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, E-mail : info@bglindia.com
Corporate Identity Number : L29130HR1971PLC034365

BGL/SEC/NSE/3/JULY 2025-2026

BGL/SEC/BSE/2/JULY 2025-2026

July 04, 2025

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

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

STOCKCODE: 505688

Sub: Compliance of Regulation 34(1)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

Pursuant to Regulation 34(1)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Annual Report along with the Notice of Annual General Meeting of "Bharat Gears Limited" for the Financial Year ended 31st March, 2025.

You are requested to take the same on your records.

Thanking you,

Yours faithfully,
For **Bharat Gears Limited**

BHARAT GEARS LIMITED * FARIDABAD *

Prashant Khattry
Corporate Head (Legal) and Company Secretary

Encl: As above

NOTICE

TO THE MEMBERS OF THE COMPANY

NOTICE is hereby given that the 53rd Annual General Meeting (AGM) of the members of Bharat Gears Limited ("the Company") will be held as under through Video Conference ("VC")/Other Audio Visual Means ("OAVM") ("hereinafter referred to as "electronic mode"):

Day : Wednesday

Date : 30 July, 2025

Time : 04:00 P.M.

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, 2025 together with Reports of the Directors and Auditors thereon.

SPECIAL BUSINESS:

2. To consider the appointment of Mr. Satya Prakash Mangal, Additional Director of the Company, 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 Mr. Satya Prakash Mangal (holding DIN 01052952), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 22 May, 2025 in terms of the provisions of Section 161 of the Companies Act, 2013 and Article 164 of the Articles of Association (AOA) of the Company and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying their intention to propose Mr. Satya Prakash Mangal as a candidate for the office of Non-Executive Independent Director of the Company, be and is hereby appointed as a Non-Executive Independent Director of the Company for a period of 5 (Five) years from this Annual General Meeting as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company pursuant to the provisions of Section 149, 150, 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), Schedule IV of the Companies Act, 2013 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

   RESOLVED FURTHER THAT the Board of Directors of the Company (which includes a Committee, constituted for the time being in force) be and is hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit."

3. To consider the appointment of Mr. Bharat Dev Singh Kanwar, Additional Director of the Company, 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 Mr. Bharat Dev Singh Kanwar (holding DIN 00428180), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 22 May, 2025 in terms of the provisions of Section 161 of the Companies Act, 2013 and Article 164 of the Articles of Association (AOA) of the Company and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying their intention to propose Mr. Bharat Dev Singh Kanwar as a candidate for the office of Non-Executive Independent Director of the Company, be and is hereby appointed as a Non-Executive Independent Director of the Company for a period of 5 (Five) years from this Annual General Meeting as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company pursuant to the provisions of Section 149, 150, 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), Schedule IV of the Companies Act, 2013 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

RESOLVED FURTHER THAT the Board of Directors of the Company (which includes a Committee, constituted for the time being in force) be and is hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit."

4. To consider the appointment of Mr. Nagar Venkatraman Srinivasan, Non-Executive Director of the Company, 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, 150, 152 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, and subject to such other requisite approvals as may be required in this regard, Mr. Nagar Venkatraman Srinivasan, Non-Executive Director (holding DIN 00879414) in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying their intention to propose Mr. Nagar Venkatraman Srinivasan as a candidate for the office of Non-Executive Independent Director of the Company, be and is hereby appointed as a Non-Executive Independent Director of the Company for a period of 5 (Five) years from this Annual General Meeting as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company.

   RESOLVED FURTHER THAT the Board of Directors of the Company (which includes a Committee, constituted for the time being in force) be and is hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit."

5. To consider the appointment of M/s TVA & Co. LLP, Company Secretaries, New Delhi (Limited Liability Partnership Identification Number (LLPIN) AAE-9329) as the Secretarial Auditor 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 Section 204 and other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and pursuant to the recommendation and approval of the Audit Committee and the Board of Directors of the Company, the consent of the members be and is hereby accorded for the appointment of M/s TVA & Co. LLP, Company Secretaries, New Delhi (Limited Liability Partnership Identification Number (LLPIN) AAE-9329) having their office at N-145A, Ground Floor, N-Block, Greater Kailash-I, New Delhi-110048 as the Secretarial Auditor of the Company for the purpose of conducting Secretarial Audit for a period of consecutive 5 (Five) years with effect from Financial Year 2025-26 upto the Financial Year 2029-30 in a fair and transparent manner.

   RESOLVED FURTHER THAT approval of the Members be and is hereby accorded to the Board to avail or obtain from the Secretarial Auditor, such other services or certificates or reports which the Secretarial Auditor may be eligible to provide or issue under the applicable laws at a remuneration to be determined by the Board.

   RESOLVED FURTHER THAT the Board of Directors of the Company (which includes a Committee, constituted for the time being in force) be and is hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit."

6. To consider the ratification of the remuneration payable to M/s M.K. Kulshrestha & Associates, Cost Auditors of the Company for the Financial Year 2025-26 and if thought fit, pass the following resolution as an **Ordinary Resolution**, with or without modification(s):

   "RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s M.K. Kulshrestha & Associates, Cost Accountants (Firm Registration No. 100209), the Cost Auditors of the Company appointed by the Board of Directors of the Company in its meeting held on 22 May, 2025 upon recommendation of the Audit Committee, to conduct the audit of the cost records of the Financial Year ending 31 March, 2026, at a remuneration of ₹ 2,25,000/- plus applicable taxes for the Financial Year 2025-26 be and is hereby confirmed, ratified and approved.

   RESOLVED FURTHER THAT Mr. Milind Pujari, Chief Financial Officer and Mr. Prashant Khattry, Corporate Head (Legal) and Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as may be considered necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution."

By order of the Board

Prashant Khattry
Corporate Head (Legal) and Company Secretary
FCS - 6096

Date: 30 June, 2025
Place: Faridabad

NOTES:

1. The Ministry of Corporate Affairs ('MCA') vide its General Circular No. 09/2024 dated 19 September, 2024 permitted the holding of Annual General Meeting through Video Conference ("VC")/Other Audio Visual Means ("OAVM") without the physical presence of Members at a common venue as per the procedure prescribed by MCA in the General Circular No. 20/2020 dated 05 May, 2020. The Securities and Exchange Board of India ("SEBI") also vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 03 October, 2024 ("SEBI Circular") has provided certain relaxations from compliance with certain regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In compliance with the said Circulars and the relevant provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Annual General Meeting of the members of the Company is being held through VC/OAVM.

2. Pursuant to the provisions of the Companies Act, 2013, a member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this Annual General Meeting is being held through VC/OAVM pursuant to the aforesaid MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the Annual General Meeting and hence the Proxy Form and Attendance Slip are not annexed to the Notice.

3. Institutional/Corporate Shareholders (i.e. other than Individuals/HUF, NRI, etc) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorisation etc., authorising its representative to attend the Annual General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail at agbcorplegal@gmail.com through their registered e-mail address with copies marked to the Company at investor@bglindia.com and to the Registrar and Transfer Agent (RTA) at delhi@in.mpms.mufg.com.

4. **Registration of e-mail ID and Bank Account details:**

   In case the shareholder's e-mail ID is already registered with the Company/its Registrar and Share Transfer Agent "RTA"/Depositories, log in details for e-voting are being sent on the registered e-mail address. In case the shareholder has not registered his/her/their e-mail address with the Company/its RTA/Depositories and/or not updated the Bank Account mandate for receipt of dividend, the following instructions to be followed:

   (i) Kindly log in to the website of our RTA, MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited), https://in.mpms.mufg.com under Investor Services > E-mail/Bank detail Registration – fill in the details and upload the required documents and submit. **OR**

   (ii) In the case of Shares held in Demat mode:

The shareholder may please contact the Depository Participant ("DP") and register the e-mail address and bank account details in the demat account as per the process followed and advised by the DP.

5. The Notice of the Annual General Meeting ("AGM") along with the Annual Report for the Financial Year 2024-25 is being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories and a letter providing the web-link, including the exact path, where complete details of the Annual Report are available is being sent to all those shareholders who have not registered their e-mail addresses, in accordance with the aforesaid MCA Circulars and Circular issued by the Securities and Exchange Board of India ("SEBI") dated 03 October, 2024 read with Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Members may note that the Notice of 53rd AGM and Annual Report for the Financial Year 2024-25 will also be available on the Company's website i.e. www.bharatgears.com; website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the National Stock Exchange of India Limited at www.nseindia.com. Members are requested to download the Annual Report and Notice of the AGM from the website of the Company and the Stock Exchange(s). Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.

6. Members attending the meeting through VC/OAVM shall be counted for the purposes of reckoning the quorum under Section 103 of the Companies Act, 2013.

7. 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 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide the members with facility to exercise their right to vote at the 53rd Annual General Meeting by electronic means and the business may be transacted electronically 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 MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) (MIIPL).

   The facility for electronic voting system shall also be made available at the 53rd Annual General Meeting (AGM). The Members who have not cast their votes through remote e-voting shall be able to exercise their voting rights at the AGM. The Members who have already cast their votes through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

8. **Instructions for Members to attend the Annual General Meeting through InstaMeet (VC/OAVM) are as under:**

   a) Members are entitled to attend the Annual General Meeting through VC/OAVM platform "InstaMeet" provided by the Registrar and Transfer Agent, MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) by following the below mentioned process. Facility for joining the Annual General Meeting through VC/OAVM shall open 15 minutes before the time scheduled for the Annual General Meeting and will be available to the Members on first come first serve basis.

      Members are requested to participate on first come first serve basis as participation through VC/OAVM is limited and will be closed on expiry of 15 (Fifteen) minutes from the scheduled time of the Annual General Meeting. Members holding more than 2% equity shares, Promoters, Institutional Investors, Directors, KMPs, Chair Persons of the Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee and Auditors etc. may be allowed to the meeting without restrictions of first-come-first serve basis. Members can log in and join at 03:45 P.M. IST i.e. 15 (Fifteen) minutes prior to the scheduled time of the meeting and window for joining shall be kept open till the expiry of 15 (Fifteen) minutes after the scheduled time. Participation is restricted upto 2000 members only.

   b) The details of the process to register and attend the AGM are as under:

      1. Open the internet browser and launch the URL: https://instameet.in.mpms.mufg.com & click on **"Login"**.

      ➢ Select the **"Company"** and **"Event Date"** and register with your following details:-

         A. Demat Account No. or Folio No.: Enter your 16 digit Demat Account No. or Folio No.

- Members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**.
- Members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**.
- Members holding shares in **physical form shall provide Folio Number** registered with the Company.

B. **PAN:** Enter your 10-digit Permanent Account Number (PAN). Members who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable.

C. **Mobile No.:** Enter your mobile number.

D. **Email ID:** Enter your e-mail id, as recorded with your DP/Company.

➢ Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please refer the instructions for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet support desk for any support on the dedicated number provided to you in the instruction/InstaMeet website.

c) **<u>Instructions for Members to speak during the Annual General Meeting through InstaMeet:</u>**

1. Members who would like to speak during the meeting must register their request on or before 23 July, 2025 with the Company on investor@bglindia.com created for the general meeting.
2. Members will get confirmation on first cum first serve basis.
3. Members will receive "speaking serial number" once they mark attendance for the meeting.
4. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.
5. Other members who has not registered as "Speaker Shareholder" may still ask questions to the panelist, via active chat-board during the meeting.
6. Members are requested to speak only when moderator of the meeting/management will announce the name and serial number for speaking.

d) **<u>Instructions for Members to Vote during the Annual General Meeting through InstaMeet:</u>**

Once the electronic voting is activated by the scrutinizer/moderator during the meeting, members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote".
2. Enter your 16 digit Demat Account No./Folio No. and OTP (received on the registered mobile number/registered e-mail Id) received during registration for InstaMeet and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/Against" for voting.
4. 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".
5. After selecting the appropriate option i.e. "Favour/Against" as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

e) Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Members who have voted through remote e-voting prior to the Annual General Meeting will be eligible to attend/participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

f) Members are encouraged to join the Meeting through Tablets/Laptops connected through broadband for better experience.

g) Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

h) Please note that members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

i) For a smooth experience of viewing the AGM proceedings on InstaMeet, shareholders/members who are registered as speakers for the event are requested to download and install the Webex application by clicking on the link http://www.webex.com

j) In case shareholders/members face any technical issue in login/e-voting, they may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on: - Tel: 022-49186000/49186175.

9. Remote e-Voting Instructions for shareholders:

In terms of SEBI master circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11 November 2024, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and e-mail Id correctly in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Individual Shareholders holding securities in demat mode with NSDL:-

Individual Shareholders registered with NSDL IDeAS facility:

Shareholders who have registered for NSDL IDeAS facility:

a) Visit URL: https://eservices.nsdl.com and click on "Beneficial Owner" icon under "Login".

b) Enter User ID and Password. Click on "Login".

c) After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.

d) Click on "MUFG InTime" or "e-voting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders who have not registered for NSDL IDeAS facility:

a) To register, visit URL: https://eservices.nsdl.com and select "Register Online for IDeAS Portal" or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

b) Proceed with updating the required fields.

c) Post successful registration, user will be provided with Login ID and password.

d) After successful login, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.

e) Click on "MUFG InTime" or "e-voting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders directly visiting the e-voting website of NSDL:

a) Visit URL: https://www.evoting.nsdl.com.

b) Click on the "Login" tab available under 'Shareholder/Member' section.

c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.

d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.

e) Click on "MUFG InTime" or "e-voting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL:-

Individual Shareholders registered with CDSL Easi/Easiest facility:

Shareholders who have registered/opted for CDSL Easi/Easiest facility:

a) Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com.

b) Click on New System Myeasi Tab.

c) Login with existing my easi username and password.

d) After successful login, user will be able to see e-voting option. The e-voting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.

e) Click on "MUFG InTime" or "e-voting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders who have not registered for CDSL Easi/Easiest facility:

a) To register, visit URL:

https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration

https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration.

b) Proceed with updating the required fields.

c) Post registration, user will be provided username and password.

d) After successful login, user will be able to see e-voting menu.

e) Click on "MUFG InTime" or "e-voting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders directly visiting the e-voting website of CDSL:

a) Visit URL: https://www.cdslindia.com.

b) Go to e-voting tab.

c) Enter Demat Account Number (BO ID) and PAN No. and click on "Submit".

d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account.

e) After successful authentication, click on "MUFG InTime" or "e-voting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant:

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

a) Login to DP website.

b) After Successful login, user shall navigate through "e-voting" option.

c) Click on e-voting option, user will be redirected to NSDL/CDSL Depository website after successful authentication, wherein user can see e-voting feature.

d) After successful authentication, click on "MUFG InTime" or "e-voting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode/Non-Individual Shareholders holding securities in demat mode:

Shareholders holding shares in physical mode/Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

a) Visit URL: https://instavote.linkintime.co.in

Shareholders who have not registered for INSTAVOTE facility:

b) Click on "**Sign Up**" under 'SHARE HOLDER' tab and register with your following details:

A. User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

B. PAN:

Enter your 10-digit Permanent Account Number (PAN).

Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI:

Enter the Date of Birth (DOB)/Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format).

D. Bank Account Number:

Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders holding shares in **NSDL form, shall provide 'D' above.*

***Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above.*

- Set the password of your choice.

  (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).

- Enter Image Verification (CAPTCHA) Code.
- Click "Submit" (You have now registered on InstaVote).

Shareholders who have registered for INSTAVOTE facility:

c) Click on **"Login"** under 'SHARE HOLDER' tab.

A. User ID: Enter your User ID.

B. Password: Enter your Password.

C. Enter Image Verification (CAPTCHA) Code.

D. Click "Submit".

d) Cast your vote electronically:

A. After successful login, you will be able to see the "Notification for e-voting".

B. Select 'View' icon.

C. E-voting page will appear.

D. Refer the Resolution description and cast your vote by selecting your desired option 'Favour/Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).

