



BHARAT GEARS LIMITED

Geared for Life

Bharat Gears Limited was incorporated as a public limited company under the provisions of the Companies Act, 1956 as "Bharat Gears Limited" pursuant to a certificate of incorporation dated December 23, 1971 issued by the Registrar of Companies, Delhi. For further details relating to change in the registered office address of our Company, please see "History and Certain Corporate Matters" on page 46 of the Letter of Offer.

Registered Office: 20 K.M. Mathura Road, P.O. Amar Nagar, Faridabad - 121 003, Haryana. **Corporate Office:** 14th Floor, Hoechst House, Nariman Point, Mumbai - 400 021.

Corporate Identification No.: L29130HR1971PLC034365; **Tel:** +91 129 428 8888; **Contact Person:** Mr. Prashant Khattry, Company Secretary & Compliance Officer; **E-mail:** info@bglindia.com; **Website:** www.bharatgears.com

PROMOTERS OF OUR COMPANY: MR. SURINDER PAUL KANWAR AND MR. SAMEER KANWAR

FOR PRIVATE CIRCULATION TO THE EQUITY SHAREHOLDERS OF BHARAT GEARS LIMITED (THE "COMPANY" OR THE "ISSUER")

ISSUE OF 11,63,262 EQUITY SHARES WITH A FACE VALUE OF ₹10/- EACH AT A PRICE OF ₹ 105/- PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹ 95/- PER EQUITY SHARE) ("RIGHTS EQUITY SHARES") FOR AN AMOUNT AGGREGATING TO ₹ 12,21,42,510/- (RUPEES TWELVE CRORES TWENTY ONE LAKHS FORTY TWO THOUSAND FIVE HUNDRED AND TEN ONLY) ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF BHARAT GEARS LIMITED IN THE RATIO OF ONE (1) RIGHTS EQUITY SHARE FOR EVERY SEVEN (7) FULLY PAID-UP EQUITY SHARES (I.E. 1:7) HELD BY SUCH ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS ON APRIL 03, 2019 (THE "ISSUE"). THE ISSUE PRICE OF EACH RIGHTS EQUITY SHARE IS 10.5 TIMES THE FACE VALUE OF THE EQUITY SHARE. FOR FURTHER DETAILS, SEE "TERMS OF THE ISSUE" ON PAGE 139 OF THE LETTER OF OFFER.

ISSUE PROGRAMME

**ISSUE OPENS ON:
MONDAY,
APRIL 15, 2019**

**LAST DATE FOR RECEIPT OF REQUEST
FOR SPLIT APPLICATION FORMS:
TUESDAY, APRIL 23, 2019**

**ISSUE CLOSES ON:
TUESDAY,
APRIL 30, 2019**

ASBA * | Simple, Safe, Smart way of Application - Make use of it !!!

*Applications Supported by Blocked Amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account, investors can avail the same. For further details check section on ASBA below.

