

General information about company

Scrip code	505688
NSE Symbol	BHARATGEAR
MSEI Symbol	
ISIN	INE561C01019
Name of the entity	Bharat Gears Limited
Date of start of financial year	01-04-2018
Date of end of financial year	31-03-2019
Reporting Quarter	Yearly
Date of Report	31-03-2019
Risk management committee	Not Applicable

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Wether the listed entity has a Regular Chairperson Yes

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number 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)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	Surinder Paul Kanwar	AAFPPK8732L	00033524	Executive Director	Chairperson	MD	01-10-2015			2	1	0		
2	Mr	Sameer Kanwar	AFZPK5840G	00033622	Executive Director	Not Applicable	MD	01-06-2018			1	1	0		
3	Mr	Virendrakumar Pargal	AAFPP3221M	00076639	Non-Executive - Independent Director	Not Applicable		31-07-2015		60	2	3	0		
4	Mr	Rakesh Chopra	AABPC9470D	00032818	Non-Executive - Independent Director	Not Applicable		31-07-2015		60	2	3	3		

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number 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)	Notes for not providing PAN	Notes for not providing DIN
5	Mr	Wolfgang Rudolf Schilha	ZZZZZ9999Z	00374415	Non-Executive - Independent Director	Not Applicable		04-08-2016		60	1	0	0	Textual Information(2)	
6	Mr	Nagar Venkatraman Srinivasan	AAQPS2943A	00879414	Non-Executive - Non Independent Director	Not Applicable		03-08-2018		12	2	1	0		
7	Mrs	Hiroo Suresh Advani	AAAPA4558P	00265233	Non-Executive - Independent Director	Not Applicable		01-08-2014		60	1	1	0		

Text Block

Textual Information(1)

Mr. Wolfgang Rudolf Schilha is a Foreign National.

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00032818	Mr. Rakesh Chopra	Non-Executive - Independent Director	Chairperson	31-07-2015		Textual Information(1)
2	00076639	Mr. Virendrakumar Pargal	Non-Executive - Independent Director	Member	24-01-2002		Textual Information(2)
3	00265233	Ms. Hiroo Suresh Advani	Non-Executive - Independent Director	Member	01-09-2017		Textual Information(3)

Sr Text Block

Textual Information(1)	Mr. Rakesh Chopra appointed on 30/01/2009 as Member of Audit Committee constituted as per Clause 49 of Listing Agreement prior to enactment of the Companies Act, 2013 and appointed as Chairman of the Audit Committee on 31/07/2015.
Textual Information(2)	Mr. Virendrakumar Pargal appointed on 24/01/2002 as Member of Audit Committee constituted as per Clause 49 of Listing Agreement prior to enactment of the Companies Act, 2013.
Textual Information(3)	Ms. Hiroo Suresh Advani appointed on 01/09/2017 as Member of Audit Committee.

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00076639	Mr. V.K.Pargal	Non-Executive - Independent Director	Chairperson	31-07-2015		Textual Information(1)
2	00032818	Mr. Rakesh Chopra	Non-Executive - Independent Director	Member	23-07-2015		Textual Information(2)
3	00879414	Mr. Nagar Venkatraman Srinivasan	Non-Executive - Non Independent Director	Member	03-11-2017		Textual Information(3)
4	00033524	Mr. Surinder Paul Kanwar	Executive Director	Member	07-05-2014		Textual Information(4)

Sr Text Block

Textual Information(1)	Mr. Virendrakumar Pargal appointed on 07/05/2014 as Member of Nomination and Remuneration Committee constituted as per the Companies Act, 2013(earlier Remuneration Committee), member of erstwhile Committee, Chairman of Nomination and Remuneration Committee on 31/07/2015
Textual Information(2)	Mr. Rakesh Chopra appointed on 23/07/2015 as Member of Nomination and Remuneration Committee.
Textual Information(3)	Mr. Nagar Venkatraman Srinivasan appointed on 03/11/2017 as Member of Nomination and Remuneration Committee.
Textual Information(4)	Mr. Surinder Paul Kanwar appointed on 07/05/2014 as Member of Nomination and Remuneration Committee.

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00032818	Mr. Rakesh Chopra	Non-Executive - Independent Director	Chairperson	31-07-2015		Textual Information(1)
2	00033622	Mr. Sameer Kanwar	Executive Director	Member	28-05-2014		Textual Information(2)
3	00879414	Mr. Nagar Venkatraman Srinivasan	Non-Executive - Non Independent Director	Member	03-11-2017		Textual Information(3)

Sr Text Block

Textual Information(1)	Mr. Rakesh Chopra appointed on 28/05/2014 as Member of Stakeholders Relationship Committee constituted as per the Companies Act, 2013(earlier Shareholders/Investors Grievance Committee), members of erstwhile Committee, Chairman of Stakeholders Relationship Committee on 31/07/2015.
Textual Information(2)	Mr. Sameer Kanwar appointed on 28/05/2014 as Member of Stakeholders Relationship Committee constituted as per the Companies Act, 2013(earlier Shareholders/Investors Grievance Committee), member of erstwhile Committee.
Textual Information(3)	Mr. Nagar Venkatraman Srinivasan appointed on 03/11/2017 as Member of Stakeholders Relationship Committee.

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					No		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1

Annexure 1

III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory				
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date
1	09-10-2018			
2	30-10-2018		20	
3		22-01-2019	83	
4		22-03-2019	58	

Annexure 1

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Annexure 1

VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	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.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	Prashant Khattry
2	Designation	Company Secretary and Compliance Officer

Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.bharatgears.com
2	Terms and conditions of appointment of independent directors	Yes		www.bharatgears.com
3	Composition of various committees of board of directors	Yes		www.bharatgears.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.bharatgears.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.bharatgears.com
6	Criteria of making payments to non-executive directors	Yes		www.bharatgears.com
7	Policy on dealing with related party transactions	Yes		www.bharatgears.com
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		www.bharatgears.com

Annexure II**Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)****I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.bharatgears.com
11	email address for grievance redressal and other relevant details	Yes		www.bharatgears.com
12	Financial results	Yes		www.bharatgears.com
13	Shareholding pattern	Yes		www.bharatgears.com
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	New name and the old name of the listed entity	NA		

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	Yes	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	Yes	

Annexure II**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
20	Approval for material related party transactions	23(4)	NA	

Annexure II**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2), (3),(4),(5) & (6)	NA	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

Annexure II

1	Name of signatory	Prashant Khattry
2	Designation	Company Secretary and Compliance Officer

Annexure II

III. Affirmations

Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
	Any other information to be provided	

Annexure II

1	Name of signatory	Prashant Khattry
2	Designation	Company Secretary and Compliance Officer

Signatory Details	
Name of signatory	Prashant Khattry
Designation of person	Company Secretary and Compliance Officer
Place	Faridabad
Date	10-04-2019