



Geared for life

BHARAT GEARS LIMITED

Regd. Office & Works :

20 K.M. Mathura Road, P.O. Box 328

P.O. Amar Nagar, Faridabad - 121003 (Haryana) INDIA

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

E-mail : info@bglindia.com

Corporate Identity Number : L29130HR1971PLC034365

BGL/SEC/NSE/3/MAY 2019-2020

May 24, 2019

The Manager (Listing)
National Stock Exchange of India Ltd
"Exchange Plaza", 5th Floor,
Plot No. C-1, G - Block,
Bandra Kurla Complex,
Bandra (E),
Mumbai - 400051

SYMBOL: BHARATGEAR

Sub: "Annual Secretarial Compliance Report" for the year ended March 31, 2019

Dear Sir,

Pursuant to Circular no. CIR/CFD/CMD1/27/2019 dated 8th February, 2019 issued by the Securities & Exchange Board of India (SEBI), please find enclosed herewith **"Annual Secretarial Compliance Report" for the year ended March 31, 2019** issued by M/s AGB & Associates, Practicing Company Secretaries, Faridabad.

You are requested to take the same on your records.

Thanking you,

Yours faithfully
For **BHARAT GEARS LIMITED**


Prashant Khattry
Head (Legal) & Company Secretary



Encl: As Above



Mumbai Office : 14th Floor Hoechst House, Nariman Point, Mumbai - 400 021 INDIA

Tel.: +91(22) 2283 2370, Fax :+91-(22) 2282 1465, Email: info@bharatgears.com

Mumbra Works : Kausa Shil, Mumbra, Distt. Thane-400 612, (Maharashtra) INDIA

Tel. : +91(22) 2535 2034, 2535 7500, Fax: +91(22) 2535 1651

www.bharatgears.com



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National Stock Exchange of India Ltd
"Exchange Plaza", 5th Floor,
Plot No. C-1, G - Block,
Bandra Kurla Complex,
Bandra (E),
Mumbai - 400051

The Manager (Listing)
BSE Limited
1st Floor, New Trading Ring,
Rotunda Building
PJ Towers, Dalal Street
Fort, Mumbai – 400001

SYMBOL: BHARATGEAR

STOCK CODE: 505688

Sub: "Annual Secretarial Compliance Report" for the year ended March 31, 2019

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SECRETARIAL COMPLIANCE REPORT OF BHARAT GEARS LIMITED
FOR THE YEAR ENDED 31 MARCH, 2019

We have examined:

- a) all the documents and records made available to us and explanation provided by **Bharat Gears Limited (CIN- L29130HR1971PLC034365)** ("the listed entity"),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website (**https://www.bharatgears.com**) of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **31 March, 2019 ("Review Period")** in respect of compliance with the provisions of :

- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - **Not applicable**
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; -**Not applicable**
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - **Not applicable**
- g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013; - **Not applicable**



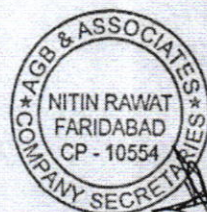
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
and circulars/ guidelines issued thereunder;

and based on the above examination, We hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder,
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued there under:
NIL
- (d) The listed entity has taken the following actions to comply with the observations made in previous reports: **Not applicable**

Place: Faridabad

Date: 13.05.2019



**For AGB & Associates
Company Secretaries**

(Nitin Rawat)

Partner

FCS No. 9050

CP No. 10554