PLEASE NOTE THAT IN ACCORDANCE WITH THE PROVISIONS OF THE SEBI CIRCULAR CIR/CFD/DIL/1/2011 DATED APRIL 29, 2011, ALL QIBs, NON-INSTITUTIONAL INVESTORS AND NON-RETAIL INDIVIDUAL INVESTORS COMPLYING WITH THE ELIGIBILITY CONDITIONS PRESCRIBED UNDER THE SEBI CIRCULAR NO. SEBI/CFD/DIL/ASBA/1/2009/30/12 DATED DECEMBER 30, 2009 MUST MANDATORILY INVEST THROUGH THE ASBA PROCESS. APPLICANTS THAT ARE QIBs, NON-INSTITUTIONAL INVESTORS AND NON-RETAIL INDIVIDUAL INVESTORS WHOSE APPLICATION MONEY EXCEEDS ₹ 2,00,000 CAN PARTICIPATE IN THE ISSUE ONLY THROUGH THE ASBA PROCESS. THE INVESTORS WHO ARE (I) NOT QIBs; (II) NOT NON-INSTITUTIONAL INVESTORS; OR (III) INVESTORS WHOSE APPLICATION AMOUNT IS NOT MORE THAN ₹ 2,00,000, CAN PARTICIPATE IN THE ISSUE EITHER THROUGH THE ASBA PROCESS OR THE NON ASBA PROCESS. ASBA INVESTORS SHOULD CAREFULLY READ THE PROVISIONS APPLICABLE TO SUCH APPLICATIONS BEFORE MAKING THEIR APPLICATION THROUGH THE ASBA PROCESS. PLEASE SEE THE SECTION ENTITLED "TERMS OF THE ISSUE - PROCEDURE FOR APPLICATION THROUGH THE ASBA PROCESS" ON PAGE 144 OF THE LETTER OF OFFER. ALL RETAIL INVESTORS ARE ENCOURAGED TO MAKE USE OF ASBA FACILITY WHEREVER SUCH FACILITY IS AVAILABLE. ASBA APPLICANT(S) SHALL MEAN AN APPLICANT WHO: I) HOLDS THE EQUITY SHARES IN DEMATERIALIZED FORM AS ON THE RECORD DATE AND HAS APPLIED TOWARDS HIS/HER RIGHTS ENTITLEMENTS OR ADDITIONAL EQUITY SHARES IN THE ISSUE IN DEMATERIALIZED FORM; II) HAS NOT RENOUNCED HIS/HER RIGHTS ENTITLEMENTS IN FULL OR IN PART; III) IS NOT A RENOUNCEE; AND IV) APPLIES THROUGH A BANK ACCOUNT MAINTAINED WITH ONE OF THE SCSBs.

SUBJECT TO SCSBs COMPLYING WITH THE REQUIREMENTS OF SEBI CIRCULAR NO. CIR/CFD/DIL/13/2012 DATED SEPTEMBER 25, 2012 WITHIN THE PERIOD STIPULATED THEREIN, ASBA APPLICATIONS MAY BE SUBMITTED AT ALL BRANCHES OF THE SCSBs.

Further, in terms of the SEBI Circular CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making applications by banks on their own account using ASBA facility, SCSBs should have a separate account in their own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making application in the Issue and clear demarcated funds should be available in such account for ASBA applications. SCSBs applying in the Issue using the ASBA facility shall be responsible for ensuring that they have a separate account in their own name with any other SCSB having clear demarcated funds for applying in the Issue and that such separate account shall be used as the ASBA Account for the application, for ensuring compliance with the applicable regulations.

APPLICATIONS SUPPORTED BY BLOCKED AMOUNT (ASBA): Investors may apply through the ASBA process subject to the compliance of conditions for being an ASBA Investor. The ASBA Investor is required to fill the CAF and submit the same to the SCSB. The SCSB will block the amount in the account as per the authority contained in the CAF. On allotment, the amount will be unblocked and the account will be debited only to the extent required to be paid for allotment of Equity Shares. Hence, there will be no need of refunds. For more details on the ASBA process, please refer to the details given in the ALOF and also please refer to the section entitled "Terms of the Issue - Procedure for Application through the ASBA Process" on page 144 of the Letter of Offer.

ELIGIBLE EQUITY SHAREHOLDERS APPLYING UNDER THE ASBA PROCESS MAY PLEASE NOTE THAT THE EQUITY SHARES OF THE COMPANY UNDER THE ASBA PROCESS CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT IN WHICH THE EQUITY SHARES ARE HELD BY SUCH APPLICANT ON RECORD DATE.

DISPATCH OF ABRIDGED LETTER OF OFFER ("ALOF") AND COMPOSITE APPLICATION FORM ("CAF"): The dispatch of the CAF along with ALOF has been completed by the Registrar to the Issue. viz. **Link Intime India Private Limited** through Speed Post on April 09, 2019 to the Eligible Equity Shareholders on the record date (i.e. April 03, 2019) who have provided an Indian address to our Company.

