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To

The Chairman

42nd Annual General Meeting of Equity Shareholders of

Bharat Gears Limited

held on 1st Day of August, 2014 at HUDA Convention Centre
Sector-12, Faridabad-121007 (Haryana)

SCRUTINIZER'S REPORT (Consolidated)

Dear Sir,

I, **Ajay Garg MBA, FCS, LLB (Corporate Counsel and Lawyer)** having office at 1st Floor 970, Sector- 21D, Faridabad- 121001, have been appointed as Scrutinizer for the purpose of scrutinizing e-voting, postal Ballot & as well as poll on the day of 42nd Annual General Meeting.

1. E-voting, postal ballot and Poll have been carried out in fair and transparent manner.
2. Brief summary of the poll is as under:

DETAILS	INFORMATION
Dates and timing of E-voting	From 9.00 am on 26 th July and closed at 6.00 pm on 28 th July, 2014
Date and timing of A.G.M	11:30 a.m on 1 st August, 2014
Total Number of Shares on Record Date	78,17,833
Last date of casting votes through E-voting	28 th July, 2014
Number of Votes casted through E-voting	3802
Last Date of Postal Ballot voting	28 th July, 2014



Number of Valid Votes casted through Postal Ballot	38,52,732		
Number of Votes casted in Poll at AGM	33		
Total Number of Valid Votes Polled	2,93,726		
Total Votes Consolidated	4151462		
Resolution 1 (as per Notice)	For	Against	Invalid
	4150260	105	1097
Resolution 2 (as per Notice)	For	Against	Invalid
	4150235	130	1097
Resolution 3 (as per Notice)	For	Against	Invalid
	4150230	135	1097
Resolution 4 (as per Notice)	For	Against	Invalid
	4149930	435	1097
Resolution 5 (as per Notice)	For	Against	Invalid
	4149930	435	1097
Resolution 6 (as per Notice)	For	Against	Invalid
	4149935	430	1097
Resolution 7 (as per Notice)	For	Against	Invalid
	4150085	280	1097
Resolution 8 (as per Notice)	For	Against	Invalid
	4149870	495	1097
Resolution 9 (as per Notice)	For	Against	Invalid
	4150040	325	1097

3. This Consolidated report has been prepared in consonance with the Scrutinizer's Report for e-voting dated 29th July, 2014, Postal Ballot Report in lieu of E-voting dated 29th July, 2014 and Scrutinizer's Report for poll dated 1st August, 2014.
4. The facts have been corroborated and verified by two examiners **Ms. Tanu Tyagi**, B. Com, Qualified Company Secretary residing at FCA-165, Mukesh Colony, Ballabgarh, Faridabad-121004 & **Ms. Chanchal Gupta**, B. Com(Hons.), MBA Residing at H.No.-6/17 B, Jhankar Gali, Main Market, Old Faridabad, Haryana-121002 who are not in the employment of the company they have signed below in confirmation of votes being unblocked in their presence.

Ms. Tanu Tyagi

Ms. Chanchal Gupta

5. The Chairman may proceed to declare the results as per his convenience and subject to compliance of the timelines prescribed in the Companies Act, 2013. The same along with Scrutinizers report need to uploaded on the website of the Company, if

any and also on the website of NSDL (agency) within two days of passing of resolution.

The Scrutinizer hereby registers his appreciation towards management in carrying out the whole process in fair and transparent manner.

Thanking You,

Yours faithfully,



(Ajay Garg)

Scrutinizer to the E-voting, Postal Ballot & Poll

Place: Faridabad

Date : 01.08.2014

Annexure- Scrutinizer's Report on:

- **E-voting (standalone);**
- **Postal Ballot (standalone); and**
- **Poll (standalone).**



Date of AGM: August 01, 2014

Total number of shareholders on record date: 10182

Number of shareholders present in the meeting either in person or through proxy*:
(*Based on shareholders registering attendance)

Promoters and Promoter Group : 6 (in person)
Public : 1513 (in person), 24 (through Proxy)

Number of Shareholders attended the meeting through Video Conferencing:

Promoters and Promoter Group : Not Applicable
Public : Not Applicable

Details of Agenda

Mode of voting: (E-voting) (Including Postal Ballot in lieu of E-Voting)/Poll

Promoter/Public	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
Resolution No. 1: To receive, consider and adopt the Audited Accounts of the Company for the year ended March 31, 2014 together with Reports of the Auditors and Directors thereon. Resolution required: (Ordinary)							
Promoter and Promoter Group	4141738	4141133	99.99	4141133	0	100.00	0.00
Public – Institutional holders	0	0	0.00	0	0	0.00	0.00
Public – Others	9232	9232	100.00	9127	105	98.86	1.14
Total	4150970	4150365	99.99	4150260	105	99.99	0.01

