



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 31, 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 Part-A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

Pursuant to Part-A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the minutes 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**


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

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www.bharatgears.com

MINUTES OF 44TH ANNUAL GENERAL MEETING OF MEMBERS OF BHARAT GEARS LIMITED HELD ON THURSDAY, THE 04TH AUGUST, 2016 COMMENCED AT 11.30 A.M. & CONCLUDED AT 11.50 A.M AT HUDA CONVENTION CENTRE, SECTOR-12, FARIDABAD-121007, HARYANA

PRESENT:**MEMBERS:****IN PERSON**

: 2268 (including 7 members from Promoter & Promoters Group) (Holding 4147879 Shares)

(As per Attendance Slips received)

THROUGH PROXIES
(As per Proxy Register)

: 85 (holding 511 shares)

DIRECTORS:

Mr. Surinder P. Kanwar
Mr. Sameer Kanwar
Mr. V.K. Pargal
Mr. W.R. Schilha
Mr. Rakesh Chopra
Mr. S.G. Awasthi
Ms. Hiroo Suresh Advani

Chairman & Managing Director
Joint Managing Director
Director
Director
Director
Director
Director

IN ATTENDANCE:

Mr. Milind Pujari
Mr. Prashant Khattry

Chief Financial Officer
Head (Legal) & Company Secretary

Mr. Rakesh Chopra, Chairman of the Audit Committee and Stakeholder's Relationship Committee and Mr. S.G. Awasthi, Chairman of the Nomination & Remuneration Committee were present in the meeting to answer the shareholders queries.

Following registers & documents were placed before the meeting:

1. Register of Members
2. Proxy Register
3. Register of Directors' Shareholding
4. Auditor's Report for the year ended March 31, 2016
5. Secretarial Audit Report for the year ended March 31, 2016
6. Audited Financial Statements for the year ended March 31, 2016

The Chairman welcomed the members to the 44th Annual General Meeting of the Company. He introduced the Directors, Chief Financial Officer and Company Secretary seated on the dais to the Shareholders. He declared that the necessary quorum was present and called the meeting to order.

The Chairman, after welcoming the shareholders present, gave his keynote address:

QUOTE:

Dear Ladies and Gentlemen,

On behalf of the Board of Directors, I am delighted to welcome you all to the 44th Annual General Meeting of your Company.

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CHAIRMAN'S
INITIALS

For Bharat Gears Limited

Prashant Khattry
Head (Legal) & Company Secretary

The Indian economy has once again demonstrated with a healthy GDP growth of 7.6%. Weathering twin consecutive monsoon deficits, the Government has increased its focus towards rural economy in the Union Budget 2016. An above average monsoon forecast backed by continued foreign investments can reinforce country's socio-economic growth.

Sharing a glimpse of our FY16 business, agricultural machinery segment constitutes 59% of the company's revenue. A slowdown in global agricultural machinery industry including India curbed our top-line growth in FY16. However, during the year we have focused on improving our overall efficiencies at the organizational level.

During the year, our gross revenue declined by 4% at Rs. 433.31 Cr. Our FY16 EBITDA improved notably by 33% at Rs. 33.18 Cr. due to various cost saving initiatives. We ended FY16 with a net profit of Rs. 0.24 Cr vis-a-vis loss of Rs. 4.21 Cr. in FY15.

We continue to progress towards our journey of creating a sustainable organization via technology & design improvements, scale & efficiency optimization and customer & geography expansion.

We have a dedicated team of engineers to optimize gear profiles in bevel and transmission gears. Technological collaboration with AFC-Holcroft appends innovation, quality and reliability to the Furnace division. While, the auto-components division products are engineered to excellence, highest design and quality control.

Overall cost competencies at our capacities have been optimized by implementation of LEAN manufacturing approach. Initiatives like TQM, Quality Circles, safety audit, Kaizen, machine health checkup report, visual management and machine risk assessment audit has increased efficiency and enhanced the savings at plant level.

We have consciously continued to maintain a long term strategy focusing exports. We have developed export-oriented quality products through our enhanced production process. We have made a mark already in the agricultural vehicle segments. We are eyeing at the passenger car, defense industry and also intend to roll out hi-tech industrial gears after consolidating our existing operations. We also sense huge opportunities in aviation and aerospace industries.

We maintained our journey towards overall operational excellence in FY16 and continue the progress to meet our long term objective of being a full-fledged Tier-I auto component manufacturer.

