

BGL/SEC/NSE/3/JANUARY 2024-2025**BGL/SEC/BSE/2/JANUARY 2024-2025****January 02, 2025**

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 the proceedings held on Friday, December 20, 2024 relating to the declaration of results of the voting conducted by Postal Ballot (E-voting).

You are requested to take the same on your records.

Thanking you,

Yours faithfully,
For **Bharat Gears Limited**


Prashant Khattry
Corporate Head (Legal) & Company Secretary



BGL/SEC/NSE/3/JANUARY 2024-2025

BGL/SEC/BSE/2/JANUARY 2024-2025

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For **Bharat Gears Limited**


Prashant Khattry
Corporate Head (Legal) & Company Secretary



MINUTES OF THE PROCEEDINGS HELD ON FRIDAY, 20TH DECEMBER, 2024 RELATING TO THE DECLARATION OF RESULTS OF THE VOTING CONDUCTED BY POSTAL BALLOT (E-VOTING) IN TERMS OF SECTION 110 OF THE COMPANIES ACT, 2013 ON THE SPECIAL RESOLUTION(S) PASSED BY THE MEMBERS OF BHARAT GEARS LIMITED ON FRIDAY, 20TH DECEMBER, 2024

The Board of Directors of the Company at its Meeting held on 14th November, 2024 approved the proposal to conduct a Postal Ballot by remote e-voting process pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), as amended from time to time, and in accordance with the applicable requirements prescribed by the Ministry of Corporate Affairs ("MCA") for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated 08th April, 2020, 17/2020 dated 13th April, 2020, 09/2023 dated 25th September, 2023 and subsequent circulars issued in this regard, the latest being 09/2024 dated 19th September, 2024 (hereinafter collectively referred to as "MCA Circulars"), to seek approval of the Members on the special business(es) by way of a special resolution, as set out in the notice of the Postal Ballot dated 14th November, 2024:

Sr.No.	Particulars	Type of Resolution
1.	Consideration and approval of the re-appointment of Mr. Surinder Paul Kanwar as Chairman and Managing Director of the Company	Special
2.	Consideration and approval of the appointment of Ms. Kavita Jha, Additional Director of the Company, as a Non-Executive Independent Director on the Board of the Company	Special

The Board had appointed M/s TVA & Co. LLP, Company Secretaries, New Delhi as the Scrutinizer in terms of the provisions of Section 108 and Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") for conducting the Postal Ballot through the e-voting process in a fair and transparent manner. The Company had provided remote e-voting facility to its Members through Link Intime India Private Limited (LIPL), the Registrar and Share Transfer Agent of the Company.

The Scrutinizer submitted his report on postal ballot by remote e-voting process to the Chairman of the Company on 20th December, 2024 which is appended hereinafter.

The details of voting on the resolutions as per the Scrutinizer's Report are as under:

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ITEM NO. 01**CONSIDERATION AND APPROVAL OF THE RE-APPOINTMENT OF MR. SURINDER PAUL KANWAR AS CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY**

"RESOLVED THAT pursuant to the provisions under Section 196, 197, 198, 200, 203, Schedule V as applicable and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act") including any statutory amendment, modifications or re-enactment thereof and further subject to such other requisite approvals, as may be required in this regard, the consent of the members be and is hereby accorded for the re-appointment of Mr. Surinder Paul Kanwar as Chairman and Managing Director of the Company for a further period of 5 (Five) years with effect from 01 April, 2025 on the terms and conditions including payment of remuneration within the maximum permissible remuneration to him as specified in Section II of Part II of Schedule V of the Companies Act, 2013 for a period of 2 (Two) years with effect from 01 April, 2025 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 forming 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 of the Companies Act, 2013 in case of no profits/inadequate profits.

RESOLVED FURTHER THAT the remuneration as set out in the explanatory statement forming part of this resolution, payable to Mr. Surinder Paul Kanwar, Chairman and Managing Director for a period of 2 (Two) years with effect from 01 April, 2025 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 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 amendment, modification or re-enactment 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 and Schedule V of the Companies Act, 2013, the remuneration payable shall be within the permissible limits as specified under Section II of Part II of Schedule V of the Companies Act, 2013 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 inadequacy of profits in any financial year, the salary, perquisites and statutory benefits as set out in the explanatory statement forming part of this resolution, be paid as minimum remuneration to Mr. Surinder Paul Kanwar, Chairman and Managing Director.

