

March 22, 2019

The DCS- CRD BSE Limited Corporate Relationship Department 1 st Floor, New Trading Ring, Rotunda Building, P. J. Towers, Dalal Street, Mumbai- 400 001 Scrip Code: 505688	National Stock Exchange of India Ltd Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051 Symbol: BHARATGEAR
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Series: EQ

Dear Sir/Madam,

Sub : Outcome of the Meeting of the Board of Directors of Bharat Gears Limited ("the Company") held on Friday, March 22, 2019, inter alia, for fixing of record date, ratio, price and other details with respect to proposed rights issue of equity shares ("Issue")

We wish to inform you that the Board of Directors of the Company, in its Meeting held on Friday, March 22, 2019, inter alia, considered and approved the following details pertaining to the proposed rights issue of equity shares of face value of ₹ 10/- (Rupees Ten) each:

Type of corporate action	Rights Issue of Equity Shares
Rights Entitlements Ratio	1 (One) equity share for every 7 (Seven) Equity shares (1:7) held by the shareholders as on the Record Date ("Eligible Shareholders"), with a right to renounce
Issue price per Rights Equity Share	Issue price of ₹ 105/- (Rupees One Hundred Five) (including a premium of ₹ 95/- (Rupees Ninety Five) per Rights Equity Share) for every Rights Equity Share of face value of ₹ 10/- (Rupees Ten) each
Size of the Issue	11,63,262 (Eleven Lakhs Sixty Three Thousand Two Hundred Sixty Two) equity shares of ₹ 10/- (Rupees Ten) each at a price of ₹ 105/- (Rupees One Hundred Five) (including a premium of ₹ 95/- (Rupees Ninety Five)) per Rights Equity Share aggregating to ₹ 12,21,42,510/- (Rupees Twelve Crores Twenty One Lakhs Forty Two Thousand Five Hundred Ten Only)

Terms of payment	Full amount of ₹ 105/- (Rupees One Hundred Five) per Rights Equity Share is payable on submission of the application by the Eligible Shareholder. The payment towards each Rights Equity Share will be applied as under: ₹ 1,16,32,620/- (Rupees One Crore Sixteen Thousand Thirty Two Thousand Six Hundred Twenty Only) towards share capital; and ₹ 11,05,09,890/- (Rupees Eleven Crores Five Lakhs Nine Thousand Eight Hundred Ninety Only) towards securities premium
Record Date	April 03, 2019 shall be the record date for the purpose of ascertaining the eligible equity shareholders for the proposed Rights Issue
Fractional entitlements	Fractional entitlement, if any will be rounded off to the next higher integer and the share required for the same will be adjusted from promoter's entitlement in the rights issue

In this regard we are enclosing the following documents:

1. Observation letter no. NRO/CFD/DIL/SKS/EK/OW/41/2019 dated February 14, 2019 received from SEBI.
2. In-principle listing approval letter no. DCS/RIGHT/JR/FIP/3418/2018-19 dated January 03, 2019 from BSE Limited and letter no. NSE/LIST/C/2019/0016 dated January 02, 2019 from National Stock Exchange of India Limited respectively.

You are requested to take the above details on record and bring it to the notice of all concerned.

Thanking you,
Yours faithfully,
For **Bharat Gears Limited**


Prashant Khattry
Head (Legal) and Company Secretary



By Courier

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Securities and Exchange
Board of India

Manager
Corporation Finance Department
Division of Issues and Listing
Northern Regional Office
Tel: +91 11 23451053
Email: eshak@sebi.gov.in

NRO/CFD/DIL/SKS/EK/OW/ 11 / 2019
February 14, 2019

Keynote Corporate Services Limited
The Ruby, 9th Floor,
Senapati Bapat Marg, Dadar (West),
Mumbai – 400 028.

