

AGB & Associates
Company secretaries

**Head Office: 5A/14, 2nd Floor BP, NIT,
Faridabad-121001 (HR)**
Contact: 9811179921
Email: agbcorplegal@gmail.com

Report of Scrutinizer – Consolidated (On Remote E-Voting and E-Voting at AGM)
[Pursuant to section 108 of Companies Act, 2013 and Companies (Management and Administration) Rules, 2014, as amended]

To,

The Chairman,
51st Annual General Meeting of the
Equity Shareholders of Bharat Gears Limited
20 K.M. Mathura Road,
P.O. Amar Nagar,
Faridabad-121003

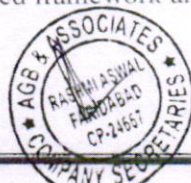
Subject: Consolidated Scrutinizer Report on Remote E-Voting carried out during 17th September, 2023 (9:00 A.M.) to 19th September, 2023 (5:00 P.M.) and E-Voting conducted at the 51th Annual General Meeting of Bharat Gears Limited held on Wednesday, 20th September, 2023 through Video conferencing at 11.30 A.M.

Dear Sir,

1. **Rashmi Aswal, ACS, LLB, M.Com,** have been appointed as Scrutinizer for the purpose of providing Scrutinizer Report on remote E-voting as well as E-voting during Annual General Meeting (AGM) conducted on the day of 51st Annual General Meeting through electronic mode.

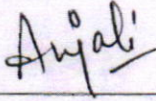
I hereby furnish the consolidated report as under:

1. The Company engaged the services of Link Intime India Pvt. Ltd. and E-voting facility was offered and kept open by the company to its shareholders for the period commencing from 17th September, 2023 (9:00 A.M.) to 19th September, 2023 (5:00 P.M.). The shareholders whose names appeared on the Registers of members list as on the cut-off date i.e. 13th September, 2023 was allowed to participate and vote during the aforesaid period of remote e-voting.
2. At the 51st Annual General Meeting of the Company held through Video conferencing on Wednesday, the 20th September, 2023, at 11:30 A.M. electronic voting was conducted on all the resolutions (3) to facilitate the members present at the virtual meeting, who did not participate in the remote e-voting to cast their votes.
3. The management of the Company is responsible to ensure compliance with the requirements of (i) the Act and the Rules made thereunder; (ii) the MCA Circulars; and (iii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("LODR") relating to e-voting on the resolutions contained in the Notice calling the AGM. The management of the Company is responsible for ensuring secured framework and robustness of the electronic voting systems.

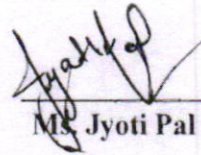


4. My responsibility as Scrutinizer for e-voting process (i.e. remote e-voting and e-voting during AGM) is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the Notice, based on the reports generated from the e-voting system provided by Link Intime India Private Limited, the Registrar and Transfer Agent of the Company and the Agency authorized under the Rules and engaged by the Company to provide e-voting facility; and attendance papers / documents furnished to me electronically by the Company and/ or Link Intime India Private Limited for my verification.

5. The votes cast were unblocked on Wednesday, 20th September 2023 after the conclusion of the AGM and was witnessed by two witnesses, Ms. Anjali Chauhan, B. Com, residing at House No. 2170, SGM Nagar, Faridabad- 121001 (HR) & Ms. Jyoti Pal, B. Com, residing at H.No-1876, B-Block SGM Nagar, NIT, Faridabad-121001 (HR), who are not in the employment of the company. They have signed below in confirmation of votes being unblocked in their presence.



Ms. Anjali Chauhan



Ms. Jyoti Pal

6. Thereafter, the details containing, inter-alia, the list of Equity Shareholders who voted "in favour" or "against" on each of the resolutions that was put to vote were generated from the e-voting website of Link Intime India Private Limited, i.e. <https://instavote.linkintime.co.in>. Based on the report generated by Link Intime India Private Limited and relied upon by me, data regarding the remote e-voting was scrutinized on test checkbasis.

7. After the time fixed for closing of the Remote e-voting by the Chairman, the electronic system recording the e-voting (e-votes) was locked by me. The E-votes cast were unblocked on Wednesday, 20th September 2023 after the conclusion of the AGM.