RESOLVED FURTHER THAT the Board of Directors of the Company (which includes a Committee, constituted for the time being in force) be and is hereby

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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."

**EXPLANATORY STATEMENT FORMING PART OF THE
ABOVE RESOLUTION**

Mr. Surinder Paul Kanwar, aged 72 years is presently designated as Chairman and Managing Director of the Company since 29 October, 2002. He is a Commerce Graduate from University of Delhi. He has been affiliated with the Company as a member of the Board of Directors since 29 September, 1982 and the Company has been taking the advantage of his guidance and supervision. Because of his sustained efforts, the Company has sustained a growth pattern and has achieved success in creating a brand image in the Automotive Parts Industry. He has in-depth knowledge of the core business of the Company i.e. Automotive Gears. He has exposure in all business verticals and is engaged in supervision and conduct of business of the Company, along with a team of senior management personnel, who assist him in carrying out his activities, subject to the overall supervision and control of the Board of Directors.

He has been associated with Late Dr. Raunaq Singh Group since 1975. He has also worked at various managerial positions in various Raunaq Group Companies viz. BST Manufacturing Limited (Bharat Steel Tubes Limited), Raunaq International Limited, Raunaq & Company Private Limited, to name a few.

He is also the Chairman and Managing Director of Raunaq International Limited, a Company engaged in engineering & consulting business and trading activities, from where he is drawing a token remuneration of Rupee One (Re. 1.00) per month only.

The tenure of Mr. Surinder Paul Kanwar as Chairman and Managing Director of the Company shall expire on 30 September, 2025

Mr. Surinder Paul Kanwar, Chairman and Managing Director of the Company is entitled for the minimum remuneration upto 31 March, 2025 as per Section II of Part II of Schedule V of the Companies Act, 2013 in reference to the member's approval granted in the Annual General Meeting held on 20 September, 2022.

In terms of the provisions of Section 196(3) of the Companies Act, 2013, no Company shall appoint or continue the employment of any person as Managing Director, Whole-Time Director or Manager who has attained the age of seventy years provided that appointment of a person who has attained the age of seventy years may be made by passing a special resolution in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such person.

In appreciation of contributions and continuing commendable leadership of Mr. Surinder Paul Kanwar, Chairman and Managing Director and pursuant to the provisions of Section 196, 197, 198, 200, 203, Schedule V as applicable and other applicable provisions, if any of the Companies Act, 2013 read with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company has proposed to

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re-appoint him as Chairman and Managing Director of the Company for a further period of 5 (Five) years with the remuneration as stated below for a period of 2 (Two) years w.e.f. 01 April, 2025 on the terms and conditions as set out below as recommended by the Nomination and Remuneration Committee in its Meeting held on 13 November, 2024 and further approved by the Board of Directors in its meeting held on 14 November 2024 subject to the approval of members by way of Special resolution, the age of Mr. Surinder Paul Kanwar being more than seventy years at the commencement of his proposed tenure in reference to the provisions of Section 196(3) of the Companies Act, 2013.

A) Salary and Perquisites:

Salary: Rs. 2,00,00,000/- (Rupees Two Crores Only) per annum

Perquisites: Rs. 40,00,000/- (Rupees Forty Lakhs Only) per annum

B) The Chairman and Managing Director shall also be eligible to the following perquisites which are not included in the computation of ceiling remuneration specified in the said Part II Section IV of Schedule V of the Companies Act, 2013:

- 1) Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- 2) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
- 3) Encashment of the leave at the end of the tenure.

C) Other terms:

1. He shall be entitled to re-imburement of actual out-of pocket expenses incurred in connection with the business of the Company.
2. He shall be entitled to re-imburement of entertainment expenses incurred for the business of the Company.
3. As long as he functions as Chairman and Managing Director, he shall not be paid any sitting fees to attend any meeting of the Board and/or Committee thereof.
4. In the event of inadequacy or absence of profits in any financial year, he will be entitled to the payment of salary and perquisites, as set out under point (A) above, as minimum remuneration, subject to necessary approvals, if required notwithstanding the fact that it may exceed the limits prescribed under Section 196, 197 of the Companies Act, 2013, along with the perquisites stated under point (B) above which are not included in the computation of limits for the remuneration or perquisites aforesaid.
5. He shall be entitled to earned/privileged leave as per the Rules of the Company.
6. He shall be entitled for telephone facility as per Company's policy.
7. He shall not be liable to retire by rotation.

