



NOTICE OF POSTAL BALLOT PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013

TO THE MEMBERS OF THE COMPANY

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014 that the Company is seeking consent of its members for the below mentioned resolution(s) by way of Postal Ballot which includes voting by electronic means.

The Explanatory Statement pertaining to the resolution(s) proposed in this notice setting out all material facts and reasons thereof along with Postal Ballot Form is annexed herewith.

The Company has appointed Mr. Nitin Rawat, B.Com, FCS as Scrutinizer for conducting the postal ballot process (including e-voting process) in a fair and transparent manner.

You are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed in the attached self-addressed postage pre-paid envelope so as to reach the Scrutinizer at the Company's Registered Office at 20 K.M. Mathura Road, P.O. Amar Nagar, Faridabad-121003 (Haryana) on or before 05:00 P.M. on 18 May, 2019. The Scrutinizer after completion of the scrutiny will submit his report to the Chairman of the Company, or in his absence to any other person authorised by the Chairman. Thereafter, the results of the postal ballot will be declared by the Chairman, or in his absence, the person so authorised by the Chairman at the Registered Office of the Company. The results will also be posted on the website of the Company i.e. www.bharatgears.com. The results shall also be intimated to the Stock Exchanges where the shares of the Company are listed accordingly.

The Company is pleased to provide e-voting facility to the Members for transacting the business(es) in the above said Postal Ballot Process. Members holding shares either in physical form or in dematerialized form, as on the cut-off date of 12 April, 2019, may cast their vote electronically on the business(es) as set out in the Notice of the Postal Ballot through electronic voting system of Link Intime India Private Limited (LIPL).

The Resolution(s), if approved, will be taken as passed effectively on the last date for receipt of duly completed postal ballot forms and e-voting.

ITEM NO. 01

TO CONSIDER AND APPROVE THE CONTINUATION OF MR. VIRENDRA KUMAR PARGAL AS A NON-EXECUTIVE INDEPENDENT DIRECTOR ON THE BOARD OF THE COMPANY

To consider and approve the continuation of Mr. Virendra Kumar Pargal as a Non-Executive Independent Director on the Board of the Company and if thought fit, pass the following resolution as a **Special Resolution** with or without modification(s):

"RESOLVED THAT pursuant to the provisions of Section 149 and any other applicable provisions of the Companies Act, 2013 ("**the Act**") and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**the Listing Regulations**") as amended, the consent and approval of the Company be and is hereby accorded to the Board (which includes a Committee, constituted for the time being in force thereof) for the

continuation of Mr. Virendra Kumar Pargal (holding DIN 00076639) as a Non-Executive Independent Director of the Company 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, more particularly described in the explanatory statement forming part of this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board (which includes a Committee, constituted for the time being in force thereof) be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable or expedient for such purpose without being required to seek any further consent or approval of the shareholders and any such acts and things done or caused to be done by the Board (which includes a Committee, constituted for the time being in force thereof) prior to this date thereof are hereby ratified, confirmed and approved as the acts and deeds of the Company.

RESOLVED FURTHER THAT all actions taken by the Board or its Committee in connection with any matter(s) referred in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects."

ITEM NO. 02

TO CONSIDER AND APPROVE THE CONTINUATION OF MR. NAGAR VENKATRAMAN SRINIVASAN AS A NON-EXECUTIVE DIRECTOR ON THE BOARD OF THE COMPANY

To consider and approve the continuation of Mr. Nagar Venkatraman Srinivasan as a Non-Executive Director on the Board of the Company and if thought fit, pass the following resolution as a **Special Resolution** with or without modification(s):

"RESOLVED THAT pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 ("**the Act**") and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**the Listing Regulations**") as amended, the consent and approval of the Company be and is hereby accorded to the Board (which includes a Committee, constituted for the time being in force thereof) for the continuation of Mr. Nagar Venkatraman Srinivasan (holding DIN 00879414) as a Non-Executive Director of the Company 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, more particularly described in the explanatory statement forming part of this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board (which includes a Committee, constituted for the time being in force thereof) be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable or expedient for such purpose without being required to seek any further consent or approval of the shareholders and any such acts and things done or caused to be done by the Board (which includes a Committee, constituted for the time being in force thereof) prior to this date thereof are hereby ratified, confirmed and approved as the acts and deeds of the Company.

