

**General information about company**

Scrip code	505688
NSE Symbol	BHARATGEAR
MSEI Symbol	NOTLISTED
ISIN	INE561C01019
Name of the entity	Bharat Gears Limited
Date of start of financial year	01-04-2020
Date of end of financial year	31-03-2021
Reporting Quarter	Half Yearly
Date of Report	30-09-2020
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities

**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

Whether the listed entity has a Regular Chairperson

Yes

Whether Chairperson is related to MD or CEO

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 Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(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	AAFPK8732L	00033524	Executive Director	Chairperson	MD	28-07-1952	NA		29-09-1982	01-10-2015		60	2	0	2	0		
2	Mr	Sameer Kanwar	AFZPK5840G	00033622	Executive Director	Not Applicable	MD	24-12-1977	NA		01-02-2002	01-06-2018		36	2	0	1	0		
3	Mr	Virendrakumar Pargal	AAFPP3221M	00076639	Non-Executive - Independent Director	Not Applicable		05-02-1933	Yes	16-09-2020	24-01-2002	16-09-2020		60	1	1	1	0		
4	Mr	Rakesh Chopra	AABPC9470D	00032818	Non-Executive - Independent Director	Not Applicable		17-10-1950	Yes	16-09-2020	25-01-2007	16-09-2020		60	2	2	3	3		

## I. Composition of Board of Directors

### Disclosure of notes on composition of board of directors explanatory

#### Wether the listed entity has a Regular Chairperson

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(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		14-03-1951	NA		26-07-2007	04-08-2016		60	1	1	0	0	Textual Information (1)	
6	Mr	Nagar Venkatraman Srinivasan	AAQPS2943A	00879414	Non-Executive - Non Independent Director	Not Applicable		04-04-1944	Yes	16-09-2020	03-11-2007	16-09-2020		12	1	0	1	0		
7	Mrs	Hiroo Suresh Advani	AAAPA4558P	00265233	Non-Executive - Independent Director	Not Applicable		04-03-1945	Yes	06-08-2019	30-01-2014	16-09-2020		60	1	1	1	0		

**Text Block**

Textual Information(1)

Mr. Wolfgang Rudolf Schilha is a Foreign National.

<b>Audit Committee Details</b>							
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	Rakesh Chopra	Non-Executive - Independent Director	Chairperson	31-07-2015		Textual Information(1)
2	00076639	Virendrakumar Pargal	Non-Executive - Independent Director	Member	24-01-2002		Textual Information(2)
3	00265233	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.

<b>Nomination and remuneration committee</b>							
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	Virendrakumar Pargal	Non-Executive - Independent Director	Chairperson	06-08-2019		Textual Information(1)
2	00032818	Rakesh Chopra	Non-Executive - Independent Director	Member	06-08-2019		Textual Information(2)
3	00879414	Nagar Venkatraman Srinivasan	Non-Executive - Non Independent Director	Member	03-11-2017		Textual Information(3)
4	00033524	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 and Member of Nomination and Remuneration Committee on 01/04/2019 and Chairman of Nomination and Remuneration Committee on 06/08/2019.
Textual Information(2)	Mr. Rakesh Chopra appointed on 23/07/2015 as Member of Nomination and Remuneration Committee and Chairman of the Nomination and Remuneration committee on 01/04/2019 and Member of Nomination and Remuneration Committee on 06/08/2019.
Textual Information(3)	Mr. Nagar Venkatraman appointed on 03/11/2017 as a Member of Nomination and Remuneration Committee.
Textual Information(4)	Mr. Surinder Paul Kanwar appointed on 07/05/2014 as a Member of Nomination and Remuneration Committee.



<b>Stakeholders Relationship Committee</b>							
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	Rakesh Chopra	Non-Executive - Independent Director	Chairperson	31-07-2015		Textual Information(1)
2	00033524	Surinder Paul Kanwar	Executive Director	Member	01-04-2019		Textual Information(2)
3	00033622	Sameer Kanwar	Executive Director	Member	28-05-2014		Textual Information(3)
4	00879414	Nagar Venkatraman Srinivasan	Non-Executive - Non Independent Director	Member	03-11-2017		Textual Information(4)

**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. Surinder Paul Kanwar appointed on 01/04/2019 as a Member of Stakeholders Relationship Committee.
Textual Information(3)	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(4)	Mr. Nagar Venkatraman Srinivasan appointed on 03/11/2017 as a Member of Stakeholders Relationship Committee.



**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
1	00033524	Surinder Paul Kanwar	Executive Director	Chairperson	15-01-2015		Textual Information(1)
2	00033622	Sameer Kanwar	Executive Director	Member	15-01-2015		Textual Information(2)
3	00032818	Rakesh Chopra	Non-Executive - Independent Director	Member	15-01-2015		Textual Information(3)

**Sr Text Block**

Textual Information(1)	Mr. Surinder Paul Kanwar appointed on 15/01/2015 as Chairman of the Corporate Social Responsibility Committee constituted as per the Companies Act, 2013.
Textual Information(2)	Mr. Sameer Kanwar appointed on 15/01/2015 as Member of the Corporate Social Responsibility Committee constituted as per the Companies Act, 2013.
Textual Information(3)	Mr. Rakesh Chopra appointed on 15/01/2015 as Member of the Corporate Social Responsibility Committee constituted as per the Companies Act, 2013.

<b>Other Committee</b>						
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	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	28-06-2020				Yes	7	4
2		13-08-2020	45		Yes	7	4

**Annexure 1****IV. Meeting of Committees**

Disclosure of notes on meeting of committees explanatory								
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	Audit Committee	27-06-2020				Yes	3	3
2	Audit Committee	13-08-2020	46			Yes	3	3
3	Nomination and remuneration committee	28-06-2020				Yes	4	2
4	Stakeholders Relationship Committee	27-06-2020				Yes	4	1



**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 500 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 III****III. Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
Any other information to be provided				

**Annexure III**

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	08-10-2020