



Geared for life

BHARAT GEARS LIMITED

Regd. Office & Works :

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P.O. Amar Nagar, Faridabad - 121003 (Haryana) INDIA

Tel. : +91 (129) 4288888, Fax : +91 (129) 4288822-23

E-mail : info@bglindia.com

Corporate Identity Number : L29130HR1971PLC034365

BGL/SEC/NSE/3/APRIL 2019-2020

April 10, 2019

The Manager (Listing)

National Stock Exchange of India Ltd

"Exchange Plaza", 5th Floor,

Plot No. C-1, G - Block,

Bandra Kurla Complex,

Bandra (E), Mumbai - 400051

SYMBOL: BHARATGEAR

BGL/SEC/BSE/2/APRIL 2019-2020

The Manager (Listing)
BSE Limited

1st Floor, New Trading Ring,

Rotunda Building

PJ Towers, Dalal Street

Fort, Mumbai - 400001

STOCKCODE: 505688

Sub: Published Notice to Shareholders for Rights Issue of Shares

Dear Sir/Madam,

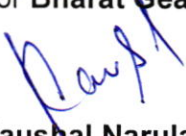
Pursuant to the Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 ("the Regulations"), please find enclosed herewith copy of the notice for Rights Issue of Shares published by the Company in the newspaper i.e. "Financial Express" (English) and "Jansatta" (Hindi) on 10th April, 2019.

You are requested to take the same on your records.

Thanking you,

Yours faithfully,

For **Bharat Gears Limited**


Kaushal Narula

Manager (Secretarial)

Encl: As above



Mumbai Office : 14th Floor Hoechst House, Nariman Point, Mumbai - 400 021 INDIA

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Mumbra Works : Kausa Shil, Mumbra, Distt. Thane-400 612, (Maharashtra) INDIA

Tel. : +91(22) 2535 2034, 2535 7500, Fax: +91(22) 2535 1651

www.bharatgears.com

मोदी ही दे सकते हैं मजबूत सरकार : शाह

हैदराबाद, 9 अप्रैल (भाषा)।

भाजपा अध्यक्ष अमित शाह ने राजग सरकार की केंद्र में वापसी पर जोर देते हुए मंगलवार को कहा कि केवल प्रधानमंत्री नरेंद्र मोदी ही मजबूत सरकार दे सकते हैं। शाह ने यहां पास के शमशाबाद में चुनावी रैली को संबोधित करते हुए यह भी कहा कि सोमवार को जारी भाजपा का घोषणापत्र और कुछ नहीं बल्कि देश को महान बनाने का एक दस्तावेज है।

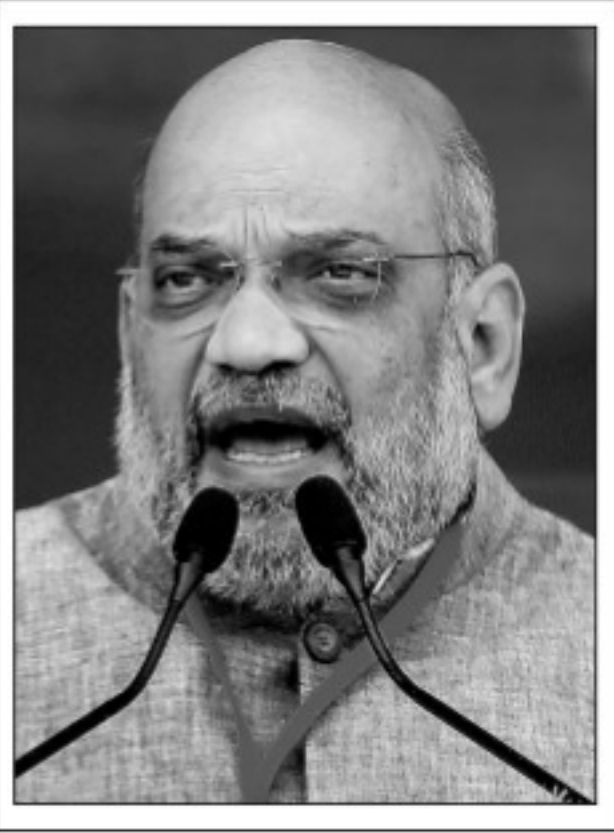
उन्होंने पुलवामा में आतंकी हमले और उसके बाद भारत द्वारा पाकिस्तान स्थित आतंकवादी शिविरों को निशाना बनाकर किए गए लक्षित हवाई हमले का जिक्र करते हुए सवाल किया कि क्या कांग्रेस अध्यक्ष राहुल गांधी मोदी की तरह मुंहतोड़ जवाब दे सकते हैं। उन्होंने कहा, 'मोदी सरकार ने जो सबसे