E. After selecting the desired option i.e. Favour/ Against, 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.

Guidelines for Institutional shareholders ("Custodian/ Corporate Body/Mutual Fund"):

Custodian/Corporate Body/Mutual Fund Registration:

a) Visit URL: https://instavote.linkintime.co.in.

b) Click on **"Sign Up"** under "Custodian/Corporate Body/Mutual Fund".

c) Fill up your entity details and submit the form.

d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.

e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote).

Investor Mapping:

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) Click on **"Investor Mapping"** tab under the Menu Section.

c) Map the Investor with the following details:

   A. 'Investor ID' –

      i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678.

      ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.

   B. 'Investor's Name' - Enter Investor's Name as updated with DP.

   C. 'Investor PAN' - Enter your 10-digit PAN.

   D. 'Power of Attorney' - Attach Board resolution or Power of Attorney.

      **File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.*

   E. Click on Submit button. (The investor is now mapped with the Custodian/Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

Voting through remote e-voting:

The corporate shareholder can vote by two methods, during the remote e-voting period.

VOTES ENTRY:

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) Click on **"Votes Entry"** tab under the Menu section.

c) Enter the **"Event No."** for which you want to cast vote.

   Event No. can be viewed on the home page of InstaVote under "On-going Events".

d) Enter **"16-digit Demat Account No."** for which you want to cast vote.

e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour/Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).

f) After selecting the desired option i.e. Favour/ Against, 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.

VOTES UPLOAD:

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) After successful login, you will be able to see the "Notification for e-voting".

c) Select **"View"** icon for **"Company's Name/Event number"**.

d) E-voting page will appear.

e) Download sample vote file from **"Download Sample Vote File"** tab.

f) Cast your vote by selecting your desired option 'Favour/Against' in the sample vote file and upload the same under **"Upload Vote File"** option.

g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.

   (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Shareholders holding securities in physical mode/Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode/Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Shareholders holding securities in physical mode/Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode/ Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in.

- Click on **"Login"** under 'SHARE HOLDER' tab.
- Click **"forgot password?"**
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on **"SUBMIT"**.

In case shareholders have a valid e-mail address, Password will be sent to his/her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#$&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian/Corporate Body/Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in

- Click on 'Login' under "Custodian/Corporate Body/ Mutual Fund" tab
- Click **"forgot password?"**
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a valid e-mail address, Password will be sent to his/her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/ DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#$&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/members can login any number of time till they have voted on the resolution(s) for a particular "Event".

10. Brief profile & other details of the Directors proposed to be appointed, as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India is annexed to this Notice.

11. The relevant Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 in respect of Resolution(s) set out in this Notice is appended hereinafter.

12. Members attending the meeting through VC/OAVM shall be counted for the purposes of reckoning the quorum under the provisions of Section 103 of the Companies Act, 2013.

13. All the documents referred to in the Notice will be available for electronic inspection without fees by the members from the date of circulation of this Notice up to the date of AGM i.e. 30 July, 2025. Members seeking to inspect such documents can send an e-mail to investor@bglindia.com.

14. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 ("the Act"), Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Act and any other documents required by the Act and any other law, will be made available electronically for inspection by Members of the Company at the meeting.

15. Since the AGM will be held through VC/OAVM, the Route Map to reach to the venue of the 53rd Annual General Meeting has not been annexed to this Notice.

16. 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 23 July, 2025 to enable the management to keep the information ready at the Meeting.

17. Members are requested to note that under Section 124 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to Unpaid Dividend Account is required to be transferred to the Investor Education and Protection Fund ('IEPF') constituted by the Central Government of India. Further; all shares in respect of which dividends remain unclaimed/unpaid for seven consecutive years or more, are required to be transferred to designated Demat Account of the IEPF Authority.

    There was no unclaimed dividend and shares required to be transferred to the Investor Education and Protection Fund (IEPF) during the Financial Year 2024-25. Further, there is no unclaimed dividend and shares required to be transferred to the Investor Education and Protection Fund (IEPF) during the Financial Year 2025-26.

    The Company has uploaded the information in respect of unpaid and unclaimed dividends and details of shares transferred to IEPF on the website of the IEPF Authority viz. www.iepf.gov.in and under "Investors Section" on the website of the Company viz. www.bharatgears.com under the link: http://bharatgears.com/details-of-unclaimed-dividend-and-iepf.php Further, the details of unclaimed fractional proceeds arising out of Bonus Issue of Equity Shares of the Company have also been uploaded under the aforesaid link.

    Members who have not encashed their dividend drafts since 2018-19/claimed fractional proceeds are advised to write to the Company or Registrar and Transfer Agent of the Company immediately claiming dividends declared by the Company/fractional proceeds arising out of Bonus Issue of Equity Shares of the Company.

    In terms of the Investor Education and Protection Fund (IEPF) Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended, the detailed procedure for claim of Dividend/Shares transferred to the IEPF Authority along with the details of Nodal Officer appointed by the Company for the purposes of verification of claims and coordination with Investor Education and Protection Fund Authority (IEPF Authority) as communicated to the IEPF Authority has been provided in the Corporate Governance Report forming part of the Annual Report 2024-25.

    Further, the necessary details of Nodal Officer are available on the website of the Company i.e. www.bharatgears.com under the link: http://bharatgears.com/corporate-governance.php

18. Members may please note that in compliance with the Regulation 39(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 3,200 (Three Thousand Two Hundred) Equity Shares of 50 (Fifty) Shareholders attached to undelivered Share Certificates in possession of the Company still remaining unclaimed have been transferred into the "Unclaimed Suspense Account" opened with Central Depository Services (India) Limited (CDSL).

    Further, the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.

19. 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 benefit of dematerialization viz. easy liquidity, electronic transfer and prevention of forgery.

20. 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 MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited), Registrar and Transfer Agent for consolidation into a single folio.

21. Members are requested to register their e-mail address(es) and changes in their particulars like change in address from time to time with MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited), Registrar and Transfer Agent for shares held in physical form and with the respective Depository Participants for the shares held in dematerialized form.

22. Members may please note that the 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.

    Further, SEBI has prohibited the transfer of shares in physical form except in case of transmission or transposition of shares. Members holding shares in physical form and intending to transfer their shares are advised to open a demat account with the Depository viz. National Securities Depository Limited (NSDL) or Central Depository Services (India) Limited (CDSL) through respective Depository Participant(s) and transfer their shares after dematerialization.

23. SEBI vide its circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181, dated 17 November, 2023 prescribed simplified norms for processing investor service requests by Registrars to an Issue and Share Transfer Agents (RTAs) and provided updates on PAN, KYC details, and Nomination processes.

    The circular follows the earlier SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16 March, 2023 which has been rescinded due to the issuance of the Master Circular for Registrars to an Issue and Share Transfer Agents dated 17 May, 2023. The initial circular aimed to simplify norms for processing investor service requests by RTAs and furnishing PAN, KYC details and Nomination.

    In compliance with the aforesaid SEBI circular dated 16 March, 2023, the Company on 13 May, 2023 had sent communication through speed post to furnish the requisite details. Through this exercise, the Company has tried to reach physical shareholders for the updation of records.

    Therefore, the Shareholders holding Shares in physical form are requested to update their KYC with the Company.

    For members who hold shares in physical form, the Securities and Exchange Board of India ("SEBI"), vide its Master Circular SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 07 May, 2024 read with SEBI/HO/MIRSD/POD1/P/CIR/2024/81 dated 10 June, 2024, as amended from time to time, has mandated furnishing of PAN linked with Aadhaar and KYC details (i.e. e-mail address, postal address with PIN code, mobile number, bank account details, PAN details linked with Aadhaar etc.). In case any of the aforesaid documents/details are not available in the record of the Company/Registrar and Share Transfer Agent ("RTA"), the member shall not be eligible to lodge grievance or avail any service request from the RTA until they furnish complete KYC details/documents. Further, with effect from 01 April, 2024, any payment of dividend shall only be made in electronic mode to such members.

    The relevant formats for Nomination and Updation of KYC details viz; Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14 have been sent to the respective shareholders and are also available on the Company's official Website i.e. www.bharatgears.com.

    Members are requested to furnish PAN, Postal Address, E-mail Address, Mobile Number, Specimen Signatures, Bank Account Details and Nomination by submitting the relevant Form(s) as below to the Registrar and Transfer Agent of the Company, MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited):

Sr.No.	Particulars	Form
1.	Registration of PAN, postal address, e-mail address, Mobile number, Bank Account Details or changes/updation thereof	ISR-1
2.	Confirmation of Signature of shareholder by the Banker	ISR-2
3.	Registration of Nomination	SH-13
4.	Cancellation or Variation of Nomination	SH-14
5.	Declaration to opt out of Nomination	ISR-3

    Those holding shares in dematerialized form may contact their respective Depository Participant (DP) to avail the nomination facility or further change in nominations.

    SEBI has commenced processing of investor complaints in a centralised web based complaints redressal system i.e. SCORES. The Company has supported SCORES by using it as a platform for communication between SEBI and the Company.

Further, Online Dispute Resolution (ODR) in Indian Securities Market has been introduced by SEBI vide its circular dated 31 July, 2023 read with corrigendum-cum-amendment circular dated 04 August, 2023. In addition to SCORES, Investors/clients and Market Participants (MPs) now have an additional mechanism available for dispute resolution with an objective of time bound online conciliation and online arbitration for resolution of disputes arising in the Indian Securities Market. The Company has registered itself on the ODR Portal.

24. The Securities and Exchange Board of India (SEBI) vide its Circular reference no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25 January, 2022 mandated that the listed companies shall issue the securities in dematerialized form only while processing various investor service requests as mentioned below and issue a Letter of Confirmation to the respective shareholder upon receipt of such request that will be submitted by the shareholder to its Depository Participant along with Dematerialisation Request Form for credit of shares electronically in the Demat Account of Shareholder.

    1. Issue of duplicate securities certificate;
    2. Claim from Unclaimed Suspense Account;
    3. Renewal/Exchange of securities certificate;
    4. Endorsement;
    5. Sub-division/Splitting of securities certificate;
    6. Consolidation of securities certificates/folios;
    7. Transmission;
    8. Transposition.

    Further, the said circular provides that in case the securities holder/claimant fails to submit the demat request within 120 days from the date of issuance of letter of confirmation, RTA/Issuer Companies shall credit the securities to the Suspense Escrow Demat Account of the Company.

    In compliance of the above, the shares for the aforesaid investor requests are issued in dematerialized form only and a Letter of Confirmation is issued to the respective shareholder upon receipt of such request for submission by the shareholder to its Depository Participant along with Dematerialisation Request Form for credit of shares electronically in the Demat Account of Shareholder. Further, in case the securities holder/claimant fails to submit the demat request within 120 days from the date of issuance of Letter of Confirmation, the said shares are credited to the Suspense Escrow Demat Account of the Company.

General Guidelines for shareholders:

1. 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@in.mpms.mufg.com or Call at :- Tel : 022 - 49186000.

2. The remote e-voting period commences on **Sunday, 27 July, 2025 at 9:00 A.M. and ends on Tuesday, 29 July, 2025 at 5:00 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** i.e. **Wednesday, 23 July, 2025** may cast their vote by remote e-voting. The remote e-voting module shall be disabled by MIIPL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

3. 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 i.e. Wednesday, 23 July, 2025. The person who is not a member as on the cut-off date should treat this Notice for information purpose only.

4. Any person, who acquire shares of the Company and become member of the Company after dispatch of Notice of the AGM and holding shares as of the cut-off date i.e. Wednesday, 23 July, 2025, may obtain the user ID and password by sending a request at rajiv.ranjan@in.mpms.mufg.com or delhi@in.mpms.mufg.com. However, if you are already registered with MIIPL for remote e-voting, then you can use your existing user ID and password for casting your vote.

5. 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 e-voting at the AGM.

6. The Company has appointed Ms. Rashmi Aswal, M.com, ACS having her office at 5A/14, 2nd Floor, B.P. NIT-5, Faridabad - 121001 as the Scrutinizer to scrutinize the remote e-voting process and e-voting at the Annual General Meeting in a fair and transparent manner.

7. The Chairman shall, at the AGM, at the discussion on the resolutions on which voting is to be held, allow voting to be cast by use of e-voting facility 'InstaMeet' of MIIPL for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

8. The Scrutinizer shall after the conclusion of voting at the AGM, will first download 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 make, within Two working 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.

9. 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. The resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions.

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

By order of the Board

Prashant Khattry
Corporate Head (Legal) and Company Secretary
FCS - 6096

Date: 30 June, 2025
Place: Faridabad

EXPLANATORY STATEMENT

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

ITEM NO. 02

Mr. Satya Prakash Mangal, aged 65 years is a Practicing Chartered Accountant and founding partner of M/s Satya Prakash Mangal & Company, Chartered Accountants, New Delhi.

His forte is determining the optimal route for financial engineering and financial restructuring and revival of projects. He is also a life member of Administrative Staff College of India Association, Hyderabad. He has also served as Director of Punjab & Sind Bank (A Government of India Undertaking) and UCO Bank (A Government of India Undertaking). He is working on project "AAS - आस (HOPE)" (Advance Alert System) for Banking Industry which provide preventive measures for arresting NPA. Additionally, he has wide knowledge of Assurance and Compliances, SEBI Compliance, Risk management. He has completed course of Corporate Governance from Indian Institute of Corporate Affairs. He has completed course of Management audit, which includes Management Audit of Finance, Human Resources, Marketing, Information systems & Technology and Risk Management system. He has credentials to guide on best practice of corporate governance and CSR (Corporate Social Responsibility).

The Board of Directors of the Company in its meeting held on 22 May, 2025, in terms of recommendation of the Nomination and Remuneration Committee in its meeting held on even date appointed Mr. Satya Prakash Mangal as an Additional Director of the Company in terms of the provisions of Section 161 of the Companies Act, 2013 and Article 164 of the Articles of Association (AOA) of the Company.

In terms of the provisions of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Satya Prakash Mangal being eligible and offering himself for appointment, is proposed to be appointed as a Non-Executive Independent Director for a period of 5 (Five) years from the ensuing AGM.

The necessary information/disclosure in compliance with Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India relating to Mr. Satya Prakash Mangal has been provided in a separate section of this Notice.

In terms of the provisions of the Companies Act, 2013, Mr. Satya Prakash Mangal has filed requisite consent(s)/ disclosures before the Board.

The Company has also received an intimation from Mr. Satya Prakash Mangal in Form DIR-8 to the effect that he is not disqualified and further confirmed that he is not debarred by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority to be appointed as a Director in any Company.

A notice has been received from a member under Section 160 of the Companies Act, 2013 signifying their intention to propose Mr. Satya Prakash Mangal as a candidate for the office of Non-Executive Independent Director of the Company.

The Company has received a declaration from Mr. Satya Prakash Mangal confirming that he meets the criteria of independence as prescribed under the provisions of Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Mr. Satya Prakash Mangal fulfills the conditions specified in the Companies Act, 2013 read with rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his appointment as a Non-Executive Independent Director of the Company and is independent of the management.

Therefore, the Board recommends the resolution as set out at Item No. 02 of this Notice in relation to the appointment of Mr. Satya Prakash Mangal as a Non-Executive Independent Director, as recommended by the Nomination and Remuneration Committee for the approval by the members of the Company, by way of Special Resolution.

Except Mr. Satya Prakash Mangal, being an appointee, 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 the Item No. 02 of this Notice.

INSPECTION OF DOCUMENTS

All resolutions passed in this regard are available for electronic inspection without fees by the members from the date of circulation of this Notice up to the date of AGM i.e. 30 July, 2025 and shall also be available at the meeting.

ITEM NO. 03

Mr. Bharat Dev Singh Kanwar, aged 68 years is a Bachelor in Chemical Engineering from the Panjab University in Chandigarh, India and a Master in Business Administration from the Open University Business School in the UK.

He has vast experience in managing manufacturing Companies & Technology centre. Well-connected in the India automotive industry. He has started his professional career in 1978 with Organo Rubbers in Northern India till 1981.

