



BHARAT GEARS LIMITED

Geared for Life

NOTICE

TO THE MEMBERS OF THE COMPANY

NOTICE is hereby given that the 45th Annual General Meeting (AGM) of the members of Bharat Gears Limited will be held as under:

Day : Wednesday
Date : 09 August, 2017
Time : 03:00 P.M.
Venue : **ARK HALL**
Hotel Saffron Kiran
12/6, NH-2,
Further to Sarai Metro Station,
Near to Badarpur Toll Plaza, Sarai Khwaja,
Faridabad - 121003, Haryana

to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the financial statements of the Company for the year ended 31 March, 2017 together with Reports of the Directors and Auditors thereon.
2. To consider the appointment of M/s S R B C & Co. LLP, Chartered Accountants (ICAI Registration No. 324982E/E300003) as Statutory Auditors of the Company and if thought fit, pass the following resolution as an **Ordinary Resolution**, with or without modification(s):

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and pursuant to the recommendation of the Audit Committee and the Board of Directors of the Company thereof, the consent of the members be and is hereby accorded for the appointment of M/s S R B C & Co. LLP ("S R B C"), Chartered Accountants (ICAI Registration No. 324982E/E300003) as the Statutory Auditors of the Company for a period of 5 (Five) years w.e.f. Financial Year 2017-18 in place of M/s Deloitte Haskins & Sells-Ahmedabad (ICAI Registration No. 117365W), Chartered Accountants whose tenure expires at this Annual General

Meeting, at such remuneration as may be mutually agreed upon between S R B C and the Board of Directors of the Company.

RESOLVED FURTHER THAT M/s S R B C & Co. LLP, Chartered Accountants shall hold office of the Statutory Auditors of the Company for a period of 5 (Five) years from the conclusion of this Annual General Meeting till the conclusion of 50th Annual General Meeting in the year 2022 (subject to ratification by the Members at every Annual General Meeting held after this Annual General Meeting).

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby authorised to do all such acts, deeds and things as may be considered necessary, desirable or expedient to give effect to this resolution."

By order of the Board

Prashant Khattry

Place: Faridabad
Date: 07 July, 2017

Head (Legal) & Company Secretary

NOTES:

1. **A Member entitled to attend and vote at the Annual General Meeting (the Meeting) is entitled to appoint one or more proxies to attend and vote instead of himself/herself and such proxy(ies) need not be a Member of the Company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. The instrument appointing proxy(ies) must, however, be deposited at the Registered Office of the Company, duly completed and signed, not less than forty eight hours before commencement of the Meeting. Proxy(ies) submitted on behalf of the companies, societies etc. must be supported by an appropriate resolution/authority, as applicable.**
2. **NO GIFTS OR COUPONS SHALL BE DISTRIBUTED AT THE MEETING.**

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

Tel.: +91 (129) 4288888, **Fax:** +91 (129) 4288822-23

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

CIN: L29130HR1971PLC034365

3. Members/Proxies are requested to submit the enclosed Attendance Slip duly filled in and signed at the entrance of the venue for attending the Meeting. Members who hold shares in dematerialized form are requested to mention their Client ID and DP ID details and those who hold shares in physical form are requested to write Folio number in the attendance slip. **No Attendance Slip shall be issued at the Meeting.**
4. The Non Resident Indian Shareholders are requested to inform the Company immediately about:
 - a. The change in residential status on return to India for permanent settlement.
 - b. The particulars of NRO Bank Account in India, if not furnished earlier.
5. The change in address, nomination etc, if any, to be effective must reach to the Registrar & Transfer Agent or the Registered Office of the Company by 02 August, 2017 (Relevant Forms for nomination and updation of Shareholders information are enclosed at the end of the Annual Report).
6. Members seeking any further clarification/information relating to the Annual Financial Statements are requested to write at the Registered Office of the Company at least ONE WEEK before the date of the Meeting i.e. on or before 02 August, 2017 to enable the management to keep the information ready at the Meeting.
7. The unclaimed dividend till the financial year 2008-09 has been transferred to the Investor Education and Protection Fund. Further, the amount of unclaimed dividend standing in the "Bharat Gears Limited Final Dividend Account 2009-10" which is required to be transferred to "IEPF" is due for transfer into "IEPF" on 27 August, 2017 shall be deposited to the "IEPF" within the prescribed time limits.

