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 2014-2015 **SYMBOL: BHARATGEAR**

August 01, 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 proceedings of Annual General Meeting of the members of the Company, duly convened on 01st August, 2014.

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: August 01, 2014

Total number of shareholders on record date: 10182

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

Promoters and Promoter Group : 6 (in person)
Public : 1513 (in person), 24 (through Proxy)

Number of Shareholders attended the meeting through Video Conferencing:

Promoters and Promoter Group : Not Applicable
Public : Not Applicable

Details of Agenda:

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 Audited Accounts of the Company for the year ended March 31, 2014 together with Reports of the Auditors and Directors thereon. **Resolution required:** (Ordinary)							
Mode of voting: (E-voting)							
Promoter and Promoter Group	2909462	2909462	100.00	2909462	0	100.00	0.00
Public – Institutional holders	0	0	0.00	0	0	0.00	0.00
Public – Others	2760851	947177	34.31	947072	105	99.99	0.01
Total (A)	5670313	3856639	68.01	3856534	105	99.99	0.01
Mode of Voting: (Poll)							
Promoter and Promoter Group	293905	293300	99.79	293300	0	100.00	0.00
Public – Institutional holders	0	0	0.00	0	0	0.00	0.00
Public – Others	1853615	426	0.02	426	0	100.00	0.00
Total (B)	2147520	293726	13.68	293726	0	100.00	0.00
Result(A+B)	7817833	4150365	53.09	4150260	105	99.99	0.01



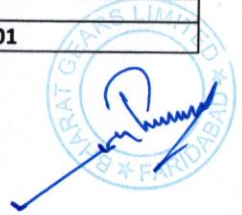
Promoter/Public	No. of Shares held (1)	No of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Resolution No. 2: To declare dividend on Equity Shares @ Rs. 1.00 per share out of the Accumulated Profits/ General Reserve of the Company for the year 2013-2014. **Resolution required:** (Ordinary)							
Mode of voting: (E-voting)							
Promoter and Promoter Group	2909462	2909462	100.00	2909462	0	100.00	0.00
Public – Institutional holders	0	0	0.00	0	0	0.00	0.00
Public – Others	2760851	947177	34.31	947047	130	99.99	0.01
Total (A)	5670313	3856639	68.01	3856509	130	99.99	0.01
Mode of Voting: (Poll)							
Promoter and Promoter Group	293905	293300	99.79	293300	0	100.00	0.00
Public – Institutional holders	0	0	0.00	0	0	0.00	0.00
Public – Others	1853615	426	0.02	426	0	100.00	0.00
Total (B)	2147520	293726	13.68	293726	0	100.00	0.00
Result(A+B)	7817833	4150365	53.09	4150235	130	99.99	0.01

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 re-appoint M/s Deloitte Haskins & Sells Ahmadabad (ICAI Registration No. 117365W) Chartered Accountants, as statutory auditors of the company for the period of 3(Three) years till the conclusion of Annual General Meeting of the company in the calendar year 2017. **Resolution required:** (Ordinary)							
Mode of voting: (E-voting)							
Promoter and Promoter Group	2909462	2909462	100.00	2909462	0	100.00	0.00
Public – Institutional holders	0	0	0.00	0	0	0.00	0.00
Public – Others	2760851	947177	34.31	947042	135	99.98	0.02
Total (A)	5670313	3856639	68.01	3856504	135	99.99	0.01
Mode of Voting: (Poll)							
Promoter and Promoter Group	293905	293300	99.79	293300	0	100.00	0.00
Public – Institutional holders	0	0	0.00	0	0	0.00	0.00
Public – Others	1853615	426	0.02	426	0	100.00	0.00
Total (B)	2147520	293726	13.68	293726	0	100.00	0.00
Result(A+B)	7817833	4150365	53.09	4150230	135	99.99	0.01



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. Ram S. Tarneja, Director of the company, as an Independent Director of the Company to hold office for the five consecutive years for a term upto 47th Annual General Meeting of the Company in the calendar year 2019 **Resolution required:** (Ordinary)							
Mode of voting: (E-voting)							
Promoter and Promoter Group	2909462	2909462	100.00	2909462	0	100.00	0.00
Public – Institutional holders	0	0	0.00	0	0	0.00	0.00
Public – Others	2760851	947177	34.31	946742	435	99.95	0.05
Total (A)	5670313	3856639	68.01	3856204	435	99.99	0.01
Mode of Voting: (Poll)							
Promoter and Promoter Group	293905	293300	99.79	293300	0	100.00	0.00
Public – Institutional holders	0	0	0.00	0	0	0.00	0.00
Public – Others	1853615	426	0.02	426	0	100.00	0.00
Total (B)	2147520	293726	13.68	293726	0	100.00	0.00
Result(A+B)	7817833	4150365	53.09	4149930	435	99.99	0.01