In case of non-ASBA investors, the CAF duly completed together with the amount payable on application must be deposited with the collecting banks indicated on the reverse of the CAF, and not with the Lead Managers before the close of banking hours on or before the Issue Closing Date i.e., April 30, 2019. A separate cheque or bank draft must accompany the CAF. Eligible Equity Shareholders/Investors (including Non-resident Shareholders/Investors applying on non-repatriation basis) residing at places other than the cities where the branches of Escrow Collection Banks have been authorised by the Company for collecting applications should send their completed CAF by registered post/speed post to the Registrar to the Issue, **Link Intime India Private Limited** along with Demand Draft (net of bank and postal charges) payable at Mumbai in favour of "Bharat Gears Limited - Rights Issue-R", crossed "A/c Payee only" so that the same are received on or before the Issue Closing Date i.e. April 30, 2019. In case of Non-resident Shareholders/Investors applying on a repatriation basis, the Demand Drafts (net of bank and postal charges) should be drawn in favour of "Bharat Gears Limited - Rights Issue-NR", crossed "A/c Payee only" payable at Mumbai. Such application sent to anyone other than Registrar to the Issue is liable to be rejected. If any portion of the CAF is/are detached or separated, such application is liable to be rejected. In case of ASBA investors, the CAF shall be submitted to the Designated Branch of the SCSB before the close of the banking hours on or before the Issue Closing Date.

AVAILABILITY OF DUPLICATE CAF: In case the original CAF is not received, or is misplaced by the Eligible Equity Shareholder, the Registrar will issue a duplicate CAF on the request of the Investor who should furnish the registered folio number or DP and Client ID number and his/ her full name and Indian address to the Registrar. Please note that the request for duplicate CAF should reach the Registrar at least seven days prior to the Issue Closing Date. Please note that those who are making the application in the duplicate form should not utilize the original CAF for any purpose including renunciation, even if it is received or found, as the case may be, subsequently. If the Investor violates such requirements, he/ she shall face the risk of rejection of either original CAF or both the applications. Our Company or the Registrar to the Issue or the Lead Managers will not be responsible for postal delays or loss of duplicate CAF in transit, if any.

APPLICATION ON PLAIN PAPER BY ASBA INVESTORS: An Equity Shareholder who has neither received the original CAF nor is in a position to obtain the duplicate CAF may make an application to subscribe to the Issue on plain paper. The Equity Shareholders can make an application on plain paper giving necessary details as given below. The envelope should be superscribed "Bharat Gears Limited - Rights Issue". The application on plain paper, duly signed by the Investors including joint holders, in the same order as per the specimen recorded with our Company or depositories record, must reach the SCSBs before the Issue Closing Date i.e. Tuesday, April 30, 2019 and should contain the following particulars: • Name of Issuer, being Bharat Gears Limited; • Name and address of the Equity Shareholder including joint holders; • Registered Folio Number/ DP and Client ID no.; • Number of equity shares held as on Record Date; • Number of Equity Shares entitled to; • Number of Equity Shares applied for; • Number of additional Equity Shares applied for, if any; • Total number of Equity Shares applied for; • Total amount paid at the rate of ₹ 105/- per Rights Equity Share; • Except for applications on behalf of the Central or State Government and the officials appointed by the courts, PAN number of the Investor and for each Investor in case of joint names, irrespective of the total value of the Equity Shares applied for pursuant to the Issue; • Details of the ASBA Account such as the account number, name, address and branch of the relevant SCSB; • In case of non-resident investors, details of the NRE/FCNR/NRO account such as the account number, name, address and branch of the SCSB with which the account is maintained; and Additionally, all such applicants are deemed to have accepted the undertaking on page 160 of the Letter of Offer.