8. Brief summary of Voting is as under:

Details	Information
Dates and timing of Voting (Remote E-Voting)	17 th September, 2023 (9:00 A.M.) To 19 th September, 2023 (5:00 P.M.)
Dates and timing of Voting (E-Voting at AGM)	20 th September, 2023 (11:30 A.M.)
Total Number of Shares on Record Date	1,53,55,058
Total Voted Shares	Resolution no. 1- 87,02,929 Resolution no. 2- 87,02,930 Resolution no. 3- 87,02,931



Resolution-1: To receive, consider and adopt the financial statements of the Company for the year ended 31 March, 2023 together with Reports of the Directors and Auditors thereon.

Ordinary Resolutions: Passed

a) Valid Votes:

Voting Method	Votes in favour of the Resolutions			Votes against the Resolutions		
	Members Voted	No. of Shares	%	Members Voted	No. of Shares	%
Remote E-Voting	781	87,00,114	99.97	3	1,084	0.01
E-Voting at AGM	26	1,731	0.02	0	-	0
Total	807	87,01,845	99.99	3	1,084	0.01

b) Invalid Votes:

Voting Method	Total Number of members whose vote declared invalid	Total Number of shares held by them
Remote E-Voting	-	-
E-Voting at AGM	-	-
Total	-	-

Resolution-2: To consider the re-appointment of Mr. Nagar Venkatraman Srinivasan, who retires by rotation and is eligible for re-appointment, as a Non-Executive Director on the Board of the Company, liable to retire by rotation.

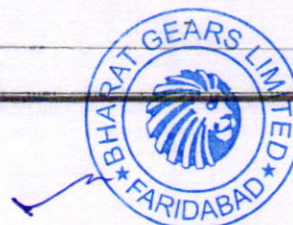
Special Resolutions: Passed

a) Valid Votes:

Voting Method	Votes in favour of the Resolutions			Votes against the Resolutions		
	Members Voted	No. of Shares	%	Members Voted	No. of Shares	%
Remote E-Voting	780	85,11,174	97.80	4	1,90,025	2.18
E-Voting at AGM	26	1,731	0.02	0	-	0
Total	806	85,12,905	97.82	4	1,90,025	2.18

b) Invalid Votes:

Voting Method	Total Number of members whose vote declared invalid	Total Number of shares held by them
Remote E-Voting	-	-
E-Voting at AGM	-	-
Total	-	-



Resolution-3: To consider the ratification of the remuneration payable to M/s M.K. Kulshrestha & Associates, Cost Auditors of the Company for the Financial Year 2023-24.

Ordinary Resolutions: Passed

a) Valid Votes:

Voting Method	Votes in favour of the Resolutions			Votes against the Resolutions		
	Members Voted	No. of Shares	%	Members Voted	No. of Shares	%
Remote E-Voting	779	87,00,056	99.97	5	1,144	0.01
E-Voting at AGM	26	1,731	0.02	0	-	-
Total	805	87,01,787	99.99	5	1,144	0.01

b) Invalid Votes:

Voting Method	Total Number of members whose vote declared invalid	Total Number of shares held by them
Remote E-Voting	-	-
E-Voting at AGM	-	-
Total	-	-

9. This Consolidated report has been prepared in consonance with remote e-voting and e-voting at the AGM.
10. The electronic data and all other relevant records relating to e-voting are under my safe custody and will be handed over to the Company Secretary authorized by the Board for safe keeping.
11. The Chairman or any other person authorised by him in this behalf may proceed to declare the results as all resolution are passed with requisite majority, as per convenience and subject to compliance of the timelines prescribed in the Companies Act, 2013.
12. The same along with Scrutinizer report need to be uploaded on the website of the Company and also on the website of Link Intime India Private Limited (Registrar and Transfer Agent).
13. The register, all other papers and relevant records relating to electronic voting shall remain in my safe custody until the chairman considers, approves and signs the minutes and thereafter the same will be handed over to the company secretary for safe keeping.

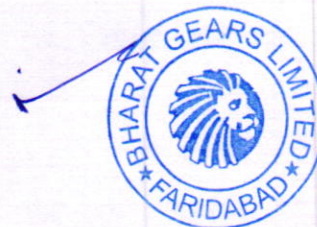
The Scrutinizer hereby registers her appreciation towards management in carrying out the whole process in fair and transparent manner.

