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/JULY 2015-2016 **SYMBOL: BHARATGEAR**

July 31, 2015

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 proceedings of Annual General Meeting of the members of the Company, duly convened on 31st July, 2015.

You are requested to take the same on your records.

For **Bharat Gears Limited**

Prashant Khattry
Head (Legal) & Company Secretary

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

Date of AGM: July 31, 2015

Total number of shareholders on record date/cut-off date: 11092

Number of shareholders present in the meeting either in person or through proxy*: (* Based on shareholders registering attendance)

Promoters and Promoter Group : **2** (in person)
Public : **1995** (in person), **67** (through Proxy)

Number of Shareholders attended the meeting through Video Conferencing:

Promoters and Promoter Group : Not Applicable
Public : Not Applicable

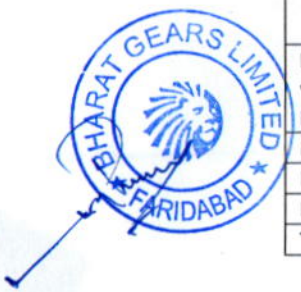
Details of Agenda:

Mode of voting: (E-voting) (Including Postal Ballot in lieu of E-Voting)/Poll

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
Resolution No. 1: To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2015 together with Reports of the Directors and Auditors thereon. **Resolution required:** (Ordinary)							
Promoter and Promoter Group	4141738	4141133	99.99	4141133	0	100.00	0.00
Public – Institutional holders	0	0	0.00	0	0	0.00	0.00
Public – Others	3676095	744	0.02	744	0	100.00	0.00
Total	7817833	4141877	52.98	4141877	0	100.00	0.00

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
Resolution No. 2: To ratify the appointment of M/s Deloitte Haskins & Sells Ahmadabad (ICAI Registration No. 117365W) Chartered Accountants, as Statutory Auditors for the Financial Year 2015-16 and fix their remuneration. **Resolution required:** (Ordinary)							
Promoter and Promoter Group	4141738	4141133	99.99	4141133	0	100.00	0.00
Public – Institutional holders	0	0	0.00	0	0	0.00	0.00
Public – Others	3676095	744	0.02	743	1	99.87	0.13
Total	7817833	4141877	52.98	4141876	1	100.00	0.00

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
Resolution No. 3: To consider appointment of Mr. Rakesh Chopra, Director of the company, as an Independent Director of the Company to hold office for the five consecutive years for a term upto the conclusion of the 48th Annual General Meeting of the Company in the calendar year 2020. **Resolution required:** (Ordinary)							
Promoter and Promoter Group	4141738	4141133	99.99	4141133	0	100.00	0.00
Public – Institutional holders	0	0	0.00	0	0	0.00	0.00
Public – Others	3676095	694	0.02	694	0	100.00	0.00
Total	7817833	4141827	52.98	4141827	0	100.00	0.00



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
Resolution No. 4 To consider appointment of Mr. V.K. Pargal, Director of the company, as an Independent Director of the Company to hold office for the five consecutive years for a term upto the conclusion of the 48th Annual General Meeting of the Company in the calendar year 2020. **Resolution required:** (Ordinary)							
Promoter and Promoter Group	4141738	4141133	99.99	4141133	0	100.00	0.00
Public – Institutional holders	0	0	0.00	0	0	0.00	0.00
Public – Others	3676095	694	0.02	694	0	100.00	0.00
Total	7817833	4141827	52.98	4141827	0	100.00	0.00

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
Resolution No. 5: To consider and approve the alteration of Articles of Association (AOA) of the Company. **Resolution required:** (Special)							
Promoter and Promoter Group	4141738	4141133	99.99	4141133	0	100.00	0.00
Public – Institutional holders	0	0	0.00	0	0	0.00	0.00
Public – Others	3676095	694	0.02	693	1	99.86	0.14
Total	7817833	4141877	52.98	4141826	1	100.00	0.00