Further, pursuant to the provisions of Sections 117(3), 197, Schedule V as applicable and other applicable provisions, if any, of the Companies Act, 2013, the said terms & conditions of appointment shall be placed for the approval of the members.

The necessary information/disclosure in compliance with Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

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and Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India relating to Mr. Surinder Paul Kanwar has been provided in a separate section of this Notice.

Therefore, the Board recommends the resolution as set out at Item No. 01 of this Notice in relation to the re-appointment of Mr. Surinder Paul Kanwar as Chairman and Managing Director, for the approval by the members of the Company, by way of Special Resolution.

Further, recently Mr. Sameer Kanwar, Joint Managing Director (JMD) has filed an application dated 24 September, 2024 before the Hon'ble High Court of Delhi to seek interim relief inter-alia to have a joint voting rights alongwith Mr. Surinder Paul Kanwar in respect of 84,94,410 shares (approx. 55.32%) in respect of all future resolutions of the Company. The Company and Mr. Surinder Paul Kanwar have filed their reply on 16 October, 2024 and a written submission on 18 October, 2024 and 19 October, 2024 respectively before the Hon'ble High Court of Delhi inter-alia that Mr. Sameer Kanwar relying on the alleged Memorandum of Family Settlement (MOFS) is strongly disputed by Mr. Surinder Paul Kanwar wherein Mr. Surinder Paul Kanwar has specifically stated that the alleged MOFS was akin to a WILL and the JMD cannot seek specific performance while the testator is alive. As per the Register of Members maintained by the Company, Mr. Surinder Paul Kanwar is a shareholder holding 55.32% equity shares and furthermore, Mr. Surinder Paul Kanwar has confirmed to the Company that he has not created any beneficial interest in the shares held by him in the Company and not in the name of any third party including Mr. Sameer Kanwar. The matter is pending before the Hon'ble High Court of Delhi.

Except Mr. Surinder Paul Kanwar, himself and his son Mr. Sameer Kanwar, Joint Managing Director of the Company, no other Director or Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at the Item No. 01 of this Notice.

INSPECTION OF DOCUMENTS

Relevant documents referred to in this Postal Ballot Notice and the Explanatory Statement are open for inspection by the Members at the Registered Office of the Company during the office hours between 10.00 A.M. to 1.00 P.M. on all working days, till the last date of remote e-voting.

STATEMENT OF PARTICULARS (PURSUANT TO SCHEDULE V OF THE COMPANIES ACT, 2013) MR. SURINDER PAUL KANWAR, CHAIRMAN AND MANAGING DIRECTOR

I. GENERAL INFORMATION

Sl. No.	Particulars/Subject	Information
1.	Nature of industry	Manufacture of Automobile Gears
2.	Date or expected date of commencement of commercial Production	05 January, 1972
3.	In case of new companies, expected date of commencement of activities as per project approved by financial	N.A.

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	institutions appearing in the prospectus	
4.	Financial performance based on given indicators	In the Financial Year 2023-24, the Company made a turnover of ₹ 666.67 Crores (including other income) and Loss of ₹ 9.74 Crores after tax. However, in the Financial Year 2024-25, the Company made a turnover of ₹ 332.16 Crores (including other income) and Profit of ₹ 11.77 Crores after tax for the half year ended 30 September, 2024.
5.	Export performance and net foreign exchange collections	During the Financial Year 2023-24, Export of goods: ₹ 235.53 Crores (Previous Year ₹ 282.79 Crores). During the Financial Year 2024-25 for the half year ended 30 September, 2024, Export of goods: ₹ 97.24 Crores
6.	Foreign Investments or collaborators, if any.	No such investment or collaboration except minors shareholding of Non Resident Indians.

