

Corporate Governance Report

For the Year ended 31 March, 2019

[Pursuant to Schedule V(C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“The Regulations”)]

1. COMPANY’S PHILOSOPHY ON CORPORATE GOVERNANCE

The Corporate Governance at Bharat Gears Limited takes care of overall well-being, sustainability and transparency of the system and takes into account the stakeholders’ interest in every business decision. Corporate Governance is a combination of voluntary practices and compliances of laws and regulations leading to effective control and management of the Organization and its valuable resources through effective and transparent business conduct, integrating communication, integrity and accountability towards its stakeholders.

The Company is committed to pursue growth by adhering to the highest national standards of Corporate Governance. The Company’s philosophy on Corporate Governance is based on the following principles:

- Lay solid foundations for management.
- Promote ethical and responsible decision-making.
- Structure the Board to add value.
- Encourage enhanced performance.
- Safeguard integrity in financial reporting.
- Respect the rights of the shareholders.
- Recognise the legitimate interest of shareholders.
- Remunerate fairly and responsibly.
- Recognise and manage business risks.
- Make timely and balanced disclosures.
- Legal and statutory compliances in its true spirit.

The Board of Directors (“the Board”) is committed to sound principles of Corporate Governance in the Company. The Board plays a crucial role in overseeing how the management serves the short and long term interests of shareholders and other stakeholders. This belief is reflected in our corporate governance practices, under which we strive to maintain an effective, informed and Independent Board. We keep our governance practices under continuous review and benchmark ourselves to best practices.

Your Company is following transparent and fair practices of good Corporate Governance and its constant endeavour is to continually improve upon those practices. The Company recognizes communication as key element in the overall Corporate Governance framework and therefore, emphasizes on keeping abreast its stakeholders including investors, lenders, vendors and customers on continuous basis by effective and relevant communication through Annual Reports, quarterly results, corporate announcements and reflecting the same on the Company’s official website i.e. www.bharatgears.com.

2. GOVERNANCE STRUCTURE

The Company’s Governance comprises a twofold layer, the Board of Directors and the Committees of the Board at the apex level and the Management of the Company at an operational level. This brings about a homogenous blend in governance as the Board lays down the overall corporate objectives and provides direction and independence to the Management to achieve these objectives within a given framework. This professionally managed process results in building a conducive environment for sustainable business operations and value creation for all stakeholders.

3. BOARD OF DIRECTORS

The Board of Directors is entrusted with the ultimate responsibility of the management, general affairs, direction and performance of the Company and has been vested with requisite powers, authorities and duties.

Your Company has an optimum combination of Executive and Non-Executive Independent Directors on the Board which includes one Woman Director in compliance of Regulation 17(1) of the Regulations. As on 31 March, 2019, the Board consists of 7 (Seven) members, the Chairman of the Board is an Executive Director and more than half of the strength of the Board consists of Non-Executive Independent Directors. The composition of the Board represents an optimal mix of professionalism, knowledge, expertise and experience that enables the Board to discharge its responsibilities efficiently and provide effective leadership to the business in line with the Company’s present requirements.

There is no Nominee Director in the Company.

A brief profile of the members of the Board is also available on the Company's website i.e. www.bharatgears.com.

A. Board's definition of Independent Director

Independent Director shall mean a Non-Executive Director, other than a Nominee Director of the Company:

- a. who, in the opinion of the Board of Directors, is a person of integrity and possesses relevant expertise and experience;
- b. (i) who is or was not a promoter of the Company or its holding, subsidiary or associate Company or member of the promoter group of the Company;
- (ii) who is not related to Promoters or Directors in the Company, its holding, subsidiary or associate Company;
- c. who, apart from receiving Director's remuneration, has or had no pecuniary relationship or having transaction not exceeding ten per cent of his total income or such amount as may be prescribed, with the Company, its holding, subsidiary or associate Company, or their Promoters, or Directors, during the two immediately preceding financial years or during the current financial year;
- d. none of whose relatives has or had pecuniary relationship or transaction with the Company, its holding, subsidiary or associate Company, or their Promoters, or Directors, amounting to two per cent or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
- e. none of whose relatives—
 - (i) is holding any security of or interest in the Company, its holding, subsidiary or associate Company during the two immediately preceding financial years or during the current financial year;

Provided that the relative may hold security or interest in the company of face value not exceeding fifty lakh rupees or two per cent of the paid-up capital of the Company, its holding, subsidiary or associate Company or such higher sum as may be prescribed;
 - (ii) is indebted to the Company, its holding, subsidiary or associate Company or their

promoters, or directors, in excess of such amount as may be prescribed during the two immediately preceding financial years or during the current financial year;

- (iii) has given a guarantee or provided any security in connection with the indebtedness of any third person to the Company, its holding, subsidiary or associate Company or their promoters, or directors of such holding Company, for such amount as may be prescribed during the two immediately preceding financial years or during the current financial year; or
- (iv) has any other pecuniary transaction or relationship with the Company, or its subsidiary, or its holding or associate Company amounting to two per cent or more of its gross turnover or total income singly or in combination with the transactions referred to in sub-clause (i), (ii) or (iii);
- f. who, neither himself/herself nor any of his/her relatives —
 - (i) holds or has held the position of a Key Managerial Personnel or is or has been employee of the Company or its holding, subsidiary or associate Company in any of the three financial years immediately preceding the current financial year;

Provided that in case of a relative who is an employee, the restriction under this clause shall not apply for his employment during preceding three financial years.
 - (ii) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of —
 - (A) a firm of Auditors or Company Secretaries in Practice or Cost Auditors of the Company or its holding, subsidiary or associate Company; or
 - (B) any legal or a consulting firm that has or had any transaction with the Company, its holding, subsidiary or associate Company amounting to ten per cent or more of the gross turnover of such firm;
 - (iii) holds together with his relatives two per cent or more of the total voting power of the Company; or
 - (iv) is a Chief Executive or Director, by whatever name called, of any non-profit organization that receives twenty-five per cent or more

of its receipts from the Company, any of its Promoters, Directors or its holding, subsidiary or associate Company or that holds two per cent or more of the total voting power of the Company;

(v) is a material supplier, service provider or customer or a lessor or lessee of the Company;

g. who is not less than 21 years of age.

h. who is not a Non-Independent Director of another Company on the Board of which any Non-Independent Director of the Company is an Independent Director.

The Board of Directors of the Company, vide its resolution dated 16 May, 2007 has decided that the materiality/significance shall be ascertained on the following basis:

- The concept of 'materiality' is relevant from the total revenue inflow and/or outflow from and/or to a particular individual/body, directly or indirectly, during a particular financial year.

- The term 'material' needs to be defined in percentage. One per cent (1 per cent) or more of total turnover of the Company, as per latest audited annual financial statement.

It has been confirmed by all the Independent Directors of the Company that as on 31 March, 2019, they fulfill the criteria of being "Independent Director" as stipulated under Regulation 16 of the Regulations and are independent of the management. Further, the Independent Director(s) have declared that he/she is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his/her ability to discharge his/her duties with an objective independent judgment and without any external influence.

The **Table-1** gives Composition of the Board, Attendance record of the Directors at the Board Meetings and at the last Annual General Meeting (AGM); Number of their outside Directorships and their Memberships/Chairmanships in Board Committees.

Table-1

| S.No. | Name of Director(s) | Category | No. of Board Meetings held/ attended | Attendance at last AGM | No. of outside Directorships held ^A | No. of Memberships/ Chairmanships in Board Committees ^B | |
|-------|--------------------------|------------------------------------|--------------------------------------|------------------------|--|--|----------|
| | | | | | | Member | Chairman |
| 1. | Mr. Surinder Paul Kanwar | Chairman and Managing Director | 6/6 | Present | 2 | 3 | - |
| 2. | Mr. Sameer Kanwar | Joint Managing Director | 6/6 | Present | - | 1 | - |
| 3. | Mr. W.R. Schilha | Non-Executive Independent Director | 6/4 | Present | - | - | - |
| 4. | Mr. V.K. Pargal | Non-Executive Independent Director | 6/6 | Present | - | 1 | - |
| 5. | Mr. N.V. Srinivasan | Non-Executive Director | 6/5 | Present | - | 1 | - |
| 6. | Mr. Rakesh Chopra | Non-Executive Independent Director | 6/6 | Present | 1 | 0 | 3 |
| 7. | Ms. Hiroo Suresh Advani | Non-Executive Independent Director | 6/6 | Present | - | 1 | - |

The **Table-2** gives the details of Directorships of the aforesaid Directors in other listed Companies and the category of directorship.

Table-2

| S.No. | Name of Director(s) | Category | Name of other Listed Company | Category of directorship in other Listed Company |
|-------|--------------------------|------------------------------------|---|--|
| 1. | Mr. Surinder Paul Kanwar | Chairman and Managing Director | Raunaq EPC International Limited | Chairman and Managing Director |
| 2. | Mr. Sameer Kanwar | Joint Managing Director | NIL | N.A. |
| 3. | Mr. W.R. Schilha | Non-Executive Independent Director | NIL | N.A. |
| 4. | Mr. V.K. Pargal | Non-Executive Independent Director | Raunaq EPC International Limited [#] | Non-Executive Independent Director |
| 5. | Mr. N.V. Srinivasan | Non-Executive Director | Raunaq EPC International Limited [#] | Non-Executive Director |
| 6. | Mr. Rakesh Chopra | Non-Executive Independent Director | Minda Corporation Limited | Non-Executive Independent Director |
| 7. | Ms. Hiroo Suresh Advani | Non-Executive Independent Director | NIL | N.A. |

[#] Ceased w.e.f. 19 April, 2019.

[^]excluding directorship in Private Limited Companies, alternate directorship, Companies registered under Section 8 of the Companies Act, 2013 and Foreign Companies.

^Bfor the purpose of considering the limit of the Committees on which a Director can serve, all Public Limited Companies, whether listed or not, are included and all other Companies including Private Limited Companies, Foreign Companies and the Companies under Section 8 of the Companies Act, 2013 are excluded and further, it includes Membership/Chairmanship of Audit Committee and Stakeholders' Relationship Committee only in terms of Regulation 26(1) of the Regulations. None of the Directors of your Company is a Member of more than 10 (Ten) Committees or is the Chairman of more than 5 (Five) Committees across all Public Limited Companies in which they are Directors. The Membership/Chairmanship also includes Membership/Chairmanship in Bharat Gears Limited.