The Ministry of Corporate Affairs (MCA) on 05 September, 2016 notified the IEPF (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") effective from 07 September, 2016 prescribing the uploading of information relating to unpaid and unclaimed amounts lying with companies, which is applicable on the Company. The objective of IEPF Rules is to help the shareholders to ascertain status of the unclaimed amounts and overcome the problems due to misplacement of intimation thereof by post etc. In terms of the said IEPF Rules, the Company has uploaded the information in respect of the Unclaimed Dividends in respect of the financial years from 2008-09, as on date of the 44th Annual General Meeting (AGM) held on 04 August, 2016, on the website of the IEPF viz. www.iepf.gov.in and under "Investor Section" on the website of the Company viz. www.bharatgears.com.

Members who have not encashed their dividend warrants since 2009-10 are advised to write to the Company or Registrar & Transfer Agent of the Company immediately (for dividend of financial year 2009-10 on or before 27 August, 2017 since dividend of financial year 2009-10

being transferred to "IEPF" on even date), claiming dividends declared by the Company. The dividend for the Financial Year 2008-09 could not be claimed as the same has been transferred to IEPF on 29 August, 2016.

Compulsory transfer of Equity Shares into the Demat Account of the Investor Education and Protection Fund (IEPF) Authority:

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.

Since, the unclaimed dividend for the year 2009-10 shall be transferred to the Investor Education and Protection Fund (IEPF) on 27 August, 2017 therefore, the equity shares relating to such dividend on which the dividend has not been claimed for the consecutive seven years since 2009-10 shall also be transferred into IEPF subsequently.

In terms of the rules dated 05 September, 2016 and the amendment thereof vide notification dated 28 February, 2017, 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 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 Company also simultaneously published notice in the leading newspaper in english language and regional language having wide circulation on 13 May, 2017 to such shareholders. In case valid claim is not received by 27 August, 2017, the respective shares will be credited to the designated demat account of the Authority.

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. However, the Ministry of Corporate Affairs (MCA) will issue fresh instructions regarding "Transfer of Shares to IPEF Authority" in due course of time.

8. The shares of the Company are compulsorily traded in demat mode. Hence, the Members who are still holding physical Share Certificates are advised that it is in their own interest to dematerialize their shareholding to avail benefits of dematerialization viz. easy liquidity, electronic transfer, savings in stamp duty and prevention of forgery.

9. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the Share Certificate(s) to Link Intime India Private Limited, Registrar & Transfer Agent for consolidation into a single folio.
10. Members are requested to register their e-mail address(es) and changes in their particulars like change in address from time to time with Link Intime India Private Limited, Registrar & Transfer Agent for shares held in physical form and with the respective Depository Participants for the shares held in dematerialized form.
11. Members may please note that Securities and Exchange Board of India (SEBI) has made Permanent Account Number (PAN) as the sole identification number of all participants transacting in the securities market, irrespective of the amount of such transactions. SEBI has also mandated that for securities market transactions and off market/private transactions involving transfer of shares in physical form, it shall be necessary for the transferee(s) to furnish a copy of PAN card to the Company/Share Transfer Agent for registration of such transfer of shares.
12. For security reasons, no article/baggage will be allowed at the venue of the meeting. The members/attendees are strictly requested not to bring any article/baggage etc. at the venue of the meeting.
13. In terms of provisions of Section 136 of the Companies Act, 2013 read with Rule 11 of the Companies (Accounts) Rules, 2014, service of notice/documents to the shareholders can be made through electronic mode, provided the Company has obtained the e-mail address(es) of the shareholder(s). Also, the shareholders who have not registered their e-mail address for receiving the Balance Sheet etc. will be sent the physical copies through any recognised mode of delivery as specified under Section 20 of the Companies Act, 2013.