II. INFORMATION ABOUT THE APPOINTEE

1.	Background Details	Mr. Surinder Paul Kanwar, aged 72 years is presently designated as Chairman and Managing Director of the Company since 29 October, 2002. He is a Commerce Graduate from University of Delhi. He has been affiliated with the Company as a member of the Board of Directors since 29 September, 1982 and the Company has been taking the advantage of his guidance and supervision. Because of his sustained efforts, the Company has sustained a growth pattern and has achieved success in creating a brand image in the Automotive Parts Industry. He has in-depth knowledge of the core business of the Company i.e. Automotive Gears. He has exposure in all business verticals and is engaged in supervision and conduct of business of the Company, along with a team of senior management personnel, who assist him in carrying out his activities, subject to the overall supervision and control of the Board of Directors. He has been associated with Late Dr. Raunaq Singh Group since 1975. He has also worked at various managerial positions in various Raunaq Group Companies viz. BSI Manufacturing Limited (Bharat
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		Steel Tubes Limited), Raunaq International Limited, Raunaq & Company Private Limited, to name a few. He is also the Chairman and Managing Director of Raunaq International Limited, a Company engaged in engineering & consulting business and trading activities, from where he is drawing a token remuneration of Rupee One (Re. 1.00) per month only.
2.	Past remuneration	During his present tenure as Chairman and Managing Director of the Company, Mr. Surinder Paul Kanwar has been drawing remuneration as per Section II of Part II of Schedule V to the Companies Act, 2013 as below: A. Salary and Perquisites: Salary: Rs. 2,00,00,000/- (Rupees Two Crores Only) per annum Perquisites: Rs. 40,00,000/- (Rupees Forty Lakhs Only) per annum B. The Chairman and Managing Director is also eligible to the following perquisites which are not included in the computation of ceiling remuneration specified in the said Part II Section IV of Schedule V of the Companies Act, 2013: 1) Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961. 2) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service. 3) Encashment of the leave at the end of the tenure.
3.	Recognition or awards	During the tenure of Mr. Surinder Paul Kanwar, the Company has received various recognition and awards, such as: • Carraro - Best Supplier Award • John Deere - Partner Level Performance • Eaton Corporation - Best Supplier Award • Tuff Torq - Best Supplier Award • Transaxle Manufacturing of America - Best Supplier Award (Partner Level Performance) 2022 • Escorts Kubota Limited - Best Delivery • Escorts Kubota Limited - Association of more than 50 years • Mahindra Swaraj - Special appreciation award (New Product Development)
4.	Job profile and his suitability	Mr. Surinder Paul Kanwar has been instrumental in pressing forward the art of gear manufacturing and keeping abreast with the latest technology for delivering the highest quality of products. He has inherited an



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		enormous legacy and shouldered higher assignments during his tenure with the Company. His sincerity, commitment and ideas have resulted in opening up of new opportunities for the Company. In view of his enriched experience, appreciable contribution and enlarged leadership, the Board proposes for the re-appointment of Mr. Surinder Paul Kanwar as Chairman and Managing Director for a further period of 5 (Five) Years w.e.f. 01 April, 2025, as per the details stated in the explanatory statement of Item No. 01 of the Notice.
5.	Remuneration proposed	Salary, other perquisites and other terms as fully set out in the explanatory statement of Item no. 01 of the Notice. The remuneration proposed is within the permissible remuneration as per Schedule V of the Companies Act, 2013.
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The remuneration proposed is within the permissible remuneration as per Schedule V of the Companies Act, 2013 which is comparable with the Companies of the same size and profitability.
7.	Pecuniary relationship directly or indirectly with the company personnel, if any	Mr. Surinder Paul Kanwar, Chairman and Managing Director and Mr. Sameer Kanwar, Joint Managing Director, are the two Whole time Directors (WTDs) in the Company and both are related as father and son. Except the WTDs, no other director or relative is having any material pecuniary relationship with the Company. During the Financial Year ended 31 March, 2024, related party transactions (exclusive of sitting fees) amounted to ₹ 1.76 Crores (FY 2022-23: ₹ 4.54 Crores). The WTDs also drew their remunerations in the period amounting to ₹ 4.42 Crores (FY 2022-23: ₹ 4.33 Crores). However, during the half year ended on 30 September, 2024, related party transactions (exclusive of sitting fees) amounted to ₹ 0.90 Crores and WTDs drew their remunerations amounting ₹ 2.09 Crores. The Company discloses the related party transactions annually in the books of accounts of the Company. The Audit Committee discusses and approves such transactions every quarter. The Board of Directors duly approves the related party transactions and in the opinion of Board of Directors of the Company, none of the transactions is prejudicial to the interest of the Company.