Promoter/Public	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
Resolution No. 2: To declare dividend on Equity Shares @ Rs. 1.00 per share out of the Accumulated Profits/ General Reserve of the Company for the year 2013-2014. Resolution required: (Ordinary)							
Promoter and Promoter Group	4141738	4141133	99.99	4141133	0	100.00	0.00
Public – Institutional holders	0	0	0.00	0	0	0.00	0.00
Public – Others	9232	9232	100.00	9102	130	98.59	1.41
Total	4150970	4150365	99.99	4150235	130	99.99	0.01

Promoter/Public	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
Resolution No. 3: To re-appoint M/s Deloitte Haskins & Sells Ahmadabad (ICAI Registration No. 117365W) Chartered Accountants, as statutory auditors of the company for the period of 3(Three) years till the conclusion of Annual General Meeting of the company in the calendar year 2017. Resolution required: (Ordinary)							
Promoter and Promoter Group	4141738	4141133	99.99	4141133	0	100.00	0.00
Public – Institutional holders	0	0	0.00	0	0	0.00	0.00
Public – Others	9232	9232	100.00	9097	135	98.54	1.46
Total	4150970	4150365	99.99	4150230	135	99.99	0.01

Promoter/Public	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
Resolution No. 4: To consider appointment of Mr. Ram S. Tarneja, Director of the company, as an Independent Director of the Company to hold office for the five consecutive years for a term upto 47 th Annual General Meeting of the Company in the calendar year 2019 Resolution required: (Ordinary)							
Promoter and Promoter Group	4141738	4141133	99.99	4141133	0	100.00	0.00
Public – Institutional holders	0	0	0.00	0	0	0.00	0.00
Public – Others	9232	9232	100.00	8797	435	95.29	4.71
Total	4150970	4150365	99.99	4149930	435	99.99	0.01

Promoter/Public	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
Resolution No. 5: To consider appointment of Mr. S.G. Awasthi, Director of the company, as an Independent Director of the Company to hold office for the five consecutive years for a term upto 47 th Annual General Meeting of the Company in the calendar year 2019 Resolution required: (Ordinary)							
Promoter and Promoter Group	4141738	4141133	99.99	4141133	0	100.00	0.00
Public – Institutional holders	0	0	0.00	0	0	0.00	0.00
Public – Others	9232	9232	100.00	8797	435	95.29	4.71
Total	4150970	4150365	99.99	4149930	435	99.99	0.01



Promoter/Public	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
Resolution No. 6: To consider appointment of Ms. Hiroo Suresh Advani, Additional Director of the company, as an Independent Director of the Company to hold office for the five consecutive years for a term upto 47 th Annual General Meeting of the Company in the calendar year 2019. Resolution required: (Ordinary)							
Promoter and Promoter Group	4141738	4141133	99.99	4141133	0	100.00	0.00
Public – Institutional holders	0	0	0.00	0	0	0.00	0.00
Public – Others	9232	9232	100.00	8802	430	95.34	4.66
Total	4150970	4150365	99.99	4149935	430	99.99	0.01

Promoter/Public	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
Resolution No. 7: To approve the remuneration payable to M/s M.K. Kulshrestha & Associates, Cost Auditors of the Company for the financial year 2014-2015. Resolution required: (Ordinary)							
Promoter and Promoter Group	4141738	4141133	99.99	4141133	0	100.00	0.00
Public – Institutional holders	0	0	0.00	0	0	0.00	0.00
Public – Others	9232	9232	100.00	8952	280	96.97	3.03
Total	4150970	4150365	99.99	4150085	280	99.99	0.01

Promoter/Public	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
Resolution No. 8: To consider and approve remuneration to Mr. Sameer Kanwar, Joint Managing Director of the Company for a further period of 2(two) years of his present tenure w.e.f. 1 st June, 2014. Resolution required: (Special)							
Promoter and Promoter Group	4141738	4141133	99.99	4141133	0	100.00	0.00
Public – Institutional holders	0	0	0.00	0	0	0.00	0.00
Public – Others	9232	9232	100.00	8737	495	94.64	5.36
Total	4150970	4150365	99.99	4149870	495	99.99	0.01



Promoter/Public	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
Resolution No. 9: To consider and approve borrowing powers of the Company.							
Resolution required: (Special)							
Promoter and Promoter Group	4141738	4141133	99.99	4141133	0	100.00	0.00
Public – Institutional holders	0	0	0.00	0	0	0.00	0.00
Public – Others	9232	9232	100.00	8907	325	96.48	3.52
Total	4150970	4150365	99.99	4150040	325	99.99	0.01

A handwritten signature in blue ink is written over a circular stamp. The stamp contains the text 'FARIDABAD' at the top and 'AT GANES LIMITED' at the bottom, with a star on each side. The signature is a cursive-style name.