



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/OCTOBER 2014-2015

SYMBOL: BHARATGEAR

October 17, 2014

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

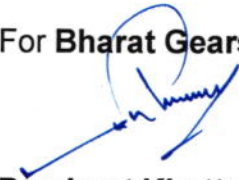
Sub:Compliance of Clause 35A of the Listing Agreement

Dear Sir/Madam,

Pursuant to Clause 35A read with Clause 31 (d) of the Listing Agreement, please find enclosed the results of Postal Ballot (Including E-voting) of the Company.

You are requested to take the same on your records.

For **Bharat Gears Limited**


Prashant Khattry
Head (Legal) & Company Secretary



Mumbai Office : 14th Floor Hoechst House, Nariman Point, Mumbai - 400 021 INDIA
Tel.: +91(22) 2283 2370, Fax :+91-(22) 2282 1465, Email: info@bharatgears.com
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



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E-mail : info@bglindia.com
Corporate Identity Number : L29130HR1971PLC034365

Total number of shareholders on record date: 10756

Mode of voting: Postal Ballot (Including Electronic Voting)

Resolution No. 1: To consider and approve the payment of remuneration to Mr. Surinder Pal Kanwar, Chairman and Managing Director of the Company for a period of 1(One) year w.e.f. 1st October, 2014 to 30th September, 2015.

Type of Resolution: (Special)

Promoter/Public	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	4141738	4141133	99.98	4141133	0	100.00	0.00
Public – Institutional holders	0	0	0.00	0	0	0.00	0.00
Public – Others	3676095	13287	0.37	8526	4761	64.17	35.83
Total	7817833	4154420	53.14	4149659	4761	99.89	0.11

Resolution No.2: Creation of charge on the movable and immovable properties of the Company, both present and future, in respect of Borrowings u/s 180(1)(a) of the Companies Act, 2013.

Type of Resolution: (Special)

Promoter/Public	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	4141738	4141133	99.98	4141133	0	100.00	0.00
Public – Institutional holders	0	0	0.00	0	0	0.00	0.00
Public – Others	3676095	12910	0.35	8526	4384	66.04	33.96
Total	7817833	4154043	53.13	4149659	4384	99.89	0.11

For Bharat Gears Limited

Prashant Khattry

Head (Legal) & Company Secretary



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SANMARKS & ASSOCIATES
Chartered Accountants

B-503, IInd Floor, Nehru Ground,
NIT, Faridabad, (HR) - 121001
Ph. 0129-4081050, M - 9818595050
E-mail : raajeshkhandelwal@rediffmail.com

SCRUTINIZER'S REPORT

[Pursuant to section 110 of Companies Act, 2013 and Rule 22 of Companies (Management and Administration) Rules, 2014]

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

Sub: Passing of Resolutions through Postal Ballot

Dear Sir,

I, CA Rajesh Kumar Khandelwal, partner of M/s SANMARKS & Associates, Chartered Accountants having office at B-503, IInd Floor, Nehru Ground, NIT Faridabad-121001, Haryana, have been appointed as Scrutinizer for conducting the postal ballot process in a fair and transparent manner and ascertaining the requisite majority on postal ballot carried out as per Companies Act, 2013 and rule 22 of Companies (Management and Administration) rules, 2014 in relation to resolutions proposed to be passed through postal ballot.

Bharat Gears Limited has made arrangement with the System Provider NSDL for providing a system of recording votes of the shareholders electronically through e-voting as an alternate to enable the members to cast their votes electronically instead of physical voting through postal ballot form. The company has also accordingly made arrangement through Registrar and transfer Agent, Link Intime India Private Limited herein after referred as (RTA) to set up the e-voting facility on NSDL e-voting website <http://www.evoting.nsdl.com>.

Bharat Gears Limited through RTA has also uploaded the resolutions together with the explanatory statement on which e-voting is required and for generating electronic voting event number (EVEN) by the system provider. All necessary formalities in compliance with the requirements specified by NSDL, system provider has been done by the company through its RTA. Necessary instruction in this regard to be followed by the shareholders have also been duly mentioned in the postal ballot notice sent to the share holders through courier whose email IDs have not been registered with the company / depositories.

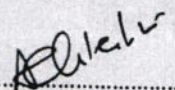
I submit my report as under:

1. The e-voting period remained open from 16th September, 2014 (9:00 A.M.) to 15th October, 2014 (6.00 P.M.).
2. The shareholders holding shares as on cut-off date i.e. 05th September, 2014 were entitled to vote on proposed resolutions (Item No. 1 to 2) set out in the notice of the postal ballot.



3. The business reply envelopes containing postal ballot forms were duly opened on 16th Day of October, 2014, around 01.00 PM. in the presence of two witnesses, **Mr. Rajbir Singh, Bsc, MBA**, office at B-503, IInd Floor, Nehru Ground, NIT Faridabad-121001, Haryana & **Mr. Akhilesh Jha B.com, MBA** residing at H.No.391, Gali No. 10, Air Force Road, Khand-B, Jawahar colony NIT Faridabad, Haryana-121005 who are not in employment of the company and they have signed below in confirmation of opening of business reply envelopes containing postal ballot forms in their presence.


.....
Mr. Rajbir Singh


.....
Mr. Akhilesh Jha

4. The result of e-voting/postal ballot is as under-

(a) Resolution-1:

To consider and approve the payment of remuneration to Mr. Surinder Pal Kanwar, Chairman and Managing Director of the Company for a period of 1 (One) year w.e.f 1st October, 2014 to 30th September, 2015.