RESOLVED FURTHER THAT all actions taken by the Board or its Committee in connection with any matter(s) referred in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

By Order of the Board



**Prashant Khattry
Head (Legal) and
Company Secretary**

Place: Faridabad
Dated: 16 April, 2019

NOTES:

1. The explanatory statement and reasons for the proposed resolution(s) pursuant to Section 102 of the Companies Act, 2013 is appended hereinbelow.
2. The Company has appointed Mr. Nitin Rawat, B.Com, FCS as Scrutinizer for conducting the postal ballot process in a fair and transparent manner.
3. The Notice is being sent to all the Members, whose names appear in the Register of Members/List of Beneficial Owners, received from Registrar and Transfer Agent (RTA) as on 12 April, 2019.
4. **Voting Through Electronic Means**

I. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to offer the voting by electronic means as provided by Link Intime India Private Limited (LI IPL) as an alternative, to all the members of the Company who wish to cast their votes electronically instead of sending physical Postal Ballot Form.

II. Instructions for shareholders to vote electronically:

A. Log-in to e-Voting website of Link Intime India Private Limited (LI IPL)

1. Visit the e-voting system of LI IPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
2. Click on “Login” tab, available under ‘Shareholders’ section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on “SUBMIT”.
4. Your User ID details are given below:
 - a. Shareholders holding shares in demat account with NSDL: Your User ID is 8 Character DP ID followed by 8 Digit Client ID.
 - b. Shareholders holding shares in demat account with CDSL: Your User ID is 16 Digit Beneficiary ID.
 - c. Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No. + Folio Number registered with the Company.
5. Your Password details are given below:

If you are using e-Voting system of LI IPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on “Sign Up” tab available under ‘Shareholders’ section, register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

| | |
|-----------------------|---|
| | For Shareholders holding shares in Demat Form or Physical Form |
| PAN | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"> • Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Postal Ballot Form indicated in the PASSWORD Field. |
| DOB/DOI | Enter the DOB (Date of Birth)/DOI (Date of Incorporation) as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format. |
| Dividend Bank Details | Enter the Dividend Bank Details as recorded in your demat account or in the company record for the said demat account or folio number. <ul style="list-style-type: none"> • Please enter the DOB/DOI or Dividend Bank Details in order to register. If the above mentioned details are not recorded with the depository participant or company, please enter Folio number in the Dividend Bank Details field as mentioned in instruction 4(c). |

If you are holding shares in demat form and had registered on to e-Voting system of LI IPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company, then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholder is having valid e-mail address, Password will be sent to the shareholder’s registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the Company in which they are a shareholder and eligible to vote, provided that the Company opts for e-voting platform of LI IPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

B. Cast your vote electronically:

6. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/View “Event No.” of the Company to vote.
7. On the voting page, you will see “Resolution Description” and against the same the option “Favour/Against” for voting.

Cast your vote by selecting appropriate option i.e. Favour/Against as desired.

Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
8. If you wish to view the entire Resolution details, click on the ‘View Resolutions’ File Link.

9. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.
10. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
11. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

❖ **General Guidelines for shareholders:**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as 'Custodian/Mutual Fund/Corporate Body'.

They are also required to upload a scanned certified true copy of the board resolution/authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian/Mutual Fund/Corporate Body' login for the Scrutinizer to verify the same.

- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an e-mail to enotices@linkintime.co.in or Call at:- Tel: 022-49186000.

III. **You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).**

IV. The remote e-voting period commences on 19 April, 2019 at 09.00 A.M. and ends on 18 May, 2019 at 05:00 P.M. During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 12 April, 2019 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by LIPL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

5. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 12 April, 2019.
6. The Company has appointed Mr. Nitin Rawat, B.Com, FCS as Scrutinizer for conducting the postal ballot process in a fair and transparent manner.
7. The Scrutinizer will submit his report to the Chairman, or in his absence to any other person authorised by the Chairman, after completion of the scrutiny of the Postal Ballot forms and voting by the members through electronic means and the consolidated results of the voting shall be declared/announced by the Chairman, or in his absence, the person so authorised by the Chairman on or before Monday, 20 May, 2019 at the Registered Office of the Company.