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
Resolution No. 6: To consider and approve the re-appointment of Mr. Surinder P. Kanwar as Chairman and Managing Director of the Company. **Resolution required:** (Special)							
Promoter and Promoter Group	4141738	4141133	99.99	4141133	0	100.00	0.00
Public – Institutional holders	0	0	0.00	0	0	0.00	0.00
Public – Others	694	744	0.02	684	10	98.56	1.44
Total	7817833	4141877	52.98	4141817	10	100.00	0.00

BHARAT GEARS LIMITED FARIDABAD

MAHESH SHARMA
Corporate Counsel & Lawyer

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

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To

The Chairman

43rd Annual General Meeting of Equity Shareholders of

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

SCRUTINIZER'S REPORT (Consolidated)

Dear Sir,

I, **Mahesh Sharma, B.Com, LLB (Corporate Counsel & Lawyer)** having office at 1st Floor 970, Sector- 21D, Faridabad- 121001, have been appointed as Alternate Scrutinizer for the purpose of scrutinizing e-voting, postal Ballot & as well as poll on the day of 43rd Annual General Meeting.

1. E-voting, postal ballot and Poll have been carried out in fair and transparent manner.
2. Brief summary of the poll is as under:

Details	Information
Dates of E-voting	28th July, 2015 to 30th July, 2015
Date and timing of A.G.M	11.30 AM on 31st July, 2015
Total Number of Shares on Record Date	7817833
Last Date of E-Voting	30th July , 2015
Number of Votes casted through E-voting	4141703 For Resolution No. 1 & 2 4141653 For Resolution No. 3,4,5 & 6
Last Date of Postal Ballot Voting	30th July, 2015
Number of votes cast through Postal ballot	150



Number of Valid Votes casted through Postal Ballot	149		
Number of Votes casted in Poll at AGM	25 (Only Valid Votes as No. of Invalid Votes are Not Ascertainable)		
Total Number of Valid Votes Polled	25		
Total Votes Consolidated (Excluding)	4141877 For Resolution No. 1 & 2 4141827 For Resolution No. 3,4,5 & 6		
Resolution 1 (as per Notice)	For	Against	Invalid
	4141877	0	Not Ascertainable
Resolution 2 (as per Notice)	For	Against	Invalid
	4141876	1	Not Ascertainable
Resolution 3 (as per Notice)	For	Against	Invalid
	4141827	0	Not Ascertainable
Resolution 4 (as per Notice)	For	Against	Invalid
	4141827	0	Not Ascertainable
Resolution 5 (as per Notice)	For	Against	Invalid
	4141826	1	Not Ascertainable
Resolution 6 (as per Notice)	For	Against	Invalid
	4141817	10	Not Ascertainable

3. This Consolidated report has been prepared in consonance with the Report for e-voting, Postal Ballot and for poll.

4. The facts have been corroborated and verified by two examiners **Ms. Shilpa**, B. Com, residing at FCA- 2904, A- Block, SGM Nagar, Faridabad-121001 & **Ms. Nisha,** B. Com, residing at H.No.-1J/13, NIT Faridabad, Haryana-121001 who are not in the employment of the company they have signed below in confirmation of votes being unblocked in their presence.

Shilpa

Ms. Shilpa

Nisha

Ms. Nisha Khattar

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

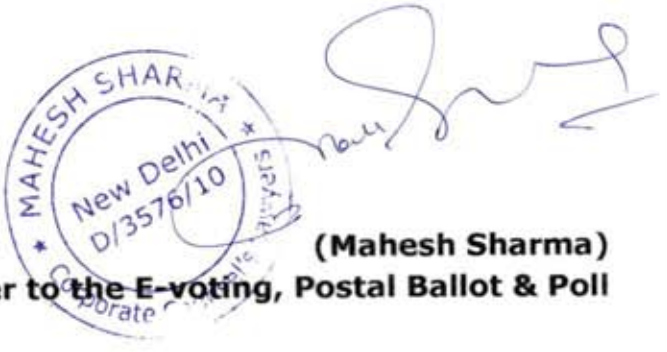
MAHESH SHARMA
New Delhi
D/3576/12
Corporate Lawyer