बड़ा काम किया वह है देश को सुरक्षित बनाना।'

शाह ने यह भी जानना चाहा कि क्या कथित 'टुकड़े-टुकड़े गैंग' और 'राहुल बाबा एंड कंपनी' देश को एक सक्षम नेतृत्व दे सकते हैं।

उन्होंने कहा, 'क्या वे एक मजबूत सरकार दे सकते हैं? केवल और केवल मोदी देश को एक मजबूत सरकार दे सकते हैं।' उन्होंने आरोप लगाया कि भारतीय वायुसेना द्वारा हवाई हमले के बाद पूरे भारत में जश्न मनाया जा रहा था, मात्र दो स्थानों पर दुख था... एक पाकिस्तान में और दूसरा राहुल बाबा एंड कंपनी के खेमे में।'

उन्होंने तेलंगाना के मुख्यमंत्री एवं टीआरएस अध्यक्ष के चंद्रशेखर राव और एआइएमआइएम प्रमुख असदुद्दीन औवसी पर उनके गठबंधन को लेकर निशाना साधते



हुए सवाल किया, 'क्या केसीआर (मुख्यमंत्री को कई लोग इसी नाम से संबोधित करते हैं) किसी भी स्थिति में इस देश के प्रधानमंत्री बन सकते हैं?'

उन्होंने इसका जिक्र किया कि भाजपा तेलंगाना में हाल में हुए विधानसभा चुनाव में आए जनादेश का सम्मान करती है जिसमें टीआरएस सत्ता में वापस आई, शाह ने कहा कि आने वाला लोकसभा चुनाव देश का प्रधानमंत्री चुनने, मोदी और भाजपा चुनने के लिए हैं।

उन्होंने कहा कि मोदी सरकार ने तेलंगाना को पिछले पांच सालों में 2.45 लाख करोड़ रुपए से अधिक दिए जबकि पूर्ववर्ती यूपीए सरकार ने मात्र 16500 करोड़ रुपए दिए। भाजपा नेता ने साथ ही तेलंगाना राष्ट्र समिति (टीआरएस) पर कांग्रेस की तरह ही वंशवादी पार्टी होने का आरोप लगाया।

भाजपा के घोषणापत्र में दूरदर्शिता का अभाव : राहुल गांधी

जनसत्ता ब्यूरो

नई दिल्ली, 9 अप्रैल।

कांग्रेस अध्यक्ष राहुल गांधी ने भाजपा के घोषणापत्र की आलोचना करते हुए मंगलवार को कहा कि यह बंद कमरे में तैयार किया गया है और इसमें दूरदर्शिता का अभाव है। उन्होंने कहा कि जहां कांग्रेस के घोषणापत्र में जनता की आवाज को शामिल किया गया है, वहीं भाजपा के घोषणपत्र में केवल एक व्यक्ति की आवाज शामिल है।

कांग्रेस के घोषणापत्र को भाजपा के घोषणापत्र से बेहतर करार देते हुए राहुल ने दावा किया कि उनकी पार्टी का घोषणापत्र लंबे विचार-विमर्श के बाद तैयार किया गया है और उसमें जनता की आवाज शामिल है। उन्होंने अपने एक ट्वीट में कहा कि कांग्रेस का घोषणापत्र विचार-

विमर्श के माध्यम से तैयार हुआ। इसमें 10 लाख से अधिक भारतीय नागरिकों की आवाज शामिल है। यह समझदारी भरा और प्रभावशाली दस्तावेज है। दूसरी ओर भाजपा का घोषणापत्र बंद कमरे में तैयार किया गया है। इसमें एक अलग-थलग पड़ चुके व्यक्ति की आवाज है। यह अदूरदर्शी और अहंकार भरा है। लोकसभा चुनाव के लिए भाजपा ने सोमवार को संकल्प पत्र के नाम से अपना घोषणापत्र जारी किया। इसमें भाजपा ने राष्ट्रीय सुरक्षा पर जोर देने के साथ आतंकवाद के खिलाफ ज़िरो टॉलरेन्स की प्रतिबद्धता दोहराई है। इसके साथ ही 60 साल की उम्र के बाद किसानों और छोटे दुकानदारों को पेंशन देने सहित कई वादे किए गए हैं। कांग्रेस सहित कई विपक्षी दलों ने भाजपा के घोषणापत्र की आलोचना की है और कहा है कि पिछले चुनाव की तरह ही इस बार भी पार्टी ने महज वादों की झड़ी लगाई है।