APPLICATION ON PLAIN PAPER BY NON- ASBA INVESTORS: An Equity Shareholder who has neither received the original CAF nor is in a position to obtain the duplicate CAF may make an application to subscribe to the Issue on plain paper, along with demand draft, net of bank and postal charges payable at Mumbai which should be drawn in favour of the "Bharat Gears Limited - Rights Issue-R" in case of the resident shareholders and non-resident shareholders applying on non-repatriable basis and in favour of the "Bharat Gears Limited - Rights Issue-NR" in case of the non-resident shareholders applying on repatriable basis and send the same by registered/speed post directly to the Registrar to the Issue so as to reach Registrar to the Issue on or before the Issue Closing Date. The Equity Shareholders can make an application on plain paper giving necessary details as given below. The envelope should be superscribed "Bharat Gears Limited - Rights Issue". The application on plain paper, duly signed by the Investors including joint holders, in the same order as per specimen recorded with our Company or depositories record, must reach the office of the Registrar to the Issue before the Issue Closing Date and should contain the following particulars:

• Name of Issuer, being Bharat Gears Limited; • Name and address of the Equity Shareholder including joint holders; • Registered Folio Number/ DP and Client ID no.; • Number of Equity Shares held as on Record Date; • Number of Equity Shares entitled to; • Number of Equity Shares applied for; • Number of additional Equity Shares applied for, if any; • Total number of Equity Shares applied for; • Total amount paid at the rate of ₹ 105/- per Rights Equity Share; • Particulars of cheque/draft; • Savings/Current Account Number and name and address of the bank where the Equity Shareholder will be depositing the refund order. In case of Equity Shares allotted in demat form, the bank account details will be obtained from the information available with the Depositories; • Except for applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN number of the Investor and for each Investor in case of joint names, irrespective of the total value of the Equity Shares applied for pursuant to the Issue. Documentary evidence for exemption to be provided by the applicants; • Share certificate numbers and distinctive numbers of equity shares, if held in physical form; • Allotment option preferred - physical or demat form, if held in physical form; • Signature of the Equity Shareholders to appear in the same sequence and order as they appear in our records or the Depositories records; • In case of Non Resident Equity Shareholders, NRE/FCNR/NRO A/c No. name and address of the bank and branch; • If payment is made by a draft purchased from an NRE/FCNR/NRO A/c No., as the case may be, an Account debit certificate from the bank issuing the draft, confirming that the draft has been issued by debiting NRE/FCNR/NRO A/c; and • Additionally, all such applicants are deemed to have accepted the undertaking on page 149 of the Letter of Offer.

IF AN APPLICANT MAKES AN APPLICATION IN MORE THAN ONE MODE I.E., ON CAF AND ON THE PLAIN PAPER, BOTH APPLICATIONS SHALL BE LIABLE TO BE REJECTED.

Last Date for Application: The last date for submission of the duly filled in CAF is April 30, 2019. The Board or any Committee thereof may extend the said date for such period as it may determine from time to time, subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date).

If the CAF together with the amount payable is either (i) not blocked with SCSB; or (ii) not received by the Banker to the Issue or the Registrar on or before the close of banking hours on the aforesaid last date or such date as may be extended by the Board or the Committee of Directors, the invitation to offer contained in the Letter of Offer shall be deemed to have been declined and the Board or the Committee of Directors shall be at liberty to dispose of the Equity Shares hereby offered, as provided under the section titled "Terms of the Issue - Basis of Allotment" on page 165 of the Letter of Offer.

INVESTORS MAY PLEASE NOTE THAT THE EQUITY SHARES CAN BE TRADED ON THE STOCK EXCHANGES ONLY IN DEMATERIALIZED FORM.

LISTING: The equity shares of Bharat Gears Limited are listed on BSE and NSE. We have received "in-principle" approval from BSE and NSE for listing the equity shares arising from the Issue vide their letter dated January 03, 2019 and January 02, 2019 respectively. For the purposes of the Rights Issue, the Designated Stock Exchange is BSE.

DISCLAIMER CLAUSE OF SEBI: It is to be distinctly understood that the submission of the letter of offer to SEBI should not in any way be deemed or construed that the same has been cleared or approved by SEBI. Investors are advised to refer to the Letter of Offer for the full text of the "Disclaimer Clause of SEBI" on page 129 of the Letter of Offer.