Place: Faridabad
Date: 20.09.2023



Thanking You,
Scrutinizer to the Remote E-voting &
E-voting at AGM
UDIN:A050322E001043820

General information about company	
Scrip code	505688
NSE Symbol	BHARATGEAR
MSEI Symbol	NOTLISTED
ISIN	INE561C01019
Name of the company	Bharat Gears Limited
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	20-09-2023
Start time of the meeting	11:30 AM
End time of the meeting	12:10 PM



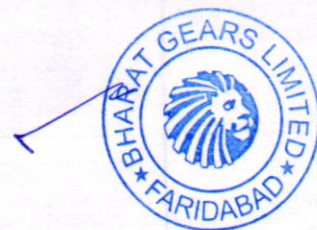
Scrutinizer Details	
Name of the Scrutinizer	Rashmi Aswal
Firms Name	AGB & ASSOCIATES
Qualification	CS
Membership Number	50322
Date of Board Meeting in which appointed	25-05-2023
Date of Issuance of Report to the company	20-09-2023



Voting results	
Record date	13-09-2023
Total number of shareholders on record date	27200
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	5
b) Public	334
No. of resolution passed in the meeting	3
Disclosure of notes on voting results	



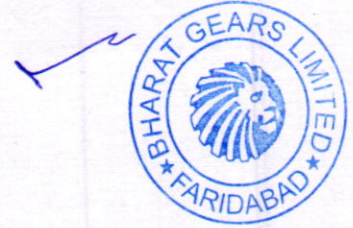
Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To receive, consider and adopt the Financial Statements of the Company for the year ended 31 March, 2023 together with Reports of the Directors and Auditors thereon.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	8494410	8493503	99.9893	8493503	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		8494410	8493503	99.9893	8493503	0	100
Public-Institutions	E-Voting	190497	188941	99.1832	188941	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		190497	188941	99.1832	188941	0	100
Public- Non Institutions	E-Voting	6670151	18754	0.2812	17670	1084	94.2199	5.7801
	Poll		1731	0.026	1731	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		6670151	20485	0.3071	19401	1084	94.7083
Total		15355058	8702929	56.6779	8701845	1084	99.9875	0.0125
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	



Text Block	
Textual Information(1)	Resolution passed with requisite majority.



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



Resolution(2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To consider the re-appointment of Mr. Nagar Venkatraman Srinivasan, who retires by rotation and is eligible for re-appointment.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	8494410	8493503	99.9893	8493503	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		8493503	99.9893	8493503	0	100	0
Public- Institutions	E-Voting	190497	188941	99.1832	0	188941	0	100
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		188941	99.1832	0	188941	0	100
Public- Non Institutions	E-Voting	6670151	18755	0.2812	17671	1084	94.2202	5.7798
	Poll		1731	0.026	1731	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		20486	0.3071	19402	1084	94.7086	5.2914
Total		15355058	8702930	56.6779	8512905	190025	97.8165	2.1835
Whether resolution is Pass or Not.				Yes				
Disclosure of notes on resolution				Textual Information(1)				



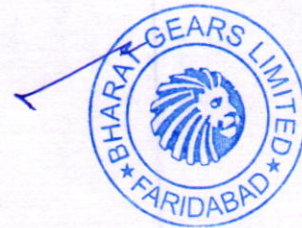
Text Block	
Textual Information(1)	Resolution passed with requisite majority.



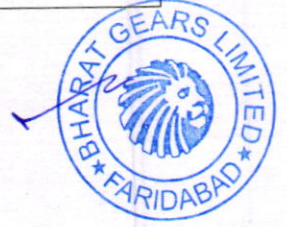
Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To consider the ratification of the remuneration payable to M/s M.K. Kulshrestha & Associates, Cost Auditors of the Company for the Financial Year 2023-24.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	8494410	8493503	99.9893	8493503	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		8494410	8493503	99.9893	8493503	0	100
Public- Institutions	E-Voting	190497	188941	99.1832	188941	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		190497	188941	99.1832	188941	0	100
Public- Non Institutions	E-Voting	6670151	18756	0.2812	17612	1144	93.9006	6.0994
	Poll		1731	0.026	1731	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		6670151	20487	0.3071	19343	1144	94.416
Total		15355058	8702931	56.6779	8701787	1144	99.9869	0.0131
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	



Text Block	
Textual Information(1)	Resolution passed with requisite majority.



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

