

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

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

12 August, 2024

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: Proceedings of 52nd Annual General Meeting ("AGM") and reporting under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Regulations")

Dear Sir/Madam,

We hereby enclose the gist of the proceedings of 52nd Annual General Meeting of the Company held on 12th August, 2024.

You are requested to take the same on your records.

Thanking you,

Yours faithfully,
For **Bharat Gears Limited**


Prashant Khattry
Corporate Head (Legal) and Company Secretary



Encl: As above

P.S.: The voting results of the resolutions passed and the minutes of the Annual General Meeting shall be sent to you in due course of time.

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

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

12 August, 2024

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: Proceedings of 52nd Annual General Meeting ("AGM") and reporting under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), 2015 ("the Regulations")

Dear Sir/Madam,

We hereby enclose the gist of the proceedings of 52nd Annual General Meeting of the Company held on 12th August, 2024.

You are requested to take the same on your records.

Thanking you,

Yours faithfully,
For **Bharat Gears Limited**


Prashant Khattry
Corporate Head (Legal) and Company Secretary



Encl: As above

P.S.: The voting results of the resolutions passed and the minutes of the Annual General Meeting shall be sent to you in due course of time.

Gist of Proceedings of 52nd Annual General Meeting of Bharat Gears Limited

DATE, TIME AND VENUE OF THE MEETING

The 52nd Annual General Meeting of the Company was held on Monday, 12 August, 2024 through Video Conference (VC)/Other Audio Visual Means (OAVM), commenced at 11:30 A.M. and concluded at 12:10 P.M.

PROCEEDINGS AT THE MEETING

- (a) Mr. Prashant Khattry, Corporate Head (Legal) and Company Secretary welcomed the shareholders at the 52nd Annual General Meeting of the Company.
- (b) General instructions to attend the meeting through Video Conference (VC)/Other Audio Visual Means (OAVM) were explained to the members by Mr. Prashant Khattry, Corporate Head (Legal) and Company Secretary of the Company.
- (c) It was informed to the members that as the meeting is being held through video conference, the facility for appointment of proxies by the members was not applicable and hence the proxy register for inspection is not available. Further, the Register of members, the Register of Directors and Key Managerial Personnel and the Register of Contracts or Arrangements has been made available electronically for inspection by the members during the meeting.
- (d) The Chairman welcomed the Members and informed the Members that pursuant to various circulars issued by the Ministry of Corporate Affairs (MCA), the 52nd Annual General Meeting is being conducted by electronic means through VC/OAVM platform "InstaMeet" provided by Registrar and Transfer Agent, Link Intime India Private Limited. The Notice and Annual Report for the Financial Year 2023-24 was sent only by electronic mode to the members whose e-mail addresses are registered with the Company/Depositories.
- (e) The Chairman introduced the Directors and Officers attending the meeting through electronic means to the Members and informed that the Chairman of the Audit Committee, Stakeholders' Relationship Committee & Nomination and Remuneration Committee are present at the meeting to answer member's queries.
- (f) The Chairman informed the Members that the requisite quorum is present and called the Meeting to order.
- (g) The Chairman gave an overview of the financial and operational performance of the Company for the Financial Year ended 31st March, 2024 and its future outlook through a formal address to the members.
- (h) It was informed that the Board of Directors have engaged the services of Link Intime India Private Limited for holding of the meeting & voting process and have appointed Ms. Rashmi Aswal, M.Com, ACS as the scrutinizer for the purpose of scrutinizing the remote e-voting process and electronic voting at the meeting.