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III. OTHER INFORMATION

1.	Reason of loss or inadequate profits	Erratic monsoon affected agriculture output in India. This led to a drop in capital investment by farmers, resulting in a drop in domestic tractor volumes. Accordingly, demand from domestic customers was subdued during the Financial Year 2023-24. Due to multiple factors such as the Russia-Ukraine & Israel-Hamas war, the El-Nino effect & rising inflation in the USA & European countries, demand in overseas markets slowed down drastically & off-take from export customers cooled down. EBITDA margins for the year had been impacted on account of lower absorption of fixed costs due to the drop in volumes. Higher capital investment led to higher depreciation. Resultantly, in the Financial Year ended 31 March, 2024, the Company made Loss after Tax of ₹ 9.74 Crores however Cash Profit of ₹ 9.68 Crores. In the Financial Year 2024-25, the Company made Profit after Tax of ₹ 11.77 Crores and Cash Profit of ₹ 8.12 Crores for the half year ended 30 September 2024. The remuneration proposed is within the permissible remuneration as per Schedule V of the Companies Act, 2013.
2.	Steps taken or proposed to be taken for improvement	The Company has adopted the following measures to improve the profitability: • Diversification into the Non-Fossil business. • Modernisation of existing facilities to improve overall operating efficiency and gear up for catering to higher demand from OEMs. • Widening of customer base and better market penetration, especially in overseas market. • Conscious effort to develop products/customers base in alternate market segments. • Technology upgradation by way of investing in state of the art machinery to meet stringent quality requirements of customers. • Focus on significant improvements in operating costs. • Cost control in all areas. • Deeper penetration in the replacement market in India & abroad. • Improvement in OE & Export Sales. • Improving the quality to make products competitive in Indian & Overseas markets.

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3. Expected increase in the productivity and profits in measurable terms	It is difficult to forecast the productivity and profitability in measurable terms. However, the Company expects that productivity and profitability may improve and would be comparable with the industry average.
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ITEM NO. 02

CONSIDERATION AND APPROVAL OF THE APPOINTMENT OF MS. KAVITA JHA, ADDITIONAL DIRECTOR OF THE COMPANY, AS A NON-EXECUTIVE INDEPENDENT DIRECTOR ON THE BOARD OF THE COMPANY

"RESOLVED THAT Ms. Kavita Jha (holding DIN 10780777), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 24 September, 2024 in terms of the provisions of Section 161 of the Companies Act, 2013 and Article 164 of the Articles of Association (AOA) of the Company 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 Ms. Kavita Jha as a candidate for the office of Non-Executive Independent Director of the Company, be and is hereby appointed as a Non-Executive Independent Director of the Company for a period of 3 (Three) years as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Schedule IV of the Companies Act, 2013 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

RESOLVED FURTHER THAT the Board of Directors of the Company (which includes a Committee, constituted for the time being in force) 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."

EXPLANATORY STATEMENT FORMING PART OF THE ABOVE RESOLUTION

Ms. Kavita Jha, aged 50 years is an Additional Director of the Company since 24 September, 2024. Ms. Kavita Jha is a Senior Advocate, designated by the Hon'ble Supreme Court in August, 2024. Prior thereto, she was a Senior Partner at Vaish Associates, Advocates, a leading Law Firm from 2003 to August, 2024. She has also been an Advocate-on-Record in the Supreme Court of India since February, 2007 and specializes in tax litigation: Income Tax, GST as well as Criminal Law and Arbitration. Ms. Kavita Jha is a Bachelor of Law (LL.B) from University of Calcutta and an Advocate-on-record, Supreme Court of India. She is having rich experience of 25 years. She is a Practicing Advocate for more than 20 years, having appeared and argued various matters relating to Income Tax, VAT/GST, Criminal, Corporate & Commercial Laws, Service matters, Arbitration and Consumer Protection before the Delhi High Court, Patna High Court, Punjab & Haryana High Court,

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Calcutta High Court and various other High Courts, NCLT, NCDRC and Supreme Court of India. She has represented various national, multi-national companies and PSUs before High Court of Delhi, other High Courts and Supreme Court of India.

The Board of Directors of the Company vide its resolution passed through circulation on 24 September, 2024 appointed Ms. Kavita Jha as an Additional Director of the Company in terms of the provisions of Section 161 of the Companies Act, 2013 and Article 164 of the Articles of Association (AOA) of the Company.