6. 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,



(Mahesh Sharma)
Alternate Scrutinizer to the E-voting, Postal Ballot & Poll

Place: Faridabad
Date: 31.07.2015

Annexure- Scrutinizer's Report on:

- **E-voting (standalone);**
- **Postal Ballot (standalone); and**
- **Poll (standalone)**

MAHESH SHARMA
Corporate Counsel & Lawyer

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

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FORM No. MGT-13
Poll Report of Scrutinizer(s)

[Pursuant to Section 107 and 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014*]*

To

Chairman

43rd Annual General Meeting of the Equity Shareholders of

Bharat Gears Limited
held on **31st July, 2015** at **HUDA Convention Centre**
Sector-12
Faridabad-121007 (Haryana)

Dear Sir,

I, **Mahesh Sharma (Corporate Counsel & Lawyer)** having office at 1st Floor 970, Sector- 21D, Faridabad- 121001, have been appointed as Alternate Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 43rd Annual General Meeting of the Equity Shareholders of **Bharat Gears Limited**, held on 31st July, 2015 at HUDA Convention Centre, Sector-12, Faridabad-121007 (Haryana), submit report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box was kept for polling and this was locked in our presence with due identification marks placed by us.

2. The locked ballot boxes were subsequently opened in the presence of two witnesses **Ms. Shilpa**, B. Com, residing at FCA-2904, A-Block, SGM Nagar, Faridabad-121001, **Ms. Nisha Khattar,** B.Com, residing at H.No. 1J/13, NIT Faridabad-121001, who are not in the employment of the company and they have signed below in confirmation of votes being unblocked in their presence.

Shilpa

Ms. Shilpa

Nisha

Ms. Nisha Khattar

MAHESH SHARMA ★ New Delhi D/3576/10 ★ Corporate Counsel

3. And poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.

4. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

5. The total number (Shares) Valid Votes Casted by the members under poll process is 25.

6. **The result of the Poll is as under:**

(a) **Resolution -1:**

To receive, consider and adopt the audited accounts of the Company for the year ended March 31, 2015 together with Reports of the Directors and Auditors thereon.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast in favor of Resolution	% of Total Number of valid votes cast
25	25	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast against the Resolution	% of Total Number of valid votes cast
0	0	NA

MAHESH SHARMA New Delhi D/3576/10 Corporate Counsel's Lawyers

(iii) **Invalid votes**:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	Not Ascertainable

(b) Resolution-2 :

To Ratify the appointment of M/s Deloitte Haskins & Sells, Chartered Accountant as statutory Auditors of the Company For the financial year 2015-16.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast in favor of Resolution	% of Total Number of valid votes cast
25	25	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast against the Resolution	% of Total Number of valid votes cast
0	0	NA

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(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
7	Not Ascertainable

(c) Resolution- 3:

To Consider appointment of Mr. Rakesh Chopra as an Independent Director of the Company.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast in favor of Resolution	% of Total Number of valid votes cast
25	25	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast against the Resolution	% of Total Number of valid votes cast
0	0	NA

MAHESH SHARMA * New Delhi D/3576/10 * Corporate Counsel's Lawyers

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	Not Ascertainable

(d) Resolution- 4:

To consider appointment of Mr. V.K. Pargal as an Independent Director of the Company.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast in favor of Resolution	% of Total Number of valid votes cast
25	25	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast against the Resolution	% of Total Number of valid votes cast
0	0	NA

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(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	**Total number of votes cast by them**
7	**Not Ascertainable**

(d) <u>Resolution- 5</u>:

To consider and approve the alteration of Articles of Association (AOA) of the Company.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	**Number of Votes cast in favor of Resolution**	**% of Total Number of valid votes cast**
25	**25**	**100**

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	**Number of Votes cast against the Resolution**	**% of Total Number of valid votes cast**
0	**0**	**NA**