He held different roles from the Year 1981-2010 for Anand Automotive, which includes; tenure at Purolator India as General Manager (largest manufacturer and exporter of filters in India), General Manager Project at Arvin Exhaust UK, VP at Arvin Exhaust India, President & COO at Spicer India.

He held the Managing Director and Country Head position for Dana India, a fully owned Company of Dana Corporation USA from the Year 2010-2013. His professional tenure spanning around 43 years was successful in strategizing, turning around 6 big companies to profitability through various operational excellence techniques and initiatives viz. Lean concepts, excellence in planning, organising & execution through employee involvement. Various initiatives accomplished leading to companies turning good to great include Operational excellence through TPS, TQM in office & shop floor, business Sop preparation/implementation as per changing Indian GAAP & business requirements, achieve excellence in Corporate Governance through compliance monitoring system, internal controls & audits, effective HR management techniques, training and implementation of lean concepts.

The Board of Directors of the Company in its meeting held on 22 May, 2025, in terms of recommendation of the Nomination and Remuneration Committee in its meeting held on even date appointed Mr. Bharat Dev Singh Kanwar as an Additional Director of the Company in terms of the provisions of Section 161 of the Companies Act, 2013 and Article 164 of the Articles of Association (AOA) of the Company.

In terms of the provisions of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Bharat Dev Singh Kanwar being eligible and offering himself for appointment, is proposed to be appointed as a Non-Executive Independent Director for a period of 5 (Five) years from the ensuing AGM.

The necessary information/disclosure in compliance with Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India relating to Mr. Bharat Dev Singh Kanwar has been provided in a separate section of this Notice.

In terms of the provisions of the Companies Act, 2013, Mr. Bharat Dev Singh Kanwar has filed requisite consent(s)/ disclosures before the Board.

The Company has also received an intimation from Mr. Bharat Dev Singh Kanwar in Form DIR-8 to the effect that he is not disqualified and further confirmed that he is not debarred by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority to be appointed as a Director in any Company.

A notice has been received from a member under Section 160 of the Companies Act, 2013 signifying their intention to propose Mr. Bharat Dev Singh Kanwar as a candidate for the office of Non-Executive Independent Director of the Company.

The Company has received a declaration from Mr. Bharat Dev Singh Kanwar confirming that he meets the criteria of independence as prescribed under the provisions of Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Mr. Bharat Dev Singh Kanwar fulfills the conditions specified in the Companies Act, 2013 read with rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his appointment as a Non-Executive Independent Director of the Company and is independent of the management.

Therefore, the Board recommends the resolution as set out at Item No. 03 of this Notice in relation to the appointment of Mr. Bharat Dev Singh Kanwar as a Non-Executive Independent Director, as recommended by the Nomination and Remuneration Committee for the approval by the members of the Company, by way of Special Resolution.

Except Mr. Bharat Dev Singh Kanwar, being an appointee, 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 the Item No. 03 of this Notice.

INSPECTION OF DOCUMENTS

All resolutions passed in this regard are available for electronic inspection without fees by the members from the date of circulation of this Notice up to the date of AGM i.e. 30 July, 2025 and shall also be available at the meeting.

ITEM NO. 04

Mr. Nagar Venkatraman Srinivasan, aged 81 years is a Non-Executive Director of the 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 56 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 continued to be associated with the Company as Technical and Management Advisor upto 28 February, 2022.

The members of the Company in their Annual General Meeting held on 12 August, 2024 approved the re-appointment of Mr. Nagar Venkatraman Srinivasan as a Non-Executive Director of the Company liable to retire by rotation upto the conclusion of the 53rd Annual General Meeting (AGM) of the Company in the Calendar Year 2025 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) and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Regulations") as amended which provides that 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 age of Mr. Nagar Venkatraman Srinivasan being more than seventy five years on the commencement of said tenure.

In terms of the above, the present tenure of Mr. Nagar Venkatraman Srinivasan as a Non-Executive Director of the Company expires at this Annual General Meeting (AGM).

Further, Mr. Nagar Venkatraman Srinivasan now being independent of the management in terms of the provisions of the Companies Act, 2013 and the Regulations, as Mr. Nagar Venkatraman Srinivasan does not have any pecuniary relation with the Company or its Promoters, or Directors, during the three immediately preceding financial year or during the current financial year since his association with the Company as Technical and Management Advisor upto 28 February, 2022, it has been proposed to appoint Mr. Nagar Venkatraman Srinivasan as a Non-Executive Independent Director of the Company as Mr. Srinivasan fulfills the criteria of being appointed as Non-Executive Independent Director and offered himself for the said appointment in terms of the provisions of 149 and other applicable provisions of the Companies Act, 2013 for a period of 5 (Five) Years from the ensuing AGM by way of special resolution pursuant to the applicable provisions of the Companies Act, 2013 and the Regulations, in read with Regulation 17 of the Regulations as amended, the age of Mr. Nagar Venkatraman Srinivasan being more than seventy five years at the commencement of his proposed tenure.

The Board of Directors of the Company in its meeting held on 22 May, 2025, in terms of recommendation of the Nomination and Remuneration Committee in its meeting held on even date considered and approved the appointment of Mr. Nagar Venkatraman Srinivasan, Non-Executive Director as a Non-Executive Independent Director of the Company in terms of the provisions of Section 149 and any other applicable provisions of the Companies Act, 2013 for a period of 5 (Five) Years by way of special resolution pursuant to the applicable provisions of the Companies Act, 2013 and the Regulations, in read with Regulation 17 of the Regulations as amended, the age of Mr. Nagar Venkatraman Srinivasan being more than seventy five years at the commencement of his proposed tenure.

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. 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.

The necessary information/disclosure in compliance with Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India relating to Mr. Nagar Venkatraman Srinivasan has been provided in a separate section of this Notice.

In terms of the provisions of the Companies Act, 2013, Mr. Nagar Venkatraman Srinivasan has filed requisite consent(s)/disclosures before the Board.

The Company has also received an intimation from Mr. Nagar Venkatraman Srinivasan in Form DIR-8 to the effect that he is not disqualified and further confirmed that he is not debarred by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority to be appointed as a Director in any Company.

A notice has been received from a member under Section 160 of the Companies Act, 2013 signifying their intention to propose Mr. Nagar Venkatraman Srinivasan as a candidate for the office of Non-Executive Independent Director of the Company.

The Company has received a declaration from Mr. Nagar Venkatraman Srinivasan confirming that he meets the criteria of independence as prescribed under the provisions of Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Mr. Nagar Venkatraman Srinivasan fulfills the conditions specified in the Companies Act, 2013 read with rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his appointment as a Non-Executive Independent Director of the Company and is independent of the management.

Accordingly, the Board recommends the resolution as set out at Item No. 04 of this Notice in relation to the appointment of Mr. Nagar Venkatraman Srinivasan as a Non-Executive Independent Director, as recommended by the Nomination and Remuneration Committee for the approval by the members of the Company, by way of Special Resolution.

Except Mr. Nagar Venkatraman Srinivasan, being an appointee, 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. 04 of the Notice.

INSPECTION OF DOCUMENTS

All resolutions passed in this regard are available for electronic inspection without fees by the members from the date of circulation of this Notice up to the date of AGM i.e. 30 July, 2025 and shall also be available at the meeting.

ITEM NO. 05

The Board of Directors of the Company had appointed M/s TVA & Co. LLP, Company Secretaries (Limited Liability Partnership Identification Number (LLPIN) AAE-9329) as the Secretarial Auditor of the Company at its Meeting held on 29 May, 2024 for the Financial Year 2024-25, including Interim Review Twice in Terms of the provisions of Section 179(3), 204 of the Companies Act, 2013 read with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In terms of the provisions of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Secretarial Auditor shall be appointed with the approval of the members of the Company.

The Board of Directors of the Company in its meeting held on 22 May, 2025, upon considering the experience and expertise and upon the recommendation of the Audit Committee has approved the appointment of M/s TVA & Co. LLP, Company Secretaries (Limited Liability Partnership Identification Number (LLPIN) AAE-9329) as the Secretarial Auditor of the Company for the purpose of conducting Secretarial Audit (including interim review twice during the year) for a period of consecutive 5 (Five) years with effect from Financial Year 2025-26 upto the Financial Year 2029-30 in a fair and transparent manner. The proposed remuneration to be paid to M/s TVA & Co. LLP for the first year i.e. Financial Year 2025-26 is Rs. 1,75,000/- (Rupees One Lakh Seventy Five Thousand Only). The said remuneration excludes applicable taxes and out of pocket expenses.

The remuneration for the subsequent year(s) of their term shall be fixed by the Board of Directors of the Company based on the recommendation of the Audit Committee thereof.

M/s TVA & Co. LLP is a leading peer reviewed firm of Company Secretaries offering expert Secretarial and Legal Services. The Firm assists businesses with due diligence, regulatory filings, complex corporate transactions and entity formation. Known for their commercial insight and client-focused approach, they also support foreign companies entering India through strategic compliance and government liaison. M/s TVA & Co. LLP is committed to delivering reliable, customized, and forward-thinking corporate solutions.

M/s TVA & Co. LLP was registered as Limited Liability Partnership (LLP) in the year 2015. The Firm is comprising of Company Secretaries, Insolvency Professionals, and Advocates-specializes in secretarial audits, legal due diligence, compliance management, and advisory for startups and foreign entities.

In terms of the provisions of Section 204 of the Companies Act, 2013 read with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other rules and regulations as may be applicable for the time being in force, the Company has received a written consent from M/s TVA & Co. LLP with regard to their appointment as the Secretarial Auditor of the Company for a period of consecutive 5 (Five) years with effect from Financial Year 2025-26 upto the Financial Year 2029-30 and they satisfy the criteria of appiointment and are not disqualified to be appointed.

Accordingly, the Board recommends the resolution as set out at Item No. 05 of the Notice in relation to the appointment of M/s TVA & Co. LLP as the Secretarial Auditor of the Company, for approval by the members of the company, by way of an Ordinary resolution.

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. 05 of the Notice.

INSPECTION OF DOCUMENTS

All resolutions passed in this regard are available for electronic inspection without fees by the members from the date of circulation of this Notice up to the date of AGM i.e. 30 July, 2025 and shall also be available at the meeting.

ITEM NO. 06

The Board of Directors of the Company in its meeting held on 22 May, 2025 on the recommendation of the Audit Committee has approved the appointment of M/s M.K. Kulshrestha & Associates as Cost Auditors of the Company to conduct the audit of the cost records of all the 3 (Three) plants of the Company located at Mumbra (Maharashtra), Lonand (Maharashtra) and Faridabad (Haryana) for the Financial Year ending 31 March, 2026 at a remuneration of ₹ 2,25,000/- (Rupees Two Lakhs Twenty Five Thousand Only) plus applicable taxes pursuant to the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and Rule 4 of the Companies (Cost Records and Audit) Rules, 2014.

In terms of the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the members of the Company.

The consent of the members is sought by way of an Ordinary Resolution for ratification of the remuneration payable to M/s M.K. Kulshrestha & Associates as Cost Auditors of the Company for the Financial Year ending 31 March, 2026.

Accordingly, the Board recommends the resolution as set out at Item No. 06 of the Notice in relation to ratification of the remuneration payable to M/s M.K. Kulshrestha & Associates as Cost Auditors of the Company for the Financial Year ending 31 March, 2026, by way of an Ordinary resolution.

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. 06 of the Notice.

INSPECTION OF DOCUMENTS

All resolutions passed in this regard are available for electronic inspection without fees by the members from the date of circulation of this Notice up to the date of AGM i.e. 30 July, 2025 and shall also be available at the meeting.

By order of the Board

Prashant Khattry
Corporate Head (Legal) and Company Secretary
FCS - 6096

Date: 30 June, 2025
Place: Faridabad

Details required under Section 102 of the Companies Act, 2013 in respect of the Directors proposed to be appointed at the ensuing Annual General Meeting (AGM) and their Brief Resume have been provided under the Explanatory Statement annexed to this Notice. The other Information/Disclosure in compliance with the Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India has been provided herein below:

Particulars	Item No. 02	Item No. 03	Item No. 04
Name of the Director	**Mr. Satya Prakash Mangal**	**Mr. Bharat Dev Singh Kanwar**	**Mr. Nagar Venkatraman Srinivasan**
DIN	01052952	00428180	00879414
Brief Resume	As detailed in Explanatory Statement above for Item No. 02 of the Notice	As detailed in Explanatory Statement above for Item No. 03 of the Notice	As detailed in Explanatory Statement above for Item No. 04 of the Notice
Category of Director	Non-Executive Independent Director	Non-Executive Independent Director	Non-Executive Independent Director
Date of Birth (Age in Years)	15 May, 1960 (65)	08 November, 1956 (68)	04 April, 1944 (81)
Date of Appointment on the Board	22 May, 2025	22 May, 2025	03 November, 2017
Qualifications	Practicing Chartered Accountant and founding partner of M/s Satya Prakash Mangal and Company, Chartered Accountants, New Delhi	B.Tech & MBA	Graduated in Mechanical Engineering, MS in Industrial Engineering and MBA
No. of years of Experience	40 Years	40 Years	56 Years
Expertise in specific functional areas	Knowledge of Macro Environment vis-à-vis Industry, Financial Literacy, Ability to read Financial Statements	Knowledge of Core Business i.e. Automotive Gears, Plant Management, Strategic Planning, Product Development and Marketing, Knowledge of Macro Environment vis-à-vis Industry, Financial Literacy, Ability to read Financial Statements	Knowledge of Core Business i.e. Automotive Gears, Plant Management, Strategic Planning, Product Development and Marketing, Knowledge of Macro Environment vis-à-vis Industry, Financial Literacy, Ability to read Financial Statements

Skills and Capabilities required for the Role and the manner in which the proposed person meets such requirements	As detailed in Explanatory Statement above for Item No. 02 of the Notice	As detailed in Explanatory Statement above for Item No. 03 of the Notice	As detailed in Explanatory Statement above for Item No. 04 of the Notice
Terms and conditions of appointment/ re-appointment	As detailed in Explanatory Statement above for Item No. 02 of the Notice The other terms and conditions are available at the website of the Company at www.bharatgears.com under the link: http://bharatgears.com/corporate-governance.php	As detailed in Explanatory Statement above for Item No. 03 of the Notice The other terms and conditions are available at the website of the Company at www.bharatgears.com under the link: http://bharatgears.com/corporate-governance.php	As detailed in Explanatory Statement above for Item No. 04 of the Notice The other terms and conditions are available at the website of the Company at www.bharatgears.com under the link: http://bharatgears.com/corporate-governance.php
Chairmanship/ Membership of Committees of the Company	N.A.	N.A.	Member - Stakeholders' Relationship Committee
Directorships held in other Companies	• Indian Port Rail & Ropeway Corporation Limited	• GKN Driveline (India) Limited	Nil
Chairmanships/ Memberships of committees of other Companies	Indian Port Rail & Ropeway Corporation Limited Chairman - Audit Committee Member - Nomination and Remuneration Committee Chairman - Corporate Social Responsibility Committee	Nil	Nil
Listed entities from which the Director has resigned in the past three years	Nil	Nil	Nil
Number of Board Meetings attended during the year 2024-25	N.A.	N.A.	5
Relationships between Directors inter-se	None	None	None
Relationships with Manager and other Key Managerial Personnel of the Company Managerial Personnel of the Company	None	None	None
Remuneration details (Including Sitting Fees & Commission)	N.A.	N.A.	₹ 2,25,000/- (Sitting fees paid during the Financial Year 2025-26)
Last remuneration drawn	N.A.	N.A.	Please refer to the 'Report on Corporate Governance', forming part of the Annual Report 2024-25
Number of shares held in the Company	Nil	Nil	Nil

By order of the Board

Prashant Khattry
Corporate Head (Legal) and Company Secretary
FCS - 6096

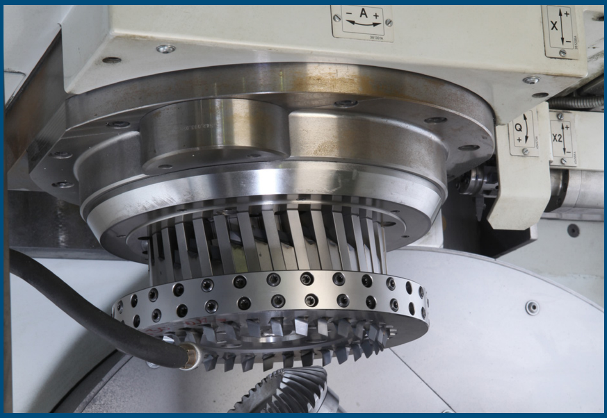
Date: 30 June, 2025
Place: Faridabad

BHARAT GEARS LIMITED
Geared for Life

Building Resilience. Creating Opportunities.