I would like to take this opportunity to express my gratitude to all the stakeholders for their firm belief in Bharat Gears Limited and also extend my gratitude to our 'human capital' for their continual passion, dedication and valuable contribution.

Regards,

Surinder P. Kanwar
Chairman & Managing Director

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For Bharat Gears Limited

Prashant Khattry
Head (Legal) & Company Secretary



CHAIRMAN'S
INITIALS

UNQUOTE:

Thereafter, on the request of the Chairman, Mr. Prashant Khattry, Head (Legal) & Company Secretary read out the Auditors' Report before the Members present. With the permission of members present, the Notice of the 44th Annual General Meeting was taken as read.

The Chairman announced that voting by show of hands will not be available to the members, members can cast their votes by polling paper in terms of the Companies Act, 2013. The Company has provided remote e-voting facility to members to vote. Those members attending the AGM and eligible to vote were also given opportunity to vote through voting by Poll.

The Chairman informed the members that the Board of Directors of the Company in its meeting held on 24th May, 2016 appointed Mr. Ajay Garg, FCS, LLB as Scrutinizer & Mr. Mahesh Sharma, B.Com, LLB as Alternate Scrutinizer for the remote e-voting and poll process at the AGM.

The Chairman further stated that the results of the resolutions passed at the AGM shall be declared within prescribed time limit upon conclusion of the meeting upon receiving the consolidated report of Remote E-voting and Poll process by the Scrutinizer and authorized Mr. Prashant Khattry, Head (Legal) and Company Secretary to announce the results.

Subsequently, the Chairman took up resolutions for the ordinary and special business(es) as set out in Item Nos. 1 to 4 in the notice of 44th Annual General Meeting as follows, for consideration of the members:

ORDINARY BUSINESS:**1. ADOPTION OF ANNUAL FINANCIAL STATEMENTS: ORDINARY RESOLUTION**

Proposed by: Mr. Neeraj Bhargava (DP ID IN300118 Client ID 11676328)

Seconded by: Mr. Prem Prakash Goel (Folio No: 0032313)

"RESOLVED THAT the Audited Financial Statements as at 31 March, 2016, inclusive of Balance Sheet as at 31 March 2016 and the Statement of Profit & Loss and the Cash Flow Statement along with the notes forming part of the financial statements for the year ended on that date and the report of the Director's & Auditor's thereon be and are hereby adopted."

2. RATIFICATION OF APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY: ORDINARY RESOLUTION

Proposed by: Mr. Navneet Kumar Goel (Folio No: 0033027)

Seconded by: Ms. Himani Rajpaul (DP ID IN301436 Client ID 10778699)

"RESOLVED THAT in terms of the provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the Company hereby ratifies the appointment of M/s Deloitte Haskins & Sells (DHS), Chartered Accountants registered with the Institute of Chartered Accountants of India vide Regn No. 117365W as Statutory Auditors of the Company for financial year 2016-17 at such remuneration as may be mutually agreed between the Board of Directors of the Company and Auditors, plus service tax and out of pocket expenses."

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For Bharat Gears Limited

Prashant Khattry
Head (Legal) & Company Secretary

CHAIRMAN'S
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SPECIAL BUSINESS:

3. APPOINTMENT OF MR. W.R. SCHILHA AS AN INDEPENDENT DIRECTOR OF THE COMPANY: ORDINARY RESOLUTION

Proposed by: Mr. Pardeep Kumar (DP ID IN302349 Client ID 10162497)

Seconded by: Ms. Shashi Mehta (DP ID IN302365 Client ID 10395819)

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. W.R. Schilha (holding DIN 00374415), Director of the Company who retires by rotation at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying their intention to propose Mr. W.R. Schilha as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto the 49th Annual General Meeting of the Company in the calendar year 2021."

4. 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: SPECIAL RESOLUTION

Proposed by: Mr. Navneet Kumar Goel (Folio No: 0033027)

Seconded by: Ms. Himani Rajpaul (DP ID IN301436 Client ID 10778699)

"RESOLVED THAT pursuant to the provisions under Section 196, 197, 198, Schedule V as applicable and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act") including any statutory amendments, modifications or re-enactment thereof and subject to such other requisite approvals, as may be required in this regard, the consent of the Shareholders be and is hereby accorded for the payment of maximum permissible remuneration as specified in Section II of Part II of Schedule V to the Companies Act, 2013 without obtaining the approval of the Central Government to Mr. Sameer Kanwar, Joint Managing Director of the Company for a further period of 2(Two) years of his tenure w.e.f. 1st June, 2016 on the terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company and as set out in the explanatory statement which forms part of this resolution notwithstanding that the remuneration may exceed the limits prescribed in the provisions of Section 197, 198 and within the limits prescribed under Schedule V to the Companies Act, 2013 in case of no profits/inadequate profits.