Kind Attention: Ms. Radha Kirthivasan

Madam,

Sub: Proposed Rights Issue of Bharat Gears Limited

1. With reference to the draft letter of offer in respect of captioned issue, clarifications sought by SEBI and the replies submitted therein, it is stated that on scrutiny of the same, deficiencies / instances of non-compliance of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (hereinafter referred to as SEBI (ICDR) Regulations, 2018) and instructions have been observed which are required to be rectified/complied with by you before filing the letter of offer with the Stock Exchange and / or ROC. Observations on the captioned issue and other conditions to be complied with are indicated in Annexure 'I' and 'II'. It may be noted that the deficiencies / requirement of additional disclosures listed in the Annexure are merely illustrative and not exhaustive. It is your responsibility to ensure full and true disclosures.
2. As Book Running Lead Manager (LM), you shall ensure that all changes are effected based on the observations / conditions contained in the Annexure before you file the letter of offer with the stock Exchange / ROC. A letter confirming these changes and explaining, in seriatim, the manner in which each observation / condition has been dealt with along with your comments should be submitted to us before you file the final letter of offer with Stock Exchange/ ROC. **NO FURTHER CHANGES SHOULD BE EFFECTED WITHOUT SPECIFIC WRITTEN CONSENT OF SEBI.**
3. It is to be distinctly understood that submission of letter of offer to SEBI should not in any way be deemed or construed that the same has been cleared or approved by SEBI. SEBI does not take any responsibility either for the financial soundness of any scheme or the project for which the issue is proposed to be made or for the correctness of the statements made or opinions expressed in the letter of offer. The LM, Keynote Corporate Services Limited, has certified that the disclosures made in the letter of offer are generally adequate and are in conformity with SEBI regulations for disclosures and investor protection in force for the time being. **हम हिन्दी में प्रश्नों का समाप्त करते हैं।** respect to SEBI (ICDR)

प्रादेशिक कार्यालय : पौंचवा तल, बैंक ऑफ बड़ौदा भवन, 16, संसद मार्ग, नई दिल्ली-110001 दूरभाष (Telephone): 011-23724001-05 फैक्स (Fax) : 23724006 & 8
REGIONAL OFFICE : 5TH FLOOR, BANK OF BARODA BUILDING, 16, SANSAD MARG, NEW DELHI - 110001

प्रधान कार्यालय : सेबी भवन, प्लॉट सं. सी-4 'अ', जी-ब्लॉक, बान्द्रा कुर्ला कॉम्प्लेक्स, बान्द्रा (पूर्व) मुंबई-400051 दूरभाष(Telephone)-022-26449000 फैक्स (Fax): 022-26449019 to 26449022
Head Office : SEBI Bhavan, Plot No. C-4A, G-Block, Bandra Kurla Complex, Bandra (E) Mumbai-400051 Web. : www.sebi.gov.in





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Regulations, 2018. This requirement is to facilitate investors to take an informed decision for making investment in the proposed issue.

4. It should also be clearly understood that while the Issuer Company is primarily responsible for the correctness, adequacy and disclosure of all relevant information in the letter of offer, the LM is expected to exercise Due Diligence to ensure that the Company discharges its responsibility adequately in this behalf and towards this purpose, the LM, Keynote Corporate Services Limited, has furnished to SEBI a Due Diligence Certificate dated December 07, 2018 in accordance with SEBI (Merchant Bankers) Regulations, 1992.
5. The filing of letter of offer does not, however, absolve the company from any liabilities under Section 34 of the Companies Act, 2013 or from the requirement of obtaining such statutory or other clearances as may be required for the purpose of the proposed issue. SEBI further reserves the right to take up, at any point of time, with the LM any irregularities or lapses in the letter of offer.
6. Any publicity materials / advertisements should not contain matters extraneous to the information contained in the draft letter of offer. **Attention is specifically drawn to the provisions of Section 36 of the Companies Act, 2013.**
7. You are advised to ensure that a detailed calculation of filing fees in relation to the captioned issue in terms of regulation 25(1) and Schedule III of the SEBI (ICDR) Regulations, 2018 is submitted to SEBI within seven days of filing the Prospectus with ROC / within seven days of filing the Letter of Offer with the stock exchange, as the case may be, along with details of filing fees paid till date.

If filing fees paid by you is less than the actual fees required to be paid, you are advised to ensure and confirm compliance with the provisions of Schedule III of the said Regulations in regard to payment of the balance fees to SEBI.

If filing fees paid by you is more than the actual fees required to be paid, you are advised to inform SEBI about the amount to be refunded, along with detailed calculation of amount refundable and name of the person in whose favour the cheque may be issued by SEBI.

8. The proposed issue can open for subscription within a period of 12 months from the date of issuance of this observation letter.

PLACE: NEW DELHI


ESHA KAPOOR





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Annexure I

OBSERVATIONS

1. LM is advised to refer to its letter dated January 23, 2019 and emails dated February 07 and 11, 2019, and ensure compliance with the same.