Annual Report 2024-25

Contents



Forward Looking Statement

The information and opinion contained in this report do not constitute an offer to buy any of Bharat Gears Limited (BGL)'s securities, businesses, products or services. The report might contain forward-looking statements qualified by words such as 'expect', 'plan', 'estimate', 'believe', 'project', 'intends', 'exploit' and 'anticipates', that we believe to be true at the time of preparation of the report. The actual events may differ from those anticipated in these statements because of the risk and uncertainty of the validity of our assumptions. BGL does not take any obligation to publicly update any forward-looking statement, whether as a result of new information, future events or otherwise.

With over 50 years of solid expertise in gear technology, BGL has consistently driven innovation, excellence and execution. As a global powerhouse in gear technology and one of India's prominent gear manufacturers, we deliver high quality gears and transmission technology across industries including automotive, agriculture, construction, utilities and EV segments. Focussed on profitable growth, we remain agile in a dynamic operating environment, diversifying our customer base, advancing technology and driving cost optimisation.

Building Resilience. Creating Opportunities.

Our modern manufacturing capabilities, robust engineering expertise, technology leadership in powertrain products, strategic partnerships and a competent team enable us to successfully navigate both established and emerging markets, solidifying our stature as a preferred automotive gear supplier for leading OEMs worldwide.

We have expanded our global footprint and customer reach through a widespread dealer network and strong relationships, deepening our presence in existing markets while venturing into new segments. Staying abreast of industry developments, we continue to reinforce capabilities and enhance operational and cost efficiencies to actively convert new orders into business, strengthen our technology edge and drive market competitiveness.

Envisioning a sustainable future, we embrace resilience through continuous innovation and breakthrough cost reductions, unlocking new opportunities and expanding our business to foster aggressive growth and deliver enduring value for our stakeholders.

BGL Overview

Envisioning Sustainable Progress

Founded in 1971, Bharat Gears Limited (BGL) is one of India's top gear manufacturers and a leading global player in gear technology. With over 50 years of rich expertise, we specialise in developing high quality, high engineered automotive gears and heat treatment furnaces. Our commitment to innovation, quality and manufacturing excellence enable us to consistently exceed customer expectations, positioning us as a preferred automotive gear supplier for leading Original Equipment Manufacturers (OEMs) worldwide.

Serving Diverse Segments

- Automotive
- Agriculture
- Construction
- Utilities
- EV segment

By upholding globally recognised ethical and professional standards, we drive operational and cost efficiencies across our business.

Focussed on expanding our global footprint, we continue to enhance exports across Europe, USA, Mexico while sustaining our technology leadership.

Driven by profitability, sustainable growth and long-term stakeholder value creation, we remain resilient, reinforcing our capabilities to seize new opportunities and diversify our growth avenues.

Our Strength in Numbers

14 Countries
Worldwide Presence

3
Modern Manufacturing Facilities

3
Business Verticals

1,104
Total Employees

Defining Our Distinctive Edge

1
50+ years of rich experience in manufacturing superior quality, highly engineered gears for the automotive industry

2
First Indian Company to develop Bevel Gear Grinding capabilities

3
India's largest dry cutting facility established with state-of-the-art infrastructure

4
Superior quality diverse portfolio covering gears, furnaces and automotive components

5
Strong technical expertise in spiral bevel gears, differential gears, transmission gears and shaft

6
Robust customer base across diverse segments, including agriculture, construction equipment, commercial vehicles, EV segment

7
Customer-centric focus to efficiently evaluate requirements, streamline quality, enhance delivery and boost satisfaction

8
Ethical and professional standards aligned with international benchmarks along with competent, engaged and motivated workforce

Vision

To achieve significant growth and become a global leader in powertrain components and aggregates. We will forge strategic partnerships and consistently exceed the expectations of our customers and stakeholders

Mission

Our mission is to deliver superior performance, innovative mobility solutions, driven by operational excellence, customer centricity and sustainability while creating lasting value for communities

Our Journey

A Legacy of Innovation and Excellence

For over 50 years, BGL has been at the forefront of gear technology, delivering high quality solutions to customers worldwide. Our purpose-driven journey is marked by key milestones that reflect our unwavering commitment to innovation, quality and excellence, unlocking possibilities for long-term success.

1972
Laid foundation stone for Mumbra plant

1974
Started Hypoid Plant and began production with 'Gleason Machines'

1980
Installed first 'Oerlikon Spiromatic Generator'; Was one of the first Indian companies to have both cutting systems within one facility

2004
Started supply to Toyota Kirloskar Auto Parts from Faridabad plant; Received ISO 14001 certification for Faridabad plant

2005
Received TS 16949 certification for Faridabad and Mumbra plants

2008
Launched Dry Cut Hobbing process

2009
Established Klingelnberg Close Loop CNC Gear Measuring system

2024
First Indian auto component manufacturer to build capability for Bevel Gear Grinding in the automobile segment, significantly strengthening the Company's capability to support EV segment

2025
Ventured into manufacturing components for recreational vehicles

1981
Formed technical collaboration with AFC Holcroft, USA to build furnaces in India

1985
Entered into a technical and financial collaboration agreement with ZF Friedrichshafen AG, Germany (Till 2007)

1987
Supplied ZF S6-36 Gears & Shafts to Ashok Leyland and ZF Friedrichshafen AG, Germany; Started assembly of ZF S5-24 Gear Boxes for Ashok Leyland

1988
Started business with DANA Corporation, USA

1994
Granted ISO 9002 certification; First Indian Company to start ground gears and assembly with gas metal arc welding

1996
Crossed ₹ 1 Billion in revenues

1998
Laid foundation stone for the Faridabad plant

2000
Commenced commercial production at the Faridabad plant; Received QS 9000 certification for the Mumbra plant

2010
Introduced Bevel Gear dry-cutting process with close-loop technology

2011
OHSAS 18001 certification granted for Faridabad Plant

2012
Laid foundation stone for Lonand plant

2014
Commenced commercial production at the Lonand plant

2015
TS 16949, ISO 14001 and OHSAS 18001 certifications granted for Lonand plant

2018
Received IATF 16949 certification for all three plants

2019
Completion of 2nd Phase of Lonand plant; Established single flank testing machine (MTE); Introduced CGCF with Robotic - Automation

2022
Achieved ₹ 700 Crore+ turnover first time in the Company's history; Ventured into Hydraulics, EV & Industrial Gear segments

2023
Achieved all time highest turnover since incorporation

Our Presence

Expanding Our Global Footprint

Dedicated to expanding both domestically and internationally, we are scaling our operations by leveraging our robust dealer network and strengthening existing relationships. This strategy enables us to deliver high quality solutions that meet customer expectations, solidify our presence in existing markets, diversify our customer base, enhance brand recall and market reach.

Domestic Presence

Registered Office
Faridabad, Haryana

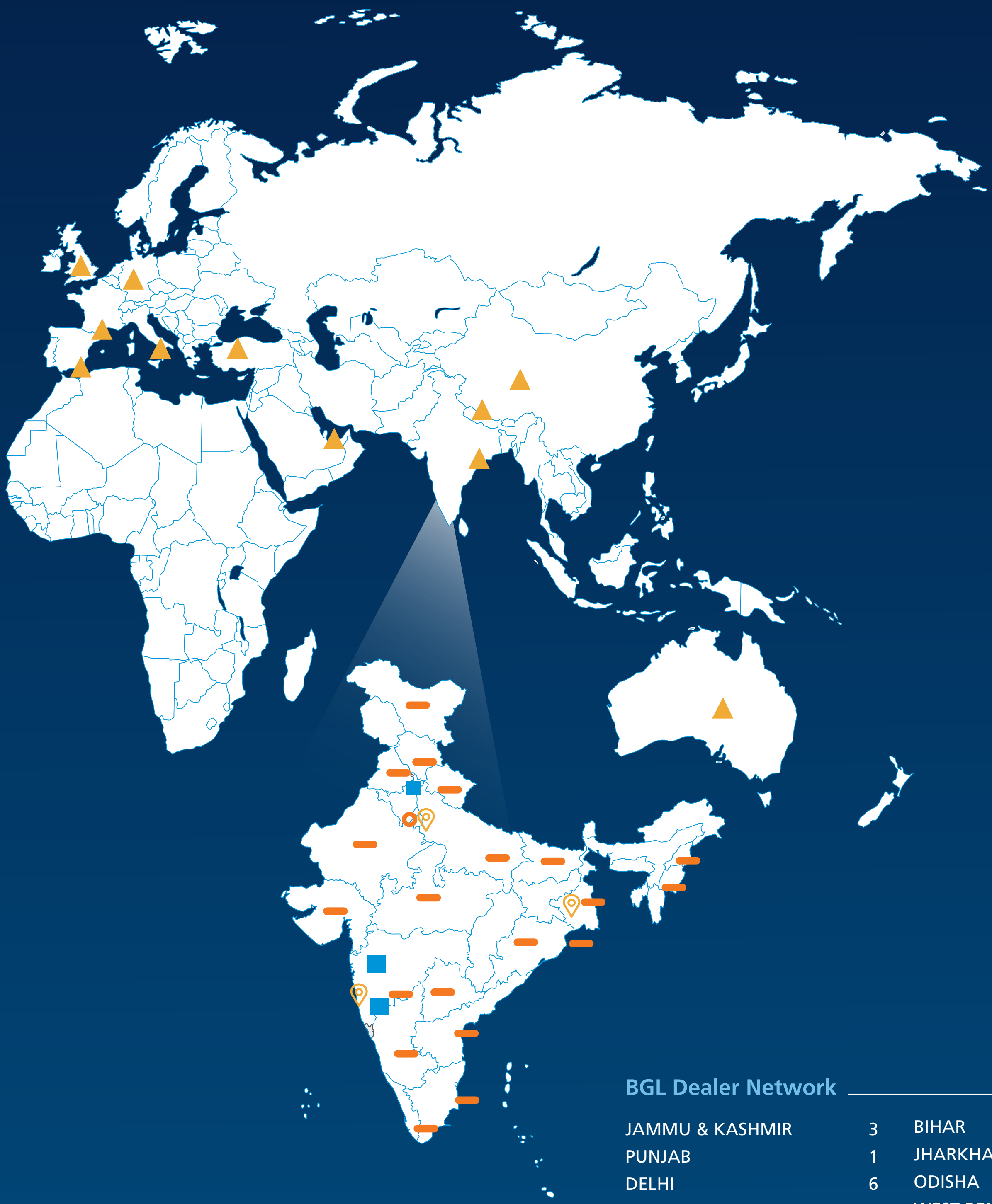
Manufacturing Units
Faridabad (Haryana), Mumbra (Maharashtra), Lonand (Maharashtra)

India Sales offices
Delhi, Mumbai, Kolkata

BGL Dealers across
65 states pan India

Global Presence

1. India
2. USA
3. UK
4. Nepal
5. Germany
6. Brazil
7. Mexico
8. China
9. UAE
10. Hungary
11. France
12. Spain
13. Italy
14. Austria



BGL Dealer Network

JAMMU & KASHMIR	3	BIHAR	2
PUNJAB	1	JHARKHAND	1
DELHI	6	ODISHA	2
HARYANA	2	WEST BENGAL	4
RAJASTHAN	2	NORTH EASTERN STATES	2
UTTAR PRADESH	2	ANDHRA PRADESH	1
UTTARAKHAND	1	TELANGANA	2
GUJARAT	1	KARNATAKA	4
MADHYA PRADESH	3	TAMIL NADU	5
CHHATTISGARH	2	KERALA	10
MAHARASHTRA	9		

Map not to scale. For Illustrative purpose only.

Business Segment

Crafting Comprehensive Offerings

At BGL, we have strategically invested in cutting-edge infrastructure, engineering capabilities and advanced technology to develop diverse gears, furnaces and automotive components. Staying attuned to industry trends, we actively invest in new-age machinery to drive revenues, diversify our portfolio and maintain our technology edge.

Focus Areas

- Strong focus on On Time In Full (OTIF) including steep ramp to meet customer demand
- Reduce lead times for new product launches
- Technology leadership across all product segments

Business Verticals

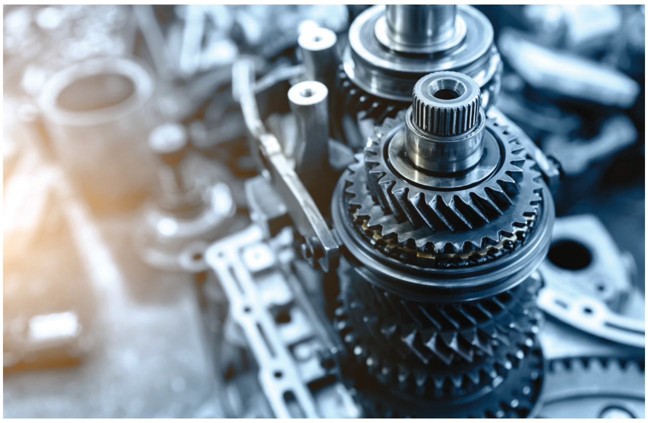
Gears
94%

Furnaces
2%

Automotive Components
4%

Gears

We leverage our strong engineering capabilities, technology leadership and manufacturing excellence to develop high quality bevel gears and transmission gear products, addressing the changing needs of the dynamic automotive industry.



- Ring gears & pinions
- Shafts
- Transmission gears
- Differential gears

Additionally, we are focussed on forward integration to drive sustainability within our sub-assemblies business. Our portfolio diversification strategy through Hybrid vehicle Gears and expanding into Electric Vehicle (EV) and Renewable Energy segments has enabled us to capitalise on growing opportunities by investing in the latest technology to serve these segments, sustaining our technology leadership and driving responsible growth. Simultaneously, we have consolidated our market position in the construction machinery segment by increasing business share and securing new orders.

Furnaces

Our long-term partnership with technology major AFC-Holcroft, Michigan (USA) allows us to manufacture high-end batch and continuous heat-treating furnaces. Known for their superior quality, performance, operator-friendliness and easy maintenance, these furnaces perfectly suit Indian conditions, enabling us to diversify our furnace portfolio from captive usage to cater to the broader commercial market, primarily serving the automotive segment.

- High-end batch and continuous heating furnaces

Automotive Components

We are at the peak for high performance products across diverse categories, including:

- Automotive clutch components
- Turbochargers and components
- Crown wheel & pinion
- Transmission gears
- Straight bevel gears
- Axle shafts
- Fly-wheel assemblies and rings
- Propeller shaft components
- U-cross
- Differential cages
- Break lining
- Centre & clutch bearing

Chairman and Managing Director's Communique

Surinder Paul Kanwar
Chairman and Managing Director

BGL remains committed to continuous innovation and cost optimisation, staying at the forefront of emerging automotive technology trends.

Dear Shareholders,

It is my honour to share with you the 53rd Annual Report of Bharat Gears Limited for the financial year 2024-25.

Despite navigating challenges in the past fiscal, our dedicated focus on continuous innovation, operational excellence, diversified growth and cost optimisation has strengthened our resilience and sustained our market leadership, positioning the Company for long-term profitable and sustainable growth.