^CMr. Surinder Paul Kanwar is father of Mr. Sameer Kanwar. Mr. Sameer Kanwar has been re-appointed as Joint Managing Director of the Company with effect from 01 June, 2018 for a period of 3 (Three) years. He is a member of Stakeholders' Relationship Committee of Raunaq EPC International Limited as on 31 March, 2019. Further, he has been inducted as a Member of the Audit Committee and Stakeholders' Relationship Committee of the Company w.e.f. 01 April, 2019.

^DMr. V.K. Pargal holds directorship in Raunaq EPC International Limited and Xlerate Driveline India Limited as on 31 March, 2019 along with the membership of Audit Committee of both Companies. He ceased to be a Director in Raunaq EPC International Limited w.e.f. 19 April, 2019 and Xlerate Driveline India Limited w.e.f. 08 May, 2019 respectively pursuant to his resignation.

Mr. V.K. Pargal holds 100 Equity Shares of the Company. No other non-executive independent director holds any shares and convertible instruments.

^EMr. N.V. Srinivasan holds directorship in Raunaq EPC International Limited as on 31 March, 2019. He ceased to be a Director in Raunaq EPC International Limited w.e.f. 19 April, 2019 pursuant to his resignation.

Mr. N.V. Srinivasan is also providing technical advisory services to the Company in his individual capacity. Professional fees paid to him for Financial Year 2018-19 is ₹ 32,74,000/- (Rupees Thirty Two Lakhs Seventy Four Thousand Only). The Board is of the opinion that such payments in the context of overall expenditure by the Company is not significant.

Apart from this, no other Non-Executive Director is related to any other Director inter-se and has any material pecuniary relationships/transactions vis-à-vis the Company (other than the sitting fees for attending the Board/Committee meetings).

The terms of appointment of the Directors appointed at the Annual General Meeting of the Company held on 03 August, 2018 are available on the website of the Company i.e. www.bharatgears.com.

In terms of Regulation 17(1A) of the Regulations, the consent of the members has been obtained for continuation of Non Executive Directors who have attained the age of Seventy Five Years, upto their respective present tenure.

In terms of Regulation 25(7) of the Regulations, the Company has adopted a familiarization programme for the Directors that covers familiarizing the Directors about the nature of the industry in which the Company operates, business model of the Company, their roles, rights, responsibilities, and other relevant details by way of:

- *Convening of meetings of the Board of Directors of the Company during each financial year at different manufacturing plants of the Company including visit of the respective plant, direct interaction with the heads of production processes to provide a brief idea to the Directors of the production processes and operations of the Company.*

- *Circulation of an elaborated note on business operations with regard to the operations and financial position of the Company as at the end of each quarter with the Agenda of each Board Meeting.*
- *Updating the Directors of any amendments in laws, rules and regulations as applicable on the Company through various presentations at the Board Meeting(s) in consultation with the Statutory Auditors, Internal Auditors and the Secretarial Auditors of the Company likewise the Companies Act, SEBI Laws, Listing Regulations and such other laws and regulations as may be applicable.*
- *Various presentations are conducted at meetings of the Board/Committees of the Board periodically to familiarize the Directors with the business performance, business strategy, operations and functions of the Company. Such presentations help Directors to understand the Company's Strategy, Operations, Market Competition, Organization Structure, Risk Analysis and such other areas.*

The details of familiarization programme during the Financial Year 2018-19 are available on the official website of the Company i.e. www.bharatgears.com under the link i.e. <http://bharatgears.com/documents/details-of-familiarization-programme-for-independent-directors.pdf>

The **Table-3** gives the details of core skills/expertise/competencies identified by the Board of Directors as required in the context of Company's business(es) and sector(s) for Company to function effectively and those actually available with the Board.

Table-3

| S.No. | Core skills/expertise/competencies | Available with the Board (YES/NO) |
|-------|---|-----------------------------------|
| 1. | Knowledge of Core Business i.e. Automotive Gears | YES |
| 2. | Plant Management | YES |
| 3. | Strategic Planning | YES |
| 4. | Product Development and Marketing | YES |
| 5. | Knowledge of Macro Environment vis-à-vis Industry | YES |
| 6. | Financial Literacy | YES |
| 7. | Ability to read Financial Statements | YES |

B. Board Meetings

During the financial year 2018-19, 6 (Six) Board Meetings were held on the following dates. The gap between any two meetings was not more than

120 (one hundred and twenty) days as mandated in Regulation 17(2) of the Regulations:-

- 30 May, 2018;
- 03 August, 2018;
- 09 October, 2018;
- 30 October, 2018;
- 22 January, 2019;and
- 22 March, 2019

The Company Secretary prepares the agenda and explanatory notes, in consultation with the Chairman and Managing Director, Joint Managing Director and Chief Financial Officer and circulates the same in advance to the Directors. The Board meets at least once every quarter inter alia to review the quarterly results. Additional meetings are held, when necessary. Presentations are made to the Board on the business operations and performance of the Company. The minutes of the proceedings of the meetings of the Board of Directors are noted and the draft minutes are circulated amongst the members of the Board for their perusal. Comments, if any received from the Directors are also incorporated in the minutes, in consultation with the Chairman and Managing Director. The Minutes are signed by Chairman of the Board at the next meeting and signed minutes are circulated amongst the members of the Board for their perusal. Senior management personnel are invited to provide additional inputs for the items being discussed by the Board of Directors as and when considered necessary.

Post Meeting Follow Up System: The Company has an effective post Board Meeting follow up procedure. Action Taken Report on the decisions taken in a meeting are placed at the immediately succeeding meeting for information of the Board.

C. Information supplied to the Board

The Board has complete access to all information with the Company. The information is provided to the Board on regular basis and the agenda papers for the meetings are circulated in advance of each meeting. The information supplied to the Board includes the following, extent to the applicability during the year as per Regulation 17(7) read with Schedule II of the Regulations.

- Annual Operating Plans and Budgets and any updates.
- Capital budgets and any updates.
- Quarterly, Half Yearly and Yearly Results of the Company.
- Minutes of the Meetings of Audit Committee and other Committees of the Board.

The Board periodically reviews the compliance reports of all laws applicable to the Company prepared by the Company along with the declaration made by all the respective departmental heads and by the Chairman and Managing Director regarding compliance with all applicable laws.

4. BOARD COMMITTEES

A. Audit Committee

I. Constitution and Composition

In terms of Section 177 of the Companies Act, 2013 and Regulation 18 of the Regulations, the "Audit Committee" comprises of the following 3 (Three) Non-Executive and Independent Directors as on 31 March, 2019, who have financial/accounting acumen to specifically look into internal controls and audit procedures. All the members are financially literate and have accounting and financial management expertise. The **Table-4** gives the composition of the Audit Committee and attendance record of members of the Committee:

Table-4

| S.No. | Name of Member | Designation | No. of meetings Held/ Attended |
|-------|-------------------------|-------------|--------------------------------|
| 1. | Mr. Rakesh Chopra | Chairman | 5/5 |
| 2. | Mr. V.K. Pargal | Member | 5/5 |
| 3. | Ms. Hiroo Suresh Advani | Member | 5/5 |

Mr. Surinder Paul Kanwar has been inducted as a member of the Audit Committee w.e.f. 01 April, 2019. Accordingly, the Audit Committee has been reconstituted.

In addition to the Members of the Audit Committee, the Chief Financial Officer, Internal Auditors and the Statutory Auditors attended the meetings of the Committee as invitees. Members held discussions with Statutory Auditors during the meetings of the Committee. The Audit Committee reviewed the quarterly, half-yearly and year to date un-audited and annual audited financials of the Company before submission to the Board of Directors for its consideration and approval. The Committee also reviewed the internal control systems and internal audit reports.

Mr. Prashant Khattry, Head (Legal) and Company Secretary of the Company acted as Secretary to the Audit Committee Meetings as aforesaid.

The Chairman of the Audit Committee was present at the last Annual General Meeting to answer the queries of the shareholders to their satisfaction.

II. Audit Committee Meetings

During the year, 5 (Five) meetings of the Audit Committee were held on the following dates in terms of Regulation 18 of the Regulations:

- 29 May, 2018;
- 02 August, 2018;
- 30 October, 2018;
- 22 January, 2019; and
- 22 March, 2019

III. Powers of Audit Committee

The Audit Committee has been empowered with the adequate powers as mandated in Regulation 18 of the Regulations which includes the following:

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.

IV. Role of Audit Committee

The role of the Audit Committee in terms of Regulation 18 of the Regulations includes the following:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
3. Approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - a. matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013.
 - b. changes, if any, in accounting policies and practices and reasons for the same.
 - c. major accounting entries involving estimates based on the exercise of judgment by management.
 - d. significant adjustments made in the financial statements arising out of audit findings.
 - e. compliance with listing and other legal requirements relating to financial statements.

- f. disclosure of any related party transactions.
 - g. modified opinion(s) in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
 6. Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
 7. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
 8. Approval or any subsequent modification of transactions of the Company with related parties;
 9. Scrutiny of inter-corporate loans and investments;
 10. Valuation of undertakings or assets of the Company, wherever it is necessary;
 11. Evaluation of internal financial controls and risk management systems;
 12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
 13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
 14. Discussion with internal auditors of any significant findings and follow up there on;
 15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
 16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
 17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
 18. To review the functioning of the whistle blower mechanism;

19. Approval of appointment of Chief Financial Officer (CFO) (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

The Audit Committee may also review such matters as may be referred to it by the Board or which may be specified as role of the Audit Committee under amendments, if any, from time to time, to the Listing Regulations, Companies Act and other Statutes.

V. Review of Information by Audit Committee

The Audit Committee reviews the following information:

1. Management Discussion and Analysis of financial condition and results of operations;
2. Statement of significant Related Party Transactions (as defined by the Audit Committee), submitted by Management;
3. Management letters/letters of internal control weaknesses issued by the Statutory Auditors;
4. Internal Audit Reports relating to internal control weaknesses;
5. The appointment, removal and terms of remuneration of the Chief Internal Auditor shall be subject to review by the Audit Committee; and
6. Statement of deviations, if required.