DISCLAIMER CLAUSE OF BSE (Designated Stock Exchange): It is to be distinctly understood that the permission given by BSE should not in any way be deemed or construed that the Letter of Offer has been cleared or approved by BSE, nor does it certify the correctness or completeness of any of the contents of the Letter of Offer. Investors are advised to refer to the Letter of Offer for the full text of the "Disclaimer Clause of the BSE" on page 132 of the Letter of Offer.

DISCLAIMER CLAUSE OF NSE : It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the letter of offer has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the letter of offer. Investors are advised to refer to the letter of offer for the full text of the "Disclaimer Clause of the NSE" on page 132 of the Letter of Offer.

BANKER TO THE ISSUE/ESCROW COLLECTION BANK : HDFC Bank Limited.

PLEASE REFER TO THE REVERSE OF THE CAF FOR THE DETAILS OF THE ESCROW COLLECTION BANK AND ITS COLLECTION CENTRES.

INVESTORS ARE ADVISED TO REFER THE LETTER OF OFFER AND ABRIDGED LETTER OF OFFER, AND THE RISK FACTORS CONTAINED THEREIN BEFORE APPLYING IN THE ISSUE.

AVAILABILITY OF THE LETTER OF OFFER: The Letter of Offer is available on the website of the Lead Manager to the Issue, i.e. www.keynoteindia.net and the website of the stock exchanges where the Equity Shares are listed i.e. BSE Limited at www.bseindia.com and the National Stock Exchange of India Limited at www.nseindia.com and on SEBI's website at www.sebi.gov.in and a copy of the same can be downloaded from these websites.

LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE	COMPANY SECRETARY AND COMPLIANCE OFFICER
<p>KEYNOTE</p> <p>Keynote Corporate Services Limited The Ruby, 9th Floor, Senapati Bapat Marg, Dadar (West), Mumbai - 400 028. Tel: +91 22 6826 6000-3 E-mail: mbd@keynoteindia.net Website: www.keynoteindia.net Contact Person: Ms. Pooja Sanghvi/ Mr. Akhil Mohod SEBI Registration No.: INM 000003606</p>	<p>LINK Intime</p> <p>Link Intime India Private Limited C101, 247 Park, LBS Marg, Vikhroli (West), Mumbai - 400 083. Tel: +91 22 4918 6200 E-mail: bharatgears.rights@linkintime.co.in Website: www.linkintime.co.in Contact Person: Mr. Sumeet Deshpande SEBI Registration No.: INR000004058</p>	<p>Mr. Prashant Khattry 20 K.M. Mathura Road, P.O. Amar Nagar, Faridabad - 1210 03, Haryana. Tel: +91 129 428 8888 E-mail: prashant.khattry@bglindia.com</p> <p>Investors may contact the Registrar to the Issue or Company Secretary and Compliance Officer for any pre-Issue/post-Issue related matters such as non-receipt of letter of Allotment, credit of Rights Equity Shares or Refund Orders and such other matters. All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the SCSB, giving full details such as name, address of the applicant, number of Rights Equity Shares applied for, amount blocked, ASBA Account number and the Designated Branch of the SCSB where the Application was submitted by the ASBA Investors.</p>

Place : Faridabad, Haryana

Date : April 09, 2019

For Bharat Gears Limited

Sd/-

Prashant Khattry

Company Secretary and Compliance Officer

BHARAT GEARS LIMITED The Company is proposing, subject to market conditions and other considerations, a rights issue of its equity shares and has filed a Letter of Offer with Securities and Exchange Board of India and the Stock Exchanges. Investors should note that investment in equity shares involves a high degree of risk and are requested to refer to the section entitled "Risk Factors" on page 15 of the Letter of Offer for details of the same. The securities offered via the Letter of Offer are not being offered to investors outside of India and recipients of the Letter of Offer should refer to the offering restrictions noted therein.

C O N C E P T

Size: 24 x 39 cm