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 appointment of Mr. S.G. Awasthi, Director of the company, as an Independent Director of the Company to hold office for the five consecutive years for a term upto 47th Annual General Meeting of the Company in the calendar year 2019 **Resolution required:** (Ordinary)							
Mode of voting: (E-voting)							
Promoter and Promoter Group	2909462	2909462	100.00	2909462	0	100.00	0.00
Public – Institutional holders	0	0	0.00	0	0	0.00	0.00
Public – Others	2760851	947177	34.31	946742	435	99.95	0.05
Total (A)	5670313	3856639	68.01	3856204	435	99.99	0.01
Mode of Voting: (Poll)							
Promoter and Promoter Group	293905	293300	99.79	293300	0	100.00	0.00
Public – Institutional holders	0	0	0.00	0	0	0.00	0.00
Public – Others	1853615	426	0.02	426	0	100.00	0.00
Total (B)	2147520	293726	13.68	293726	0	100.00	0.00
Result(A+B)	7817833	4150365	53.09	4149930	435	99.99	0.01



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 appointment of Ms. Hiroo Suresh Advani, Additional Director of the company, as an Independent Director of the Company to hold office for the five consecutive years for a term upto 47th Annual General Meeting of the Company in the calendar year 2019. **Resolution required:** (Ordinary)							
Mode of voting: (E-voting)							
Promoter and Promoter Group	2909462	2909462	100.00	2909462	0	100.00	0.00
Public – Institutional holders	0	0	0.00	0	0	0.00	0.00
Public – Others	2760851	947177	34.31	946747	430	99.95	0.05
Total (A)	5670313	3856639	68.01	3856209	430	99.99	0.01
Mode of Voting: (Poll)							
Promoter and Promoter Group	293905	293300	99.79	293300	0	100.00	0.00
Public – Institutional holders	0	0	0.00	0	0	0.00	0.00
Public – Others	1853615	426	0.02	426	0	100.00	0.00
Total (B)	2147520	293726	13.68	293726	0	100.00	0.00
Result(A+B)	7817833	4150365	53.09	4149935	430	99.99	0.01

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. 7: To approve the remuneration payable to M/s M.K. Kulshrestha & Associates, Cost Auditors of the Company for the financial year 2014-2015. **Resolution required:** (Ordinary)							
Mode of voting: (E-voting)							
Promoter and Promoter Group	2909462	2909462	100.00	2909462	0	100.00	0.00
Public – Institutional holders	0	0	0.00	0	0	0.00	0.00
Public – Others	2760851	947177	34.31	946897	280	99.97	0.03
Total (A)	5670313	3856639	68.01	3856359	280	99.99	0.01
Mode of Voting: (Poll)							
Promoter and Promoter Group	293905	293300	99.79	293300	0	100.00	0.00
Public – Institutional holders	0	0	0.00	0	0	0.00	0.00
Public – Others	1853615	426	0.02	426	0	100.00	0.00
Total (B)	2147520	293726	13.68	293726	0	100.00	0.00
Result(A+B)	7817833	4150365	53.09	4150085	280	99.99	0.01

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. 8: To consider and approve remuneration to Mr. Sameer Kanwar, Joint Managing Director of the Company for a further period of 2(two) years of his present tenure w.e.f. 1st June, 2014. **Resolution required:** (Special)							
Mode of voting: (E-voting)							
Promoter and Promoter Group	2909462	2909462	100.00	2909462	0	100.00	0.00
Public – Institutional holders	0	0	0.00	0	0	0.00	0.00
Public – Others	2760851	947177	34.31	946682	495	99.95	0.05
Total (A)	5670313	3856639	68.01	3856144	495	99.99	0.01
Mode of Voting: (Poll)							
Promoter and Promoter Group	293905	293300	99.79	293300	0	100.00	0.00
Public – Institutional holders	0	0	0.00	0	0	0.00	0.00
Public – Others	1853615	426	0.02	426	0	100.00	0.00
Total (B)	2147520	293726	13.68	293726	0	100.00	0.00
Result(A+B)	7817833	4150365	53.09	4149870	495	99.99	0.01

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. 9: To consider and approve borrowing powers of the Company. **Resolution required:** (Special)							
Mode of voting: (E-voting)							
Promoter and Promoter Group	2909462	2909462	100.00	2909462	0	100.00	0.00
Public – Institutional holders	0	0	0.00	0	0	0.00	0.00
Public – Others	2760851	947177	34.31	946852	325	99.96	0.04
Total (A)	5670313	3856639	68.01	3856314	325	99.99	0.01
Mode of Voting: (Poll)							
Promoter and Promoter Group	293905	293300	99.79	293300	0	100.00	0.00
Public – Institutional holders	0	0	0.00	0	0	0.00	0.00
Public – Others	1853615	426	0.02	426	0	100.00	0.00
Total (B)	2147520	293726	13.68	293726	0	100.00	0.00
Result(A+B)	7817833	4150365	53.09	4150040	325	99.99	0.01

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