However, the deemed date of passing of special resolution shall be 18 May, 2019 being the last date specified for receipt of duly completed postal ballot forms and e-voting.

8. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.bharatgears.com and on the website of LIPL and communicated to BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) accordingly.

9. The documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company during the office hours between 11:00 A.M. and 01:00 P.M. on all working days except Sundays up to the Voting Period.

By Order of the Board



Prashant Khattry
Head (Legal) and
Company Secretary

Place: Faridabad
Dated: 16 April, 2019

EXPLANATORY STATEMENT

(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)

ITEM NO. 01

The members of the Company in their Annual General Meeting held on 31 July, 2015 approved the appointment of Mr. Virendra Kumar Pargal as a Non-Executive Independent Director of the Company for a period of 5 (Five) Years 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 read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force).

In terms of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, No listed entity shall appoint a person or continue the directorship of any person as a Non-Executive Director who has attained the age of seventy five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person.

The Board of Directors of the Company through its resolution passed through circulation on 16 April, 2019 considered and approved the continuation of Mr. Virendra Kumar Pargal as a Non-Executive Independent Director of the Company 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.

A brief profile along with the other details of Mr. Virendra Kumar Pargal along with the justification for the said continuation is appended hereinbelow.

Brief Profile: Mr. Virendra Kumar Pargal, aged 86 years is a Non-Executive Independent Director of the Company since 22 January, 2002. Mr. Pargal is a qualified Chartered Engineer and Member of the Institution of Engineering and Technology, England. He started his career with intensive training in Roots Group (Manufacturers of Humber-Hillman range of motor vehicles) of United Kingdom and thereafter played a significant role in development & manufacturing of advanced machine tools. In India, he has a distinguished spell with Mahindra & Mahindra Limited, serving at various senior level positions.

During the financial year 2018-19, 6 (Six) meetings of the Board of Directors had been held and all the meetings were attended by Mr. Virendra Kumar Pargal.

As on 31 March, 2019, he holds 100 (0.00%) equity shares in the Company.

Mr. Virendra Kumar Pargal is a Member of Audit Committee, Nomination and Remuneration Committee and Finance Committee of the Company.

Mr. Virendra Kumar Pargal is a Director and Chairman/Member of Committees of Board of the following other Companies:

| S. No. | Name of the Company/ Entity in which interested | Committees Chairmanship/ Chairmanship/Membership |
|--------|---|--|
| 1. | Raunaq EPC International Limited | Member- Audit Committee Member- Nomination and Remuneration Committee |
| 2. | Xlerate Driveline India Limited | Member-Audit Committee Member- Nomination and Remuneration Committee |

Mr. Virendra Kumar Pargal is not related in any capacity whether directly or indirectly with any other Director, Manager and other Key Managerial Personnel (KMP) of the Company.

Mr. Virendra Kumar Pargal has a vast experience on all aspects of Automobile and Auto Components Industry and the Company has been taking his guidance and supervision over a long period of years as a result of which the Company has sustained a growth pattern and has achieved success in creating a brand image in the Automotive Parts Industry. Mr. Pargal is one of the few veterans in the Automobile arena and is in good of health to continue further as an Independent Director. With the continuation of Mr. Virendra Kumar Pargal, the Company can continue to take advantage of his valuable guidance and achieve further growth and success in the subsequent period.

In view of his enriched experience and appreciable contribution, the approval of members by way of special resolution is being sought to continue Mr. Virendra Kumar Pargal as a Non-Executive Independent Director of the Company 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.

Accordingly, the Board recommends the resolution in relation to the aforesaid continuation of Mr. Virendra Kumar Pargal as a Non-Executive Independent Director of the Company w.e.f. 01 April, 2019.

Except Mr. Virendra Kumar Pargal, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 01 of the Notice.