प्रधानमंत्री की बायोपिक के प्रदर्शन पर रोक की याचिका खारिज

दिल्ली, 9 अप्रैल (भाषा)।

सुप्रीम कोर्ट ने मंगलवार को प्रधानमंत्री नरेंद्र मोदी पर बनी बायोपिक 'पीएम नरेंद्र मोदी' के प्रदर्शन पर रोक लगाने के लिए दायर याचिका खारिज करते हुए कहा कि इस तरह की राहत के लिए निर्वाचन आयोग उचित स्थान होगा।

शीर्ष अदालत ने कहा कि वह फिल्म के प्रदर्शन पर रोक लगाने के लिए दायर याचिका पर विचार नहीं कर रही है क्योंकि इसे अभी सेंसर बोर्ड का प्रमाण पत्र मिलना बाकी है। न्यायालय ने कहा कि यदि यह फिल्म 11 अप्रैल को प्रदर्शित भी होती है, जैसा कांग्रेस कार्यकर्ता का दावा है, तो उसे राहत के लिए निर्वाचन आयोग के पास ही जाना होगा। याचिका कांग्रेस कार्यकर्ता अमन पंवार ने दायर की थी।

प्रधान न्यायाधीश रंजन गोगोई, न्यायमूर्ति दीपक गुप्ता और न्यायमूर्ति संजीव खन्ना के पीठ ने याचिका खारिज करते हुए कहा, 'हम इसलिए इसे विचार के योग्य नहीं समझते हैं।' पीठ ने कहा कि याचिकाकर्ता इस बायोपिक की प्रति संलग्न करने में असमर्थ रहा है और दो मिनट के ट्रेलर

वाली वीडियो क्लिपिंग यह आकलन करने के लिए पर्याप्त नहीं है कि इससे लोकसभा चुनाव पर असर पड़ेगा। पीठ ने कहा कि यदि फिल्म की वजह से आम चुनाव में भाजपा के पक्ष में झुकाव होता है, जैसा कि कांग्रेस कार्यकर्ता ने तर्क दिया है, तो भी इस बारे में शिकायत का विश्लेषण करना निर्वाचन आयोग का काम है। पीठ ने याचिकाकर्ता के इस अनुरोध का भी संज्ञान लिया कि फिल्म का प्रदर्शन पहले चरण के मतदान के दिन 11 अप्रैल को नहीं होना चाहिए और कहा कि यह अनुरोध समय पूर्व है और इस पहलू पर भी निर्वाचन आयोग को गौर करना चाहिए।

इस मामले में सोमवार को प्रधान न्यायाधीश ने कहा कि इस फिल्म को अभी सेंसर बोर्ड का प्रमाण पत्र भी नहीं मिला है। उन्होंने इस संबंध में चार अप्रैल को सेंसर बोर्ड के अध्यक्ष प्रसून जोशी द्वारा दिए गए एक बयान का जिक्र किया था। जोशी ने बयान में कहा था कि फिल्म इस समय जांच और प्रमाणन की प्रक्रिया में है। उन्होंने यह भी कहा था कि चूंकि फिल्म के प्रमाण से जुड़े अनेक सवाल हैं और वह एक साफ तस्वीर पेश करना चाहते हैं। फिल्म निर्धारित दिशा-निर्देशों के अनुसार ही जांच और प्रमाणन-प्रक्रिया के दौर में है और इसे अभी प्रमाणित किया जाना है। याचिकाकर्ता की ओर से वरिष्ठ अधिवक्ता अभिषेक सिंघवी का कहना था कि फिल्म निर्माता संदीप सिंह ने बयान दिया था कि 11 अप्रैल को फिल्म प्रदर्शित की जाएगी। इस पर पीठ ने कहा था कि हो सकता है कि सेंसर बोर्ड से प्रमाण पत्र मिल जाने की उम्मीद में निर्माता ने इस बायोपिक को 11 अप्रैल को प्रदर्शित करने के बारे में बयान दिया हो।

छापेमारी में कुछ भी आपत्तिजनक नहीं मिला : प्रवीण कक्कड़

इंदौर, 9 अप्रैल (भाषा)।

मध्य प्रदेश के मुख्यमंत्री कमलनाथ के पूर्व विशेष कार्याधिकारी (ओएसडी) प्रवीण कक्कड़ के ठिकानों पर आयकर विभाग की छापामार मुहिम सोमवार देर रात खत्म हो गई। इसके बाद कक्कड़ ने दावा किया कि यह मुहिम पूरी तरह से राजनीति से वृष्टिरेत थी, जिसमें आयकर विभाग को उनके खिलाफ कोई आपत्तिजनक सबूत नहीं मिला।

