

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return (other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L29130HR1971PLC034365

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACB4860G

(ii) (a) Name of the company

BHARAT GEARS LIMITED

(b) Registered office address

20 K M MATHURA ROAD P O AMAR NAGAR
FARIDABAD
HARYANA
Haryana
121003

(c) *e-mail ID of the company

investor@bglindia.com

(d) *Telephone number with STD code

01294288888

(e) Website

(iii) Date of Incorporation

23/12/1971

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes ☐ No

(vi) *Whether shares listed on recognized Stock Exchange(s)

☒ Yes ☐ No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Limited, National Stock Exchange of India Ltd.	1,025

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park,
Lal Bahadur Shastri Marg, Vikhroli (West)

(vii) *Financial year From date 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM

20/09/2023

(b) Due date of AGM

30/09/2023

(c) Whether any extension for AGM granted

☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C12	Repair & installation of machinery & equipment, motor vehicles	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

0

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1				

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL**(a) Equity share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	20,000,000	15,355,058	15,355,058	15,355,058
Total amount of equity shares (in Rupees)	200,000,000	153,550,580	153,550,580	153,550,580

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
EQUITY SHARES				
Number of equity shares	20,000,000	15,355,058	15,355,058	15,355,058
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	200,000,000	153,550,580	153,550,580	153,550,580

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	1,500,000	0	0	0
Total amount of preference shares (in rupees)	150,000,000	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
PREFERENCE SHARES				
Number of preference shares	1,500,000	0	0	0
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	150,000,000	0	0	0

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	78,338	10,158,367	10236705	102,367,050	102,367,050	

Increase during the year	37,655	5,088,414	5126069	51,260,690	51,260,690	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	37,655	5,080,698	5118353	51,183,530	51,183,530	
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify DEMATERIALIZATION OF SHARES		7,716	7716	77,160	77,160	
Decrease during the year	7,716	0	7716	77,160	77,160	0
i. Buy-back of shares	0	0	0	0	0	
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	
iv. Others, specify DEMATERIALIZATION OF SHARES	7,716	0	7716	77,160	77,160	
At the end of the year	108,277	15,246,781	15355058	153,550,580	153,550,580	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0

ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE561C01019

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☐

Nil

[Details being provided in a CD/Digital Media]

☐

Yes

☒

No

☐

Not Applicable

Separate sheet attached for details of transfers

☒

Yes

☐

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		20/09/2022	
Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	

Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0

Particulars	Number of units	Nominal value per unit	Total value
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

7,663,663,000

(ii) Net worth of the Company

1,205,599,000

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	5,681,896	37	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	

3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	2,812,514	18.32	0	
10.	Others	0	0	0	
	Total	8,494,410	55.32	0	0

Total number of shareholders (promoters)

6

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	6,051,622	39.41	0	
	(ii) Non-resident Indian (NRI)	207,064	1.35	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	46	0	0	
5.	Financial institutions	4,368	0.03	0	
6.	Foreign institutional investors	194,909	1.27	0	
7.	Mutual funds	300	0	0	

8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	220,090	1.43	0	
10.	Others IEPF-171028, Clearing Mem	182,249	1.19	0	
	Total	6,860,648	44.68	0	0

Total number of shareholders (other than promoters)

28,279

**Total number of shareholders (Promoters+Public/
Other than promoters)**

28,285

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

3

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
Acadian Emerging Ma				188,941	1.23
Quadrature Capital Ve				5,933	0.04
Copthall Mauritius Inv				35	0

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS (Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	6	6
Members (other than promoters)	18,716	28,279
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	2	0	2	0	37	0
B. Non-Promoter	0	6	0	6	0	0
(i) Non-Independent	0	1	0	1	0	0
(ii) Independent	0	5	0	5	0	0

C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	2	6	2	6	37	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

