

SAMEER KANWAR

H/34-1  
DLF PHASE-1  
GURUGRAM - 122001  
HARYANA

**BY EMAIL/SPEED POST**

**May 21<sup>st</sup> 2023**

The Manager  
BSE Limited  
1st Floor, New Trading Ring,  
Rotunda Building,  
PJ Towers, Dalal Street,  
Fort, Mumbai – 400 001.

The Manager (Listing)  
The National Stock Exchange of India Limited  
Exchange Plaza, 5 Floor  
Plot No. C/1, G Block  
Bandra Kurla Complex  
Bandra (E), Mumbai- 400051

The Chairman,  
Audit Committee  
Bharat Gears Limited.  
20 K.M. Mathura Road,  
P.O. Box – 353, P.O. Amar Nagar,  
Faridabad – 121 003.

**Sub: Disclosure under Regulation 31(4) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**


Dear Sir/Madam,

1. In terms of Regulation 31(4) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, I hereby declare that the promoter group of M/s Bharat Gears Limited comprising of Mr. S.P. Kanwar, Mr. Sameer Kanwar, Mr. Sachit Kanwar and other private limited companies, had entered into a binding Memorandum of Family Settlement dated 13.04.2012 (“MoFS”), whereunder it was inter alia, agreed as under:

*“2.1. (i) As per the Family Settlement it has been decided that Sh. S.P. Kanwar (Party of the First Part) & Sh. Sameer Kanwar (Party of the Second Part) shall have the exclusive and separate ownership, management and control of M/s Bharat Gears Limited along with its business interest, assets and liabilities which are presently owned, controlled and/or managed jointly by Party of First, Second and Third Part & its entities. It is mutually agreed that the shares held by Sh. S.P. Kanwar in Bharat Gears Limited (after his demise) shall stand bequeathed to Sh. Sameer Kanwar to vest with the later, the exclusive control of M/s Bharat Gears Limited.”*

A copy of the MoFS is enclosed herewith as Enclosure 1.

2. A perusal of the of the same shows that I became owner of and otherwise well and sufficiently entitled to the shareholding of the promoter group in the company. No necessity was felt of immediate transfer of shares in my favour as it was settled



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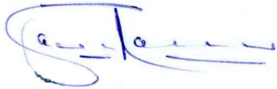
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amongst the parties that Mr. S.P. Kanwar shall hold the shares in fiduciary capacity and as trustee for my benefit. Apropos the MoFs, it was further settled that Mr. S.P. Kanwar shall act on my instructions with respect to the said shareholding. The shareholding was agreed to be transferred over a period of time.

3. Accordingly, I state that I am the owner of the entire promoter group shareholding in the Company presently being shown in the name of Mr. S.P. Kanwar (either on his own or through persons acting in concert).
4. And accordingly, I declare that:
  - I am the exclusive owner of 84,94,410 number of shares representing approx. 55.32% shareholding of Bharat Gears Limited.
5. You are hereby requested to take the same on record.

Thanking you.

Yours faithfully,



**Sameer Kanwar**

Encl: As above

Cc:  
Company Secretary  
Bharat Gears Limited  
20 KM Mathura Road, PO Box 353,  
PO Amar Nagar, Faridabad - 121003

Mr. S.P. Kanwar  
A3, Greater Kailash Part 1,  
New Delhi - 110048

Mr. Sachit Kanwar  
A3, Greater Kailash Part 1,  
New Delhi - 110048