- (i) Thereafter, the following items of business as set out in the Notice convening the 52nd Annual General Meeting were taken up by the Chairman for consideration and approval of the members:
- (i) To receive, consider and adopt the financial statements of the Company for the year ended 31 March, 2024 together with Reports of the Directors and Auditors thereon;
 - (ii) To consider the re-appointment of Mr. Nagar Venkatraman Srinivasan, who retires by rotation and is eligible for re-appointment;
 - (iii) To consider the re-appointment of Mr. Sameer Kanwar as Joint Managing Director of the Company;
 - (iv) To consider the ratification of the remuneration payable to M/s M.K. Kulshrestha & Associates, Cost Auditors of the Company for the Financial Year 2024-25.
- (j) The members casted their votes on the resolutions proposed and Ms. Rashmi Aswal, M.Com, ACS was available for assistance to the shareholders attending the meeting for casting votes by electronic means.
- (k) Some of the members attending the meeting expressed their views/questions relating to the business and operations of the Company. After hearing from the speaker members, the Chairman responded to their queries to their satisfaction.
- (l) The Chairman informed the Members that the voting results of resolutions passed at the Annual General Meeting shall be displayed on the website of the Company and simultaneously be communicated to the Stock Exchanges concerned upon receipt of the report from the scrutinizer and Mr. Prashant Khattri, Corporate Head (Legal) and Company Secretary of the Company is authorized to declare the results of the voting.
- (m) The Chairman thereafter informed that e-voting will remain open for next 15 minutes after the conclusion of AGM.
- (n) Meeting ended with vote of thanks to the Chair.

In compliance with the circular Ref. No. LIST/COMP/14/2018-19 issued by BSE Limited (BSE) and NSE/CML/2018/02 issued by National Stock Exchange of India Limited (NSE) respectively both dated 20th June, 2018, we hereby affirm that the Directors being re-appointed are not debarred from holding the office of director by virtue of any order of SEBI or any other such authority.

The details as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 are as follows:





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, E-mail : info@bglindia.com

Corporate Identity Number : L29130HR1971PLC034365

Name of the Director	Mr. Nagar Venkatraman Srinivasan	Mr. Sameer Kanwar
DIN	00879414	00033622
Reason for change	The present tenure of Mr. Nagar Venkatraman Srinivasan as a Non-Executive Director of the Company expires at the Annual General Meeting (AGM) of the Company. Hence, required to be re-appointed as Non-Executive Director of the Company.	The present tenure of Mr. Sameer Kanwar as Joint Managing Director of the Company has expired on 31 st May, 2024. Hence, required to be re-appointed as Joint Managing Director of the Company.
Date and term of Appointment	Re-appointment of Mr. Nagar Venkatraman as a Non-Executive Director of the Company liable to retire by rotation at the Annual General Meeting, with the approval of the members at the Annual General Meeting upto the conclusion of 53 rd Annual General Meeting of the Company in the calendar year 2025.	Re-appointment of Mr. Sameer Kanwar as a Joint Managing Director of the Company for a further period of 2 (Two) Years w.e.f 01 st June, 2024 at the Annual General Meeting, with the approval of the members of the Company.
Brief Profile	Mr. Nagar Venkatraman Srinivasan, aged 80 years is a Non-Executive Director of the Company since 03 November, 2017. He is a graduate in Mechanical Engineering. He has done MS in Industrial Engineering from University of Illinois and he is an MBA from Graduate School of Business from the University of Pittsburgh in USA. He has rich experience of 55 years. Having started his career with Larsen & Toubro Limited, Mr. Srinivasan joined Bharat Gears Limited in the year 1976. Over the years, he served at various senior level positions in materials, manufacturing and general management. He retired from the Company, after a long stint	Mr. Sameer Kanwar, aged 46 years is presently designated as Joint Managing Director of the Company. He holds a Bachelor's Degree in Business Economics from York University, Canada. After completing his Graduation, he received two years training in the areas of Planning, Finance and Control at ZF Friedrichshafen AG, Germany, the world's largest maker of drivelines and chassis for Automobiles. He has an experience of about 24 years in the industry and he has been affiliated with the Company as a member of the Board of Directors since 01 February, 2002. He has been given the core responsibility to



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

Tel. : +91(22) 2535 2034, 2535 7500, Fax: +91(22) 2535 1651

www.bharatgears.com





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, E-mail : info@bglindia.com

Corporate Identity Number : L29130HR1971PLC034365

	of 33 years, as Corporate Business Head having overall responsibility of all the operations of the Company. He continued to be associated with the Company as Technical and Management Advisor upto 28 February, 2022.	diversify the Company into the Non Fossil business in March, 2022.
Relationships between Directors inter-se	None	Son of Mr. Surinder Paul Kanwar, Chairman and Managing Director of the Company



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

Tel. : +91(22) 2535 2034, 2535 7500, Fax: +91(22) 2535 1651

www.bharatgears.com