MAHESH SHARMA
New Delhi
D/3576/10
Corporate Counsel's Limited

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	Not Ascertainable

(f) Resolution -6:

To consider and approve the reappointment of Mr. Surinder P. Kanwar as chairman and Managing Director of Company for the further period of Five (5) Years W.E.F 1st October, 2015 along with proposed remuneration.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast in favor of Resolution	% of Total Number of valid votes cast
25	25	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast against the Resolution	% of Total Number of valid votes cast
0	0	NA

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(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	**Total number of votes cast by them**
7	**Not Ascertainable**

7. The poll papers and all other relevant records were sealed and will be handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,

Place: Faridabad
Dated: 31.07.2015

MAHESH SHARMA * New Delhi D/3576/10 *

Signature/s of the Alternate Scrutinizer/s

(Mahesh Sharma)

MAHESH SHARMA
Corporate Counsel and Lawyers

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

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SCRUTINIZER'S REPORT (E-Voting, Standalone)

[Pursuant to section 108 of Companies Act, 2013 and Rule 20(xi) of Companies (Management and Administration] Rules, 2014]

To

The Chairman

43rd Annual General Meeting of Equity Shareholders of

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

Dear Sir,

I, **Mahesh Sharma B.Com, LLB (Corporate Counsel and Lawyers)** having office at 1st Floor 970, Sector- 21D, Faridabad- 121001, have been appointed as Alternate Scrutinizer for the purpose of scrutinizing e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per Companies Act, 2013 and Rule 20 of Companies (Management and Administration] Rules, 2014 in relation to resolution proposed to be carried out in 43rd Annual General Meeting of Equity Shareholders of the **Bharat Gears Limited** to be held on **31st July, 2015 at HUDA Convention Centre Sector-12 Faridabad-121007 (Haryana)**.

We submit our report as under:

1. The e-voting period remained open from 28th July, 2015 to 30TH July, 2015.
2. The shareholders holding shares as on cut-off date i.e. **24th July, 2015** were entitled to vote on proposed resolutions (Item No. 1 to 6) set out in the notice of the 43rd Annual General Meeting of **Bharat Gears Limited.**
3. The votes are unblocked on 31st July, 2015, around 12:30 PM in the presence of two witnesses, **Ms. Shilpa**, B. Com, residing at FCA-2904, A- Block, SGM Nagar, Faridabad-121001, & **Ms. Nisha Khattar**, B. Com, Residing at H.No. 1J/13, NIT Faridabad-121001 who are not in the employment of the company they have signed below in confirmation of votes being unblocked in their presence.

MAHESH SHARMA New Delhi D/3576/10 Corporate Counsel & Lawyers

Ms. Shilpa

Ms.Nisha Khattar

4. Thereafter the details containing inter-alia , list of equity shareholders ,who voted "For" and "Against" were downloaded from e-voting Website of National Securities Depository Limited (https://www.evoting. nsdl.com.) – **Annexure -1**.

5. The result of e-voting is as under-

(a) <u>Resolution- 1:</u>

To receive, consider and adopt the audited accounts of the Company for the year ended March 31, 2015 together with Reports of the Directors and Auditors thereon.

(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
13	4141703	100%

(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
0	0	NA

MAHESH SHARMA New Delhi D/3576/10 Corporate Counsel's Lawyers

(iii) Invalid votes :

Total Number of Members whose Votes were declared invalid	Total number of votes cast by them
0	0

(b) <u>Resolution- 2:</u>

To ratify the Appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants as Statutory Auditors of the Company for the financial year 2015-16.