INSPECTION OF DOCUMENTS

All resolutions passed in this regard are available for inspection by the Members of the Company at its Registered Office during the office hours between 11:00 A.M. to 01:00 P.M. on all working days except Sundays upto the voting period.

ITEM NO. 02

The members of the Company in their Annual General Meeting held on 03 August, 2018 approved the appointment of Mr. Nagar Venkatraman Srinivasan as a Non-Executive Director of the Company liable to retire by rotation pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force).

In terms of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, No listed entity shall appoint a person or continue the directorship of any person as a Non-Executive Director who has attained the age of seventy five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person.

The Board of Directors of the Company through its resolution passed through circulation on 16 April, 2019 considered and approved the continuation of Mr. Nagar Venkatraman Srinivasan as a Non-Executive Director of the Company liable to retire by rotation in terms of the provisions of Section 152 of the Companies Act, 2013 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.

A brief profile along with the other details of Mr. Nagar Venkatraman Srinivasan along with the justification for the said continuation is appended hereinbelow.

Brief Profile: Mr. Nagar Venkatraman Srinivasan, aged 75 years is a Non-Executive Director of 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.

During the financial year 2018-19, 6 (Six) meetings of the Board of Directors had been held out of which 5 (Five) meetings were attended by Mr. Nagar Venkatraman Srinivasan.

As on 31 March, 2019, he does not hold any share in the Company.

Mr. Nagar Venkatraman 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.

He holds the position of a Non-Executive Director in Raunaq EPC International Limited and does not hold the position of Chairman/Member of any of the Committees of Raunaq EPC International Limited.

Mr. Nagar Venkatraman Srinivasan has a deep exposure on all aspects of business of the Company i.e. Automotive Gears. He had worked for more than 33 years closely with the management and retired as Corporate Business Head. Since then he has been associated with the Company as Technical and Management Advisor. With the continuation of Mr. Nagar Venkatraman Srinivasan, the Company can continue to take advantage of his valuable guidance and achieve further growth and success in the subsequent period.

In view of his enriched experience and appreciable contribution, the approval of members by way of special resolution is being sought to continue Mr. Nagar Venkatraman Srinivasan as a Non-Executive Director of the Company liable to retire by rotation in terms of the provisions of Section 152 of the Companies Act, 2013 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.

Accordingly, the Board recommends the resolution in relation to the aforesaid continuation of Mr. Nagar Venkatraman Srinivasan as a Non-Executive Director of the Company w.e.f. 01 April, 2019.

Except Mr. Nagar Venkatraman Srinivasan, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 02 of the Notice.

INSPECTION OF DOCUMENTS

All resolutions passed in this regard are available for inspection by the Members of the Company at its Registered Office during the office hours between 11:00 A.M. to 01:00 P.M. on all working days except Sundays upto the voting period.

BRIEF RESUME AS REQUIRED UNDER REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

1. Mr. Virendra Kumar Pargal, Director

The necessary details as required to be provided under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India has been provided under the explanatory statement of Item No. 01 of the accompanying Notice.

2. Mr. Nagar Venkatraman Srinivasan, Director

The necessary details as required to be provided under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India has been provided under the explanatory statement of Item No. 02 of the accompanying Notice.

By Order of the Board



**Prashant Khattry
Head (Legal) and
Company Secretary**

Place: Faridabad
Dated: 16 April, 2019



BHARAT GEARS LIMITED

Geared for Life

Registered Office & Works: 20 K.M. Mathura Road, P.O. Amar Nagar,
Faridabad - 121003, Haryana

E-mail: info@bglindia.com, Website: www.bharatgears.com
CIN: L29130HR1971PLC034365

POSTAL BALLOT FORM

Serial No.