Further, in compliance of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company shall supply:

- (i) Soft copies of full annual reports containing Balance Sheet, Statement of Profit & Loss and Board's Report to all those shareholder(s) who have registered their e-mail address(es) for the purpose;
- (ii) Hard copy of statement containing the salient features of all the documents, as prescribed in Section 136 of the Companies Act, 2013 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 along with the details of name, address, Folio No., shares held:

- i) To the Registrar and Share Transfer Agent, Link Intime India Private Limited for shares held in physical form and;**
- ii) In respect of shares held in demat mode, also provide DPID/Client ID with the above details and register the same with their respective Depository Participants.**

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

14. Voting Through electronic means

- I. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the members with facility to exercise their right to vote at the 45th Annual General Meeting by electronic means and the business may be transacted through the facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") as provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The instructions for remote e-voting are as under:
 - A. In case a Member receives an e-mail from NSDL [for members whose e-mail IDs are registered with the Company/Depository Participants(s)]:
 - (i) Open e-mail and open PDF file with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>.
 - (iii) Click on Shareholder – Login.

- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on e-voting: Active Voting Cycles.
- (vii) Select "REVEN" of Bharat Gears Limited.
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to bglscrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in.
- B. In case a Member receives physical copy of the Notice of AGM [for members whose e-mail IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:
- (i) Initial password will be provided separately:
- | REVEN | USER ID | PASSWORD/PIN |
|--------------------------------|---------|--------------|
| (Remote E-Voting Event Number) | | |
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- V. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and remote e-voting user manual for members available at the 'Downloads' section of www.evoting.nsdl.com.
- VI. If you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password/PIN for casting your vote.
- VII. 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).
- VIII. The remote e-voting period commences on 06 August, 2017 and ends on 08 August, 2017 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 02 August, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- IX. 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 02 August, 2017.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. 02 August, 2017 may obtain the user ID and password by sending a request at evoting@nsdl.co.in or delhi@linkintime.co.in. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com.
- XI. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XII. Mr. Ajay Garg, MBA, FCS, LLB and Mr. Mahesh Sharma, B.com, LLB has been appointed as the Scrutinizer and Alternate Scrutinizer respectively having their office at 970, 1st Floor, Sector 21-D, Faridabad, to scrutinize the remote e-voting process and poll process at Annual General Meeting in a fair and transparent manner.
- XIII. The Chairman shall, at the AGM, at the discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XIV. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and shall issue, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

XV. The Results of the AGM shall be declared by the Chairman or person authorized or anyone of the director of the Company after the AGM within the prescribed time limits.

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

15. The documents referred to in the accompanying Notice and the Annual Report 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 date of the Meeting and shall also be available at the venue of the meeting.

By order of the Board



Prashant Khattry

Place: Faridabad

Date: 07 July, 2017

Head (Legal) & Company Secretary

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

ITEM NO. 2

The members of the Company had appointed M/s Deloitte Haskins & Sells, Chartered Accountants as Statutory Auditors of the Company in the 42nd Annual General Meeting (AGM) held on 01 August, 2014 for a period of 3 (Three) years w.e.f. financial year 2014-15 to hold the office from the conclusion of 42nd AGM to the conclusion of 45th AGM in the Year 2017 (subject to the ratification by members at every Annual General Meeting) in terms of provisions of Section 139 of the Companies Act, 2013. Subsequently, the appointment of M/s Deloitte Haskins & Sells, Chartered Accountants as Statutory Auditors of the Company for the financial

year 2015-16 and 2016-17 had been duly ratified by the members in the AGM held on 31 July, 2015 and 04 August, 2016 respectively.

The tenure of M/s Deloitte Haskins & Sells, Chartered Accountants as Statutory Auditors of the Company upto financial year 2016-17 expires at 45th AGM in the year 2017.