Economic Overview

In FY 2024-25, the Indian economy remained resilient and stable, achieved an estimated 6.5% GDP growth, amidst global headwinds such as ongoing geopolitical tensions, supply chain disruptions and trade restrictions. Domestic drivers such as strong demand, proactive government measures, thrust on domestic manufacturing, rising service sector and moderation in overall inflation reinforced India's position as the fastest growing major economy worldwide.

As nations worldwide adopt the 'China plus one strategy', India's favourable demographics, robust R&D capabilities, cost-effective skilled labour and dynamic manufacturing capabilities position India as an attractive alternative hub.

Key initiatives such as Make in India 2.0 and Ease of Doing Business reforms were introduced to promote infrastructure, manufacturing and exports, further boosting India's industrial landscape. The government's strategic focus on driving domestic manufacturing through investments and favourable policy reforms like the National Manufacturing Policy and Production Linked Incentive (PLI) scheme is expected to further propel the manufacturing segment towards a $ 1 trillion target by 2025-26.

Furthermore, the RBI's recent 50 basis point repo rate cut signals a shift in the evolving growth inflation economic dynamics. Rural growth continues to be robustly backed by good growth in agriculture and allied sectors. These efforts combined with the government's targeted capital expenditure, digitalisation and encouraging business and consumer confidence present a promising outlook for FY 2025-26 with heightened potential for economic growth and development.

Industry Overview

Displaying resilience, the Indian automobile segment recovered well in FY 2024-25, achieving overall passenger vehicle sales of ~ 4.3 million units, showcasing a 2% growth over the previous year, reinforcing India's position as the third-largest car market globally. Growth was mainly driven by stable economic conditions, rising consumer demand, premiumisation, supportive government policies, and technological advances supported by strong performance in the passenger vehicle and three-wheeler segments. Meanwhile, the growing demand for EVs has led to a 20% increase in EV sales over the previous year, accounting for nearly 2.5% of the 4.3 million cars sold in 2024.

The domestic auto component segment, leveraging a structurally favourable mix of end-user segments and geographies, also witnessed robust growth demand backed by rising domestic demand and strong export performance. Engine components contributed 26% while drive transmission and steering made up 11% of the total supply in FY 2024-25.

Growth was also witnessed in the tractor industry, fuelled by positive cash flow from the kharif harvest and favourable sowing conditions for the rabi season, driving demand for tractors.

The government's increased infrastructure focus and strong agricultural sector growth are creating potential opportunities for the construction equipment and agricultural machinery sectors. Moreover, the government's push for clean mobility and renewable energy through investments in electric vehicle (EV) charging infrastructure and subsidy extension under the FAME India Phase II scheme is increasing demand for environmentally friendly alternatives, driving sustainable progress.

FY 2024-25 Performance Highlights

In FY 2024-25, your Company achieved ₹ 64,753 Lakhs in Revenue from Operations and ₹ 2,781 Lakhs in EBITDA compared to ₹ 66,305 Lakhs and ₹ 2,716 Lakhs, respectively in FY 2023-24.

Our growth in domestic market was underpinned by orders from major OEMs in tractor and construction equipment industry. However, our exports declined primarily due to a downturn in the European and US tractor, commercial vehicle and construction equipment industry. Despite this, we remain optimistic, backed by significant domestic and global orders, poised to drive our topline growth in the coming fiscal year.

Focussed Approach

Despite the crisis of lower demand in FY 2024-25, our resilience and adaptability to evolving market dynamics have enabled us to create new growth avenues. We focussed on diversifying our customer base, advancing gear technology, operational efficiency and optimising costs to improve our financial performance and drive growth during the fiscal year.

BGL remains committed to continuous innovation, staying at the forefront of automotive technology trends. We invested in the latest gear technologies by leveraging our robust engineering capabilities to meet growing domestic and global requirements including EV segment in FY 2024-25. We have focussed on streamlining new product development and streamlining our development team to handle more projects, aligned with the Company's ambitious growth vision.

The past fiscal marked a significant milestone for your Company. We are proud to be the first gear manufacturer to supply ground bevel gears in India, setting a new industry benchmark. Additionally, we have expanded our infrastructure to manufacture high quality transmission ground gears, further strengthening our technology leadership and competitive edge.

I am delighted to share that we consolidated our position in existing customer segments and strengthened partnerships with key OEMs in FY 2024-25. Focussed on expanding customer reach, we gained traction in the EV and windmill segments through new order acquisitions and diversified into the recreational, hybrid and defence vehicle segments. To offset global tractor demand challenges, we have aggressively secured new orders from the domestic tractor segment. Furthermore, initiatives such as On Time in Full (OTIF) helped enhance customer satisfaction, solidifying our status as a preferred global supplier.

During the fiscal year, we also invested to adopt new technologies, improve production efficiencies, enhance automation and to facilitate our entry into the fast moving recreational vehicle segment.

Outlook

Looking ahead, we are excited about the various opportunities on the domestic and global front.

In coming years, we will focus on driving steady growth and operational excellence. This will be through expanding our market presence, adopting new technologies, enhancing efficiencies, optimising costs and fortifying our team capabilities.

We continue to diversify our customer base and strengthen relationships, aiming to secure significant sales orders annually. Additionally, we also plan to target with an aim to expand our customer base there.

We are also consistently advancing the development of next-generation products while sustaining our technology leadership. We remain focussed on developing a culture where things are 'First Time Right'. We also plan to establish a world product development centre in FY 2026-27.

Cost optimisation will continue to be a key focus area. We will continue to explore new partnerships or joint ventures to reduce our material costs and maintain our ongoing efforts to reduce our fixed costs. Additionally, the initiation of the ACMA turnaround project will empower us to efficiently streamline our operations further. We are also in the process of implementing focussed HR practices to nurture a skilled and motivated workforce while hiring new talent for key roles.

As I conclude, I would like to take this opportunity to thank all our shareholders, customers, suppliers, business, employees and other stakeholders for your continued support and collaboration.

As we embark on our shared journey, here's to achieving more milestones together, building resilience and creating opportunities for sustained growth and mutual progress.

Warm regards,

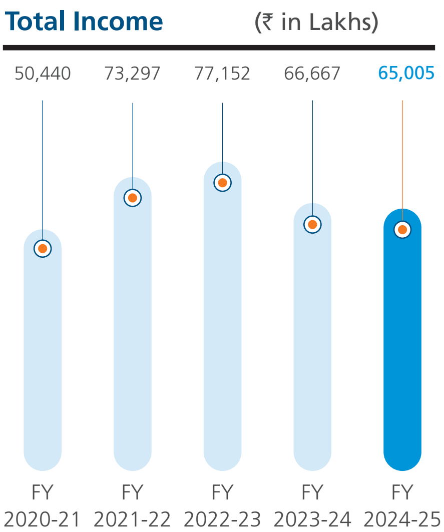
Surinder Paul Kanwar
Chairman and Managing Director

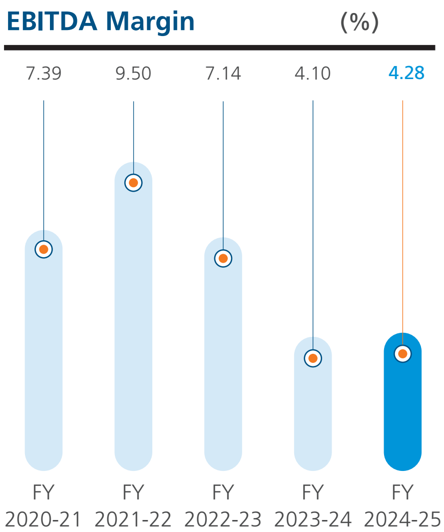
Financial Performance

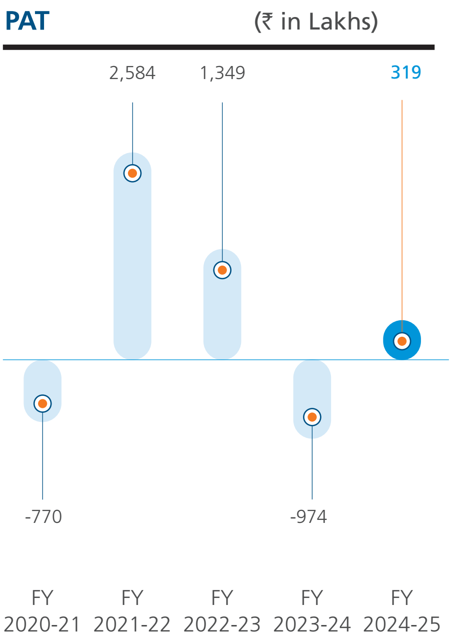
Sustaining a Steady Momentum

In FY 2024-25, we remained agile and resilient in a dynamic environment, driving operational excellence, optimising costs, expanding our reach and exploring new avenues to deliver steady, sustainable growth.

Profit and Loss Indicators

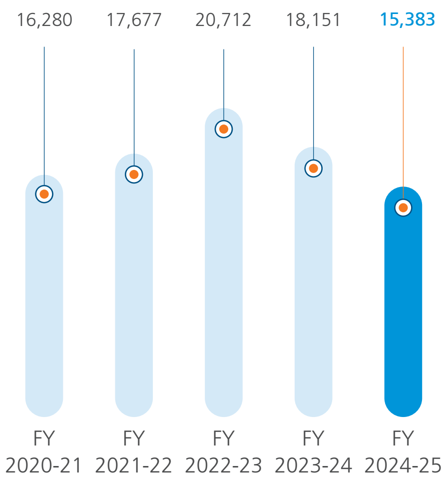




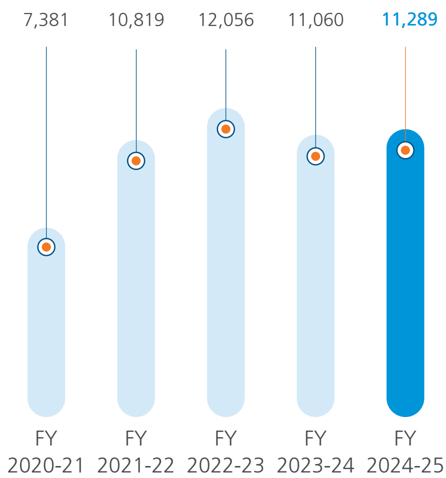


Balance Sheet Indicators

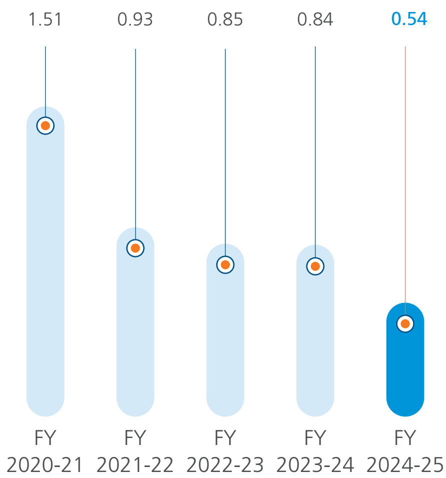
Capital Employed (₹ in Lakhs)



Net Worth (₹ in Lakhs)



Debt Equity Ratio (%)



Infrastructure

Optimising Capabilities

Over time, we have established a robust infrastructure equipped with the latest machinery and expanded capacities to develop high quality products that meet evolving consumer requirements. Committed to manufacturing excellence, we leverage cutting-edge technology to streamline operations, optimise cost, boost productivity and drive sustainable growth while maintaining our competitive edge.

3 Modern Manufacturing Facilities

Mumbra, Maharashtra

Operational since 1972, the plant is spread across a total area of nearly 32 acres

Products Manufactured: Spiral & Hypoid Bevel Gears, Differential Gears & Crosses, Transmission Gears

Quality Certifications: IATF – 16949

Faridabad, Haryana

The plant is spread across a total area of approximately 10 acres

Products Manufactured: Spiral & Hypoid Bevel Gears, Transmission Gears

Quality Certifications: IATF – 16949

ISO - 9001:2015, 14001:2015 & 45001:2018

Lonand, Satara, Maharashtra

The plant covers a total area of approximately 10 acres

Products Manufactured: Transmission Gears

Quality Certifications: IATF – 16949

ISO - 14001:2015 & 45001:2018

Way Ahead

We will continue to strengthen our manufacturing facilities with built-in quality systems and lean management processes. Key initiatives include:

- Targeted improvement in OEE
- Launch manufacturing practices improvement zonal methodology roadmap
- Reinforce Kaizen process and quality circles initiatives
- Improving MTBF and MTTR of machines to reduce inventory and enhance operational efficiencies

Growth Drivers

1. Diversified markets and customer base
2. Revival in western agricultural demand
3. Growth in domestic agriculture and construction equipment segments

Our Partnerships

Empowering Collaborative Success

With customer centricity at our core, we develop innovative, cost-effective and customised gears, furnaces and automotive components. Through efficient delivery systems, we serve a vast clientele across segments, including key industry players, building trust, robust partnerships and delivering long-term value.

Catering to a Diverse Clientele

Gears Business

Committed to quality and customer satisfaction, we have partnered with major corporations in the tractors, utility vehicles, commercial vehicles, and construction equipment industries since 1972, sustaining long-term relationships. In FY 2024-25, we added 02 new clients to our esteemed client list.

02

New customers onboarded in FY 2024-25

Action Construction Equipment Ltd.

Ashok Leyland Limited

BRP-Rotax

Carraro India and Global

CLAAS India and Global

CNH Industrial India Pvt Ltd.

Dana India and Global

EATON India and Global

Escorts Kubota Limited

JCB India and Global

John Deere India and Global

KION India

LIEBHERR

Mahindra & Mahindra Ltd.

Paharpur Cooling Towers Ltd.

Parker USA

PMP Industries

Penn Machine Company

Schafer Driveline LLC USA

Schaeffler India

Sisu Axles

SML Isuzu Limited

Sonalika International

Swaraj Tractors

Tractors and Farm Equipment Ltd.

Transaxle Manufacturing of America

Turk Traktor

Toyota Kirloskar Auto Parts

Tuff Torq Corporation

VST Tillers Tractors Ltd.

Yanmar India

ZF India and Global

Furnace Business

As experts in heat treatment technology, we provide customised design, erection and commissioning services to our diverse clientele.

AAM India Manufacturing (American Axles)

Automotive Axles Ltd.

Avdhoot Industries Ltd.

Mahindra & Mahindra Ltd.