(1) Name of Member(s)
(Including Joint-holders, if any)

(2) Registered Folio No./
DP ID No./Client ID No.*
(*Applicable to members holding
shares in dematerialised mode)

(3) No. of Shares held

I/We hereby exercise my/our vote in respect of the following Resolutions to be passed through e-voting/Postal Ballot, by conveying my/our assent or dissent to the said Resolutions in the relevant box below:

| Item No. | Description | No. of Shares held by me/us | I/We assent to the resolution (For) | I/We dissent to the resolution (Against) |
|----------|--|-----------------------------|-------------------------------------|--|
| 1. | To consider and approve the continuation of Mr. Virendra Kumar Pargal as a Non-Executive Independent Director on the Board of the Company (Special Resolution) | | | |
| 2. | To consider and approve the continuation of Mr. Nagar Venkatraman Srinivasan as a Non-Executive Director on the Board of the Company (Special Resolution) | | | |

Place :
Date :

(Signature of the Member)

Last date for receipt of Postal Ballot forms by Scrutinizer is Saturday, 18 May, 2019.

| EVEN (Electronic Voting Event Number) | USER ID | PASSWORD |
|--|---------|----------|
| | | |

NOTE: Kindly read the instructions printed overleaf before filling the form.

INSTRUCTIONS

1. Members who have not registered their e-mail addresses with the depository(ies) or with the Company's Registrar are being sent this Postal Ballot Form along with the Notice of Postal Ballot, the e-voting details and self-addressed envelope bearing name of scrutinizer through Registered Post/Speed Post/Courier.
2. Members who have registered their e-mail addresses with their depository(ies) or with Company's Registrar can cast their votes by e-voting facility. **The Company is offering e-voting facility as an alternate, to enable the members to cast their vote electronically instead of dispatching Postal Ballot Form. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice.**
3. A member desiring to exercise his/her vote by Postal Ballot Form should complete this Postal Ballot Form, sign and send in the enclosed self-addressed postage pre-paid envelope so as to reach the Scrutinizer as per instruction 7 below at the address: The Scrutinizer, Bharat Gears Limited, 20 K.M. Mathura Road, P.O. Box No. 328, P.O. Amar Nagar, Faridabad-121003, Haryana. Postage will be borne and paid by the Company. Envelopes containing Postal Ballots, if deposited in person or sent by post/courier at the expenses of members will be accepted.
4. Kindly note that members can opt for only one mode of voting i.e. either by Postal Ballot or through e-voting. If members are opting for e-voting, then they should not vote by Postal Ballot or vice-versa. However, in case Members cast their vote both by Postal Ballot and e-voting, then voting done through e-voting shall prevail and voting done by Postal Ballot will be treated as invalid.
5. The Postal Ballot Form should be completed and signed by the Members. In case of joint shareholding, this form should be completed and signed by the first named Member and in his/her absence, by the next named Member(s). Unsigned Postal Ballot Forms will be rejected. The signature on the Postal Ballot Form must tally with the specimen signature registered with the Depository/Registrar and Transfer Agent (RTA).
6. Where the Postal Ballot Form has been signed by an authorised representative of a body corporate, a certified copy of the relevant authorizations to vote on the Postal Ballot should accompany the Postal Ballot Form. A member may sign the Form through an Attorney appointed specifically for this purpose, in such case an attested true copy of the Power of Attorney should be attached to the Postal Ballot Form.
7. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than 05:00 P.M. on Saturday, 18 May, 2019. Any Postal Ballot Form received after this date will be treated as if the reply from the member has not been received. No other form or photocopy of the Postal Ballot Form will be permitted/accepted by the Company.
8. A member may request for a duplicate Postal Ballot Form, if so required. However the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the time and date specified at Instruction No. 7 above.
9. Voting rights of the members shall be in proportion of their share in the paid up equity share capital of the Company as on Friday, 12 April, 2019, which is the Cut-off Date fixed for this purpose. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny and the result of voting will be announced on or before Monday, 20 May, 2019 at 05:00 P.M. at the Registered Office of the Company at 20 K.M. Mathura Road, P.O. Box No. 328, P.O. Amar Nagar, Faridabad-121003, Haryana.
10. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and any extra paper found in such envelope would be destroyed by the Scrutinizer.
11. There will be only one Postal Ballot Form for every folio irrespective of the number of joint member(s).
12. The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.
13. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.
14. The right of e-voting and Postal Ballot Form shall not be exercised by a Proxy.