कक्कड़ ने विजय नगर क्षेत्र में अपने घर के बाहर सोमवार देर रात संवाददाताओं से कहा, 'मेरे विचार से यह (आयकर छापे) पूरी तरह से राजनीतिक कार्रवाई थी। आयकर विभाग को मेरे या मेरे परिवार के किसी भी ठिकाने से ऐसा कोई भी दस्तावेज या नकदी या आभूषण नहीं मिला, जिसे आपत्तिजनक कहा जा सके।' उन्होंने कहा, 'मेरे दोनों बैंक लॉकरों की जांच में भी आयकर अधिकारियों को कोई भी आपत्तिजनक चीज नहीं मिली। हवाला की राशि या किसी राजनीतिक पार्टी के लिए धन संग्रह से भी मेरा कोई लेना-देना नहीं है।' मुख्यमंत्री के पूर्व ओएसडी ने आरोप लगाया कि छापामार दल के आयकर अधिकारी दरवाजे तोड़कर उनके घर घुसे थे।

उन्होंने कहा, 'आयकर विभाग की दिल्ली से आई टीम के अधिकारी लगभग 48 घंटे मेरे घर में रहे। वे (रविवार) तड़के 03:30 बजे के आस-पास दरवाजे तोड़कर मेरे घर में घुसे थे। मेरे घर में घुसने का उनका तरीका गलत था। हालांकि, दो दिन की बारीक छानबीन के बाद भी उन्हें ऐसी कोई भी आपत्तिजनक वस्तु नहीं मिली, जिसे वे जल्द या बरामद कर सकें।' कक्कड़, राज्य पुलिस सेवा के पूर्व अधिकारी हैं।

गोवा में आज प्रधानमंत्री रैली को संबोधित करेंगे

पणजी, 9 अप्रैल (भाषा)।

प्रधानमंत्री नरेंद्र मोदी बुधवार की शाम को यहां डा श्यामा प्रसाद मुखर्जी स्टेडियम में एक चुनावी रैली को संबोधित करेंगे। राज्य की दो लोकसभा सीटों और तीन विधानसभा सीटों (उपचुनाव) पर चुनाव 23 अप्रैल को होगा।

बुधवार की शाम चार बजे होने वाली प्रधानमंत्री की रैली में करीब 30 हजार लोगों के शामिल होने की संभावना है। भाजपा की गोवा इकाई के अध्यक्ष विनय तेंदुलकर ने मंगलवार को यह जानकारी दी। उन्होंने बताया, 'डा श्यामा प्रसाद मुखर्जी स्टेडियम की क्षमता दस हजार की है लेकिन करीब 30 हजार लोगों के पहुंचने की संभावना है, इस कारण हम स्टेडियम के बाहर स्क्रीन लगाएंगे।'

This is only an advertisement for information purpose and not an offer document. Not for publication, distribution or release directly or indirectly outside India. All capitalized terms used and not defined herein shall have the meaning assigned to them in the Letter of Offer dated March 30, 2019 filed with the stock exchanges, namely BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") and the Securities and Exchange Board of India, ("SEBI"), on April 08, 2019 (the "Letter of Offer" or "LOF").



BHARAT GEARS LIMITED

Geared for Life

Bharat Gears Limited was incorporated as a public limited company under the provisions of the Companies Act, 1956 as "Bharat Gears Limited" pursuant to a certificate of incorporation dated December 23, 1971 issued by the Registrar of Companies, Delhi. For further details relating to change in the registered office address of our Company, please see "History and Certain Corporate Matters" on page 46 of the Letter of Offer.

Registered Office: 20 K.M. Mathura Road, P.O. Amar Nagar, Faridabad - 121 003, Haryana. **Corporate Office:** 14th Floor, Hoechst House, Nariman Point, Mumbai - 400 021.

Corporate Identification No.: L29130HR1971PLC034365; **Tel:** +91 129 428 8888; **Contact Person:** Mr. Prashant Khattry, Company Secretary & Compliance Officer; **E-mail:** info@bglindia.com; **Website:** www.bharatgears.com

PROMOTERS OF OUR COMPANY: MR. SURINDER PAUL KANWAR AND MR. SAMEER KANWAR

FOR PRIVATE CIRCULATION TO THE EQUITY SHAREHOLDERS OF BHARAT GEARS LIMITED (THE "COMPANY" OR THE "ISSUER")