National Engineering Industries

Timken India

Varroc

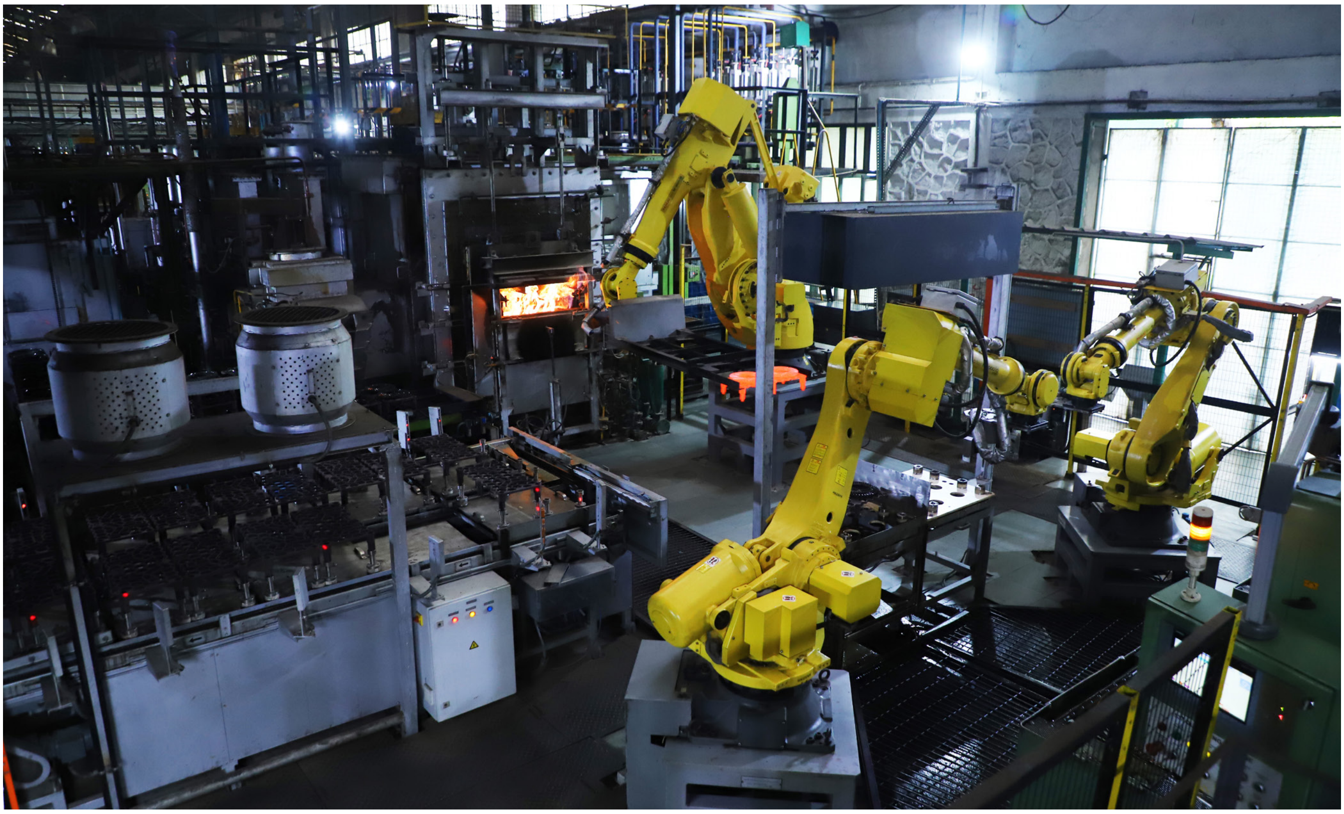
Mukand Bajaj

Fostering Resilient Partnerships

At BGL, we are backed by a legacy of successful professional partnerships, collaborating with leading global technology firms over time. Our unwavering commitment to delivering quality products with a result-driven approach has ensured the success and longevity of these partnerships, each contributing significantly to our overall success.

Technical Collaboration with AFC-Holcroft, USA (since 1982)

Since 1982, BGL has entered into a strategic long-term technical collaboration with AFC-Holcroft, USA.



Environmental, Social and Governance

Embedding ESG to Drive Responsible Growth

At BGL, we believe that ESG principles are integral to driving mutual and sustainable progress for an organisation. In FY 2024-25, we launched our inaugural ESG report under the initiative 'Project Green Vasundhara', aligned with global standards including GRI 2021, SASB, UN SDGs and NGRBC. Our ESG strategy, based on double materiality assessment, is governed through a three-tier structure involving the Board, Board-level Committees and functional teams.

ESG Framework

- Embedding ESG into core business decisions
- Reducing environmental impact
- Inclusive growth
- Maintaining robust governance practices

Environmental

We undertook several initiatives to reduce our environmental footprint across operations in FY 2024-25. Key initiatives include:

Energy Savings

- Installed a 1,300 kWp solar plant at Lonand, reducing ~ 1,400 tCO_2e of energy annually
- Undertook multiple process optimisations, resulting in over 2 Lakh kWh energy savings

Reducing Emissions

- Total GHG emissions (Scope 1 & 2) stood at 30,462 tCO_2e for FY 2024-25

Water Conservation

- 62,094 KL water consumed across plants with Zero Liquid Discharge
- Implemented rainwater harvesting systems

Waste Reduction

- Recycled 52 KL of used oil
- Undertook extensive segregation and safe disposal of hazardous and non-hazardous waste

Enhanced Air Quality

- Introduced fume extractors, high-suction dust collectors and cleaner lubricants to improve indoor air quality

Social

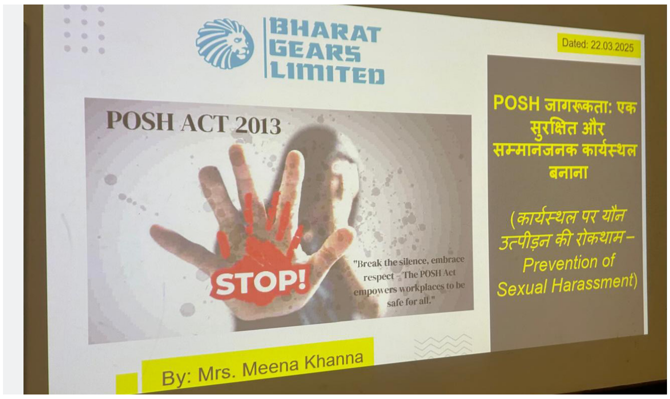
Nurturing an Engaged Talent Pool

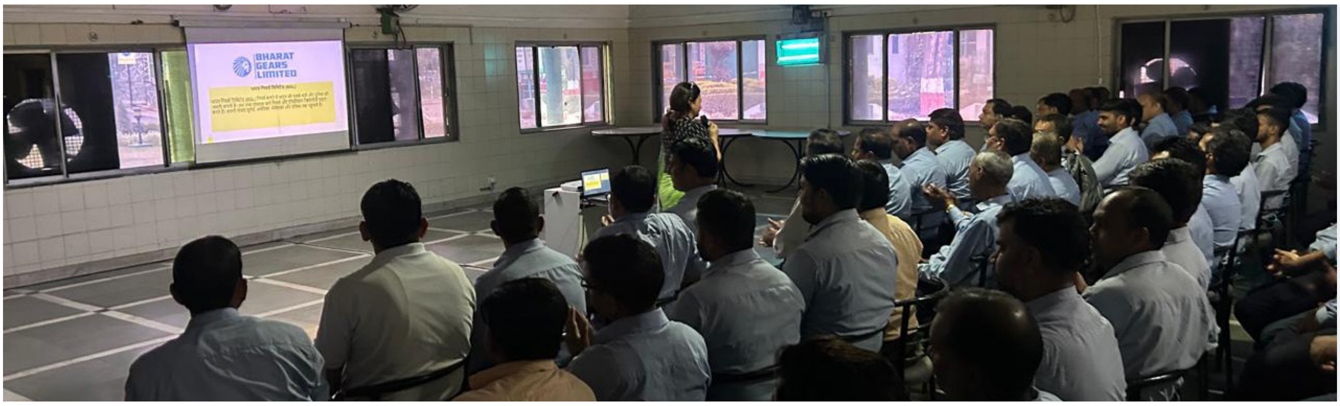
BGL remains committed to building a responsible and inclusive workplace. Through various employee-centric measures, we strive to help our employees thrive both personally and professionally while fulfilling our broader objectives.

We have implemented structured recruitment, onboarding and performance appraisal processes. All our employees are covered under Accident and Health insurance, disability coverage, and parental leave.

1,104

Employees with strong representation across Operations and Management roles





HR Focus Areas

- Continuous employee feedback through surveys, safety committees and 2S initiatives, ensuring inclusive decision-making
- Robust policies to ensure fair compensation, anti-discrimination and adherence to Indian labour laws
- DEI programmes include awareness workshops, Women's Day celebrations and POSH compliance (zero complaints reported)
- 100% of employees received training on safety, leadership and technical competencies

Key Employee Initiatives of FY 2024-25

100% coverage under health & safety risk assessments

Regular medical check-ups, mental health workshops and ergonomic interventions

Zero fatalities/ high-consequence work injuries reported during the year

Corporate Social Responsibility

Our commitment to sustainable growth extends beyond business operations and compliance. Through meaningful CSR initiatives, we continue to actively support the development and well-being of local communities while promoting environmental sustainability.

- **Education:** Educating the underprivileged
- **Health & Sanitation:** Awareness drives, preventive healthcare and sanitation support
- **Disability Inclusion:** Partnerships with Action for Autism
- **Women Empowerment:** Skill-building, menstrual hygiene awareness, and community engagements
- **Rural Development:** Water infrastructure, well renovation and disaster relief support

Key FY 2024-25 CSR Highlights

Supporting Education

We donated ₹ 1 Lakh to Myra Foundation, Faridabad, supporting the education of underprivileged children.

Extending Support to People with Special Needs

We donated ₹ 2.50 Lakhs to The Association of Parents of Mentally Retarded Children (Adhar) towards providing life time care, training, treatment & rehabilitation to special children. We also donated a sum of ₹ 1 Lakh to Aaddit Charitable Trust to support individuals with autism and related disabilities through various programmes.

Caring for Needy People

We donated ₹ 2.99 Lakhs to Robin Hood Army, Faridabad for distribution of foodgrains, including wheat flour, rice and pulses alongside shoes to needy people in local areas. Additionally, we contributed ₹ 5 Lakhs to Yatharth Foundation for Development for undertaking preventive healthcare initiatives for needy local people and ₹ 7.50 Lakhs to Vidya Jagat Cancer Foundation (Asian Hospital, Faridabad) for their initiatives in preventive health care.

Promoting Environmental Sustainability

We donated ₹ 2 Lakhs to 'Save Aravali Trust' for their initiatives towards environment sustainability.

₹ 22,99,907

Total CSR spend in FY 2024-25

Governance

Guided by Visionary Leadership

At BGL, we are led by a seasoned Board of Directors, comprising experienced professionals from diverse domains. The Board has implemented robust governance practices, in line with the industry's best standards, fostering stakeholder trust and steering the Company for continued success in a dynamic environment.

Board of Directors

Mr. Surinder Paul Kanwar
Chairman & Managing Director

Mr. Sameer Kanwar
Joint Managing Director

Mr. Virendra Kumar Pargal
Non-Executive Independent Director

Mr. Wolfgang Rudolf Schilha
Non-Executive Independent Director

Mr. Nagar Venkatraman Srinivasan
Non-Executive Director

Mr. Rakesh Chopra
Non-Executive Independent Director

Mr. Raman Nanda
Non-Executive Independent Director

Ms. Kavita Jha
Non-Executive Independent Director
*Appointed on 24 September 2024

Board of Directors.... contd.

Mr. Bharat Dev Singh Kanwar
Non-Executive Independent Director
*Appointed on 22 May 2025

Mr. Satya Prakash Mangal
Non-Executive Independent Director
*Appointed on 22 May 2025

Executive Leadership Team

Mr. Naresh Verma
Corporate Business Head

Mr. Jagdeep Singh
Business Head – After Market

Mr. Milind Pujari
Chief Financial Officer

Mr. Prashant Khattry
Corporate Head - Legal &
Company Secretary

Mr. Kiran Rai
Process Head - OE Marketing &
Business Development

Corporate Information

Board of Directors

Executive Directors

Mr. Surinder Paul Kanwar
Chairman &
Managing Director

Mr. Sameer Kanwar
Joint Managing Director

Non-Executive Director

Mr. Nagar Venkatraman Srinivasan

Non-Executive Independent Directors

Mr. Wolfgang Rudolf Schilha

Mr. Rakesh Chopra

Mr. Virendra Kumar Pargal

Mr. Raman Nanda

Ms. Kavita Jha
* Appointed on 24 September 2024

Mr. Bharat Dev Singh Kanwar
* Appointed on 22 May 2025

Mr. Satya Prakash Mangal
* Appointed on 22 May 2025

Ms. Hiroo Suresh Advani
* Term expired on 12 August 2024

Audit Committee

Mr. Rakesh Chopra, Chairman
Mr. Virendra Kumar Pargal
Mr. Raman Nanda

Stakeholders Relationship Committee

Mr. Rakesh Chopra, Chairman
Mr. Surinder Paul Kanwar
Mr. Sameer Kanwar
Mr. Nagar Venkatraman Srinivasan

Nomination & Remuneration Committee

Mr. Virendra Kumar Pargal, Chairman
Mr. Rakesh Chopra
Mr. Wolfgang Rudolf Schilha
Mr. Surinder Paul Kanwar

Corporate Social Responsibility Committee

Mr. Surinder Paul Kanwar, Chairman
Mr. Sameer Kanwar
Mr. Rakesh Chopra

Finance Committee

Mr. Rakesh Chopra, Chairman
Mr. Surinder Paul Kanwar
Mr. Sameer Kanwar
Mr. Virendra Kumar Pargal

Auditors

Deloitte Haskins & Sells LLP
One International Centre, Tower 3,
31st Floor, Senapati Bapat Marg,
Elphinstone Road (West)
Mumbai - 400013, Maharashtra

Bankers

State Bank of India
IDBI Bank Limited

NBFC

Aditya Birla Capital Limited
Tata Capital Limited

Registrar & Transfer Agent

MUFG Intime India Private Limited
(Formerly known as Link Intime India Private Limited)
Noble Heights, 1st Floor, Plot NH 2, C-1 Block LSC,
Near Savitri Market, Janakpuri, New Delhi - 110 058

Plant Locations

Kausa Shil, Mumbra,
District Thane - 400 612, Maharashtra

20 K.M. Mathura Road,
P. O. Amar Nagar,
Faridabad - 121 003, Haryana

Lonand, Taluka Khandala,
District Satara - 415 521, Maharashtra

Registered Office

20 K.M. Mathura Road, P. O. Amar Nagar,
Faridabad - 121 003, Haryana

Corporate Office

14th Floor, Hoechst House,
Nariman Point, Mumbai - 400 021
Maharashtra

Branch Office

1009, Surya Kiran Building,
19, Kasturba Gandhi Marg,
New Delhi - 110 001

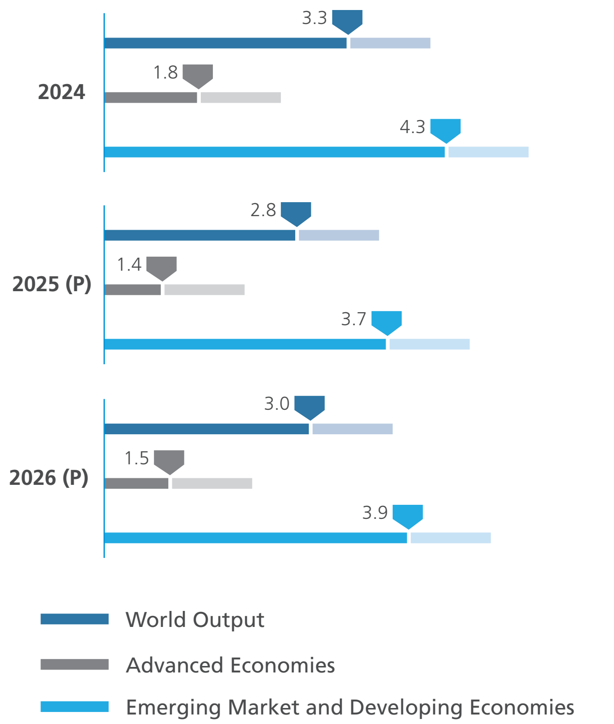
G-6, 1, Crooked Lane,
Kolkata - 700 069

Management Discussion and Analysis

Global Economy

The global economy exhibited stability throughout 2024, despite encountering a complex interplay of significant challenges and opportunities shaped by economic, geopolitical, and policy-related influences. According to the 'World Economic Outlook' report by the International Monetary Fund (IMF), global Gross Domestic Product (GDP) growth moderated to 3.3%. Growth trends varied, with developed economies experiencing a slower rate of expansion, while emerging markets, particularly those in Asia, sustained relatively stronger growth momentum.

Real GDP Growth



Geopolitical factors, including the ongoing Russia-Ukraine conflict, disruptions in the Red Sea, persistent supply chain issues, and trade tensions between major economic powers, continued to present challenges to global economic stability in 2024. Moreover, the evolving landscape of climate change policies and regulations influenced investment choices across various industries.