B. Nomination and Remuneration Committee

I. Constitution and Composition

In terms of Section 178 of the Companies Act, 2013 and Regulation 19 of the Regulations, the Nomination and Remuneration Committee constitutes of following 4 (Four) Directors as members as on 31 March, 2019. **Table-5** gives the composition of the Nomination and Remuneration Committee and the attendance record of the members of the Committee.

Table-5

| S.No. | Name of Member | Designation | No. of meetings Held/ Attended |
|-------|--------------------------|-------------|--------------------------------|
| 1. | Mr. V.K. Pargal | Chairman | 2/2 |
| 2. | Mr. Rakesh Chopra | Member | 2/2 |
| 3. | Mr. N.V. Srinivasan | Member | 2/1 |
| 4. | Mr. Surinder Paul Kanwar | Member | 2/2 |

Mr. V.K. Pargal and Mr. Rakesh Chopra are the Non-Executive Independent Directors, Mr. N.V. Srinivasan is a Non-Executive Director and Mr. Surinder Paul Kanwar is Chairman and Managing Director of the Company.

Mr. W.R. Schilha and Ms. Hiroo Suresh Advani have been inducted as member of the Committee and Mr. Rakesh Chopra (the erstwhile member of Committee) has been designated as the Chairman of the Committee w.e.f. 01 April, 2019. Accordingly, the Nomination and Remuneration Committee has been reconstituted.

II. Nomination and Remuneration Committee Meetings

In terms of Regulation 19 of the Regulations, at least 1 (One) meeting of the Nomination and Remuneration Committee is held in each Financial Year.

During the Financial Year 2018-19, 2 (Two) meetings of the Nomination and Remuneration Committee were held. **Table-6** gives the details of the date and purpose of the meetings of Nomination and Remuneration Committee:-

Table-6

| S.No. | Date of Meeting | Purpose |
|-------|-----------------|--|
| 1. | 29 May, 2018 | <p>Consideration and recommendation of revision in the sitting fees payable to the Non Executive Directors of the Company for attending the meetings of the Board and its Committees</p> <p>Consideration and recommendation of the payment of remuneration to Mr. Surinder Paul Kanwar, Chairman and Managing Director for a period of 2(Two) years w.e.f. 01 October, 2018 of his present tenure</p> <p>Consideration and recommendation of the re-appointment of Mr. Sameer Kanwar, Joint Managing Director for a further period of 3(Three) years w.e.f 01 June, 2018 along with the proposed remuneration</p> <p>Consideration and recommendation of the appraisal of Key Managerial Personnel (KMP) and Senior Management Personnel of the Company</p> |
| 2. | 22 March, 2019 | Noting of the performance evaluation of Independent Directors carried on by Board of Directors and performance evaluation by the Independent Directors in their separate meeting |

Mr. Prashant Khattri, Head (Legal) & Company Secretary of the Company acted as Secretary to the Nomination and Remuneration Committee meetings as aforesaid.

The Chairman of the Nomination and Remuneration Committee was present at the last Annual General Meeting and replied to the queries of the shareholders to their satisfaction.

III. Role of Nomination and Remuneration Committee

The role of the Nomination and Remuneration Committee in terms of the Regulations includes the following:

1. formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration of the Directors, Key Managerial Personnel and other employees;
2. formulation of criteria for evaluation of performance of Independent Directors and the Board;
3. devising a policy on Board diversity;
4. identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal;
5. deciding whether to extend or continue the term of appointment of the Independent Directors, on the basis of the report of performance evaluation of Independent Directors.
6. recommend to the Board, all remuneration, in whatever form, payable to Senior Management.

Pursuant to Schedule V to the Companies Act, 2013, in case of no profits or inadequate profits, the Nomination and Remuneration Committee has been empowered to consider, approve and recommend the remuneration of Whole Time Director/Managing Director.

IV. Nomination and Remuneration Policy

Pursuant to the provisions of the Companies Act, 2013 read with Regulation 19 of the Regulations, the policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management as approved by the Board is available on the website of the Company i.e. www.bharatgears.com.

The objectives and purpose of the said policy are:

- To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Executive and Non-Executive) and persons who may be appointed in Senior Management and Key Managerial positions and to determine their remuneration.
- To determine remuneration based on the Company's size and financial position and trends and practices on remuneration prevailing in peer companies, in the Auto Component industry.

- To carry out evaluation of the performance of Directors, as well as Key Managerial and Senior Management Personnel.
- To provide them reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.

While deciding the remuneration for Directors, Key Managerial Personnel and other employees, the Board and the Nomination and Remuneration Committee takes into consideration the performance of the Company, the current trends in the industry, the qualification of the appointee(s), positive attributes, their independence, expertise, past performance and other relevant factors. The Board/Committee regularly keeps track of the market trends in terms of compensation levels and practices in relevant industries. This information is used to review the Company's remuneration policy from time to time.

V. Policy on Board Diversity

In terms of Regulation 19 of the Regulations, the Nomination and Remuneration Committee has formed the policy on Board Diversity to provide for having a

broad experience and diversity on the Board. The said policy is a part of Nomination and Remuneration Policy.

VI. Performance Evaluation

In terms of Regulation 17 of the Regulations, the Board of Directors in its meeting held on 22 March, 2019 evaluated the performance of Independent Directors in terms of criteria of performance evaluation as laid down by Nomination and Remuneration Committee which covers the area relevant to their role as Independent Director in the Company.

During the Financial Year 2018-19, a separate meeting of the Independent Directors of the Company was held on 22 March, 2019 in terms of Regulation 25 of the Regulations.

The Independent Directors in their separate meeting:

- reviewed the performance of Non-Independent Directors and the Board as a whole;
- reviewed the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors;
- assessed the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

VII. Remuneration of Directors for 2018-19

Table-7

(₹ In lacs)

| NON-EXECUTIVE DIRECTORS | | | | |
|-------------------------------|---------------------------|--------------------|---|---------------|
| Name of Director | Sitting Fees [#] | | Salaries and Perquisites | Total |
| | Board Meetings | Committee Meetings | | |
| Mr. V.K. Pargal | 1.50 | 1.65 | Nil | 3.15 |
| Mr. W.R. Schilha | 1.00 | 0.00 | Nil | 1.00 |
| Mr. Rakesh Chopra | 1.50 | 1.85 | Nil | 3.35 |
| Mr. N.V. Srinivasan | 1.25 | 0.10 | Nil | 1.35 |
| Ms. Hiroo Suresh Advani | 1.50 | 1.25 | Nil | 2.75 |
| | | | Sub-Total (A) | 11.60 |
| EXECUTIVE DIRECTORS | | | | |
| Mr. Surinder Paul Kanwar (\$) | | | • Salary | 145.00 |
| | | | • Contribution to provident and other funds (*) | 18.90 |
| | | | • Monetary value of perquisites (**) | 33.92 |
| | | | | 197.82 |
| Mr. Sameer Kanwar (\$) | | | • Salary | 115.00 |
| | | | • Contribution to provident and other funds (*) | 15.30 |
| | | | • Monetary value of perquisites (**) | 38.33 |
| | | | | 168.63 |
| | | | Sub-Total (B) | 366.45 |
| | | | Grand Total | 378.05 |

GST as applicable paid directly by the Company.

*Excludes provision for gratuity which is determined on the basis of actuarial valuation done on an overall basis for the Company.

**Excludes provision for compensated absences which is made based on the actuarial valuation done on an overall basis for the Company.

There is no notice period or severance fee in respect of appointment of any of the above Managerial Personnel. Neither Mr. Surinder Paul Kanwar nor Mr. Sameer Kanwar is entitled for any performance linked incentives and the Company does not have any Stock Option Scheme.

The Company has paid remuneration to the Non-Executive Directors by way of sitting fees at the rate of ₹ 25,000/- (Rupees Twenty Five Thousand Only) for attending each meeting of the Board and Audit Committee and ₹ 10,000/- (Rupees Ten Thousand Only) for other Committees of the Board of Directors of the Company.

\$ The remuneration payable to Mr. Surinder Paul Kanwar, Chairman and Managing Director and Mr. Sameer Kanwar, Joint Managing Director is subject to the approval of the shareholders by special resolution in general meeting, if the aggregate remuneration payable to them exceeds 5% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013 and fresh approval of the shareholders is sought at the beginning of each tenure of their appointment.

C. Stakeholders' Relationship Committee

I. Constitution and Composition

In terms of the provisions of the Companies Act, 2013 and Regulation 20 of the Regulations, the "Stakeholders' Relationship Committee" constitutes of following 3 (Three) Directors as members as on 31 March, 2019. The **Table-8** gives the composition of the Stakeholders' Relationship Committee and the attendance record of Members of the Stakeholders' Relationship Committee:

Table-8

| S.No. | Name of Member | Designation | No. of meetings Held/ Attended |
|-------|---------------------|-------------|--------------------------------|
| 1. | Mr. Rakesh Chopra | Chairman | 1/1 |
| 2. | Mr. Sameer Kanwar | Member | 1/1 |
| 3. | Mr. N.V. Srinivasan | Member | 1/0 |

Mr. Rakesh Chopra is a Non-Executive Independent Director, Mr. N.V. Srinivasan is a Non-Executive Director and Mr. Sameer Kanwar is Joint Managing Director of the Company.

Mr. Surinder Paul Kanwar has been inducted as member of the Committee w.e.f. 01 April, 2019. Accordingly, the Stakeholders' Relationship Committee has been reconstituted.

The "Stakeholders' Relationship Committee" has been empowered to consider and resolve the grievances of shareholders of the Company including grievances related to transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends and other miscellaneous grievances. The said Committee is also authorised to effect transfers/transmissions of Equity Shares/Debentures and other securities and also to issue Duplicate Share Certificates and other securities and matters related or incidental thereto.

II. Stakeholders' Relationship Committee Meetings

In terms of Regulation 20 of the Regulations, at least 1 (One) meeting of the Stakeholders' Relationship Committee is held in each Financial Year.

During the Financial Year 2018-19, 1 (One) meeting of the Stakeholders' Relationship Committee was held.