ISSUE OF 11,63,262 EQUITY SHARES WITH A FACE VALUE OF ₹10/- EACH AT A PRICE OF ₹ 105/- PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹ 95/- PER EQUITY SHARE) ("RIGHTS EQUITY SHARES") FOR AN AMOUNT AGGREGATING TO ₹ 12,21,42,510/- (RUPEES TWELVE CRORES TWENTY ONE LAKHS FORTY TWO THOUSAND FIVE HUNDRED AND TEN ONLY) ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF BHARAT GEARS LIMITED IN THE RATIO OF ONE (1) RIGHTS EQUITY SHARE FOR EVERY SEVEN (7) FULLY PAID-UP EQUITY SHARES (I.E. 1:7) HELD BY SUCH ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS ON APRIL 03, 2019 (THE "ISSUE"). THE ISSUE PRICE OF EACH RIGHTS EQUITY SHARE IS 10.5 TIMES THE FACE VALUE OF THE EQUITY SHARE. FOR FURTHER DETAILS, SEE "TERMS OF THE ISSUE" ON PAGE 139 OF THE LETTER OF OFFER.

ISSUE PROGRAMME

ISSUE OPENS ON: MONDAY, APRIL 15, 2019	LAST DATE FOR RECEIPT OF REQUEST FOR SPLIT APPLICATION FORMS: TUESDAY, APRIL 23, 2019	ISSUE CLOSES ON: TUESDAY, APRIL 30, 2019
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ASBA * | Simple, Safe, Smart way of Application - Make use of it !!!
*Applications Supported by Blocked Amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account, investors can avail the same. For further details check section on ASBA below.

PLEASE NOTE THAT IN ACCORDANCE WITH THE PROVISIONS OF THE SEBI CIRCULAR CIR/CFD/DIL/1/2011 DATED APRIL 29, 2011, ALL QIBs, NON-INSTITUTIONAL INVESTORS AND NON-RETAIL INDIVIDUAL INVESTORS COMPLYING WITH THE ELIGIBILITY CONDITIONS PRESCRIBED UNDER THE SEBI CIRCULAR NO. SEBI/CFD/DIL/ASBA/1/2009/30/12 DATED DECEMBER 30, 2009 MUST MANDATORILY INVEST THROUGH THE ASBA PROCESS. APPLICANTS THAT ARE QIBs, NON-INSTITUTIONAL INVESTORS AND NON-RETAIL INDIVIDUAL INVESTORS WHOSE APPLICATION MONEY EXCEEDS ₹ 2,00,000 CAN PARTICIPATE IN THE ISSUE ONLY THROUGH THE ASBA PROCESS. THE INVESTORS WHO ARE (I) NOT QIBs; (II) NOT NON-INSTITUTIONAL INVESTORS; OR (III) INVESTORS WHOSE APPLICATION AMOUNT IS NOT MORE THAN ₹ 2,00,000, CAN PARTICIPATE IN THE ISSUE EITHER THROUGH THE ASBA PROCESS OR THE NON ASBA PROCESS. ASBA INVESTORS SHOULD CAREFULLY READ THE PROVISIONS APPLICABLE TO SUCH APPLICATIONS BEFORE MAKING THEIR APPLICATION THROUGH THE ASBA PROCESS. PLEASE SEE THE SECTION ENTITLED "TERMS OF THE ISSUE – PROCEDURE FOR APPLICATION THROUGH THE ASBA PROCESS" ON PAGE 144 OF THE LETTER OF OFFER. ALL RETAIL INVESTORS ARE ENCOURAGED TO MAKE USE OF ASBA FACILITY WHEREVER SUCH FACILITY IS AVAILABLE. ASBA APPLICANT(S) SHALL MEAN AN APPLICANT WHO: I) HOLDS THE EQUITY SHARES IN DEMATERIALIZED FORM AS ON THE RECORD DATE AND HAS APPLIED TOWARDS HIS/HER RIGHTS ENTITLEMENTS OR ADDITIONAL EQUITY SHARES IN THE ISSUE IN DEMATERIALIZED FORM; II) HAS NOT RENOUNCED HIS/HER RIGHTS ENTITLEMENTS IN FULL OR IN PART; III) IS NOT A RENOUNCEE; AND IV) APPLIES THROUGH A BANK ACCOUNT MAINTAINED WITH ONE OF THE SCSBs.

SUBJECT TO SCSBs COMPLYING WITH THE REQUIREMENTS OF SEBI CIRCULAR NO. CIR/CFD/DIL/13/2012 DATED SEPTEMBER 25, 2012 WITHIN THE PERIOD STIPULATED THEREIN, ASBA APPLICATIONS MAY BE SUBMITTED AT ALL BRANCHES OF THE SCSBs.