In terms of the provisions of Section 149 and other applicable provisions of the Companies Act, 2013, Ms. Kavita Jha being eligible and offering herself for appointment, is proposed to be appointed as a Non-Executive Independent Director for a period of 3 (Three) years.

The necessary information/disclosure in compliance with Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India relating to Ms. Kavita Jha has been provided in a separate section of this Notice.

In terms of the provisions of the Companies Act, 2013, Ms. Kavita Jha has filed requisite consent(s)/disclosures before the Board.

The Company has also received an intimation from Ms. Kavita Jha in Form DIR-8 to the effect that she is not disqualified and further confirmed that she is not debarred by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority to be appointed as a Director in any Company.

A notice has been received from a member under Section 160 of the Companies Act, 2013 signifying their intention to propose Ms. Kavita Jha as a candidate for the office of Non-Executive Independent Director of the Company.

The Company has received a declaration from Ms. Kavita Jha confirming that she meets the criteria of independence as prescribed under the provisions of Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Ms. Kavita Jha fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for her appointment as a Non-Executive Independent Director of the Company and is independent of the management.

Therefore, the Board recommends the resolution as set out at Item No. 02 of this Notice in relation to the appointment of Ms. Kavita Jha as Non-Executive Independent Director, as recommended by the Nomination and Remuneration Committee for the approval by the members of the Company, by way of Special Resolution.

Further, recently Mr. Sameer Kanwar, Joint Managing Director (JMD) has filed an application dated 24 September, 2024 before the Hon'ble High Court of Delhi to seek interim relief inter-alia to have a joint voting rights alongwith Mr. Surinder Paul Kanwar in respect of 84,94,410 shares (approx. 55.32%) in respect of all future resolutions of the Company. The Company and Mr. Surinder Paul Kanwar have filed their reply on 16 October, 2024 and a written submission on 18 October, 2024 and 19 October, 2024 respectively before the Hon'ble High Court of Delhi inter-alia that Mr. Sameer Kanwar

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relying on the alleged Memorandum of Family Settlement (MOFS) is strongly disputed by Mr. Surinder Paul Kanwar wherein Mr. Surinder Paul Kanwar has specifically stated that the alleged MOFS was akin to a WILL and the JMD cannot seek specific performance while the testator is alive. As per the Register of Members maintained by the Company, Mr. Surinder Paul Kanwar is a shareholder holding 55.32% equity shares and furthermore, Mr. Surinder Paul Kanwar has confirmed to the Company that he has not created any beneficial interest in the shares held by him in the Company and not in the name of any third party including Mr. Sameer Kanwar. The matter is pending before the Hon'ble High Court of Delhi.

Except Ms. Kavita Jha, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at the Item No. 02 of this Notice.

INSPECTION OF DOCUMENTS

Relevant documents referred to in this Postal Ballot Notice and the Explanatory Statement are open for inspection by the Members at the Registered Office of the Company during the office hours between 10.00 A.M. to 1.00 P.M. on all working days, till the last date of remote e-voting.

SCRUTINIZER'S REPORT

(Pursuant to Section 108 and Section 110 of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and applicable circulars issued by the Ministry of Corporate Affairs ("the MCA"))

To,

The Chairman

Bharat Gears Limited

CIN: L29130HR1971PLC034365

20 K.M. Mathura Road,

P.O. Amar Nagar,

Faridabad - 121003

Haryana

Sub: Scrutinizer's Report on Postal Ballot through remote e-voting in respect of passing of resolutions set-out in the notice dated November 14, 2024 and Voting results of Postal Ballot of Bharat Gears Limited ("the Company")

Dear Sir,

1. I, Tanuj Vohra, Company Secretary in Whole Time Practice and Partner at M/s TVA & Co. LLP, Company Secretaries, have been appointed as the Scrutinizer by the Board of Directors of Bharat Gears Limited ("the Company"), pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014 as amended ("Rules"), General Circular Nos. 14/2020 dated 08 April, 2020, 17/2020 dated 13 April, 2020, 09/2023 dated 25 September, 2023 and subsequent circulars issued in this regard, the latest being 09/2024 dated 19 September, 2024 (hereinafter collectively referred to as "MCA Circulars"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings issued by the Institute of

