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
Corporate Identity Number : L29130HR1971PLC034365

BGL/SEC/NSE/3/AUGUST 2016-2017

BGL/SEC/BSE/2/AUGUST 2016-2017

August 05, 2016

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

The Manager (Listing)
BSE Limited
1st Floor, New Trading Ring,
Rotunda Building
PJ Towers, Dalal Street
Fort, Mumbai – 400001

SYMBOL: BHARATGEAR

STOCKCODE: 505688

Sub: Compliance of Regulation 44 read with Part-A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

Pursuant to Regulation 44 read with Part-A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Voting Results of Annual General Meeting of the members of the Company, duly convened on 04th August, 2016.

You are requested to take the same on your records.

Thanking you,

Yours faithfully,
For **Bharat Gears Limited**

BHARAT GEARS LIMITED * FARIDABAD *

Prashant Khattry
Head (Legal) & Company Secretary

P.S: The proceedings of Annual General Meeting shall be sent to you in due course of time.

BHARAT GEARS LIMITED

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VOTING RESULTS

Date of AGM	04 August, 2016
Total number of shareholders on record date/ cut off date	11983
Number of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	 7(in person) 2261 (in person) 85 (through proxy)
Number of Shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public:	 Not Applicable Not Applicable

Agenda- wise disclosure for each agenda item

Resolution No. 1: To receive, consider and adopt the financial statements of the Company for the year ended 31st March, 2016 together with Reports of the Directors and Auditors thereon.

Resolution required: (Ordinary/ Special)	Ordinary
Whether promoter/ promoter group are interested in the agenda/resolution?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting	4141133	4141133	100.00	4141133	0	100.00	0.00
	Poll	605	0	0.00	0	0	0.00	0.00
	Total	4141738	4141133	99.99	4141133	0	100.00	0.00
Public – Institutions	Remote E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
	Total	0	0	0.00	0	0	0.00	0.00
Public – Non Institutions	Remote E-Voting	3840	3840	100.00	3840	0	100.00	0.00
	Poll	3672255	263	0.01	263	0	100.00	0.00
	Total	3676095	4103	0.11	4103	0	100.00	0.00
Total		7817833	4145236	53.02	4145236	0	100.00	0.00

Resolution No. 2: To ratify the appointment of M/s Deloitte Haskins & Sells-Ahmedabad (ICAI Registration No. 117365W), Chartered Accountants, Statutory Auditors for the Financial Year 2016-17 and fix their remuneration								
Resolution required: (Ordinary/ Special)				Ordinary				
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting	4141133	4141133	100.00	4141133	0	100.00	0.00
	Poll	605	0	0.00	0	0	0.00	0.00
	Total	4141738	4141133	99.99	4141133	0	100.00	0.00
Public – Institutions	Remote E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
	Total	0	0	0.00	0	0	0.00	0.00
Public – Non Institutions	Remote E-Voting	3840	3840	100.00	3840	0	100.00	0.00
	Poll	3672255	263	0.01	263	0	100.00	0.00
	Total	3676095	4103	0.11	4103	0	100.00	0.00
Total		7817833	4145236	53.02	4145236	0	100.00	0.00

BHARAT GEARS LIMITED * FARIDABAD *

Resolution No. 3: To consider appointment of Mr. W.R. Schilha, Director of the Company as an Independent Director on the Board of the Company.								
Resolution required: (Ordinary/ Special)				Ordinary				
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting	4141133	4141133	100.00	4141133	0	100.00	0.00
	Poll	605	0	0.00	0	0	0.00	0.00
	Total	4141738	4141133	99.99	4141133	0	100.00	0.00
Public – Institutions	Remote E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
	Total	0	0	0.00	0	0	0.00	0.00
Public – Non Institutions	Remote E-Voting	3740	3740	100.00	3740	0	100.00	0.00
	Poll	3672355	263	0.01	263	0	100.00	0.00
	Total	3676095	4003	0.11	4003	0	100.00	0.00
Total		7817833	4145136	53.02	4145136	0	100.00	0.00



Resolution No. 4: To consider and approve the payment of remuneration to Mr. Sameer Kanwar, Joint Managing Director of the Company for a further period of 2(Two) years w.e.f. 1st June, 2016 of his present tenure								
Resolution required: (Ordinary/ Special)				Special				
Whether promoter/ promoter group are interested in the agenda/resolution?				Yes				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting	4141133	4141133	100.00	4141133	0	100.00	0.00
	Poll	605	0	0.00	0	0	0.00	0.00
	Total	4141738	4141133	99.99	4141133	0	100.00	0.00
Public – Institutions	Remote E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
	Total	0	0	0.00	0	0	0.00	0.00
Public – Non Institutions	Remote E-Voting	3840	3840	100.00	3740	100	97.40	2.60
	Poll	3672255	263	0.01	263	0	100.00	0.00
	Total	3676095	4103	0.11	4003	100	97.56	2.44
Total		7817833	4145236	53.02	4145136	100	99.99	0.01



AJAY GARG
Corporate Counsel & Lawyer

Off.: 1st Floor 970, Sector-21D, Faridabad
Tel.: 9873186723, 9811386723

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To

The Chairman,
Bharat Gears Limited
20 K.M. Mathura Road,
P.O. Amar Nagar,
Faridabad-121003

Subject: **Consolidated Scrutinizer Report on E-Voting carried out during 1st August, 2016 (9:00 am) to 3rd August, 2016 (5:00 pm) and poll conducted at the 44th Annual General Meeting of Bharat Gears Limited held on 4th August, 2016 at 11:30 AM.**

Dear Sir,

I, **Ajay Garg, MBA, FCS, LLB, Corporate Counsel and Lawyers** having office at 1st Floor 970, Sector- 21D, Faridabad- 121001, have been appointed as Scrutinizer for the purpose of scrutinizing e-voting, as well as poll on the day of 44th Annual General Meeting.