Further, in terms of the SEBI Circular CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making applications by banks on their own account using ASBA facility, SCSBs should have a separate account in their own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making application in the Issue and clear demarcated funds should be available in such account for ASBA applications. SCSBs applying in the Issue using the ASBA facility shall be responsible for ensuring that they have a separate account in their own name with any other SCSB having clear demarcated funds for applying in the Issue and that such separate account shall be used as the ASBA Account for the application, for ensuring compliance with the applicable regulations.

APPLICATIONS SUPPORTED BY BLOCKED AMOUNT (ASBA): Investors may apply through the ASBA process subject to the compliance of conditions for being an ASBA Investor. The ASBA Investor is required to fill the CAF and submit the same to the SCSB. The SCSB will block the amount in the account as per the authority contained in the CAF. On allotment, the amount will be unblocked and the account will be debited only to the extent required to be paid for allotment of Equity Shares. Hence, there will be no need of refunds. For more details on the ASBA process, please refer to the details given in the ALOF and also please refer to the section entitled "Terms of the Issue - Procedure for Application through the ASBA Process" on page 144 of the Letter of Offer.

ELIGIBLE EQUITY SHAREHOLDERS APPLYING UNDER THE ASBA PROCESS MAY PLEASE NOTE THAT THE EQUITY SHARES OF THE COMPANY UNDER THE ASBA PROCESS CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT IN WHICH THE EQUITY SHARES ARE HELD BY SUCH APPLICANT ON RECORD DATE.

DISPATCH OF ABRIDGED LETTER OF OFFER ("ALOF") AND COMPOSITE APPLICATION FORM ("CAF"): The dispatch of the CAF along with ALOF has been completed by the Registrar to the Issue, viz. **Link Intime India Private Limited** through Speed Post on April 09, 2019 to the Eligible Equity Shareholders on the record date (i.e. April 03, 2019) who have provided an Indian address to our Company.

In case of non-ASBA Investors, the CAF duly completed together with the amount payable on application must be deposited with the collecting banks indicated on the reverse of the CAF, and not with the Lead Managers before the close of banking hours on or before the Issue Closing Date i.e., April 30, 2019. A separate cheque or bank draft must accompany the CAF. Eligible Equity Shareholders/Investors (including Non-resident Shareholders/Investors applying on non-repatriation basis) residing at places other than the cities where the branches of Escrow Collection Banks have been authorised by the Company for collecting applications should send their completed CAF by registered post/speed post to the Registrar to the Issue, **Link Intime India Private Limited** along with Demand Draft (net of bank and postal charges) payable at Mumbai in favour of "Bharat Gears Limited - Rights Issue-R", crossed "A/c Payee only" so that the same are received on or before the Issue Closing Date i.e. April 30, 2019. In case of Non-resident Shareholders/Investors applying on a repatriation basis, the Demand Drafts (net of bank and postal charges) should be drawn in favour of "Bharat Gears Limited - Rights Issue-NR", crossed "A/c Payee only" payable at Mumbai. Such application sent to anyone other than Registrar to the Issue is liable to be rejected. If any portion of the CAF is/are detached or separated, such application is liable to be rejected. In case of ASBA Investors, the CAF shall be submitted to the Designated Branch of the SCSB before the close of the banking hours on or before the Issue Closing Date.

AVAILABILITY OF DUPLICATE CAF: In case the original CAF is not received, or is misplaced by the Eligible Equity Shareholder, the Registrar will issue a duplicate CAF on the request of the Investor who should furnish the registered folio number or DP and Client ID number and his/ her full name and Indian address to the Registrar. Please note that the request for duplicate CAF should reach the Registrar at least seven days prior to the Issue Closing Date. Please note that those who are making the application in the duplicate form should not utilize the original CAF for any purpose including renunciation, even if it is received or found, as the case may be, subsequently. If the Investor violates such requirements, he/ she shall face the risk of rejection of either original CAF or both the applications. Our Company or the Registrar to the Issue or the Lead Managers will not be responsible for postal delays or loss of duplicate CAF in transit, if any.