Despite these obstacles, the United States economy showed resilience, achieving 2.8% growth driven by a robust labour market and moderating inflation. The Eurozone, however, experienced slower growth at 0.9%, including a slight contraction in Germany. Emerging markets, particularly in Asia, maintained stronger growth momentum, reaching 5.3% overall, fuelled by investments in technology and infrastructure. China's economy grew by 5.0%, supported by government policies and a recovering property sector. The U.S. economy outperformed expectations, while the UK and Europe, particularly Germany, faced a slowdown that brought down overall GDP rates and narrowly avoided recession. On a positive note, India continued to excel, but China encountered challenges due to slowdown in its property sector.

Global inflation is showing improvement, estimated at 5.7% in 2024, down from 6.7% in 2023. Advanced economies are likely to achieve their inflation targets sooner than emerging markets and developing economies, where the decline may be more gradual. In advanced economies, inflation rate was at 2.6% in 2024, likely reaching target levels by late 2025. Emerging markets will experience a slower but still positive trend.

Defying significant easing expectations for 2024, major central banks largely maintained high rates to combat inflation. The Federal Reserve's target rate remained elevated for most of the year, with a 25-basis point cut in December, bringing it to 4.25-4.50%. Similarly, the European Central Bank held rates steady after earlier hikes, also implementing a 25-basis point cut to its deposit rate in December, reducing it to 3.00%. The Bank of England's Bank Rate stayed high throughout much of 2024, with cuts later in the year reducing it by 25 basis points to 5.00% in August and a further 25 basis points to 4.75% in November.

Outlook

The global economy is projected to sustain a consistent growth pattern, with anticipated expansion rates of 2.8% and 3.0% in 2025 and 2026, respectively.

Growth in the U.S. is expected to fall to 1.8% in 2025 and 1.7% in 2026, driven by shifts in labour market dynamics and a reduction in consumer spending. The Eurozone is forecast to experience a fall, with GDP of 0.8% in 2025 and then recovering to 1.2% in 2026, supported by increased consumer expenditure and reduced inflation. Overall growth in developed economies is expected to stabilise at around 1.4% in 2025 and then rise to 1.5% in 2026.

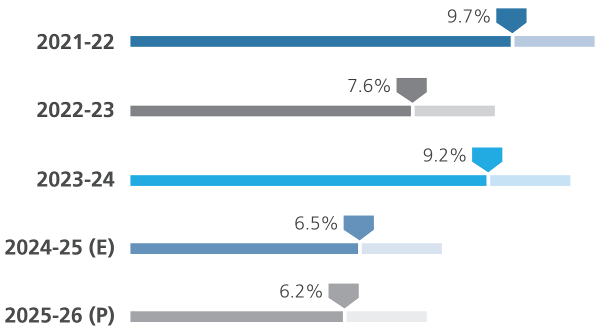
Although global disinflation continues, certain regions are experiencing stagnation due to persistently high inflation rates. Global inflation is forecast to decrease to 4.4% in 2025 and 3.5% in 2026, with developed economies expected to achieve their targets before others. Monetary policies are likely to remain varied across different regions.

(Source: WEO)

Indian Economy

India's economy displayed resilience and consistent growth throughout FY 2024-25, continuing its status as one of the world's fastest-expanding major economies. As indicated by the Second Advanced Estimate (SAE) data released by the National Statistical Office (NSO), real Gross Domestic Product (GDP) is estimated to be 6.5% for FY 2024-25, following a notable 9.2% (per First Revised Estimate) growth in the previous financial year. This sustained momentum is a reflection of the nation's sound economic foundations, supportive government policies, an expanding services sector, and strong domestic demand, all of which contribute to increased confidence in India's long-term growth potential.

Government reforms, substantial investments in both physical and digital infrastructure, and initiatives like 'Make in India' and the Production-Linked Incentive (PLI) scheme have played a crucial role in improving the country's growth path and encouraging self-sufficiency.



The services sector sustained robust growth at 7.2% in FY 2024-25, propelled by strong activity across a range of segments, including finance, real estate, professional services, public administration, defence, and other related areas.

India's economic standing continues to ascend. Ambitious national objectives are set to achieve a $5 trillion economy by FY 2027-28 and a $30 trillion economy by 2047. These targets are to be realised through investments in infrastructure, ongoing reforms, and widespread adoption of technology. The capital investment budget for 2025-26 demonstrates this commitment, increasing to ₹11.21 Lakh Crore, representing 3.1% of GDP.

Outlook

India's economy is projected to expand by 6.2% in the FY 2025-26. By 2030, India is expected to become the world's third-largest economy, propelled by infrastructure investment, private capital expenditure, and the expansion of financial services. Continuous reforms are anticipated to underpin this long-term growth.

This optimistic outlook is reinforced by India's demographic advantages, increased capital investment, proactive government policies, and strong consumer demand. Improved rural consumption, driven by moderating inflation, further strengthens this growth trajectory. The government's emphasis on capital expenditure, fiscal responsibility, and increasing business and consumer confidence supports both investment and consumption.

Initiatives such as Make in India 2.0, Ease of Doing Business reforms, and the Production-Linked Incentive (PLI) scheme are designed to promote infrastructure, manufacturing, and exports, positioning India as a global manufacturing centre. With inflation expected to align with targets by 2025, a more accommodating monetary policy is anticipated. Infrastructure development and public policies will drive capital formation, while rural demand will be supported by initiatives such as the Pradhan Mantri Garib Kalyan Anna Yojana (PMGKAY).

(Source: PIB, MoSPI, Economic Survey)

Union Budget 2025-26

The Union Budget 2025-26 is poised to have a broad-based impact on the Indian economy, balancing growth with fiscal consolidation. By raising the income tax exemption limit to ₹12 Lakh per annum, the budget puts more money in the hands of middle-class households, likely to give a boost to consumption as well as household savings. This step is expected to support domestic demand and strengthen key consumer-driven sectors.

Accelerated infrastructure spending, particularly in roads, railways, and urban development, is set to create jobs, improve connectivity, and generate a multiplier effect across allied industries such as cement, steel, and construction. The continued push for domestic manufacturing through an expanded Production Linked Incentive (PLI) scheme strengthens India's industrial base and supports the "Make in India" agenda, with long-term gains in exports and employment.

The budget's rural focus, including the transformation of India Post into a logistics and financial services backbone, aims to integrate rural areas more deeply into the formal economy. This could improve rural incomes and broaden market access for small producers.

On the sustainability front, the extension of subsidies under the FAME India Phase II scheme and investments in EV infrastructure reinforce India's transition to clean mobility and renewable energy, sectors which are expected to shape long-term growth and attract green investment.

By targeting a lower fiscal deficit of 4.4% of GDP (down from 4.8%), the government signals a shift toward fiscal discipline, even as it maintains momentum on growth-oriented reforms. The overall effect is a budget that supports short-term recovery while laying the groundwork for more inclusive and sustainable economic expansion.

Industry Overview

Global Tractor Sector

The global tractor industry continued its upward trajectory in 2024, driven by increasing mechanisation in agriculture, technological advancements, and supportive government policies.

In 2024, the global tractor market was estimated at $84.50 billion. This growth is attributed to the rising demand for efficient agricultural practices and the integration of advanced technologies in farming equipment.

(Source: Mordor Intelligence)

The Asia-Pacific region, particularly India and China, maintained their dominance in the tractor market. In 2024, these countries reported combined sales of approximately 1.36 million units, with India and China experiencing compound annual growth rates (CAGRs) of 8% and 7%, respectively, from 2022 to 2027. This growth is driven by government initiatives of promoting agricultural mechanisation and the expansion of the agricultural sector. In North America, after challenging past year, demand of mid and large tractors have started showing sign of recovery since start of calendar year 2025. Favourable climatic conditions and government support to farmers contributed to increased crop production and tractor sales in the region.

(Source: mobilityforesights.com)

The industry saw notable technological advancements in 2024, including the integration of telematics and precision agriculture technologies into tractors. These innovations enhanced operational efficiency, reduced downtime, and improved crop yields, aligning with the global trend towards sustainable farming practices.

Despite the positive growth trajectory, the tractor industry faced challenges such as fluctuating commodity prices and economic uncertainties, which impacted farmers' purchasing power. Additionally, environmental concerns necessitated the development of eco-friendly and fuel-efficient tractors, prompting manufacturers to invest in research and development.

The global tractor market is expected to maintain its growth momentum, driven by continuous advancements in technology, supportive government policies, and the increasing need for food production due to population growth. Manufacturers focussing on innovation, sustainability, and affordability are likely to gain a competitive edge in this evolving market landscape.

Indian Tractor Sector

India's tractor industry, a vital component of its agricultural sector, exhibited resilience and adaptability amidst fluctuating market dynamics. As the world's largest tractor market, accounting for one-third of global production (excluding sub-20 horsepower belt-driven tractors used in China), India continued to play a pivotal role in global agricultural mechanisation.

The Tractor and Mechanisation Association (TMA) reported that the tractor industry rebounded in FY 2024-25, recording an 8% increase in domestic sales, reaching 9,39,713 units compared to 8,67,237 units in FY 2023-24. This growth follows an 8% decline in the previous fiscal and is attributed to favourable monsoon conditions and other positive market factors.

Exports also improved, reversing a 22% slump from the previous year. Data from the Tractor & Mechanisation Association (TMA) highlights the industry's resilience, with total production reaching 10,07,660 units in FY 2024-25, up from 9,47,143 units in FY 2023-24. This marks a notable recovery, although it remains below the peak production of 10,71,310 units recorded in FY 2022-23.

(Source: The Hindu)

Several factors have influenced the performance of the industry. Government initiatives have enhanced support for agriculture, including subsidies and favourable policies, which have encouraged farmers to invest in mechanisation, thereby boosting tractor demand. Technological advancements have also played a significant role, as manufacturers have introduced new models equipped with advanced features to cater to the evolving needs of modern farming practices. For instance, one of the key tractor manufacturer launched India's first autonomous concept electric tractor, in collaboration with technology partners, aiming to enable precision-based farming. Additionally, favourable monsoon conditions have contributed to improved farm incomes, allowing farmers to invest in tractors and other agricultural equipment.

(Source: farmonaut.com, mobilityforesights.com)

Outlook

The outlook for the Indian tractor industry in FY 2025-26 remains cautiously optimistic. ICRA projects a modest volume growth of 1-4%, contingent upon favourable monsoon conditions and stable agricultural output.

Continued government support, technological innovations, and a focus on sustainable farming practices are expected to drive the industry's growth. However, challenges such as fluctuating raw material costs and the need for infrastructure development in rural areas may influence the sector's trajectory.

(Source: icra.in)

Global Construction Equipment Sector

The global construction equipment sector experienced a dynamic year in 2024, marked by both growth and challenges across various regions and market segments.

In 2024, the global construction equipment market was valued at approximately $222.37 billion. Growth trajectory is expected to continue in the long run, with projections indicating a market size of $315.64 billion by 2030, reflecting a compound annual growth rate (CAGR) of 5.97%. Similarly, the heavy construction equipment segment is anticipated to grow to $314.4 billion by 2030, at a CAGR of 6.0%.

(Source: GlobeNewswire)

The Asia-Pacific region maintained its dominance in the construction equipment market, accounting for a 41.65% share in 2023. This leadership is attributed to rapid urbanisation, substantial infrastructure investments, and the expansion of the manufacturing sector. In contrast, the North American market experienced a slowdown, with companies like Caterpillar revising their revenue expectations downward due to reduced demand from government infrastructure projects and declining farm incomes. Similarly, European markets faced challenges, as evidenced by Volvo's anticipation of relatively flat markets in the upcoming year, reflecting broader macroeconomic uncertainties.

(Source: fortunebusinessinsights.com, reuters.com, The Wall Street Journal)

Global construction machinery sales were forecasted to reach 1.08 million units in 2024, representing an 8% decrease compared to the previous year. This decline is indicative of a market undergoing normalisation after periods of heightened demand. Notably, while certain sectors such as infrastructure and energy/utilities continued to exhibit growth, the residential construction sector faced declines, influencing overall equipment demand.

(Source: statista.com, aem.org)

The industry saw significant technological advancements in 2024, with manufacturers integrating the Internet of Things (IoT) and automation into construction machinery. These innovations enhanced efficiency, safety, and operational productivity, aligning with the evolving demands of complex construction projects. The emergence of smart cities and advancements in infrastructure technology further fuelled the demand for innovative machinery.

(Source: GlobeNewswire)

In near future, the construction equipment industry is entering a period of transition, where economic cycles, infrastructure investments, and technological innovation will shape market dynamics. However, challenges such as fluctuating demand in certain regions and sectors, as well as macroeconomic uncertainties, may influence the pace of expansion. Companies that adapt to these evolving market dynamics by embracing innovation and strategic planning are likely to maintain a competitive edge in the coming years.

Indian Construction Equipment Sector

The Indian construction equipment (CE) sector, a pivotal component of the nation's infrastructure development, demonstrated a mixed performance in FY 2024-25, reflecting both resilience and challenges. As the third-largest CE market globally, valued at approximately $10 billion, India's CE industry plays a crucial role in supporting the country's economic growth and infrastructure expansion.

(Source: indianinfrastructure.com)

FY 2024-25 commenced with a 5% YoY growth in CE sales during the first quarter (April–June 2024), totalling 28,902 units. This increase was driven by segments such as earthmoving equipment (5% growth), road construction equipment (9% growth), and concrete equipment (11% growth). However, material handling and material processing equipment experienced decline of 3% and 4%, respectively, during this period.

(Source: mojo4industry.com)

In the second quarter (July–September 2024), the industry witnessed a modest 1% year-on-year growth, with total sales reaching 30,686 units. Domestic sales accounted for 27,382 units, while exports contributed 3,304 units. The earthmoving equipment segment continued its positive trajectory with a 6% increase in sales. Conversely, material handling and concrete equipment segments experienced declines of 17% and 10%, respectively.

Overall, FY 2024-25 saw a cumulative 3% year-on-year increase in sales compared to the same period in the previous fiscal year, indicating a steady, albeit modest, growth trajectory.

(Source: equipmenttimes.in)

Several factors have influenced the industry's performance:

- Enhanced support for agriculture, including subsidies and favourable policies, has encouraged farmers to invest in mechanisation, thereby boosting tractor demand
- Manufacturers have introduced new models equipped with advanced features, catering to the evolving needs of modern farming practices
- Adequate rainfall has led to improved farm incomes, enabling farmers to invest in tractors and other agricultural equipment

Outlook

The Indian Construction Equipment sector is forecasted to achieve significant growth. Projections suggest that the market could triple in size, positioning India as the world's second-largest CE market by 2030.

This optimistic outlook is underpinned by the government's continued emphasis on infrastructure development, urbanisation, and the adoption of advanced technologies. However, challenges such as high capital costs and environmental compliance requirements persist. Addressing these issues through collaborative efforts between industry stakeholders and policymakers will be crucial to sustaining the sector's growth momentum.

(Source: india-briefing.com, equipmenttimes.in)

Global Automobile Industry

The global automobile industry experienced a dynamic year in 2024, marked by significant shifts towards electrification, regional variations in sales performance, and ongoing challenges related to supply chains and market competition.

In 2024, global motor vehicle production reached approximately 92.5 million units, encompassing passenger cars, light commercial vehicles, minibuses, trucks, buses, and coaches. This production level reflects a modest increase compared to previous years, indicating a steady recovery from the disruptions caused by the COVID-19 pandemic.

(Source: Statista)

The transition to electric mobility accelerated notably. According to the International Energy Agency (IEA), global sales of electric cars (battery-electric + plug-in hybrid) surged past 17 million units in 2024, marking a ~20% increase from 2023's nearly 14 million. This jump lifted the global market share to over 20%, up from 18% in 2023. The IEA projects electric car sales will exceed 20 million in 2025, taking nearly a quarter of global car sales.