Table-9 gives the details of the date and purpose of the meeting of Stakeholders' Relationship Committee:-

Table-9

| S.No. | Date of Meeting | Purpose |
|-------|-----------------|--|
| 1. | 30 May, 2018 | Noting of status of requests received from the Shareholders for Dematerialisation, Rematerialisation, non-receipt of annual report, non-receipt of declared dividend, Transfers and Transmissions of Shares as on 31 March, 2018 |

Mr. Prashant Khattry, Head (Legal) and Company Secretary of the Company acted as Secretary to the Stakeholders' Relationship Committee Meeting as aforesaid.

The Chairman of the Stakeholders' Relationship Committee was present at the last Annual General Meeting and replied to the queries of the shareholders to their satisfaction.

III. Sub-Committee

In order to have speedy disposal of the Shareholders'/ Investors' requests for transfer and transmission, a Sub-Committee consisting of the following Directors/ Officers of the Company is in place for effecting transfer/transmission /split/consolidation of shares:

- Mr. Surinder Paul Kanwar, Chairman and Managing Director
- Mr. Sameer Kanwar, Joint Managing Director
- Mr. Prashant Khattry, Head (Legal) and Company Secretary

Any two of the above are authorised to consider and approve the transfer/transmission/split/consolidation of shares. The Sub-Committee is attending to Share Transfer formalities at least once in a fortnight.

IV. Status of Investor Complaints/Requests

| | |
|--|----------------|
| No. of Complaints received during financial year 2018-19 | NIL |
| No. of Complaints resolved to the satisfaction of stakeholders during financial year 2018-19 | NOT APPLICABLE |

No. of pending requests for share transfers, transmissions, dematerialisations and rematerialisations as on 31 March, 2019.

| Particulars | No. of Requests | No. of Securities |
|---|-----------------|-------------------|
| Transfers and Transmissions | NIL | NIL |
| Dematerialisations and Rematerialisations | NIL | NIL |

In terms of Regulation 13 of the Regulations, the Company has filed the status of investor complaints at the end of each quarter with National Stock Exchange of India Limited (NSE) through NSE Electronic Application Processing System (NEAPS) and with BSE Limited (BSE) through BSE Listing Centre duly signed by Mr. Prashant Khattry, Compliance Officer of the Company.

D. Corporate Social Responsibility Committee ("CSR Committee")

I. Constitution and Composition

In terms of provisions of Section 135 of the Companies Act, 2013, the Corporate Social Responsibility Committee ("CSR Committee") constitutes of following 3 (Three) Directors as members to monitor the Corporate Social Responsibility Policy of the Company as approved by the Board and the said policy is available on website of the Company i.e. www.bharatgears.com.

The **Table-10** gives the composition and the attendance record of Members of the CSR Committee:

Table-10

| S.No. | Name of Member | Designation | No. of meetings Held/ Attended |
|-------|--------------------------|-------------|--------------------------------|
| 1. | Mr. Surinder Paul Kanwar | Chairman | 1/1 |
| 2. | Mr. Sameer Kanwar | Member | 1/1 |
| 3. | Mr. Rakesh Chopra | Member | 1/1 |

Mr. Surinder Paul Kanwar is Chairman and Managing Director, Mr. Sameer Kanwar is Joint Managing Director and Mr. Rakesh Chopra is a Non-Executive Independent Director of the Company.

II. CSR Committee Meetings

During the Financial Year 2018-19, 1 (One) meeting of CSR Committee was held. **Table-11** gives the details of the date and purpose of the meeting of CSR Committee:-

Table-11

| S.No. | Date of Meeting | Purpose |
|-------|-----------------|---|
| 1. | 22 March, 2019 | Consideration and approval of spending on Corporate Social Responsibility (CSR) activities in terms of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility) Rules, 2014 |

E. Finance Committee

The "Finance Committee" of the Board of Directors of the Company is in existence which has been empowered to take care of the financing and other day to day requirements of the Company. The said Committee is authorised to borrow monies, make loans, issue shares, etc. and matters related or incidental thereto.

The **Table-12** gives the composition and the attendance record of Members of the Finance Committee:

Table-12

| S.No. | Name of Member | Designation | No. of meetings Held/ Attended |
|-------|--------------------------|-------------|--------------------------------|
| 1. | Mr. Rakesh Chopra | Chairman | 2/2 |
| 2. | Mr. Surinder Paul Kanwar | Member | 2/2 |
| 3. | Mr. Sameer Kanwar | Member | 2/2 |
| 4. | Mr. V.K. Pargal | Member | 2/2 |

Mr. Rakesh Chopra and Mr. V.K. Pargal are the Non-Executive Independent Directors, Mr. Surinder Paul Kanwar is Chairman and Managing Director and Mr. Sameer Kanwar is Joint Managing Director of the Company.

During the Financial Year 2018-19, 2 (Two) meetings of Finance Committee were held on 30 October, 2018 and 01 March, 2019 respectively to discharge the functions delegated to the Committee.

Each of these Committees of the Board have requisite expertise to handle the issues relevant to their field and spend considerable time and give focused attention to the various issues placed before it and guidance by these Committees lend immense values and enhances the decision making process of the Board. The Board reviews the functioning of these Committees from time to time. The Meetings of each of the Committee are convened by the respective Chairman, who also informs the Board about the summary of discussion held in the Committee Meetings. The Minutes of the Committee Meetings are sent to all the Directors individually and tabled at the respective Board/Committee Meeting.

5. COMPLIANCE OFFICER

Mr. Prashant Khattry, Head (Legal) and Company Secretary is the Compliance Officer of the Company.

6. DIRECTORS

Appointment/Re-appointment of existing Executive Director/Non-Executive Director

During the Financial Year 2018-19, the members of the Company at their Annual General Meeting held on 03 August, 2018 approved:

- Re-appointment of Mr. Sameer Kanwar as Joint Managing Director of the Company for a further period of 3(Three) years w.e.f. 01 June, 2018.
- Appointment of Mr. N.V. Srinivasan as Non – Executive Director of the Company liable to retire by rotation upto the conclusion of the next Annual General Meeting (AGM) of the Company in the Calendar year 2019.

The members of the Company vide their special resolution(s) passed through Postal Ballot on 18 May, 2019 approved the:

- Continuation of Mr. Virendra Kumar Pargal as a Non Executive Independent Director w.e.f. 01 April, 2019 till the end of his current tenure upto the conclusion of the 48th Annual General Meeting (AGM) of the Company in the Calendar Year 2020 in terms of the provisions of Section 149 of the Companies Act, 2013;
- Continuation of Mr. Nagar Venkatraman Srinivasan as a Non Executive Director liable to retire by rotation w.e.f. 01 April, 2019 till the end of his current tenure upto the conclusion of the 47th Annual General Meeting (AGM) of the Company in the Calendar Year 2019 in terms of the provisions of Section 152 of the Companies Act, 2013;

in terms of Regulation 17 of the Regulations as amended, the age of the said Directors being more than seventy five years as on 01 April, 2019.

In terms of the provisions of Section 149 of the Companies Act, 2013, Ms. Hiroo Suresh Advani had been appointed as a Non Executive Independent Director at the Annual General Meeting (AGM) of the Company held on 01 August, 2014 for a period of 5 (Five) Years upto the conclusion of the 47th AGM of the Company in the Calendar year 2019.

Therefore, in terms of provisions of Section 149 of the Companies Act, 2013, it has been proposed to appoint Ms. Hiroo Suresh Advani as Non Executive Independent Director at the ensuing Annual General Meeting (AGM) of the Company for a further period of 5 (Five) Years upto the conclusion of the 52nd AGM of the Company in the Calendar year 2024.

Further, in terms of Section 152 of the Companies Act, 2013, it has been proposed to appoint Mr. N.V. Srinivasan as Non Executive Director liable to retire by rotation at the ensuing Annual General Meeting (AGM) of the Company upto the conclusion of the next Annual General Meeting (AGM) of the Company in the Calendar year 2020.

As required under Regulation 36 of the Regulations, the information or details pertaining to the Director seeking appointment/re-appointment in the ensuing Annual General Meeting are furnished below.

The **Table-13** gives the information pertaining to the Directors who are to be appointed/re-appointed in terms of provisions of Companies Act, 2013 as applicable.

Table-13

| S.No. | Particulars |
|-------|---|
| 1. | <p>Ms. Hiroo Suresh Advani, Director</p> <p>Brief Resume: Ms. Hiroo Suresh Advani, aged 74 years is a Non-Executive Independent Director of the Company since 30 January, 2014. She is a post graduate in Arts. She has over 46 years of work experience in the field of Trade Finance, Project Finance, Corporate Banking, Technology Upgradation Programme (TUF) etc. in the organisations viz. Reserve Bank of India, Industrial Development Bank of India, Export Import Bank of India (EXIM Bank) etc. She has also served as Nodal officer of EXIM Bank for CDR Cell and represented EXIM Bank for TUF meetings Ministry of Textiles, GOI. She worked as Chief General Manager with EXIM Bank till 2005 and subsequently upon retirement, she served as Adviser in EXIM Bank till March 2009.</p> <p>Ms. Hiroo Suresh Advani does not hold the position of Chairman of any of the Committee of Board of the Company. She is a Member of Audit Committee & Nomination and Remuneration Committee of the Company.</p> <p>As on March 31, 2019, she does not hold any Share in the Company.</p> |
| 2. | <p>Mr. N.V. Srinivasan, Director</p> <p>Brief Resume: Mr. N.V. Srinivasan, aged 75 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 50 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 of 33 years, as Corporate Business Head having overall responsibility of all the operations of the Company. He continues to be associated with the company as Technical and Management Advisor.</p> <p>Mr. N.V. Srinivasan does not hold the position of Chairman of any of the Committee of Board of the Company. He is a Member of Nomination and Remuneration Committee and Stakeholders' Relationship Committee of the Company.</p> <p>As on 31 March, 2019, he does not hold any Share in the Company.</p> |

7. GENERAL BODY MEETINGS

The last three Annual General Meetings of the Company were held as detailed below:

Annual General Meetings
Table-14

| Financial Year | Venue | Date & Time | Special Resolution(s) Passed |
|----------------|---|-------------------------------|---|
| 2017-18 | Gulmohar Hall, Vibe By The LaLiT Traveller, 12/7, Mathura Road, Just After Toll Plaza, Faridabad-121003, Haryana | 03 August, 2018 11:30 A.M. | Yes 1. Consideration and approval of re-appointment of Mr. Sameer Kanwar as Joint Managing Director of the Company. 2. Consideration and approval of payment of remuneration to Mr. Surinder Paul Kanwar, Chairman and Managing Director of the Company for a further period of 2 (Two) years w.e.f. 01 October, 2018 of his present tenure. 3. Consideration and approval of re-classification of Share Capital and alteration in the Capital Clause of Memorandum of Association (MOA) of the Company. 4. Consideration and approval of alteration in the Objects Clause of Memorandum of Association (MOA) of the Company. |
| 2016-17 | Ark Hall, Hotel Saffron Kiran, 12/6, NH-2, Further to Sarai Metro Station, Near to Badarpur Toll Plaza, Sarai Khwaja, Faridabad-121003, Haryana | 09 August, 2017 03:00 P.M. | No |
| 2015-16 | Huda Convention Centre Sector-12 Faridabad-121007 (Haryana) | 04 August, 2016 11:30 A.M. | Yes Consideration and approval of the payment of remuneration to Mr. Sameer Kanwar, Joint Managing Director of the Company for a further period of 2(Two) years w.e.f. 01 June, 2016 of his present tenure. |

Extra-ordinary General Meetings

No Extraordinary General Meeting of the Company was held during the Financial Year ended 31 March, 2019.