APPLICATION ON PLAIN PAPER by ASBA Investors: An Equity Shareholder who has neither received the original CAF nor is in a position to obtain the duplicate CAF and who is applying under the ASBA Process may make an application to subscribe to the Issue on plain paper. The Equity Shareholders can make an application on plain paper giving necessary details as given below. The envelope should be superscribed "Bharat Gears Limited - Rights Issue". The application on plain paper, duly signed by the Investors including joint holders, in the same order as per the specimen recorded with our Company or depositories record, must reach the SCSBs before the Issue Closing Date i.e. Tuesday, April 30, 2019 and should contain the following particulars: • Name of Issuer, being Bharat Gears Limited; • Name and address of the Equity Shareholder including joint holders; • Registered Folio Number/ DP and Client ID no.; • Number of equity shares held as on Record Date; • Number of Equity Shares entitled to; • Number of Equity Shares applied for; • Number of additional Equity Shares applied for, if any; • Total number of Equity Shares applied for; • Total amount to be blocked at the rate of ₹105/- per Rights Equity Share; • Except for applications on behalf of the Central or State Government and the officials appointed by the courts, PAN number of the Investor and for each Investor in case of joint names, irrespective of the total value of the Equity Shares applied for pursuant to the Issue; • Details of the ASBA Account such as the account number, name, address and branch of the relevant SCSB; • In case of non-resident investors, details of the NRE/FCNR/NRO account such as the account number, name, address and branch of the SCSB with which the account is maintained; and Additionally, all such applicants are deemed to have accepted the undertaking on page 160 of the Letter of Offer.

APPLICATION ON PLAIN PAPER by NON- ASBA Investors: An Equity Shareholder who has neither received the original CAF nor is in a position to obtain the duplicate CAF may make an application to subscribe to the Issue on plain paper, along with demand draft, net of bank and postal charges payable at Mumbai which should be drawn in favour of the "Bharat Gears Limited - Rights Issue-R" in case of the resident shareholders and non-resident shareholders applying on non-repatriable basis and in favour of the "Bharat Gears Limited - Rights Issue-NR" in case of the non-resident shareholders applying on repatriable basis and send the same by registered/speed post directly to the Registrar to the Issue so as to reach Registrar to the Issue on or before the Issue Closing Date. The Equity Shareholders can make an application on plain paper giving necessary details as given below. The envelope should be superscribed "Bharat Gears Limited - Rights Issue". The application on plain paper, duly signed by the Investors including joint holders, in the same order as per specimen recorded with our Company or depositories record, must reach the office of the Registrar to the Issue before the Issue Closing Date and should contain the following particulars:

• Name of Issuer, being Bharat Gears Limited; • Name and address of the Equity Shareholder including joint holders; • Registered Folio Number/ DP and Client ID no.; • Number of Equity Shares held as on Record Date; • Number of Equity Shares entitled to; • Number of Equity Shares applied for; • Number of additional Equity Shares applied for, if any; • Total number of Equity Shares applied for; • Total amount paid at the rate of ₹ 105/- per Rights Equity Share; • Particulars of cheque/draft; • Savings/Current Account Number and name and address of the bank where the Equity Shareholder will be depositing the refund order. In case of Equity Shares allotted in demat form, the bank account details will be obtained from the information available with the Depositories; • Except for applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN number of the Investor and for each Investor in case of joint names, irrespective of the total value of the Equity Shares applied for pursuant to the Issue. Documentary evidence for exemption to be provided by the applicants; • Share certificate numbers and distinctive numbers of equity shares, if held in physical form; • Allotment option preferred - physical or demat form, if held in physical form; • Signature of the Equity Shareholders to appear in the same sequence and order as they appear in our records or the Depositories records; • In case of Non Resident Equity Shareholders, NRE/FCNR/NRO A/c No. name and address of the bank and branch; • If payment is made by a draft purchased from an NRE/FCNR/NRO A/c No., as the case may be, an Account debit certificate from the bank issuing the draft, confirming that the draft has been issued by debiting NRE/FCNR/NRO A/c; and • Additionally, all such applicants are deemed to have accepted the undertaking on page 149 of the Letter of Offer.

IF AN APPLICANT MAKES AN APPLICATION IN MORE THAN ONE MODE I.E., ON CAF AND ON THE PLAIN PAPER, BOTH APPLICATIONS SHALL BE LIABLE TO BE REJECTED.

Last Date for Application: The last date for submission of the duly filled in CAF is April 30, 2019. The Board or any Committee thereof may extend the said date for such period as it may determine from time to time, subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date).

If the CAF together with the amount payable is either (i) not blocked with SCSB; or (ii) not received by the Banker to the Issue or the Registrar on or before the close of banking hours on the aforesaid last date or such date as may be extended by the Board or the Committee of Directors, the invitation to offer contained in the Letter of Offer shall be deemed to have been declined and the Board or the Committee of Directors shall be at liberty to dispose of the Equity Shares hereby offered, as provided under the section titled "Terms of the Issue - Basis of Allotment" on page 165 of the Letter of Offer.