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Company Secretaries of India ("SS-2"), as amended from time to time for conducting the Postal Ballot/e-voting process, in a fair and transparent manner and I submit my report as under:

2. The postal ballot notice dated November 14, 2024 ("Notice") containing the explanatory statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts and disclosures as required to be stated under Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 was duly sent to the members of the Company, whose names appeared in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") and whose email address was registered with the Company/Depository Participant(s), as on Friday, November 15, 2024, through electronic mode/e-mail. The dispatch of postal ballot notice was completed on Tuesday, November 19, 2024.
3. The Postal Ballot Notice was also made available on the Company's website (www.bharatgears.com) and on the Stock Exchange websites (www.bseindia.com and www.nseindia.com) and on the e-voting website of Link Intime India Private Limited (LIPL) (www.instavote.linkintime.co.in).
4. The Company has issued a public notice by way of advertisement in the Financial Express (English) - Delhi Edition, Jansatta (Hindi) - Delhi Edition on November 20, 2024 pursuant to the provisions of Rule 22(3) of the Companies (Management and Administration) Rules, 2014 and relevant circulars issued by MCA.
5. In accordance with the notice as sent to the members of the Company and as updated on the website of the Company as well as on the Stock Exchange websites, e-voting website of Link Intime India Private Limited (LIPL) and the advertisement published, remote e-voting commenced on Thursday, November 21, 2024 at 09:00 A.M.(IST) and ended on Friday, December 20, 2024 at 05:00 P.M. (IST) and the Company had availed the services of Link Intime India Private Limited (LIPL) for facilitating e-voting to enable the Members to cast their votes electronically.
6. Equity shareholders of the Company holding shares, whose names appeared in the Register of Members/List of Beneficial Owners, as on Friday, November 15, 2024 ("cut-off date"), were offered to vote on the resolutions as set out in the Notice.
7. In compliance with the Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations") and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions was restricted only to e-voting i.e. by casting votes electronically instead of submitting postal ballot forms and the Postal Ballot Notice including instructions for e-voting was sent only through electronic mode to those Members whose email address was registered with the Company/Depository Participant(s).
8. The management of the Company is responsible to ensure compliance with the requirements of (i) the Act and the Rules made thereunder; (ii) the MCA Circulars; (iii) the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, ("LODR") and (iv) any order passed by

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the judicial or quasi-judicial authority, relating to e-voting on the resolutions contained in the Notice of Postal Ballot. Also, the management of the Company is responsible for ensuring secured framework and robustness of the electronic voting systems.

9. My responsibility as Scrutinizer for e-voting process is restricted to making a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the Notice, based on the reports generated from the e-voting system provided by Link Intime India Private Limited, the Registrar and Transfer Agent of the Company and the Agency authorized under the Rules and engaged by the Company to provide e-voting facility; and papers/documents furnished to me electronically by the Company and/or Link Intime India Private Limited for my verification.
10. Details of equity shareholders who have casted votes through remote e-voting, were downloaded from the e-voting website of Link Intime India Private Limited (LIPL) (www.instavote.linkintime.co.in).
11. Votes casted through remote e-voting were unblocked and downloaded on Friday, December 20, 2024 at 05:29 P.M. (IST) from the portal of LIPL in the presence of two witnesses, Ms. Heena and Ms. Nishtha Sachdeva, who are not in the employment of the Company and who have signed below as witness to the unblocking of the votes.
12. The votes cast through remote e-voting were scrutinized by me and the result of Postal Ballot through remote e-voting in respect of the proposed resolutions as set out in the Notice is as under:

Resolution-1: Special Resolution

To consider the re-appointment of Mr. Surinder Paul Kanwar as Chairman and Managing Director of the Company.

Valid Votes

Particulars	Number of members casted votes	Number of votes casted	(%) of total number of valid votes cast
Assent	160	8539660	97.8214
Dissent	10	190190	2.1786
Total	170	8729850	100

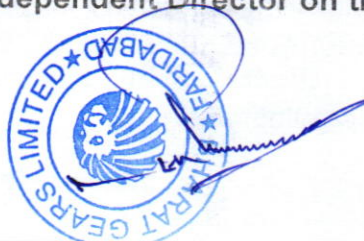
Invalid/Abstained votes

Invalid/Abstained	Total number of members whose votes were declared invalid/abstained	Total number of votes
Invalid	0	0
Abstained	0	0
Total	0	0

Based on the above, I report that the Resolution No.1 has been passed with requisite majority.