Postal Ballot

There are no special resolutions passed during 2018-19 through postal ballot.

Further, during the Financial Year 2019-20, the Company has obtained the approval of its members through Postal Ballot (including voting by electronic means) in accordance with the procedure prescribed in terms of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on following resolution(s):

1. Consideration and approval of continuation of Mr. V.K Pargal as a Non-Executive Independent Director on the Board of the Company.
2. Consideration and approval of continuation of Mr. N.V. Srinivasan as a Non-Executive Director on the Board of the Company.

Mr. Nitin Rawat, Practicing Company Secretary was appointed as the Scrutinizer by the Board to conduct the said Postal Ballot Process in fair and transparent manner.

The results of voting, conducted through Postal Ballot (including voting by electronic means) for passing of the Special Resolution(s), had been announced by the Chairman and Managing Director on 20 May, 2019 as reproduced below:

Resolution No. 01: To consider and approve the continuation of Mr. V.K Pargal as a Non-Executive Independent Director on the Board of the Company.

Type of Resolution: (Special)

| Category | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes - in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|-----------------------------|------------------------|-------------------------|---|------------------------------|----------------------------|--|--|
| Promoter and Promoter Group | 44,66,738 | 44,66,133 | 99.99 | 44,66,133 | 0 | 100.00 | 0.00 |
| Public – Institutions | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| Public – Non Institutions | 36,76,095 | 21,427 | 0.58 | 20,418 | 1,009 | 95.29 | 4.71 |
| Total | 81,42,833 | 44,87,560 | 55.11 | 44,86,551 | 1,009 | 99.98 | 0.02 |

The above special resolution was passed with requisite majority.

Resolution No. 02: To consider and approve the continuation of Mr. N.V. Srinivasan as a Non-Executive Director on the Board of the Company.

| Category | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes - in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|-----------------------------|------------------------|-------------------------|---|------------------------------|----------------------------|--|--|
| Promoter and Promoter Group | 44,66,738 | 44,66,133 | 99.99 | 44,66,133 | 0 | 100.00 | 0.00 |
| Public – Institutions | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| Public – Non Institutions | 36,76,095 | 21,321 | 0.58 | 20,312 | 1,009 | 95.27 | 4.73 |
| Total | 81,42,833 | 44,87,454 | 55.11 | 44,86,445 | 1,009 | 99.98 | 0.02 |

The above special resolution was passed with requisite majority.

8. MEANS OF COMMUNICATION

The Quarterly, Half Yearly and Annual Financial Results during the year were published by the Company as under:

Table-15

| Financial Results | Name(s) of Newspapers | Date(s) of Publication |
|---|---|------------------------|
| Quarter/Year ended 31 March, 2018 | Financial Express# Jansatta(Hindi)## | 31 May, 2018 |
| Quarter ended 30 June, 2018 | Financial Express# Jansatta(Hindi)## | 04 August, 2018 |
| Quarter/Half Year ended 30 September, 2018 | Financial Express# Jansatta(Hindi)## | 31 October, 2018 |
| Quarter/Nine Months ended 31 December, 2018 | Financial Express# Jansatta(Hindi)## | 23 January, 2019 |

Financial Express- Delhi, Mumbai, Ahmedabad, Bengaluru, Chandigarh, Chennai, Hyderabad, Kochi, Kolkata, Lucknow, Pune Editions.

Jansatta (Hindi)- Delhi Edition.

In addition to the above, the quarterly/half yearly and the annual financial results and official releases, if any, are also displayed under the "Investors" section on the Company's official website i.e. www.bharatgears.com for the information of all the shareholders.

Also, the Quarterly Results, Corporate Governance Report and Shareholding Pattern of the Company as mandated under Regulation 33, Regulation 27 and Regulation 31 of

the Regulations respectively are filed with the National Stock Exchange of India Limited (NSE) through NSE Electronic Application Processing System (NEAPS) and with BSE Limited (BSE) through BSE Listing Centre.

Further, any interviews given by Company Executives/ Management during the year are also displayed on the Company's official website i.e. www.bharatgears.com.

Green Initiative:

In support of the "Green Initiative" undertaken by Ministry of Corporate Affairs (MCA), the Company had sent soft copies of Annual Reports for the year 2017-18 to all those shareholders whose e-mail addresses were made available to the depositories or the Registrar and Transfer Agents (RTA). Physical copies were sent to only those shareholders whose e-mail addresses were not available and for the bounced e-mail cases.

Besides the above, no other presentations were made to any institutional investor or to the analysts.

9. GENERAL SHAREHOLDERS' INFORMATION

A. Company Registration Details:

The Company is registered under the Registrar of Companies, NCT of Delhi and Haryana.

The Corporate Identification Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L29130HR1971PLC034365.

B. Annual General Meeting Details:

The forthcoming AGM of the Company shall be held at 11:30 A.M. on Tuesday, the 06 August, 2019 at ARK Hall, Hotel Saffron Kiran, 12/6, NH-2, Further to Sarai Metro Station, Near to Badarpur Toll Plaza, Sarai Khwaja, Faridabad – 121003, Haryana.

C. Financial Year:

Financial year of the Company commences on 01 April and ends on 31 March. The four Quarters of the Company ends on 30 June, 30 September, 31 December and 31 March respectively.

D. Dividend Payment Date:

The dividend, if declared, will be paid on or before 05 September, 2019.

E. Listing on Stock Exchanges and Stock Code:

The Shares of the Company are listed on the following Stock Exchanges:

1. BSE Limited [BSE]
[Stock Code: 505688]
2. National Stock Exchange of India Limited [NSE]
[Symbol: BHARATGEAR]

The Annual Listing Fees for the year 2019-20 has been paid in advance to the aforesaid Stock Exchanges.

F. Market Price Data:

High and Low prices during each month of Financial Year 2018-19 on National Stock Exchange of India Limited and BSE Limited are as under:

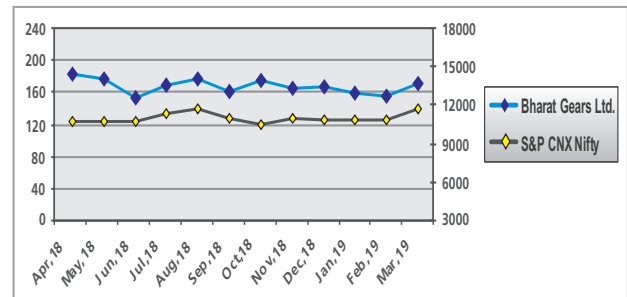
The Closing Price represents the price on the last trading day of each month of Financial Year 2018-19.

Table-16

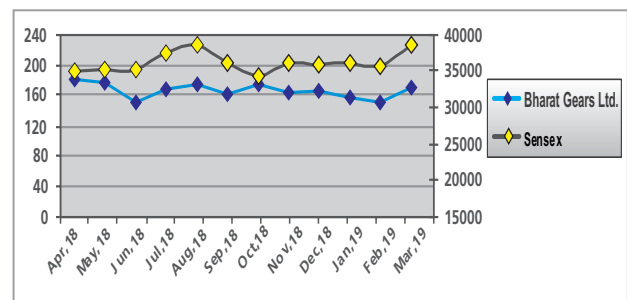
| Month | High (₹) | | Low (₹) | | Closing (₹) | |
|-----------|----------|--------|---------|--------|-------------|--------|
| | NSE | BSE | NSE | BSE | NSE | BSE |
| April | 192.00 | 193.00 | 168.25 | 166.65 | 182.40 | 181.85 |
| May | 195.50 | 195.00 | 161.10 | 161.10 | 176.85 | 176.85 |
| June | 183.95 | 184.55 | 148.10 | 149.15 | 153.55 | 152.70 |
| July | 171.60 | 173.40 | 143.20 | 142.10 | 169.15 | 170.10 |
| August | 198.00 | 199.00 | 164.20 | 164.70 | 176.45 | 175.60 |
| September | 206.90 | 220.00 | 155.55 | 156.65 | 160.15 | 161.90 |
| October | 191.50 | 193.00 | 145.00 | 145.00 | 174.65 | 175.20 |
| November | 188.50 | 188.50 | 162.00 | 154.00 | 165.35 | 165.35 |
| December | 175.00 | 174.90 | 147.10 | 149.00 | 166.95 | 167.60 |
| January | 185.85 | 184.80 | 150.20 | 152.20 | 157.85 | 157.80 |
| February | 162.45 | 162.85 | 143.00 | 142.15 | 154.50 | 153.05 |
| March | 174.80 | 175.00 | 155.00 | 154.15 | 170.30 | 171.40 |

The graphical presentations of movement of closing share prices of the Company on NSE and BSE during the year are as under:

a. BHARAT GEARS' PRICES VERSUS S & P CNX NIFTY



b. BHARAT GEARS' PRICES VERSUS SENSITIVITY AT BSE



G. Registrar and Transfer Agent:

Link Intime India Private Limited is the Registrar and Transfer agent for handling both the share registry work relating to shares held in physical and electronic form at single point. The Share Transfers were duly registered and returned in the normal course within stipulated period, if the documents were clear in all respects.