(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
13	4141703	100%

(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
0	0	NA

MAHESH SHARMA New Delhi D/3576/10 Corporate Counsel's Lawyers

(ii) Invalid votes :

Total Number of Members whose Votes were declared invalid	Total number of votes cast by them
0	0

(c) Resolution- 3:

To consider appointment of Mr. Rakesh Chopra as an Independent Director of the Company

(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
12	4141653	100%

(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
0	0	NA

(iii) Invalid votes :

Total Number of Members whose Votes were declared invalid	Total number of votes cast by them
0	0

MAHESH SHARMA
New Delhi
D/3576/10
Corporate Counsels Lawyers

(d) Resolution- 4:

To consider appointment of Mr. V. K. Pargal, as an Independent Director on the Board of the Company

(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
12	4141653	100%

(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
0	0	NA

(iii) Invalid Votes:

Total Number of Members whose Votes were declared invalid	Total number of votes cast by them
0	0

(e) Resolution -5:

To consider and approve the alteration of the Articles of Association (AOA) of the Company

MAHESH SHARMA * New Delhi D/3576/10 * Corporate Counsel's Lawyers

(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
12	4141653	100%

(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
0	0	NA

(iii) Invalid Votes:

Total Number of Members whose Votes were declared invalid	Total number of votes cast by them
0	0

(f) <u>Resolution-6</u>:

To consider and approve the re-appointment of Mr. Surinder P. Kanwar as Chairman and Managing Director of the Company for further period of 5 (five) years w.e.f. 1st October, 2015 along with the proposed remuneration

(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
11	4141643	99.99%

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(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
1	10	0.01%

(iii) Invalid Votes:

Total Number of Members whose Votes were declared invalid	Total number of votes cast by them
0	0

6. The register, all other relevant papers and records relating to electronic voting shall remain in my safe custody until chairman considers, approves and signs the minutes of e-voting in relation to forthcoming Annual General Meeting and afterwards the same will be handed over to the responsible officer authorized by the Chairman of the Company for safe keeping.



Thanking You,

Yours faithfully,

(Mahesh Sharma)
Alternate Scrutinizer to the E-voting

Place: Faridabad
Date: 31.07.2015

MAHESH SHARMA
Corporate Counsel & Lawyer

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

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SCRUTINIZER'S REPORT (Postal Ballot, Standalone)

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

To

The Chairman

43rd Annual General Meeting of Equity Shareholders of

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

Dear Sir,

I, **Mahesh Sharma , B.Com, LLB, (Corporate Counsel & Lawyer)** having office at 1st Floor 970, Sector- 21D, Faridabad- 121001, have been appointed as Alternate Scrutinizer for the purpose of scrutinizing 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 resolution proposed to be carried out in 43rd Annual General Meeting of Equity Shareholders of the **Bharat Gears Limited** to be held on **31st July 2015**. We submit our report as under:

1. The Postal Ballot period remained opened till 5:00 PM on Thursday, 30th July, 2015.

2. The shareholders holding shares as on cut-off date i.e. **24th July, 2015** were entitled to vote on proposed resolutions (Item No. 1 to 6) set out in the notice of the 43rd Annual General Meeting of **Bharat Gears Limited.**

3. The votes are unblocked on 30th July, 2015, around 5:30 pm in the presence of two witnesses, **Ms. Shilpa**, B. Com, residing at FCA-2904, A-Block, SGM Nagar, Faridabad-121001, **Ms. Nisha Khattar,** B.Com, H.No. 1J/13, NIT Faridabad-121001, who are not in the employment of the company they have signed below in confirmation of votes being unblocked in their presence.



Ms. Shilpa

Ms. Nisha Khattar

4. Thereafter the details containing inter-alia, list of equity shareholders, who voted "For" and "Against" were found from the postal ballot papers submitted by the shareholders to company on their behalf.

5. The total number of Valid & Invalid Votes received by the Company:

Total Numbers (Shares) of Postal Ballot Received	**Number of Valid Votes (Shares)**	**% of total votes casted**	**Number of Invalid Votes (Shares)**	**% of total votes casted**
150	**149**	**99.33%**	**1**	**0.67%**

6. The result of postal ballot is as under-

(a) <u>Resolution- 1:</u>

To receive, consider and adopt the audited financial statements of the Company for the year ended March 31, 2015 together with Reports of the Directors and Auditors thereon.