I hereby furnish the consolidated report as under:

1. The Company engaged the services of National Securities Depository Limited to offer the e-voting facility was offered and kept open by the company to its shareholders for the period commencing on 1st August, 2016 (9:00 am) to 3rd August, 2016 (5:00 pm). The shareholders whose names appeared on the Registers of members list as on the cut-off dates of July 28, 2016 were allowed to participate and vote during the aforesaid period of e-voting.

2. At the 44th Annual General Meeting of the Company held on Thursday, the 4th day August, 2016, at 11:30 A.M. at HUDA Convention Centre, Sector-12, Faridabad-121007, Haryana, a poll was conducted on all the resolutions to facilitate the members present at the meeting, who did not participate in the e-voting to cast their votes through the poll.

3. The Company E-voting and Poll have been carried out in fair and transparent manner.



4. Brief summary of Voting is as under:

Details	Information
Dates and timing of E-voting	1st August, 2016 to 03rd August, 2016 till 5.00 PM
Date and timing of A.G.M.	04th August, 2016 at 11.30 AM
Total Number of Shares on Record Date	78,17,833
Last Date of E-Voting	03rd August , 2016 (5:00 PM)

a) **Resolution-1:**To receive, consider and adopt the audited accounts of the Company for the year ended March 31, 2016 together with Reports of the Directors and Auditors thereon.

b) **Ordinary Resolutions:** Passed

Valid Votes:

Voting Method	Votes in favour of the Resolutions			Votes against the Resolutions		
	Members Voted	No. of Shares	%	Members Voted	No. of Shares	%
E-Voting	18	4144973	100	0	0	NA
Poll	28	263	100	0	0	NA
Total	46	4145236	100	0	0	NA

Invalid Votes:

Voting Method	Total Number of members whose vote declared invalid	Total Number of shares held by them
E-Voting	0	0
Poll	9	Not Ascertainable
Total	9	Not Ascertainable



a) **Resolution-2 :**To ratify the Appointment of M/s. Deloitte Haskins & Sells-Ahmadabad (ICAI Registration No. 117365W), Chartered Accountants as Statutory Auditors of the Company for the financial year 2016-17.

b) **Ordinary Resolutions:** Passed

Valid Votes:

Voting Method	Votes in favour of the Resolutions			Votes against the Resolutions		
	Members Voted	No. of Shares	%	Members Voted	No. of Shares	%
E-Voting	18	4144973	100	0	0	NA
Poll	28	263	100	0	0	NA
Total	46	4145236	100	0	0	NA

Invalid Votes:

Voting Method	Total Number of members whose vote declared invalid	Total Number of shares held by them
E-Voting	0	0
Poll	9	Not Ascertainable
Total	9	Not Ascertainable

a) **Resolution-3:** To consider appointment of Mr. W.R. Schilha as an Independent Director on the Board of the Company

b) **Ordinary Resolutions:** Passed

Valid Votes:

Voting Method	Votes in favour of the Resolutions			Votes against the Resolutions		
	Members Voted	No. of Shares	%	Members Voted	No. of Shares	%
E-Voting	17	4144873	100	0	0	NA
Poll	28	263	100	0	0	NA
Total	45	4145136	100	0	0	NA



Invalid Votes:

Voting Method	Total Number of members whose vote declared invalid	Total Number of shares held by them
E-Voting	0	0
Poll	9	Not Ascertainable
Total	9	Not Ascertainable

a. **Resolution- 4:**To consider and approve the payment of remuneration to Mr. Sameer Kanwar, Joint Managing Director of the Company for a further period of 2(Two) years W.e.f. 1st June, 2016 of his present tenure.

b. **Special Resolutions:** Passed

Valid Votes:

Voting Method	Votes in favour of the Resolutions			Votes against the Resolutions		
	Members Voted	No. of Shares	%	Members Voted	No. of Shares	%
E-Voting	17	4144873	99.99	1	100	.002
Poll	28	263	100	0	0	NA
Total	38	4145136	99.99	1	100	.002

Invalid Votes:

Voting Method	Total Number of members whose vote declared invalid	Total Number of shares held by them
E-Voting	0	0
Poll	9	Not Ascertainable
Total	9	Not Ascertainable

5. This Consolidated report has been prepared in consonance with the voting through e-votingand poll at AGM.

6. The facts have been corroborated and verified by two examiners **Ms. Rashmi Aswal**, Qualified Company Secretary and B. Com, residing at FCA-1244F, C-Block, SGM Nagar, Faridabad-121001 & **Ms. Jyoti Rawat,** B. Com. And Company Secretary (intermediate pass out), residing at H.No.1689A, Sector-29, HB Colony-121008who are not in the employment of the company they have signed below in confirmation of votes being unblocked in their presence.

Rashmi Aswal

Ms. Rashmi Aswal

Jyoti

Ms. Jyoti Rawat

7. The Chairman may proceed to declare the results as all resolution are passed with requisite majority, as per his convenience and subject to compliance of the timelines prescribed in the Companies Act, 2013.

8. The same along with Scrutinizers report need to be uploaded on the website of the Company, if any and also on the website of NSDL (agency) within two days of passing of resolution.

The Scrutinizer hereby registers his appreciation towards management in carrying out the whole process in fair and transparent manner.

Thanking You,

Yours faithfully,

AJAY GARG ... E-Voting & Poll

(Ajay Garg)
Scrutinizer to the E-voting& Poll

Place: Faridabad
Date: 04.08.2016

Annexure- Excel Sheet:

- **E-voting (standalone); and**
- **Voting at AGM (standalone)**