The Shareholders are therefore advised to send all their correspondences directly to the Registrar and Transfer Agent of the Company at the below mentioned address:

Link Intime India Private Limited
Noble Heights, 1st Floor,
Plot No NH-2, C-1 Block, LSC,
Near Savitri Market,
Janakpuri,
New Delhi - 110058
Tel Nos.: 011-41410592-94
Fax No.: 011-41410591
Email: delhi@linkintime.co.in

However, for the convenience of Shareholders, correspondence relating to Shares received by the Company are forwarded to the Registrar and Transfer Agent for action thereon.

In terms of Regulation 7 of the Regulations, the Company has filed a compliance certificate with National Stock Exchange of India Limited (NSE) through NSE Electronic Application Processing System (NEAPS)

and with BSE Limited (BSE) through BSE Listing Centre duly signed by Mr. Prashant Khattry, Compliance Officer of the Company and the authorized representative of Registrar & Transfer Agent of the Company certifying that all activities in relation to both physical and electronic share transfer facility are maintained by the Registrar & Transfer Agent of the Company.

H. Share Transfer System:

The Shares are accepted for registration of transfer at the Registered Office of the Company in addition to the office of Registrar and Transfer Agent (RTA), Link Intime India Private Limited. Link Intime India Private Limited is fully equipped to undertake the activities of Share Transfers and redressal of Shareholders grievances.

In order to have speedy disposal of the shareholders'/ investors' requests for transfers and transmissions, a sub-committee consisting of the following directors/officers of the Company is in place for effecting Transfer/ Transmission /Split/Consolidation of Shares.

- Mr. Surinder Paul Kanwar, Chairman and Managing Director
- Mr. Sameer Kanwar, Joint Managing Director
- Mr. Prashant Khattry, Head(Legal) and Company Secretary

Any two of the above are authorised to consider and approve the Transfer/Transmission/Split/Consolidation of Shares. The Sub-Committee is attending to Share Transfer formalities at least once in a fortnight.

After approved by the Sub-Committee, the Share Transfers are affected by the Registrar and Transfer Agent of the Company.

As per the requirements of Regulation 40(9) of the Regulations, the Company has obtained the Half Yearly Compliance Certificate from a Company Secretary in Practice for due compliance of Share Transfer formalities and the same has been filed with National Stock Exchange of India Limited (NSE) through NSE Electronic Application Processing System (NEAPS) and with BSE Limited (BSE) through BSE Listing Centre accordingly.

I. Shareholding pattern of the Company as per category of shareholders as on 31 March, 2019:

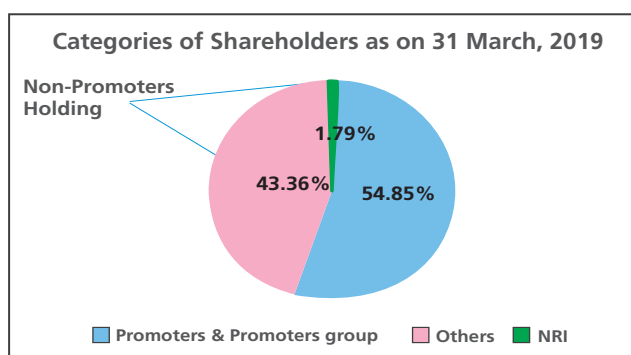


Table-17

| Category | No. of Shares Held | %age of Share Holding |
|---|--------------------|-----------------------|
| A Promoters' holding | | |
| 1. Promoters | | |
| - Indian Promoters | 2629525 | 32.29 |
| - Foreign Promoters | - | - |
| 2. Persons acting in Concert | | |
| | 1837213 | 22.56 |
| B. Non-Promoters' Holding | | |
| 3. Institutional Investors | | |
| a. Mutual Funds and Unit Trust of India | 2900 | 0.04 |
| b. Banks, Financial Institutions, Insurance Companies (Central/State Govt. Institutions/Non-Govt. Institutions) | 11439 | 0.14 |
| c. Foreign Institutional Investor | - | - |
| 4. Others | | |
| a. Private Corporate Bodies | 330379 | 4.06 |
| b. Indian Public | 3031843 | 37.23 |
| c. Non Resident Indians/Overseas | 145525 | 1.79 |
| d. NBFCs registered with RBI | 1500 | 0.02 |
| e. Any Other | 152509 | 1.87 |
| Total | 8142833 | 100.00 |

J. Distribution of Shareholding as on 31 March, 2019:

Table-18

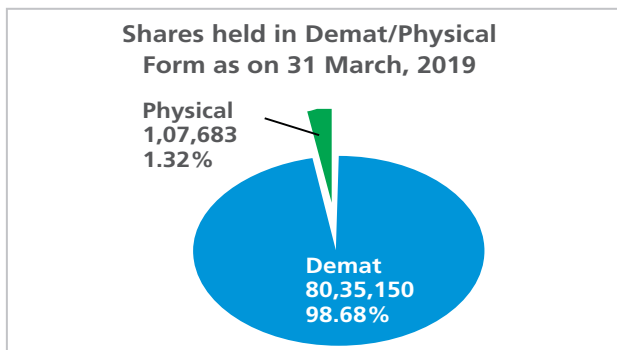
| No. of Equity shares held | Number of Shareholders | Number of Shares | %age to total shares |
|---------------------------|------------------------|------------------|----------------------|
| Up to 500 | 12969 | 1110331 | 13.64 |
| 501 to 1000 | 518 | 410762 | 5.05 |
| 1001 to 2000 | 259 | 388590 | 4.77 |
| 2001 to 3000 | 106 | 279574 | 3.43 |
| 3001 to 4000 | 32 | 113911 | 1.40 |
| 4001 to 5000 | 45 | 210288 | 2.58 |
| 5001 to 10000 | 54 | 399056 | 4.90 |
| 10001 and above | 34 | 5230321 | 64.23 |
| Total | 14017 | 8142833 | 100.00 |

K. Share Dematerialisation System:

The requests for dematerialisation of shares are processed by Registrar & Transfer Agent (RTA) expeditiously and the confirmation in respect of dematerialisation is entered by RTA in the depository system of the respective depositories, by way of electronic entries for dematerialisation of shares generally on weekly basis. In case of rejections, the documents are returned under objection to the Depository Participant with a copy to the shareholder and electronic entry for rejection is made by RTA in the Depository System.

L. Dematerialization of Shares and Liquidity:

The Company’s Equity Shares are compulsorily traded in the Stock Exchanges in the dematerialized mode and are available for trading under both the Depository Systems in India i.e. National Securities Depository Limited and Central Depository Services (India) Limited.



As on 31 March, 2019, a total of 80,35,150 equity shares of the Company of ₹ 10/- each, which form 98.68% of the paid up Equity Share Capital, stand dematerialized.

Table-19

| PARTICULARS | | | | | |
|---------------|-------|---------------|-------|---------------|------|
| DEMAT | | | | PHYSICAL | |
| NSDL | | CDSL | | | |
| No. of shares | % | No. of shares | % | No. of shares | % |
| 66,77,072 | 82.00 | 13,58,078 | 16.68 | 1,07,683 | 1.32 |

Outstanding ADRs/GDRs/Warrants or any convertible instruments, conversion date and likely impact on equity: Not Applicable

M. Unclaimed Shares in Physical Mode:

As per Part F of Schedule V of the Regulations, there are no unclaimed shares in the Company.

In terms of provisions of Section 124(6) of the Companies Act, 2013 read with the Investor Education & Protection Fund (IEPF) Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (“the Rules”) and the Investor Education & Protection Fund (IEPF) Authority (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017 (“the Amended Rules”), the Company is required to transfer the equity shares in respect of which dividends have remained unclaimed for a period of seven consecutive years to the IEPF Account established by the Central Government and a statement containing such details are required to be filed with the Ministry of Corporate Affairs (MCA).

In terms of above, pursuant to the transfer of the unclaimed dividend for the year 2010-11 to the IEPF on 24 August, 2018 i.e. upon completion of seven years from transfer of dividend into unclaimed dividend

account, 46,165 (Forty Six Thousand One Hundred Sixty Five) Equity Shares relating to such dividend on which the dividend has not been claimed for the consecutive seven years since 2010-11 have been transferred into demat account of IEPF Authority.

Pursuant to the transfer of aforesaid Equity Shares, 89,834 (Eighty Nine Thousand Eight Hundred Thirty Four) Equity Shares of the Company in aggregate are being held in demat account of IEPF Authority. No such Shareholder whose Equity Shares are held in the demat account of IEPF Authority has approached the Company or IEPF Authority to claim their respective Shares during the Financial Year 2018-19.

During the Financial Year 2019-20, 2 (Two) requests for claim of shares have been received and the same are under process.

Further, upon transfer of the unclaimed dividend for the year 2011-12 to the Investor Education and Protection Fund (IEPF) on 24 August, 2019 i.e. upon completion of seven years from the transfer of dividend into unclaimed dividend account, the equity shares relating to such dividend on which the dividend has not been claimed for the consecutive seven years since 2011-12 (net of the shares already transferred) shall also be transferred into IEPF.

In terms of the Rule 6(3) of Investor Education and Protection Fund (IEPF) Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the necessary communications have been made to the respective shareholders whose shares are required to be transferred to the IEPF so as to enable them to claim their dividend attached to such shares before such dividend and shares are transferred to IEPF during the Financial Year 2019-20 and further, the necessary information in this regard is available on the website of the Company i.e. www.bharatgears.com for the convenience of the shareholders.

The Equity shares once transferred into IEPF can only be claimed by the concerned shareholder from IEPF Authority after complying with the procedure prescribed under the Rules and the Amended Rules.

N. Corporate Benefits:

Dividend History:

Table-20

| Financial Year | Rate (%) | Amount(₹ in Lacs) |
|----------------|----------|-------------------|
| 2018-19 | 10 | 93.06* |
| 2017-18 | NIL | NIL |
| 2016-17 | NIL | NIL |
| 2015-16 | NIL | NIL |
| 2014-15 | NIL | NIL |

*Includes dividend on shares allotted on 10 May, 2019 under Rights Issue.