RESOLVED FURTHER THAT the remuneration as set out in the explanatory statement which forms part of this resolution, payable to Mr. Sameer Kanwar, Joint Managing Director for a period of 2(Two) years w.e.f. 1st June, 2016, is subject to the condition that:

- a. the total remuneration payable in any financial year by way of salary, perquisites, commission and other allowances shall not exceed the

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For Bharat Gears Limited

Prashant Khattry
Head (Legal) & Company Secretary

CHAIRMAN'S
INITIALS

For Bharat Gears Limited

Prashant Khattry

Head (Legal) & Company Secretary

overall limit of five percent (5%) of the net profits of the Company as applicable to each of the Managing/Whole time Directors of the Company and/or ten percent (10%) of the net profits of the Company for all Managing/Whole-time Directors in accordance with the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V including any statutory amendments, modifications or re-enactments thereof, as may be made thereto and for the time being in force or

- b. if the Remuneration exceeds the limits as prescribed in the provisions of Section 197, 198 of the Companies Act, 2013, the remuneration payable shall be within the maximum permissible limits specified under Section II of Part II of Schedule V to the Companies Act, 2013 without obtaining the approval of the Central Government in case of no profits/inadequate profits.

RESOLVED FURTHER THAT notwithstanding anything contained in Section 197, 198 and Schedule V of the Companies Act, 2013 or any amendment/re-enactment thereof or any revised/new schedule thereof, in the event of absence of profits or inadequate profits in any financial year, the salary, perquisites and statutory benefits, as set out in the explanatory statement which forms a part of this resolution, be paid as minimum remuneration to Mr. Sameer Kanwar, Joint Managing Director.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit."

Conduct of Poll

Mr. Ajay Garg, Scrutinizer appointed for the purpose assisted the members for casting their votes through Poll. Before start of voting on Poll, the Polling papers were distributed to the Members and proxies. Empty Ballot box was shown to the Members and thereafter the Ballot Box was locked and sealed in the presence of Members and proxies. After ensuring that all members and proxies participating in the Poll had casted their votes, the Scrutinizer closed the Poll. The Scrutinizer then took custody of ballot box.

Results of the Remote Electronic Voting and Poll on the Ordinary and Special Business at the Annual General Meeting of the Company held on Thursday, 04th August, 2016

The Consolidated report on remote e-voting along with the results of the Poll received from the Scrutinizer:

SCRUTINIZER'S REPORT (Consolidated)

Dear Sir,

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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.

For Bharat Gears Limited

Prashant Khattry
Head (Legal) & Company Secretary

CHAIRMAN'S
INITIALS

MINUTE BOOK

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

CHAIRMAN'S INITIALS

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For Bharat Gears Limited

Prashant Khattry
Head (Legal) & Company Secretary

- 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

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For **Gears Limited**

Prashant Khattry
Head (Legal) & Company Secretary

CHAIRMAN'S INITIALS

- 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-voting and 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-121008 who are not in the employment of the company they have signed below in confirmation of votes being unblocked in their presence.

Sd/-

Ms. Rashmi Aswal

Sd/-

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,

Sd/-

(Ajay Garg)

Scrutinizer to the E-voting & Poll

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For Bharat Gears Limited

Prashant Khattry

Head (Legal) & Company Secretary

CHAIRMAN'S
INITIALS

Place: Faridabad
Date: 04.08.2016

Results of Remote E-voting /Poll

Resolution No. 1: To receive, consider and adopt the financial statements of the Company for the year ended 31 st 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

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For Bharat Gears Limited

Prashant Khattry

Head (Legal) & Company Secretary

CHAIRMAN'S
INITIALS

MINUTE BOOK

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

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Place: Faridabad
Date: 29/08/2016

For Bharat Gears Limited

CHAIRMAN

Prashant Khattry
Head (Legal) & Company Secretary

CHAIRMAN'S
INITIALS