Summary

Total No. of Shareholders		10756	
Total number of Equity shares		78,17,833	
Receipts of Postal Ballot forms		44 (From 16 th September 2014 to 15 th October 2014)	
		Number of Votes	Numbers of Shares
Total Votes cast through e-voting	A	45	4150122
Total Votes Cast through Postal Ballot forms received	B	44	4449
Grand Total of e-voting / Postal ballot forms (A+B)	C	89	4154571
Less: Invalid e-voting /Postal Ballot forms *(On accounts of for/against option not indicated)received	D	2	151
Net e-voting /Postal ballot forms (C-D)	E	87	4154420

Note:

- i. Invalid Postal Ballot forms were not taken into account for counting votes.



E-Voting result

(i) Voted in favor of the resolution:

Number of members voted through e-voting system	Number of votes cast in favor of Resolution	% of Total number of valid votes cast
42	4146986	99.92%

(ii) Voted against the resolution:

Number of members voted through e-voting system	Number of votes cast against the Resolution	% of Total Number of valid votes cast
3	3136	00.08 %

(iii) Invalid Votes:

Number of members whose votes were declared invalid	Total number of votes cast by them
-	-

Postal Ballot result

(i) Voted in favor of the resolution:

Number of members voted through postal ballot	Number of votes cast in favor of Resolution	% of Total number of valid votes cast
33	2673	62.19%

(ii) Voted against the resolution:

Number of members voted through postal ballot	Number of votes cast against the Resolution	% of Total Number of valid votes cast
9	1625	37.81 %

(iii) Invalid Votes:

Number of members whose votes were declared invalid	Total number of votes cast by them
2	151



Consolidated result of E-voting and Postal Ballot

(i) Voted in favor of the resolution:

Number of members voted in favor of resolution	Number of votes cast in favor of Resolution	% of Total number of valid votes cast
75	4149659	99.89%

(ii) Voted against the resolution:

Number of members voted against the Resolution	Number of votes cast against the Resolution	% of Total Number of valid votes cast
12	4761	00.11 %

(iii) Invalid Votes:

Number of members whose votes were declared invalid	Total number of votes cast by them
2	151

Based on the above, the resolution has been passed with requisite majority



(b) Resolution-2:

Creation of charge on the Movable and Immovable properties of the Company, both present and future, in respect of borrowings u/s 180(1)(a) of the Companies Act, 2013.

Summary

Total No. of Shareholders		10756	
Total number of shares		78,17,833	
Receipts of Postal Ballot forms		44 (From 16 th September 2014 to 15 th October 2014)	
		Number of Votes	Numbers of Shares
Total Votes cast through e-voting	A	44	4149922
Total Votes Cast through Postal Ballot forms received	B	44	4449
Grand Total of e-voting / Postal ballot forms (A+B)	C	88	4154371
Less: Invalid e-voting /Postal Ballot forms *(On account of for/against option not indicated)received	D	4	328
Net e-voting /Postal ballot forms (C-D)	E	84	4154043

Note:

- i. Invalid Postal Ballot forms were not taken into account for counting votes.

E-Voting result

- (i) Voted in favor of the resolution:

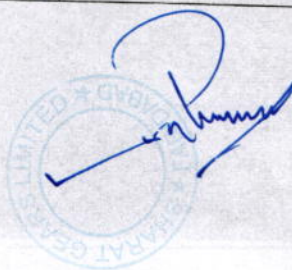
Number of members voted through e-voting system	Number of votes cast in favor of Resolution	% of Total number of valid votes cast
41	4146743	99.92%

- (ii) Voted against the resolution:

Number of members voted through e-voting system	Number of votes cast against the Resolution	% of Total Number of valid votes cast
3	3179	00.08 %

- (iii) Invalid Votes:

Number of members whose votes were declared invalid	Total number of votes cast by them
-	-



Postal Ballot result

(i) Voted in favor of the resolution:

Number of members voted through postal ballot	Number of votes cast in favor of Resolution	% of Total number of valid votes cast
33	2916	70.76%

(ii) Voted against the resolution:

Number of members voted through postal ballot	Number of votes cast against the Resolution	% of Total Number of valid votes cast
7	1205	29.24 %

(iii) Invalid Votes:

Number of members whose votes were declared invalid	Total number of votes cast by them
4	328

Consolidated result of E-voting and Postal Ballot

(i) Voted in favor of the resolution:

Number of members voted in favor of Resolution	Number of votes cast in favor of Resolution	% of Total Number of valid votes cast
74	4149659	99.89%

(ii) Voted against the resolution:

Number of members voted against the Resolution	Number of votes cast against the Resolution	% of Total Number of valid votes cast
10	4384	00.11%

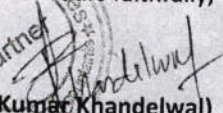
(iii) Invalid Votes:

Number of members whose votes were declared invalid	Total number of votes cast by them
4	328

Based on the above, the resolution has been passed with requisite majority



5. The register, all other relevant papers and records relating to postal ballot were sealed and the same will be handed over to the Company.

Thanking You,
Yours faithfully,

(CA Rajesh Kumar Khandelwal)
Scrutinizer to the postal ballot process

Place: Faridabad
Date: 16.10.2014