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Annexure II**General Observations**

1. LM is advised to ensure that prior to filing of RHP or the letter of offer with Registrar of Companies or designated stock exchange, as the case may be, the Issuer Company has received crucial clearances / licenses / permissions / approvals from the required competent authority which are necessary for commencement of the activity for which the issue proceeds are proposed to be utilized.
2. LM is advised to ensure that the 'Observation Letter' issued by SEBI is included among the material contracts and documents for inspection.
3. LM is advised to ensure that prior to proceeding with the issue, "No Objection Certificates" are obtained from all the lenders with whom the company has entered into an agreement and the terms of such agreement require an approval to be taken.
4. LM is advised to ensure that adequate disclosures are made to disclose any material development which may have a material effect on the Issuer Company between the date of registering final prospectus or the red herring prospectus or the letter of offer, with the Registrar of Companies or designated stock exchange, as the case may be, and the date of allotment of specified securities, while ensuring compliance with Regulation 42 and Schedule IX of SEBI (ICDR) Regulations, 2018.
5. LM is advised to ensure that exact cross-referencing of page numbers is provided in the offer document instead of general cross-referencing.
6. In terms of SEBI Circulars No. SEBI/CIR/ISD/03/2011, No. SEBI/CIR/ISD/05/2011 and SEBI/CIR/ISD/01/2012 dated June 17, 2011, September 30, 2011 and March 30, 2012 respectively, LM is advised to ensure that 100% promoter holding is in demat form prior to listing.
7. LM is advised to ensure that SCORES authentication is taken by the issuer company prior to listing.
8. In pursuance of Regulation 25 Sub-Regulation 9(a) of SEBI (ICDR) Regulations, 2018, LM is advised to certify while submitting the in-seriatim reply that all amendments, suggestions and observations advised by SEBI have been complied with and duly incorporated in the offer document, while also indicating the page number for the same.
9. **ASBA:**
 - i) LM is advised to ensure that sufficient number of Physical ASBA forms are printed and dispatched directly to all designated branches of SCSBs which are located in places of mandatory collection centres as specified in Schedule XII of SEBI (ICDR) Regulations, 2018, Syndicate Members and Registered Brokers of Stock Exchanges, the Registrars to an Issue and Share Transfer Agents (RTAs) and Depository Participants (DPs) registered with SEBI, at least two days before the opening of the issue. This shall be





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in addition to ASBA forms which shall be sent to controlling branch of SCSBs for sending to designated branches other than those located in mandatory collection center.

- ii) LM is advised to ensure that the ASBA mode of payment is highlighted in bold in all the advertisement / communication informing about the issue. Further, LM is also advised to ensure that the following is suitably incorporated in all advertisements / communications regarding the issue issued by the issuer:

- a. The following may appear just below the price information of the issue as shown below:

"PRICE BAND: RS. xx TO RS. xx PER EQUITY SHARE OF FACE VALUE OF RS. xx EACH

THE FLOOR PRICE IS xx TIMES OF THE FACE VALUE AND THE CAP PRICE IS xx TIMES OF THE FACE VALUE

BID CAN BE MADE FOR A MINIMUM OF xx EQUITY SHARES AND IN MULTIPLES OF xx EQUITY SHARES THEREAFTER.

ASBA .

(APPLICATION SUPPORTED BY BLOCKED AMOUNT)

Simple, Safe, Smart way of Application !!!

Mandatory in public issue .No cheque will be accepted



now available in ASBA for retail individual investors.

* ASBA is a better way of applying to issues by simply blocking the fund in the bank account.

For further details check section on ASBA below."

- b. The following paragraph on ASBA may be inserted in the advertisement/Communications:

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"ASBA has to be availed by all the investors except anchor investors. UPI may be availed by Retail Individual Investors.

For details on the ASBA and UPI process, please refer to the details given in ASBA form and abridged prospectus and also please refer to the section "Issue Procedure - Issue Procedure of ASBA Bidders" beginning on page xxx of the Red Herring Prospectus. The process is also available on the website of AIBI and Exchanges in the General Information Document."

*ASBA bid-cum application forms can be downloaded from the websites of Bombay Stock Exchange and National Stock Exchange and can be obtained from the list of banks that is displayed on the website of SEBI at www.sebi.gov.in. ** List of banks supporting UPI is also available on the website of SEBI at www.sebi.gov.in **.*

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DCS/RIGHT/JR/FIP/3418/2018-19

January 03, 2019

The Company Secretary
BHARAT GEARS LTD
20 K. M. Mathura Road, P.O. Amar Nagar, P.O. Box 328,
Faridabad, Haryana- 121003

Dear Sir/Madam,

Sub: Proposed Rights Issue of Equity shares by the Company.