(i) Voted in **Favor** of the resolution:

Number of Members voted through postal ballot system	**Number of Votes cast in favor of Resolution**	**% of Total Number of valid votes cast**
149	**149**	**100%**

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(ii) Voted **Against** the resolution :

Number of Members voted through postal ballot system	Number of Votes cast against the Resolution	% of Total Number of valid votes cast
0	0	NA

(iii) Invalid votes :

Total Number of Members whose Votes were declared invalid	Total number of votes cast by them
1	1

(b) <u>Resolution- 2:</u>

To ratify the appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants as Statutory Auditors of the Company for the financial year 2015-16.

(i) Voted in **Favor** of the resolution:

Number of Members voted through postal ballot system	Number of Votes cast in favor of Resolution	% of Total Number of valid votes cast
148	148	99.33%

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(ii) Voted **Against** the resolution :

Number of Members voted through postal ballot system	Number of Votes cast against the Resolution	% of Total Number of valid votes cast
1	1	0.67%

(iii) Invalid votes :

Total Number of Members whose Votes were declared invalid	Total number of votes cast by them
1	1

(c) <u>Resolution- 3</u>:

To consider appointment of Mr. Rakesh Chopra as an Independent Director of the Company

(i) Voted in **Favor** of the resolution:

Number of Members voted through postal ballot system	Number of Votes cast in favor of Resolution	% of Total Number of valid votes cast
149	149	100%

(ii) Voted **Against** the resolution :

Number of Members voted through postal ballot system	Number of Votes cast against the Resolution	% of Total Number of valid votes cast
0	0	NA



(iii) Invalid votes:

Total Number of Members whose Votes were declared invalid	Total number of votes cast by them
1	1

(d) Resolution- 4:

To consider appointment of Mr. V. K. Pargal, as an Independent Director of the Company

(i) Voted in **Favor** of the resolution:

Number of Members voted through postal ballot system	Number of Votes cast in favor of Resolution	% of Total Number of valid votes cast
149	149	100%

(ii) Voted **Against** the resolution :

Number of Members voted through postal ballot system	Number of Votes cast against the Resolution	% of Total Number of valid votes cast
0	0	NA

(iii) Invalid votes :

Total Number of Members whose Votes were declared invalid	Total number of votes cast by them
1	1

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(e) Resolution- 5:

To consider and approve the alteration of Articles of Association (AOA) of the Company

(i) Voted in **Favor** of the resolution:

Number of Members voted through Postal ballot system	Number of Votes cast in favor of Resolution	% of Total Number of valid votes cast
148	148	99.33%

(ii) Voted **Against** the resolution :

Number of Members voted through postal ballot system	Number of Votes cast against the Resolution	% of Total Number of valid votes cast
1	1	0.67%

(iii) Invalid Votes:

Total Number of Members whose Votes were declared invalid	Total number of votes cast by them
1	1

(f) Resolution- 6:

To consider and approve the re-appointment of Mr. Surinder P. Kanwar as Chairman and Managing Director of the Company for further period of 5 (five) years w.e.f. 1st October, 2015 along with proposed remuneration

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(i) Voted in **Favor** of the resolution:

Number of Members voted through postal ballot system	Number of Votes cast in favor of Resolution	% of Total Number of valid votes cast
149	149	100

(ii) Voted **Against** the resolution:

Number of Members voted through postal ballot system	Number of Votes cast against the Resolution	% of Total Number of valid votes cast
0	0	NA

(iii) Invalid Votes:

Total Number of Members whose Votes were declared invalid	Total number of votes cast by them
1	1

7. The register, all other relevant papers and records relating to postal ballot shall remain in my safe custody until chairman considers, approves and signs the minutes of e-voting in relation to forthcoming Annual General Meeting and afterwards the same will be handed over either to the Chairman or any other responsible officer authorized by the Chairman of the Company for safe keeping.

Thanking You,

Yours faithfully,

MAHESH SHARMA * New Delhi D/3576/10 * Corporate Counsel's Limited

(Mahesh Sharma)
Alternate Scrutinizer to the E-voting

Place: Faridabad
Date: 31.07.2015