O. Plant locations:

The Company’s Plants are located at the below mentioned addresses:

- 20 K.M. Mathura Road, P.O. Amar Nagar, Faridabad, Haryana, Pin-121 003
- Kausa Shil, Mumbra, Dist. Thane, Maharashtra, Pin-400 612
- Lonand, Taluka Khandala, District Satara, Maharashtra, Pin: 415 521

P. Addresses for Correspondence:

For Share transfer/demat/remat of shares or any other query relating to shares:-

Link Intime India Private Limited, Noble Heights, 1st Floor, Plot No NH-2, C-1 Block, LSC, Near Savitri Market, Janakpuri, New Delhi – 110058, Tel Nos.: 011-41410592-94, Email:delhi@linkintime.co.in.

For Investor Assistance:-

Mr. Prashant Khattry, Head (Legal) and Company Secretary, Bharat Gears Limited, 20 K.M. Mathura Road, P.O. Amar Nagar, Faridabad-121 003, Phone:0129-4288888, Fax No. 0129-4288822-23, Email: prashant.khattry@bglindia.com.

10. OTHER DISCLOSURES

A. Related Party Transactions:

During the year 2018-19, there were no material individual transactions with related parties, which are not in normal course of business or are not on an Arm's Length basis in terms of Regulation 23 of the Regulations. The statements in summary form of transactions with Related Parties in the ordinary course of business are placed periodically before the Audit Committee for its consideration and approval. All disclosures related to financial and commercial transactions where Directors are interested are provided to the Board and the interested Directors neither participated in the discussion nor did they vote on such matters. The details of the Related Party Transactions during the year are given in the Notes forming part of the financial statements.

Further, the Company has formulated a policy on materiality of Related Party Transactions in accordance with the Regulation 23 of the Regulations and the same is available on the website of the Company i.e. www.bharatgears.com under the link http://www.bharatgears.com/documents/related_party_transaction_policy.pdf

B. Disclosure of Accounting Treatment in preparation of Financial Statements:

Bharat Gears Limited has followed the guidelines of Accounting Standards as mandated by the Central Government in preparation of its financial statements.

C. Risk Management Framework:

In pursuance to the Companies Act, 2013 and Regulation 17(9) of the Regulations, the Board of Directors of the Company has adopted a comprehensive Enterprise Risk Management Framework wherein the risks faced by the Company have been identified and assessed and on the basis of the same, the various risks have been prioritized and further the procedures have been devised upon to mitigate such risks. The progress checks on all the risks are done at the Senior Management level and the

summary of the same is placed before the Board on a quarterly basis.

The process of risk identification, assessment, prioritization and the devising of the procedures for mitigation of risks is repeated on an annual basis to make the risk management framework inline with the changing requirements of the Industry vis-à-vis the operations of the Company.

A detailed note on Risk Management is given in the Management Discussion and Analysis section forming part of the Board's Report.

D. Management:

Management Discussion and Analysis forms part of the Annual Report to the Shareholders for the Financial Year 2018-19.

E. Compliance by the Company:

There were no instances of any non-compliance by the Company or any penalties, strictures imposed on the Company by Stock Exchanges or SEBI or any other Statutory Authority, on any matter related to the Capital Markets, during the last three years.

F. Whistle Blower Policy/Vigil Mechanism:

The Whistle Blower Policy/Vigil Mechanism of the Company has been formulated as per Regulation 22 of the Regulations and Section 177 of the Companies Act, 2013. The policy provides a channel to the employees, Directors and any other person who avails such mechanism to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Codes of Conduct or Policy. The mechanism of policy provides for adequate safeguards against victimization of employees, Directors and any other person who avails such mechanism and also provide for direct access to the Chairman of the Audit Committee in appropriate and exceptional cases. The said policy has been communicated to all the personnel of the Company and is available on the website of the Company i.e. www.bharatgears.com. Protected disclosure can be made by the whistle blower in a closed and secured envelope or sent through e-mail to the Compliance Officer.

During the year under review, no unethical behavior has been reported. Further, the Company has not denied any personnel access to the Audit Committee and it will provide protection to Whistle Blower, if any, from adverse personnel action.

G. Policy on Preservation of Documents/Archival Policy on Website Disclosure:

The Policy on Preservation of Documents/Archival Policy on Website Disclosure in accordance with Regulation 9 and Regulation 30(8) of the Regulations is in existence which provides the framework for preservation of documents and records of the Company for a specified period and the records of the Company which are no longer needed or are of no value are discarded after following the due process for discarding the same. This Policy aids the employees of the Company in understanding their obligations in retaining and preserving the documents and records which are

required to be maintained as per the applicable statutory and regulatory requirements. The said policy is available on the website of the Company i.e. www.bharatgears.com.

H. Policy on criteria for Determining Materiality of Events:

The Policy on criteria for determining Materiality of Events has been framed in accordance with Regulation 30 of the Regulations which defines the criteria for determining the materiality of events or information related to the Company, provides that such information should be adequately disseminated in pursuance with the Regulations and further provides for the overall governance framework for such determination of materiality. The said policy is available on the website of the Company i.e. www.bharatgears.com.

I. CEO/CFO certification:

Certificate from Mr. Surinder Paul Kanwar, Chairman and Managing Director and Mr. Milind Pujari, Chief Financial Officer in terms of Regulation 17(8) of the Regulations for the Financial Year ended 31 March, 2019 was placed before the Board of Directors of the Company in its meeting held on 30 May, 2019.

J. Code of Conduct and Corporate Ethics:

Code of Business Conduct and Ethics

Bharat Gears Limited believes that Good Corporate Governance is the key to the Conduct of Company's Business in a transparent, reliable and vibrant manner. It is of paramount importance for any Company to create an atmosphere of faith, integrity, accountability, responsibility and financial stability by adhering to commitment, ethical business conduct, a high degree of transparency thereby unlocking the individual intellectual capabilities and enabling its Board of Directors to conduct its duties under a moral authority, which ultimately leads to enhance legitimate needs and value of the stakeholders. A copy of this code formulated in terms of Regulation 17 of the Regulations has been posted at Company's official website i.e. www.bharatgears.com.

Code of Conduct for Prevention of Insider Trading

The Company has a comprehensive Code of Conduct for its Management, Staff and Directors for prevention of Insider Trading in compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015. The code lays down the guidelines and procedures to be followed and disclosures to be made while dealing with the Shares of the Company and cautioning them on the consequences of non-compliances. The pieces of the price sensitive information are disseminated to the Stock Exchanges timely, adequately and promptly on continuous basis for prevention of Insider Trading. The Company Secretary has been appointed as Compliance Officer and is responsible for adherence to Code for prevention of Insider Trading. A copy of same has been posted at the Company's official website i.e. www.bharatgears.com.

K. Legal Compliance Reporting:

The Board of Directors reviews in detail, on a quarterly basis, the reports of compliance to all applicable laws and regulations in terms of Regulation 17 of

the Regulations. The Company has developed a very comprehensive Legal compliance manual, which drills down from the Senior Management Personnel to the executive-level person (who is primarily responsible for compliance) within the Company. The process of compliance reporting is fully automated, using the legal compliance software. System based alerts are generated till the user submits the compliance report, with provision for escalation to the higher-ups in the hierarchy. Any non-compliance is seriously taken up by the Board, with fixation of accountability and reporting of steps taken for rectification of non compliance.

L. Disclosures in relation to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

Pursuant to Section 21 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 read with Rule 14 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Rules, 2013, the Company has constituted Internal Complaints Committee (ICC) at all its Units (i.e. Faridabad, Mumbra and Lonand) where any grievance of sexual harassment at workplace can be reported.

The Company has also adopted a policy on Prevention of Sexual Harassment at workplace. The objective of the policy is to provide its women employees, a workplace free from harassment/discrimination and every employee is treated with dignity and respect. The said policy is available on the website of the Company i.e. www.bharatgears.com under the link <http://bharatgears.com/documents/policy-for-prevention-of-sexual-harassment.pdf>

During the Financial Year 2018-19, ICC of all units of the Company has not received any complaint pertaining to sexual harassment of women at workplace.

Status of Complaints as on 31 March, 2019:

| Table-21 | |
|---|----------------|
| No. of Complaints filed during Financial Year 2018-19 | NIL |
| No. of Complaints disposed of during Financial Year 2018-19 | NOT APPLICABLE |
| No. of Complaints pending as on 31 March, 2019 | NOT APPLICABLE |

M. Certificate on Non-disqualification of Directors:

Certificate from a Company Secretary in practice to the effect that none of the directors on the board of the Company have been debarred or disqualified from being appointed or continuing as directors of Companies by SEBI/Ministry of Corporate Affairs or any such statutory authority is annexed to this report.