We refer to your application dated December 11, 2018 and are pleased to inform you that Bharat Gears Ltd may use the name of this Exchange in its Letter of Offer, of its proposed rights issue of equity shares, provided the Company prints the "DISCLAIMER CLAUSE" as given below in its Letter of Offer after the "DISCLAIMER CLAUSE" of SEBI and also in all the advertisements relating to the Company's Rights Issue where this Exchange's name is mentioned.

"BSE Limited ("the Exchange") has given vide its letter dated January 03, 2019, permission to this Company to use the Exchange's name in this Letter of Offer as the stock exchange on which this Company's securities are proposed to be listed. The Exchange has scrutinized this letter of offer for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company. The Exchange does not in any manner:

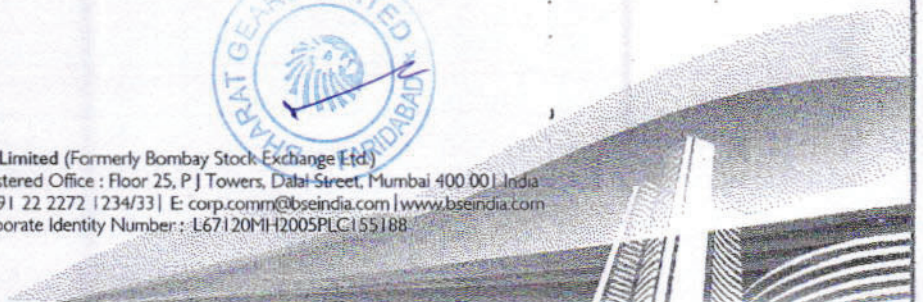
1. Warrant, certify or endorse the correctness or completeness of any of the contents of this letter of offer; or
2. Warrant that this Company's securities will be listed or will continue to be listed on the Exchange; or
3. Take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company;

and it should not for any reason be deemed or construed that this letter of offer has been cleared or approved by the Exchange. Every person who desires to apply for or otherwise acquires any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever"

You may insert the following lines instead of the entire disclaimer clause in all the advertisements relating to the Company's rights issue where this Exchange's name is mentioned:

"It is to be distinctly understood that the permission given by BSE Limited should not in any way be deemed or construed that the letter of offer has been cleared or approved by BSE Limited, nor does it certify the correctness or completeness of any of the contents of the letter of offer. The investors are advised to refer to the letter of offer for the full text of the Disclaimer clause of the BSE Limited".

For the purpose of issuing right securities, a record date should be fixed by the Company for which at least seven working days advance notice should be given to the Exchange. Further you are required to disclose and intimate to the exchange the rights issue price of the equity shares, at least 7 working days prior to the record date.



"2"

The Company has to comply with all the legal and statutory formalities / compliances before finalizing its offer documents. The Company will be responsible for the disclosures made in/ omitted from the offer documents. The Company will be solely responsible for any consequence arising due to non-disclosure, suppression and/ or mis-statement of information in the offer document, non-issuance of corrigendum, wherever applicable, and/or non-intimation of such information to the Exchange and its shareholders.

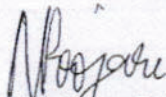
The Company should comply with all applicable statutory requirements, as applicable to the Rights issue of the Company.

The Exchange is also pleased to grant its in-principle approval for listing of equity shares proposed to be issued on rights basis, subject to the Company's completing post-issue requirements and complying with the necessary statutory, legal & listing formalities. Further, the validity of this in-principle letter is co-terminus with the validity of the SEBI approval.