INVESTORS MAY PLEASE NOTE THAT THE EQUITY SHARES CAN BE TRADED ON THE STOCK EXCHANGES ONLY IN DEMATERIALIZED FORM.

LISTING: The equity shares of Bharat Gears Limited are listed on BSE and NSE. We have received "in-principle" approval from BSE and NSE for listing the equity shares arising from the Issue vide their letter dated January 03, 2019 and January 02, 2019 respectively. For the purposes of the Rights Issue, the Designated Stock Exchange is BSE.

DISCLAIMER CLAUSE OF SEBI: It is to be distinctly understood that the submission of the letter of offer to SEBI should not in any way be deemed or construed that the same has been cleared or approved by SEBI. Investors are advised to refer to the Letter of Offer for the full text of the "Disclaimer Clause of SEBI" on page 129 of the Letter of Offer.

DISCLAIMER CLAUSE OF BSE (Designated Stock Exchange): It is to be distinctly understood that the permission given by BSE should not in anyway be deemed or construed that the Letter of Offer has been cleared or approved by BSE, nor does it certify the correctness or completeness of any of the contents of the Letter of Offer. Investors are advised to refer to the Letter of Offer for the full text of the "Disclaimer Clause of the BSE" on page 132 of the Letter of Offer.

DISCLAIMER CLAUSE OF NSE: It is to be distinctly understood that the permission given by NSE should not in anyway be deemed or construed that the letter of offer has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the letter of offer. Investors are advised to refer to the letter of offer for the full text of the "Disclaimer Clause of the NSE" on page 132 of the Letter of Offer.

BANKER TO THE ISSUE/ESCROW COLLECTION BANK : HDFC Bank Limited.

PLEASE REFER TO THE REVERSE OF THE CAF FOR THE DETAILS OF THE ESCROW COLLECTION BANK AND ITS COLLECTION CENTRES.

INVESTORS ARE ADVISED TO REFER THE LETTER OF OFFER AND ABRIDGED LETTER OF OFFER, AND THE RISK FACTORS CONTAINED THEREIN BEFORE APPLYING IN THE ISSUE.

AVAILABILITY OF THE LETTER OF OFFER: The Letter of Offer is available on the website of the Lead Manager to the Issue, i.e. www.keynoteindia.net and the website of the stock exchanges where the Equity Shares are listed i.e. BSE Limited at www.bseindia.com and the National Stock Exchange of India Limited at www.nseindia.com and on SEBI's website at www.sebi.gov.in and a copy of the same can be downloaded from these websites.

LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE	COMPANY SECRETARY AND COMPLIANCE OFFICER
KEYNOTE Keynote Corporate Services Limited The Ruby, 9th Floor, Senapati Bapat Marg, Dadar (West), Mumbai – 400 028. Tel: +91 22 6826 6000-3 E-mail: mbd@keynoteindia.net Website: www.keynoteindia.net Contact Person: Ms. Pooja Sanghvi/ Mr. Akhil Mohod SEBI Registration No.: INM 000003606	LINK Intime Link Intime India Private Limited C101, 247 Park, LBS Marg, Vikhroli (West), Mumbai – 400 083. Tel: +91 22 4918 6200 E-mail: bharatgears.rights@linkintime.co.in Website: www.linkintime.co.in Contact Person: Mr. Sumet Deshpande SEBI Registration No.: INR000004058	Mr. Prashant Khattry 20 K.M. Mathura Road, P.O.Amar Nagar, Faridabad – 1210 03, Haryana. Tel: +91 129 428 8888 E-mail: prashant.khattry@bglindia.com Investors may contact the Registrar to the Issue or Company Secretary and Compliance Officer for any pre-issue/post-issue related matters such as non-receipt of letter of Allotment, credit of Rights Equity Shares or Refund Orders and such other matters. All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the SCSB, giving full details such as name, address of the applicant, number of Rights Equity Shares applied for, amount blocked, ASBA Account number and the Designated Branch of the SCSB where the Application was submitted by the ASBA Investors.
Place : Faridabad, Haryana Date : April 09, 2019 BHARAT GEARS LIMITED The Company is proposing, subject to market conditions and other considerations, a rights issue of its equity shares and has filed a Letter of Offer with Securities and Exchange Board of India and the Stock Exchanges. Investors should note that investment in equity shares involves a high degree of risk and are requested to refer to the section entitled "Risk Factors" on page 15 of the Letter of Offer for details of the same. The securities offered via the Letter of Offer are not being offered to investors outside of India and recipients of the Letter of Offer should refer to the offering restrictions noted therein.		

For Bharat Gears Limited

Sd/-

Prashant Khattry

Company Secretary and Compliance Officer

CONCEPT