



## BHARAT GEARS LIMITED

Dear Shareholders,

The Ministry of Corporate Affairs (MCA) has taken a “**Green Initiative in Corporate Governance**” and issued two circulars nos.17/2011 and 18/2011 dated April 21, 2011 and dated April 29, 2011 respectively. Under first circular no. 17/2011 dated April 21, 2011, MCA has, inter alia, clarified that a Company would have complied with Section 53 of the Companies Act, if the service of documents has been made through electronic mode provided that the Company has obtained e-mail addresses of its Members for sending the notice/documents through e-mail by giving an advance opportunity to every shareholders to register their e-mail address and changes therein from time to time with the Company.

It also provides that where any Member has not registered his e-mail address with the Company, the service of documents etc. will be effected by other modes of service as provided under Section 53 of the Companies Act, 1956.

Vide second Circular No. 18/2011 dated April 29, 2011, MCA has clarified that the Company would be in compliance of Section 219(1) of Companies Act, 1956, in case, a copy of Balance Sheet etc., is sent by electronic mail to its Members subject to the fact that Company has obtained-

- (a) e-mail address of its Member for sending the Notice with Balance Sheet, Profit & Loss Account, Auditor's Report, Director's Report and Explanatory Statement etc. through e-mail, after giving an advance opportunity to the Member to register his e-mail address and changes therein from time to time with the Company or with the concerned depository.
- (b) Company's website displays full text of these documents well in advance prior to mandatory period and issues advertisement in prominent newspapers in both vernacular and English stating that the copies of aforesaid documents are available in the website and for inspection at the Registered Office of the Company during office hours. Website must be designed in a way so that documents can be opened easily and quickly.
- (c) In cases where any Member has not registered his e-mail address for receiving the Balance sheet etc., they will be sent by other modes of services as provided under Section- 53 of the Companies Act, 1956.
- (d) In case any Member insist for physical copies of above documents, the same should be sent to him physically, by post free of cost.



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*Further the Clause 32 of the Listing Agreement executed by the Company with the Stock Exchange provides that the Company shall supply:*

- (i) Soft copies of full annual reports containing its Balance Sheet, Profit & Loss account and Directors' Report to all those shareholder(s) who have registered their email address(es) for the purpose;*
- (ii) Hard copy of statement containing the salient features of all the documents, as prescribed in sub-clause (iv) of clause (b) of proviso to section 219 of the Companies Act, 1956 to those shareholder(s) who have not so registered;*
- (iii) Hard copies of full annual reports to those shareholders, who request for the same.*

**As a result, Members are requested to register their e-mail address(es) and changes therein from time to time, by directly sending the relevant e-mail address alongwith details of name, address, Folio No., shares held:**

- i) To the registrar and share transfer agent, M/s Link Intime India Pvt. Ltd for shares held in physical form and;**
- ii) In respect of shares held in demat mode, also provide DP ID/ Client ID with the above details and register the same with their respective Depository Participants.**

**Upon registration of the email address(es), the Company proposes to send Notices, Annual Report and such other documents to those Members via electronic mode/e-mail.**

**For Bharat Gears Limited**

**Prashant Khattry  
Group Head (Legal) & Company Secretary**