N. Fees paid to Statutory Auditors:

The details of fees paid by the Company to the Statutory Auditors of the Company and all entities in the network firm/network entity of which the statutory auditors are a part for the Financial Year 2018-19 are as follows:

Table-22

| Particulars | ₹ lacs |
|--|--------------------------------------|
| | For the year ended 31 March, 2019 |
| Fees for audit and related services paid to S R B C & CO LLP | 36.23 |
| Other fees paid to the network firm of which the statutory auditor is a part | 1.00 |
| Total | 37.23 |

O. Mandatory Requirements:

The Company has complied with all the mandatory requirements of Regulation 17 to 27 and Clause (b) to (i) of sub-regulation (2) of Regulation 46 of the Regulations. Details of compliances are given below:

Table-23

| I. Disclosure on website in terms of Listing Regulations | Compliance status (Yes/No/NA) | |
|---|----------------------------------|----------------------------------|
| Item | | |
| Details of business | | Yes |
| Terms and conditions of appointment of independent directors | | Yes |
| Composition of various committees of board of directors | | Yes |
| Code of conduct of board of directors and senior management personnel | | Yes |
| Details of establishment of vigil mechanism/Whistle Blower policy | | Yes |
| Criteria of making payments to non-executive directors | | Yes |
| Policy on dealing with related party transactions | | Yes |
| Policy for determining 'material' subsidiaries | | NA |
| Details of familiarization programmes imparted to independent directors | | Yes |
| Contact information of the designated officials of the Company who are responsible for assisting and handling investor grievances | | Yes |
| Email address for grievance redressal and other relevant details | | Yes |
| Financial results | | Yes |
| Shareholding pattern | | Yes |
| Details of agreements entered into with the media companies and/or their associates | | NA |
| New name and the old name of the listed entity | | NA |
| II. Annual Affirmations | | |
| Particulars | Regulation Number | Compliance status (Yes/No/NA) |
| Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility' | 16(1)(b) & 25(6) | Yes |
| Board composition | 17(1) | Yes |
| Meeting of Board of directors | 17(2) | Yes |
| Review of Compliance Reports | 17(3) | Yes |
| Plans for orderly succession for appointments | 17(4) | Yes |
| Code of Conduct | 17(5) | Yes |
| Fees/compensation | 17(6) | Yes |
| Minimum Information | 17(7) | Yes |
| Compliance Certificate | 17(8) | Yes |
| Risk Assessment & Management | 17(9) | Yes |
| Performance Evaluation of Independent Directors | 17(10) | Yes |
| Composition of Audit Committee | 18(1) | Yes |
| Meeting of Audit Committee | 18(2) | Yes |
| Composition of Nomination & Remuneration committee | 19(1) & (2) | Yes |

| II. Annual Affirmations.... Contd. | | |
|---|--------------------------|--------------------------------------|
| Particulars | Regulation Number | Compliance status (Yes/No/NA) |
| Composition of Stakeholders' Relationship Committee | 20(1) & (2) | Yes |
| Composition and role of Risk Management Committee | 21(1),(2),(3),(4) | NA |
| Vigil Mechanism | 22 | Yes |
| Policy for Related Party Transaction | 23(1),(5),(6),(7) & (8) | Yes |
| Prior or Omnibus approval of Audit Committee for all Related Party Transactions | 23(2),(3) | Yes |
| Approval for material Related Party transactions | 23(4) | NA |
| Composition of Board of Directors of unlisted material Subsidiary | 24(1) | NA |
| Other Corporate Governance requirements with respect to subsidiary of Company | 24(2),(3),(4),(5) & (6) | NA |
| Maximum Directorship & Tenure | 25(1) & (2) | Yes |
| Meeting of Independent Directors | 25(3) & (4) | Yes |
| Familiarization of Independent Directors | 25(7) | Yes |
| Memberships in Committees | 26(1) | Yes |
| Affirmation with compliance to code of conduct from members of Board of Directors and Senior Management Personnel | 26(3) | Yes |
| Disclosure of Shareholding by Non-Executive Directors | 26(4) | Yes |
| Policy with respect to Obligations of Directors and Senior Management | 26(2) & 26(5) | Yes |

P. Non-Mandatory Requirements:

The Company has set up a Finance Committee, details whereof are given in the Board Committee section of this report.

Q. Investor Relations:

The growing requirements of disclosure, transparency and corporate governance have made it imperative for Companies to manage information flow and communicate more effectively with shareholders. Investor Relations at BGL aims at seamless two way communication with the Investor Community. It is based on the tenets of transparency, accuracy and timeliness of disclosures. There is a conscious effort towards the effective dissemination of information to the shareholders to communicate the Company's long term vision and goals.

R. E-mail for investors:

The Company has designated investor@bglindia.com as e-mail address especially for investors' grievances. Alternatively, the investors can send their complaints/requests at info@bglindia.com.

SEBI has commenced processing of investor complaints in a centralised web based complaints redressal system i.e. SCORES. The Company has supported SCORES by using it as a platform for communication between SEBI and the Company.

S. Nomination facility:

The Shareholders holding Shares in physical form may, if they so want, send their nominations in prescribed Form SH-13 of the Companies (Share Capital and Debentures) Rules 2014, to the Company's RTA. The said form can be obtained from the Company's RTA

or downloaded from the Company's Website http://bharatgears.com/documents/form_sh_13_nomination.pdf. The Shareholders who wish to change or cancel their nominations, if already made may send their requests in prescribed Form SH-14 of the Companies (Share Capital and Debentures) Rules 2014, to the Company's RTA which can be obtained from the Company's RTA or downloaded from the Company's Website <http://bharatgears.com/documents/form-sh-14-validation-or-cancellation.pdf>

Those holding shares in dematerialized form may contact their respective Depository Participant (DP) to avail the nomination facility or further change in nominations.

T. Updation of Shareholders information:

The Shareholders of the Company are requested to intimate their latest Residential Address along with the details of their Shareholding in "Updation of Shareholder's Information Form" (which can be obtained from the Registered Office of the Company or downloaded from the Company's Website under the link http://bharatgears.com/documents/form_updation_shareholders_information.pdf. The duly filled form for Updation of information may either be sent to the Company at its Registered Office or be hand-delivered at the Annual General Meeting of the Company.

For and on behalf of the Board of Directors



Surinder Paul Kanwar

Place: Mumbai Chairman and Managing Director
Dated: 30 May, 2019 DIN: 00033524

COMPLIANCE CERTIFICATE AS PER REGULATION 17(8) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

We have reviewed financial statements and the cash flow statement for the year 2018-19 and that to the best of our knowledge and belief:

- 1) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- 2) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;
- 3) No transaction have been entered into by the Company during the above said period, which are fraudulent, illegal or violative of the Company's Code of Conduct.

Further, we accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial statements and we have disclosed to the Auditors and the Audit Committee, wherever applicable:

- 1) Deficiencies in the design or operation of internal controls, if any, which came to our notice and the steps we have taken or propose to take to rectify these deficiencies;
- 2) Significant changes in internal control over financial reporting during the year 2018-19;
- 3) Significant changes in accounting policies during the year 2018-19 and that the same have been disclosed in the notes to the financial statements;
- 4) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For Bharat Gears Limited



Milind Pujari
Chief Financial Officer



Surinder Paul Kanwar
Chairman and Managing Director

Place: Mumbai
Dated: 30 May, 2019

COMPLIANCE WITH CODE OF CONDUCT

The Company has adopted "Code of Business Conduct and Ethics" pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("the Regulations"). This code deals with the Good Governance and ethical Practices, which the Company, the Board members and the Senior Management of the Company are expected to follow.

In terms of the Regulations, it is hereby affirmed that during the year 2018-19, all the Directors and Senior Managerial personnel have complied with the Code of Conduct and have given a confirmation in this regard.

For Bharat Gears Limited



Prashant Khattry
Head (Legal) and Company Secretary



Surinder Paul Kanwar
Chairman and Managing Director

Place: Mumbai
Dated: 30 May, 2019

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To
The Members
Bharat Gears Limited
20 KM Mathura Road,
P. O. Amar Nagar,
Faridabad - 121003,
Haryana

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Bharat Gears Limited having CIN: L29130HR1971PLC034365 and having registered office at 20 K.M. Mathura Road, P. O. Amar Nagar, Faridabad – 121003, Haryana (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal (www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31 March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Ensuring the eligibility for the appointment/ continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For AGB & Associates
Company Secretaries



(Nitin Rawat)
Partner
FCS No.9050
CP No. 10554

Place: Faridabad
Dated: 24 May, 2019

Independent Auditor's Report on compliance with the conditions of Corporate Governance as per provisions of Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Members of Bharat Gears Limited

1. The Corporate Governance Report prepared by Bharat Gears Limited (hereinafter referred to as "the Company"), contains details as required by the provisions of Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations") ('Applicable criteria') with respect to Corporate Governance for the year ended 31 March, 2019. This report is required by the Company for annual submission to the Stock Exchanges and to be sent to the Shareholders of the Company.

Management's Responsibility

2. The preparation of the Corporate Governance Report is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal controls relevant to the preparation and presentation of the Corporate Governance Report.
3. The Management along with the Board of Directors are also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India.

Auditor's Responsibility

4. Pursuant to the requirements of the Listing Regulations, our responsibility is to express a reasonable assurance in the form of an opinion whether the Company has complied with the specific requirements of the Listing Regulations referred to in paragraph 3 above.

5. We conducted our examination of the Corporate Governance Report in accordance with the Guidance Note on Reports or Certificates for Special Purposes and the Guidance Note on Certification of Corporate Governance, both issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance Note on Reports or Certificates for Special Purposes requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
7. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated in compliance of the Corporate Governance Report with the applicable criteria. Summary of key procedures performed include:
 - i. Read and understood the information prepared by the Company and included in its Corporate Governance Report;
 - ii. Obtained and verified that the composition of the Board of Directors w.r.t executive and non-executive directors has been met throughout the reporting period;
 - iii. Obtained and read the Directors Register as on 31 March, 2019 and verified that atleast one women director was on the Board during the year;
 - iv. Obtained and read the minutes of the following meetings held between 30 May, 2018 to 22 March, 2019
 - (a) Board of Directors meeting;
 - (b) Audit Committee meeting;
 - (c) Annual General meeting;
 - (d) Nomination and Remuneration Committee meeting;
 - (e) Stakeholders' Relationship Committee meeting;
 - (f) Corporate Social Responsibility Committee meeting;
 - (g) Independent Directors meeting; and
 - (h) Finance Committee meeting
 - v. Obtained necessary representations and declarations from directors of the Company including the independent directors; and
 - vi. Performed necessary inquiries with the management and also obtained necessary specific representations from management.

The above-mentioned procedures include examining evidence supporting the particulars in the Corporate Governance Report on a test basis. Further, our scope of work under this report did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial statements of the Company taken as a whole.

Opinion

8. Based on the procedures performed by us as referred in paragraph 7 above, and according to the information and explanations given to us, we are of the opinion that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations, as applicable for the year ended 31 March, 2019, referred to in paragraph 2 above.

Other matters and Restriction on Use

9. This report is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.
10. This report is addressed to and provided to the members of the Company solely for the purpose of enabling it to comply with its obligations under the Listing Regulations with reference to compliance with the relevant regulations of Corporate Governance and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

For **S R B C & CO LLP**
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003



per Pramod Kumar Bapna
Partner

Place: Mumbai
Dated: 30 May, 2019

Membership Number: 105497
UDIN: 19105497AAAAAN9455