10

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
SURINDER PAUL KAN'	00033524	Managing Director	5,680,989	
SAMEER KANWAR	00033622	Managing Director	0	
WOLFGANG RUDOLF	00374415	Director	0	
RAKESH CHOPRA	00032818	Director	0	
VIRENDRA KUMAR PA	00076639	Director	150	
NAGAR VENKATRAMA	00879414	Director	0	
HIROO SURESH ADVA	00265233	Director	0	
RAMAN NANDA	00078198	Director	0	
MILIND PUJARI	AAAPP3554C	CFO	0	
PRASHANT KHATTRY	AOQPK8734B	Company Secretar	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

2

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
RAMAN NANDA	00078198	Additional director	20/09/2022	Change in Designation (Re-appointed)
NAGAR VENKATRAMA	00879414	Director	20/09/2022	Change in Designation (Re-appointed)

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETING	20/09/2022	24,778	331	55.96

B. BOARD MEETINGS

*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	27/05/2022	8	8	100
2	22/07/2022	8	8	100
3	24/08/2022	8	8	100
4	10/11/2022	8	8	100
5	10/02/2023	8	8	100

C. COMMITTEE MEETINGS

Number of meetings held

10

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMM	26/05/2022	3	3	100
2	AUDIT COMM	22/07/2022	3	3	100
3	AUDIT COMM	09/11/2022	3	3	100
4	AUDIT COMM	09/02/2023	3	3	100
5	CORPORATE	29/03/2023	3	3	100
6	FINANCE COM	24/04/2022	4	3	75
7	FINANCE COM	03/10/2022	4	4	100

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
8	NOMINATION	27/05/2022	4	4	100
9	SEPARATE M	29/03/2023	5	5	100
10	STAKEHOLDER	26/05/2022	4	4	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	20/09/2023
								(Y/N/NA)
1	SURINDER PA	5	5	100	5	5	100	Yes
2	SAMEER KAN	5	5	100	4	4	100	Yes
3	WOLFGANG F	5	5	100	2	2	100	Yes
4	RAKESH CHO	5	5	100	10	10	100	Yes
5	VIRENDRA K	5	5	100	8	7	87.5	Yes
6	NAGAR VENK	5	5	100	1	1	100	Yes
7	HIROO SURE	5	5	100	5	5	100	Yes
8	RAMAN NANI	5	5	100	1	1	100	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SURINDER PAUL K	MANAGING DIR	23,819,000	0	0	2,550,000	26,369,000
2	SAMEER KANWAR	JOINT MANAGI	15,227,000	0	0	1,740,000	16,967,000
	Total		39,046,000	0	0	4,290,000	43,336,000

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	MILIND PUJARI	CFO	7,602,000	0	0	560,000	8,162,000
2	PRASHANT KHATTAR	COMPANY SEC	2,713,000	0	0	389,000	3,102,000
	Total		10,315,000	0	0	949,000	11,264,000

Number of other directors whose remuneration details to be entered

6

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	WOLFGANG RUDOLPH	Director	0	0	0	265,000	265,000
2	RAKESH CHOPRA	Director	0	0	0	520,000	520,000
3	VIRENDRA KUMAR	Director	0	0	0	480,000	480,000
4	NAGAR VENKATRAM	Director	0	0	0	265,000	265,000
5	HIROO SURESH A	Director	0	0	0	450,000	450,000
6	RAMAN NANDA	Director	0	0	0	250,000	250,000
	Total		0	0	0	2,230,000	2,230,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☒ Yes ☐ No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Tanuj Vohra

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

5253

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ...

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dated

26/07/2007

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

Surinder
Paul Kanwar
Digitally signed by
Surinder Paul Kanwar
Date: 2023.11.20
10:53:37 +05'30'

DIN of the director

00033524

To be digitally signed by

Prashant
t Khattry
Digitally signed by
Prashant Khattry
Date: 2023.11.20
10:54:24 +05'30'

- ☒ Company Secretary
☐ Company secretary in practice

Membership number

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachement(s), if any

Attach

Attach

Attach

Attach

List of attachments

List of Shareholders.pdf
Details of Share Transfer.pdf
Form MGT-8.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company