037 shares.
- ^ 4 shareholders have partially not voted for 1,827,103 shares by remote e-voting and 3 shareholders have partially not voted for 275 shares by e-voting at AGM.
- e) Ordinary Resolution No. 5 Re-appointment of Mr. K. M. Saletore (DIN: 01705850), as an Executive Director of the Company.

(i) Voted in favour of or against the resolution:

Particulars	Remote e- voting	e-voting at AGM held through VC/OAVM	Total	% of total number of valid votes cast
(i) Voted in Favour				
Number of members voted	571^	21^	592	
Number of votes cast by them	267,011,844^	38155^	267,049,999	82.49
(ii) Voted against				
Number of members voted	251^	0	251	
Number of votes cast by them	56,698,818^	0	56,698,818	17.51
(iii) Total				The Control of the Co
Total number of members	822^	21^	843	A Admin and American
voted				
Total number of votes cast by	323,710,662^	38,155^	323,748,8 <b>17</b>	100
them				

Particulars	Remote e-voting	e-voting at AGM held through VC/OAVM	Total
Total number of members who have not voted/ partially voted/ whose votes were declared invalid	46*^	4*^	50
Total Number of shares involved	31,435,745*^	975*^	31,436,720

- \* Votes cast by 37 shareholders by remote e-voting for 29,607,465 shares are considered invalid. 6 shareholders have not voted for 1,877 shares.
- ^ 4 shareholders have partially not voted for 1,827,103 shares by remote e-voting and 3 shareholders have partially not voted for 275 shares by e-voting at AGM.



f) Ordinary Resolution No. 6 – Ratification of remuneration of the Cost Auditors.

(i) Voted in favour of or against the resolution:

Particulars	Remote e- voting	e-voting at AGM held through VC/OAVM	Total	% of total number of valid votes cast
(i) Voted in Favour				transit (proper commendium modification film miles (1977) (1977)
Number of members voted	800^	21^	821	
Number of votes cast by them	323,706,761^	38,155^	323,744,916	100
(ii) Voted against				
Number of members voted	23^	0	25	
Number of votes cast by them	5,027^	0	5,027	0
(iii) Total				
Total number of members	823^	21^	844	
voted				
Total number of votes cast by	323,711,788^	38,155^	323,749,943	100
them				

Particulars	Remote e-voting	e-voting at	Total
		AGM held	
		through	
		VC/OAVM	
Total number of members	45*^	4*^	49
who have not voted/ partially			
voted/ whose votes were			
declared invalid			
Total Number of shares	31,434,619*^	975*^	31,435,594
involved			

<sup>\*</sup> Votes cast by 37 shareholders by remote e-voting for 29,607,465 shares are considered invalid. 5 shareholders have not voted for 751 shares.



<sup>^ 4</sup> shareholders have partially not voted for 1,827,103 shares by remote e-voting and 3 shareholders have partially not voted for 275 shares by e-voting at AGM.

<sup>7.</sup> Accordingly, Resolution Nos. 1 to 6 have been passed with requisite majority as per the aforesaid Notice of the Annual General Meeting of the Company.

## 8. Electronic data and relevant Records:

All electronic data and relevant records relating to voting shall remain in my safe custody until the Chairman considers, approves, signs the minutes of the aforesaid Annual General Meeting and the same will be handed over to the authorized representative of the Chairman for safe keeping thereafter.

Thanking you,

Yours faithfully,

For SVD and Associates

S. V. Deulkar

Partner

FCS No. 1321 C. P. No. 965

Place: Pune

Date: September 24, 2020 UDIN: F001321B000760772

Received facepted

For Bharat Forge Ltd

Tejatwin Chaudhan Company Secretary