



Geared for life

BHARAT GEARS LIMITED

Regd. Office & Works :

20, K.M. Mathura Road, P.O.Box 328

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

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

E-mail : info@bglindia.com

BGL/SEC/NSE/2/DECEMBER 2011-2012

December 28, 2011

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

Sub: Results of the Postal Ballot

Dear Sir/ Madam,

This is further to our letter dated November 22, 2011, we hereby inform you that the shareholders of the Company vide "Special Resolution" passed through the Postal Ballot on 28th December, 2011 have approved the Alteration of the Articles of Association (AOA) of the Company.

A copy of the results of voting through the Postal Ballot process as declared at the Registered Office of the Company today, i.e 28th December, 2011 is enclosed herewith.

Further, in compliance with Clause 33 of the Listing Agreement, six copies of altered Articles of Association (AOA) of the Company shall be forwarded to you in due course of time.

You are requested to take the same on your record.

Thanking you,

Yours faithfully,
For **Bharat Gears Limited**

for **Prashant Khattry**
Group Head (Legal) & Company Secretary

Encl: As above



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

Tel. : +91(022) 22832370, Fax : +91(022) 22821465, E-mail : info@bharatgears.com

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

Tel. : +91(022) 25352034, 25357500, Fax : +91(022) 25351651

www.bharatgears.com



Geared for life

BHARAT GEARS LIMITED

Regd. Office & Works :

20, K.M. Mathura Road, P.O.Box 328

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

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

E-mail : info@bglindia.com

DECLARATION OF THE RESULTS OF POSTAL BALLOT PURSUANT TO POSTAL NOTICE DATED NOVEMBER 04, 2011

The Board of Directors of the Company as decided in its meeting held on November 04, 2011 and vide postal ballot notice dated November 04, 2011, sought the consent of the Shareholders through Postal Ballot pursuant to Section 192A of the Companies, 1956, read with the Companies (Passing of the Resolutions by Postal Ballot) Rules, 2001, for the Special Resolution with respect to the following business:

"ALTERATION OF THE ARTICLES OF ASSOCIATION (AOA) OF THE COMPANY"

Mr. K.B.Mudgal of M/s AGB & Associates, Company Secretaries, Faridabad was appointed as the Scrutinizer for this process and he has submitted his report to the Board of Directors. I am pleased to announce the result of the voting conducted through postal ballot on the **Special Resolution** on the basis of the report submitted by the Scrutinizer as under:

Particulars	No. of postal Ballot forms	No. of shares	% of total paid up equity capital
(a) Total Postal Ballot forms received	148	41,88,508	53.58
(b) Less: Invalid Postal Ballot forms (as per register)	08	1,586	0.02
(c) Net valid Postal forms (as per register)	140	41,86,922	53.56
(d) Postal Ballot forms with assent for the Resolution	132	41,86,248	53.55 (representing 99.98% votes cast in favor of resolution)
(e) Postal Ballot forms with dissent for the Resolution	08	674	0.008 (representing 0.02% votes cast against the resolution)

Thus, the above Special Resolution, for which the Postal Ballot was conducted, stands approved by the Shareholders by overwhelming majority.

Place: Faridabad
Date: December 28, 2011



For Bharat Gears Limited

Sameer Kanwar
Joint Managing Director

CERTIFIED TRUE COPY



Mumbai Office : Hoechst House, Nariman Point, Mumbai - 400 021 INDIA
Tel. : +91(022) 22832370, Fax : +91(022) 22821465, E-mail : info@bharatgears.com
Mumbra Works : Kausa Shil, Mumbra, Distt. Thane-400 612, (Maharashtra) INDIA
Tel. : +91(022) 25352034, 25357500, Fax : +91(022) 25351651
www.bharatgears.com