The Board of Directors of the Company have recommended the appointment of M/s S R B C & Co. LLP, Chartered Accountants (ICAI Registration No. 324982E/E300003) as Statutory Auditors of the Company for a period of 5 (Five) years w.e.f. Financial Year 2017-18 to hold the office from the conclusion of the 45th AGM to the conclusion of 50th AGM in the year 2022 (subject to the ratification by members at every Annual General Meeting).

As required under the provisions of Section 139(1) of the Companies Act, 2013, the Company has received a written consent from M/s S R B C & Co. LLP, Chartered Accountants (ICAI Registration No. 324982E/E300003) to the effect that their appointment, if made, would be in accordance with the Companies Act, 2013 and the Rules framed thereunder and that they satisfy the criteria provided in Section 141 of the Companies Act, 2013 read with Rule 4(1) of the Companies (Audit and Auditors) Rules, 2014 and that they are not disqualified to be appointed.

The Board recommends the resolution as set out at Item No. 2 of the Notice for approval by the Members.

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. 2 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. except Sundays upto the date of the Annual General Meeting and shall also be available at the venue of the meeting.

By order of the Board



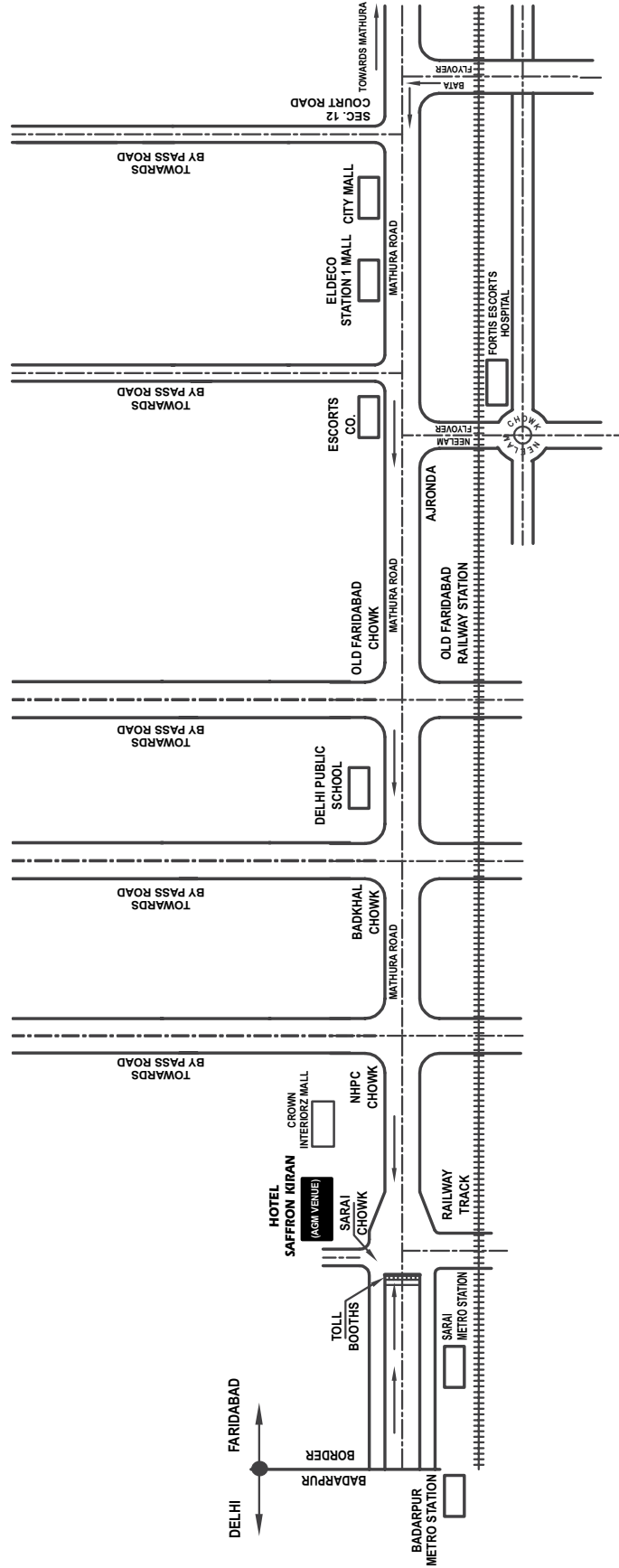
Prashant Khattry

Head (Legal) & Company Secretary

Place: Faridabad

Date: 07 July, 2017

Guide Map to venue of AGM from Delhi-Faridabad Border





BHARAT GEARS LIMITED

Regd. Office & Works: 20 K.M. Mathura Road, *Geared for Life*
P.O. Amar Nagar, Faridabad - 121003, Haryana
Website: www.bharatgears.com, E-mail: info@bglindia.com
CIN: L29130HRI971PLC034365

Form No. MGT-11 PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) :	
Registered Address :	
E-mail Id :	
Folio No./Client ID :	
DP ID :	

I/We, being the member (s) of _____ shares of the above name Company, hereby appoint:-

- Name:.....
Address:.....
E-mail ID:
Signature:....., or failing him
- Name:.....
Address:.....
E-mail ID:
Signature:....., or failing him
- Name:.....
Address:.....
E-mail ID:
Signature:.....

as my/our proxy to attend and vote(on a poll) for me/us and on my/our behalf at the 45th Annual General Meeting of the Company, to be held on the 09th day of August, 2017 at 03:00 P.M. 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 and at any adjournment thereof in respect of such resolutions as are indicated below:

- To receive, consider and adopt the financial statements of the Company for the year ended 31 March, 2017 with Report of the Directors and Auditors thereon (Ordinary Resolution).
- To consider the appointment of M/s S R B C & Co. LLP, Chartered Accountants (ICAI Registration No. 324982E/E300003) as Statutory Auditors of the Company for a period of 5 (Five) years w.e.f. Financial year 2017-18 in place of M/s Deloitte Haskins & Sells-Ahmedabad (Ordinary Resolution).

Signed this _____ day of _____, 2017

Signature of Shareholder:_____

Signature of Proxy holder(s)_____

Affix
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting. (i.e. on or before 03:00 P.M. on Monday, 07 August, 2017).





BHARAT GEARS LIMITED

Regd. Office & Works: 20 K.M. Mathura Road,
P.O. Amar Nagar, Faridabad - 121003, Haryana
Website: www.bharatgears.com, E-mail: info@bglindia.com
CIN: L29130HR1971PLC034365

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ATTENDANCE SLIP

45th ANNUAL GENERAL MEETING

Name of the Member
(In Block Letters)

Name of Proxy, If any
(In Block Letters)
(In case Proxy attends
the meeting in place of member)

DP ID/Client ID/Folio No.

No. of Shares held

I/We hereby record my/our presence at the 45th Annual General Meeting of the Company on 09th day of August, 2017 at 03:00 P.M. 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.

Signature of the Proxy.....Signature of the Member.....

Note:

- Members/Proxy holders are requested to bring this Attendance Slip duly filled in and signed with them when they come to the meeting and hand it over at the entrance of the Meeting hall.
NO ATTENDANCE SLIP SHALL BE ISSUED AT THE MEETING.
- No briefcase, bag etc. shall be allowed inside the Meeting hall.
- Please bring your copy of the Annual Report to the Meeting.
- The Meeting is of members only and you are requested not to bring with you any person who is not a member or a proxy.**

NOTE: NO GIFTS/GIFT COUPONS SHALL BE DISTRIBUTED AT THE MEETING

REMOTE E-VOTING PARTICULARS

R-EVEN (Remote E-Voting Event Number)	USER ID	PASSWORD

Note : Please read instructions given at Note No. 14 of the Notice of the 45th Annual General Meeting of the Company before casting your vote through remote e-voting.