You are also requested to ensure the following:-

1. Ten Printed copies of Letter of Offer and Composite Application Form should be sent to us at the same time it is dispatched to the shareholders. The Company/Lead Managers to the issue should confirm that the posting of letter of offer & composite application form has been completed, whereupon dealings in Letters of Renunciation of the new securities will be permitted on the Exchange. A certificate from the Lead Manager certifying that no objections have been raised by SEBI to the Letter of Offer should simultaneously be filed with the Exchange.
2. The Company shall ensure that it has entered into agreements with all the depositories for dematerialization of securities. They shall also ensure that an option be given to the investors to receive allotment in dematerialized form through any of the depositories.
3. The Company should deposit with the Exchange an amount equivalent to 1% of the securities offered for subscription, before the opening of the issue, with the Designated Exchange and shall have to obtain clearance from SEBI in respect of investors' complaints relating to the issue before claiming refund of such amount.
4. The Company should get the Basis of Allotment of its Rights securities approved by the Designated Stock Exchange, even in the case of under-subscription.
5. As per the Regulation 6(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, qualified Company Secretary should be the Compliance officer of the Company. You are requested to incorporate the same in the final offer document.
6. To make payment of all applicable charges levied by the Exchange for usage of any system, software or similar such facilities provided by BSE which the company shall avail to issue & list securities for which the approval given vide this letter.

Yours faithfully,



Nitinkumar Pujari
Senior Manager



National Stock Exchange Of India Limited

Ref. No.: NSE/LIST/C/2019/0016

January 02, 2019

The Company Secretary
Bharat Gears Limited
20 KM Mathura Road,
P.O. Amar Nagar, Haryana- 4288888

Kind Attn.: Mr. Prashant Khattry

Dear Sir,

Sub: Proposed Rights Issue of [●] equity shares of Rs. 10/- each

This is with reference to the draft letter of offer dated December 07, 2018 of Bharat Gears Limited for the issue of up to [●] equity shares with a face value of Rs.10 each at a price of Rs. [●] per equity share (including a premium of Rs. [●] per equity share) ("rights equity shares") for an amount aggregating up to Rs. 1,500 Lakhs on a rights basis to the eligible equity shareholders of Bharat Gears Limited (the "company" Or the "issuer") in the ratio of [●] rights equity share for every [●] fully paid-up equity share held by Such eligible equity shareholders on the record date, that is on [●] (the "issue").

The Draft Letter of Offer appears to be in order subject to the compliance of the relevant guidelines issued by the Ministry of Finance, Government of India, RBI, SEBI, applicable provisions under the SCRA and rules framed there under, Companies Act, 2013.

You have been permitted to use the name of the National Stock Exchange of India Limited in the Letter of Offer in respect of the proposed rights issue provided the Company prints the Disclaimer Clause as given below in the offer document after the SEBI disclaimer clause.

"As required, a copy of this letter of offer has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE). NSE has given vide its letter Ref. No. NSE/LIST/C/2019/0016 dated January 02, 2019 permission to the Issuer to use the Exchange's name in this letter of offer as one of the stock exchanges on which this Issuer's securities are proposed to be listed. The Exchange has scrutinized this letter of offer for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the letter of offer has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this letter of offer; nor does it warrant that this Issuer's securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of this Issuer.

Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever."



This Document is Digitally Signed



Signer: Rajendra P Bhosale
Date: Wed, Jan 2, 2019 18:21:21 IST
Location: NSE

You may insert the following lines in the advertisements instead of the entire disclaimer clause:

"It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the letter of offer has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the letter of offer. The investors are advised to refer to the letter of offer for the full text of the 'Disclaimer Clause of NSE'".

Kindly note that the Exchange will issue approval for listing and trading of equity shares subject to the compliances as stated above. The Company should not take any steps to dematerialize any of the securities pursuant to the in – principle approval given in this letter by the Exchange, until further notice.

This in-principle approval shall be valid upto the validity of the final SEBI observation.

Thanking you,

Yours faithfully,
For **National Stock Exchange of India Limited**

Rajendra Bhosale
Manager

cc:

Lead Managers to the Issue:	Registrar to the Issue
Keynote Corporate Services Limited The Ruby, 9th Floor, Senapati Bapat Marg, Dadar (West), Mumbai – 400 028 Tel: +91 22 3026 6000-3 E-mail: mbd@keynoteindia.net Website: www.keynoteindia.net	Link Intime India Private Limited C101, 247 Park, LBS Marg, Vikhroli (West), Mumbai – 400 083 Tel: +91 22 4918 6200 E-mail: bharatgears.rights@linkintime.co.in

Depositories

National Securities Depository Limited 4th Floor, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013	Central Depository Services Limited P. J. Towers, 28th Floor, Dalal Street, Mumbai – 400 023
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This Document is Digitally Signed



Signer: Rajendra P Bhosale
Date: Wed, Jan 2, 2019 18:21:21 IST
Location: NSE