

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 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 (LI IPL) 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 (LI IPL) 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 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 (LI IPL) (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 LI IPL 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.

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

TANUJ VOHRA Digitally signed by
TANUJ VOHRA
Date: 2024.12.20
18:57:57 +05'30'

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

Prashant Khattry
Digitally signed by
Prashant Khattry
Date: 2024.12.20
19:20:19 +05'30'

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.

HEENA
Digitally signed by
HEENA
Date: 2024.12.20
18:58:39 +05'30'

Heena
Sector 120, Noida- 201301,
Uttar Pradesh

Delhi, December 20, 2024

NISHTHA SACHDEVA
Digitally signed by
NISHTHA SACHDEVA
Date: 2024.12.20
18:59:48 +05'30'

Nishtha Sachdeva
Keshav Puram,
Delhi-110035

Delhi, December 20, 2024

General information about company	
Scrip code	505688
NSE Symbol	BHARATGEAR
MSEI Symbol	NOTLISTED
ISIN	INE561C01019
Name of the company	Bharat Gears Limited
Type of meeting	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	20-12-2024
Start time of the meeting	
End time of the meeting	



Scrutinizer Details	
Name of the Scrutinizer	Tanuj Vohra
Firms Name	TVA & Co. LLP
Qualification	CS
Membership Number	5621
Date of Board Meeting in which appointed	14-11-2024
Date of Issuance of Report to the company	20-12-2024



Voting results	
Record date	15-11-2024
Total number of shareholders on record date	26892
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	
No. of resolution passed in the meeting	2
Disclosure of notes on voting results	



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	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	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	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)	



Text Block	
Textual Information(1)	Resolution passed with requisite majority.



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



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)	



Text Block	
Textual Information(1)	Resolution passed with requisite majority.



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

