

Quarterly Compliance Report on Corporate Governance

1. Name of Listed Entity : **Bharat Gears Limited**

2. Quarter ending : **31st December, 2015**

I. Composition of Board of Directors

Title (Mr./ Ms.)	Name of the Director	PAN & DIN	Category (Chairman/ Executive/ Non-Executive/ Independent/ Nominee)	Date of Appointment in the current term/cessation	Tenure	No. of Directorship in listed entity including this listed entity (Refer Regulation 25(1) of Listed Regulations)	No. of memberships in Audit/Stakeholder Committee(s) including this listed entity ** (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Surinder P. Kanwar	AAFPPK8732L 00033524	Chairman/ Executive	01/10/2015 [#]	5 Years	2	1	0
Mr.	Sameer Kanwar	AFZPK5840G 00033622	Executive	01/06/2013 [%]	5 Years	1	1	0
Mr.	V.K. Pargal	AAFPP3221M 00076639	Non-Executive/ Independent	31/07/2015 [*]	5 Years	2	3	0
Mr.	Rakesh Chopra	AABPC9470D 00032818	Non-Executive/ Independent	31/07/2015 [*]	5 Years	3	4	3
Mr.	W.R. Schilha	N.A. 00374415	Non-Executive/ Independent	26/07/2007	&	1	0	0
Mr.	S.G. Awasthi	AAJPA4272B 00023073	Non-Executive/ Independent	01/08/2014 [*]	5 Years	1	2	0
Ms.	Hiroo Suresh Advani	AAAPA4558P 00265233	Non-Executive/ Independent	01/08/2014 [*]	5 Years	1	0	0

[#] Re-appointed as Chairman and Managing Director of the Company for a period of 5(Five) years w.e.f. 1st October, 2015 in the 43rd Annual General Meeting held on 31st July, 2015.

[%] Re-appointed as Joint Managing Director of the Company for a period of 5(Five) years w.e.f. 1st June, 2013 in 41st Annual general Meeting held on 31st July, 2013.

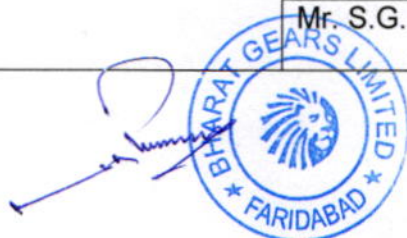
[&] Appointed as an Independent Director in terms of the provisions of the Companies Act, 1956 and Clause 49 of erstwhile Listing Agreement and shall be appointed as an Independent Director in terms of provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in the ensuing Annual General Meeting of the Company.

^{*} Appointed as an Independent Director for a period of 5(Five) years in terms of provisions of Companies Act, 2013 and Clause 49 of the erstwhile Listing Agreement upto the conclusion of fifth consecutive Annual General Meeting scheduled to be held after the Annual General Meeting in which he/she had been appointed.

^{**} Includes membership in Unlisted Entities also.

II. Composition of the Committee

Name of the Committee	Name of the Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)
1. Audit Committee	Mr. Rakesh Chopra	Chairperson/Non-Executive/Independent
	Mr. V.K. Pargal	Non-Executive/Independent
	Mr. S.G. Awasthi	Non-Executive/Independent



2. Nomination and Remuneration Committee	Mr. S.G. Awasthi	Chairperson/Non-Executive/Independent
	Mr. V.K. Pargal	Non-Executive/Independent
	Mr. Rakesh Chopra	Non-Executive/Independent
	Mr. Surinder P. Kanwar	Executive
3. Stakeholders' Relationship Committee	Mr. Rakesh Chopra	Chairperson/Non-Executive/Independent
	Mr. Sameer Kanwar	Executive
	Mr. S.G. Awasthi	Non-Executive/Independent

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in numeral days)
July 31, 2015	October 29, 2015	89

IV. Meeting of Committees

Name of the Committee	Date(s) of meeting of the Committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the Committee in the previous quarter	Maximum gap between any two consecutive (in numeral days)
Audit Committee	28/10/2015	Meeting held with requisite quorum (2 out of 3 members present in the meeting)	30/07/2015	89

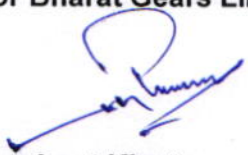
V. Related Party Transactions

Subject	Compliance status(Yes/No/NA)
Whether prior approval of Audit Committee obtained	YES
Whether Shareholder Approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	N.A.

VI. Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
 - Audit Committee
 - Nomination & Remuneration Committee
 - Stakeholders' Relationship Committee
- The committee members have been made aware of their powers, roles and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- This report and/or the report submitted in the previous quarter has been placed before Board of Directors.
Comments/observations/advice of the Board of Directors: NIL

For Bharat Gears Limited



Prashant Khattry
Head (Legal) & Company Secretary



Place: Faridabad
Date : 07.01.2016