Resolution-2: Special Resolution

To consider the appointment of Ms. Kavita Jha, Additional Director of the Company, as a Non-Executive Independent Director on the Board of the Company.



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Valid Votes

Particulars	Number of members casted votes	Number of votes casted	(%) of total number of valid votes cast
Assent	161	8728626	99.9860
Dissent	9	1224	0.0140
Total	170	8729850	100

Invalid/Abstained votes

Invalid/Abstained	Total number of members whose votes were declared invalid/abstained	Total number of votes
Invalid	0	0
Abstained	0	0
Total	0	0

Based on the above, I report that the Resolution No. 2 has been passed with requisite majority.

13. The related papers with respect to Postal Ballot will be handed over to the Company for safe custody of the same after the Chairman or any person authorized by him, signs the minutes/report of Postal Ballot process.

Thanking you

Sd/-

Tanuj Vohra

Partner

TVA & Co. LLP

Company Secretaries

M. No.: F5621, CP No. 5253

UDIN: F005621F003449380

PR No – 708/2020

Delhi, December 20, 2024

Countersigned by

For Bharat Gears Limited

Sd/-

Prashant Khattry

Corporate Head (Legal) and Company Secretary

Mem No. : 6096

Faridabad, Haryana, December 20, 2024

We, the undersigned witnesseth that the votes casted through remote e-voting under the postal ballot process, were unblocked from the e-voting website of Link Intime India Private Limited (LIPL) in our presence at 05:29 P.M. (IST) on Friday, December 20, 2024.

Sd/-

Heena

Sector 120, Noida-201301,

Uttar Pradesh

Delhi, December 20, 2024

Sd/-

Nishtha Sachdeva

Keshav Puram,

Delhi-110035

Delhi, December 20, 2024

As mentioned in the Postal Ballot Notice dated 14 November, 2024, Mr. Prashant Khattry, Corporate Head (Legal) and Company Secretary declared the results of Postal Ballot as below on Friday, 20 December, 2024.



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RESULT OF POSTAL BALLOT
DECLARATION OF THE RESULTS OF POSTAL BALLOT PURSUANT TO
POSTAL BALLOT NOTICE DATED 14 NOVEMBER, 2024

Resolution(1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To consider the re-appointment of Mr. Surinder Paul Kanwar as Chairman and Managing Director of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	8494410	8493503	99.9893	8493503	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	8494410	8493503	99.9893	8493503	0	100	0
Public- Institutions	E-Voting	193618	188941	97.5844	0	188941	0	100
	Poll							
	Postal Ballot (if applicable)							
	Total	193618	188941	97.5844	0	188941	0	100
Public- Non Institutions	E-Voting	6667030	47406	0.7111	46157	1249	97.3653	2.6347
	Poll							
	Postal Ballot (if applicable)							
	Total	6667030	47406	0.7111	46157	1249	97.3653	2.6347
Total		15355058	8729850	56.8533	8539660	190190	97.8214	2.1786
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	



[Signature]

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Resolution(2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To consider the appointment of Ms. Kavita Jha, Additional Director of the Company, as a Non-Executive Independent Director on the Board of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	8494410	8493503	99.9893	8493503	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	8494410	8493503	99.9893	8493503	0	100	0
Public- Institutions	E-Voting	193618	188941	97.5844	188941	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	193618	188941	97.5844	188941	0	100	0
Public- Non Institutions	E-Voting	6667030	47406	0.7111	46182	1224	97.418	2.582
	Poll							
	Postal Ballot (if applicable)							
	Total	6667030	47406	0.7111	46182	1224	97.418	2.582
Total		15355058	8729850	56.8533	8728626	1224	99.986	0.014
Whether resolution is Pass or Not.						Yes		
Disclosure of notes on resolution						Textual Information(1)		

Further, the Results of Postal Ballot were submitted with Stock Exchanges i.e. BSE Limited at www.bseindia.com and the National Stock Exchange of India Limited at www.nseindia.com and were uploaded on the website of the Company and Link Intime India Private Limited (LIPL), the Registrar and Share Transfer Agent of the Company.

Date: 01 January, 2025
Place: Faridabad


Surinder Paul Kanwar
Chairman and Managing Director



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