(Source: Global EV Outlook)

In 2024, regional insights into the global automobile market revealed varying trends across key regions. China, the world's largest automobile market, continued to dominate, with electric vehicles (EVs) making up 50% of new car sales by July. Domestic manufacturers like BYD played a crucial role in driving this growth. Meanwhile, Europe experienced mixed results. While EV adoption advanced, traditional automakers faced significant challenges. For example, Volkswagen reported a 7% decline in third-quarter global deliveries, attributed to weak demand from China and high domestic production costs. In contrast, the United States market demonstrated resilience, with EV sales rising significantly. Tesla's Model Y and Model 3 stood out as the best-selling EVs both globally and domestically, helping Tesla maintain a 17% share of the global EV market. These regional dynamics underscored the shifting landscape of the automotive industry as it increasingly embraced electrification.

(Source: Associated Press, Reuters.com)

Despite the positive trends in electrification, the industry faced challenges, including supply chain disruptions, semiconductor shortages, and intensifying competition, particularly in the EV segment. Manufacturers are compelled to innovate and adapt to changing consumer preferences and regulatory landscapes.

The momentum towards sustainable mobility solutions is expected to persist, with projections indicating that electric vehicles could constitute a significant portion of new car sales in the coming years. However, the pace of this transition will depend on factors such as infrastructure development, technological advancements, and economic conditions across different regions.

Indian Automobile Industry

The Indian automobile industry is a cornerstone of the country's manufacturing sector and a significant contributor to the economy. This growth trajectory was driven by a resurgence in consumer demand, a trend towards premiumisation, favourable government policies, and advancements in technology.

It is anticipated that the average price of luxury automobiles will reach ₹ 1 Crore, while mass-market vehicles will see prices rise to ₹ 13 Lakh. This is due to price increases of 2-4% implemented by manufacturers to mitigate rising costs.

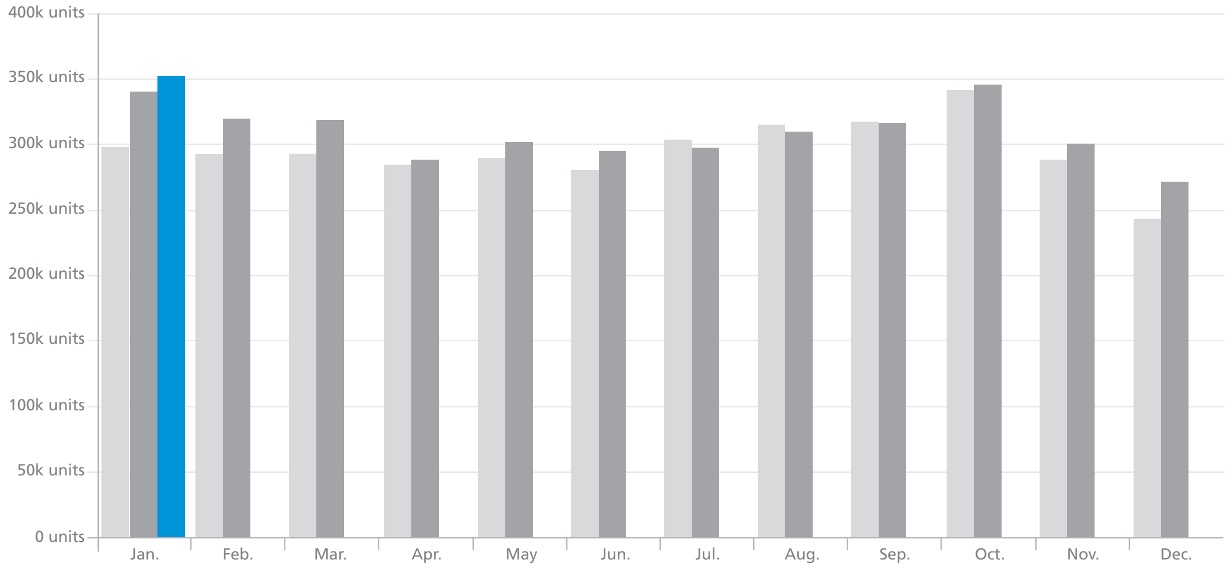
In FY 2024-25, India's automobile industry demonstrated remarkable resilience and growth, solidifying its position as the world's third-largest automotive market. The overall market size of the Indian automobile industry reached approximately $137.06 billion, reflecting the sector's strong performance. The sector's expansion was driven by evolving consumer preferences, policy support, and significant investments in infrastructure and technology.

(Source: Mordor Intelligence)

The industry witnessed a total production of 30.61 million vehicles, encompassing passenger vehicles, commercial vehicles, three-wheelers, two-wheelers, and quadricycles, marking an 11% increase from the previous year's 27.5 million units. This surge was primarily attributed to heightened demand across various segments, reflecting positive consumer sentiment and economic recovery.

The electric vehicle market in India, though still emerging, demonstrated promising growth. EVs accounted for

India - Automotive Sales volume, 2025



*The number of units listed is the number at the time of the announcement.

approximately 2.5% of the 4.3 million cars sold in 2024, representing a 20% increase in EV sales compared to the previous year. This growth outpaced the overall car market expansion of 5%, signalling increasing consumer acceptance and interest in electric mobility solutions. The government's push towards electric mobility, through initiatives such as the FAME India Scheme, played a crucial role in promoting EV adoption.

Automakers responded proactively to this trend, with plans to introduce nearly a dozen new EV models in 2025. These upcoming models are expected to feature longer driving ranges and faster charging times, addressing two critical factors influencing consumer adoption of EVs.

The Indian government's commitment to sustainable mobility was evident in the Union Budget 2025-26, which introduced several measures to support the automotive sector. Key among these was the proposed elimination of basic customs duty on 35 capital goods required for EV battery manufacturing, aiming to lower production costs and boost domestic manufacturing, thus making electric vehicles more affordable.

The budget also emphasised continued support for the Production-Linked Incentive (PLI) scheme to further boost domestic EV production, reduce import reliance, and promote self-reliance. Increased budget allocations were also designated for expanding EV charging infrastructure across highways and urban areas, addressing range anxiety and supporting broader EV adoption.

Despite the positive growth, the automobile industry faced challenges in FY 2024-25, including supply chain disruptions, especially in semiconductor availability, which impacted production schedules. Additionally, fluctuating raw material prices and regulatory changes posed hurdles for manufacturers. However, the sector demonstrated resilience through strategic partnerships and investments in local manufacturing capabilities.

Outlook

The Indian automobile industry is projected to continue its growth trajectory, with total vehicle sales expected to exceed 5 million units in FY 2025-26 with several key factors influencing its trajectory. The passenger vehicle segment is expected to maintain its upward trend, driven by sustained consumer interest in SUVs and the introduction of new models catering to this demand. Automakers are likely to focus on innovation and feature enhancements to attract a broader customer base.

The commercial vehicle sector is anticipated to experience a rebound, supported by increased infrastructure investments and economic activities. Government initiatives aimed at boosting infrastructure development are expected to stimulate demand for commercial vehicles, particularly in construction and logistics sectors.

The two-wheeler market is projected to sustain its growth momentum, supported by strong rural demand and the introduction of affordable models. Additionally, the emergence of electric two-wheelers may contribute to the segment's expansion, offering consumers cost-effective and environmental friendly transportation options.

The electric vehicle market is poised for exponential growth, with projections indicating sales could reach 3 Lakh units by FY 2025-26. As manufacturers ramp up production and expand their EV offerings, along with continued government support, the transition towards sustainable mobility is expected to gain significant traction. This surge will be driven by new model launches, improved charging infrastructure, and supportive government policies.

(Source: Siam, Reuters, Zee Business, The Times of India)

Company Overview

Bharat Gears Limited ('BGL' or 'the Company') is one of India's foremost and most trusted manufacturers of automotive gears, catering to a diverse range of industries both domestically and internationally. Established in 1971, with a commitment to engineering excellence, BGL has continually evolved, integrating cutting-edge technology, advanced manufacturing processes, and a customer-centric approach to solidify its leadership position in the gear and transmission component industry.

With a legacy spanning several decades, BGL has established itself as a preferred partner for leading automotive OEMs, off-highway vehicle manufacturers, and the aftermarket sector. The Company specialises in the production of a wide array of high-quality products, including transmission gears, bevel gears, differential gears, shafts, and a host of precision-engineered components that enhance the performance and efficiency of vehicles worldwide.

Automobile Domestic Sales Trend

Category	2019-20	2020-21	2021-22	2022-23	2023-24	2024-25
Passenger Vehicles	27,73,519	27,11,457	30,69,523	38,90,114	42,18,746	43,01,848
Commercial Vehicles	7,17,593	5,68,5 59	7,16,566	9,62,468	9,67,878	9,56,671
Three-Wheelers	6,37,065	2,19,446	2,61,385	4,88,768	6,91,749	7,41,420
Two-Wheelers	1,74,16,432	1,51,20,783	1,35,70,008	1,58,62,087	1,79,74,365	1,96,07,332
Quadricycles	942	(12)	124	725	725	120
Tractors	7,05,011	8,99,407	8,42,266	9,45,311	8,67,237	9,39,713
Grand Total	**2,22,50,562**	**1,95,19,640**	**1,84,59,872**	**2,21,49,473**	**2,47,20,700**	**2,65,47,104**

At the core of BGL's success is its unparalleled focus on innovation, quality, and sustainability. The Company operates state-of-the-art manufacturing facilities equipped with advanced CNC machines, heat treatment furnaces and stringent quality control systems to ensure that every product meets global industry standards. With strong engineering capabilities, BGL continuously explores new avenues for technological advancements, improvement in process efficiencies, and product enhancements to meet the ever-evolving demands of the automotive sector.

BGL's expansive global footprint spans across key automotive markets, with exports reaching multiple continents. The Company has built long-standing relationships with customers by providing value-driven solutions, customised engineering services, and consistent product reliability. Through strategic collaborations, supply chain efficiencies, and a commitment to operational excellence, BGL remains at the forefront of industry trends and market dynamics.

As the automotive industry undergoes rapid transformation with the emergence of electric mobility, sustainable manufacturing, and digital integration, BGL is proactively positioning itself to adapt and thrive. The Company continues to invest in next-generation technologies, automation, and talent development to strengthen its competitive edge and drive future growth.

Business Departments

The Company operates across several key industrial sectors, providing specialised engineering components and equipment.

Gears

The Company's production encompasses a wide variety of gear and transmission technologies, including ring gears, pinions, transmission gears, shafts, differential gears, and sub-assemblies, with a primary focus on automotive applications. BGL sells/supplies these components to major Original Equipment Manufacturers (OEMs) in both India and international markets, serving diverse automotive segments such as heavy, medium, and light trucks, tractors, utility vehicles, construction equipment, and off-highway vehicles.

Automotive Components

In addition to its gear production, the Company supplies a wide spectrum of automotive components. This includes automotive clutch assemblies and components, turbochargers and related parts, driveline products, axle shafts, flywheel assemblies and rings, propeller shaft components, U-J Cross, steering components, differential cages, steel wheel rims, turbocharger core and rotor, ST. Bevel, ceramic button, and break lining.

Heat-Treating Furnaces

The Company's Furnace division specialises in the manufacture of dependable batch and continuous heat-treating furnaces, based on designs provided by AFC-HOLCROFT, USA. These furnaces are designed with end-to-end capabilities, user-friendly operation, and straightforward, cost-effective maintenance suitable for Indian operational environments.

Industry Segments

The Company's customer base is broadly categorised into the following four industry segments:

Agricultural Machinery: The primary product line within this segment is tractors, and this sector generates the largest share of the Company's revenue.

Automotive: The Company supplies engineering goods for medium and heavy commercial vehicles, including heavy, medium, and light trucks, utility vehicles, and off-highway vehicles.

Construction Equipment: BGL's product lines serve multiple sectors within the construction industry, including earth-moving equipment, material handling equipment, and road construction equipment.

Others: The Company's products are utilised in a range of other sectors requiring specialised engineering goods, such as wind turbines, oil drilling, hydraulic systems, cooling towers, and material handling systems.

Business (Plants) Operations

Bharat Gears Limited (BGL) maintains manufacturing operations across three locations: Mumbra and Lonand in Maharashtra, and Faridabad in Haryana. All three plants are IATF certified, guaranteeing high standards of quality and operational efficiency. The Faridabad and Lonand plants hold ISO 14001:2015 and ISO 45000:2018 certifications. The Mumbra plant, the oldest of the three, specialises in the production of bevel, transmission, and differential gears. The Lonand plant focusses on the manufacture of transmission gears, while the Faridabad plant produces both bevel and transmission gears. BGL consistently invests in the modernisation of its manufacturing facilities, incorporating the latest technological advancements.

Details of Gear Sales

(FY 2023-24)

Components (%)

- **64%** Agricultural Machinery
- **13%** Construction Equipment
- **15%** Commercial Vehicle
- **08%** Others

Details of Gear Sales

(FY 2024-25)

Components (%)

- **60%** Agricultural Machinery
- **15%** Construction Equipment
- **16%** Commercial Vehicle
- **09%** Others

The Company has achieved international recognition for its dedication to quality and technological progress. BGL continually enhances its manufacturing capabilities with cutting-edge technology and implements industry best practices such as Kaizen, Total Quality Management (TQM), 5S Systems, autonomous maintenance, and visual management across all its plants. Safety is a paramount concern at BGL, as demonstrated by its strong safety record.

Key Focus Area

Production and Manufacturing Excellence:

Built in Quality

The Company is committed to enhancing quality for long-term success through customer satisfaction. Every employee at BGL values 'Quality' and actively participates in improving processes, products, services, and the overall culture. Bharat Gears implements various quality methodologies, some of which as detailed below have shown impressive results in the reported financial year.

Mumbra Plant

- Partial reconditioning of machines such as CNC Micromatic External Grinders, Coniflex – (Differential Gear cutting) machines is done to improve the part quality and reduction in rejection
- Completed reconditioning of both Indo Gas Generators to avoid scaling issue
- For Transmission Gears and Shaft, teeth chamfering implemented on Kanzaki and samputensili deburring machines to improve process flow and reduction in rejection
- For ZF Ring Gear – Measure-Mate, Multi gauging unit introduced for fast checking of internal Splines to reduce overloading on P40 Machine
- Clip-lock type material handling introduced for some of the critical parts processed at vendor for ease of handling and avoiding dents/damages

Lonand Plant

- Introduced **"Zero Tolerance Culture drive"** against the material handling & movement
- **150 nos.+**/month Audit done by Quality
- **100 nos.+**/month awareness/training sessions by Quality & production
- Introduced low cost gadget with high accuracy at much rationalise cost – CNCtize gadget instead of Auto Roll tester
- Introduced Compact DOP tester instead of Micrometer at rationalise costs to eliminate the inspection error with 0.001mm repeatability
- Installation of multi-gauging checking units to substantially improve quality levels
- Introduced & Drove the SGA Culture (Small Group Activity/Quality circle) against the top Defects contributors

  With all cumulative efforts, we achieved the lowest ever plant PPM 3298, which is lowest in the Plant history with improvement trend of 60% from last year, & lowest ever dent/damage trend of avg 77 nos./month against the trend of avg 742 nos./month 87% reduction in dent damage from last year.

Faridabad Plant

At the Company's Faridabad Unit, increase in the quality enhancement measure included CMM & P-40 machines, 20% In-house rejection PPM and 45% customer complaint reduced in this financial year as compared to last financial year. QMS Portal introduced for standardisation of documents to increase access and awareness in people.

Sustainability Efforts

This year marked a pivotal step in the Company's sustainability journey with the official launch of Project Vasundhara – our comprehensive ESG initiative. We commenced our first-ever ESG maturity and materiality assessments, a crucial step to align our business with global best practices and evolving stakeholder expectations. These foundational efforts have successfully laid the groundwork for a effective ESG framework that will guide our actions going forward. With pride, we announce the publication of our inaugural ESG Report, a significant milestone that reflects our commitment to transparency, responsibility, and sustainable growth. In our ongoing pursuit of global best practices and to demonstrate our commitment to sustainable supply chains, this year, we also underwent an EcoVadis assessment, a globally recognised sustainability rating, the results of which will be detailed in next year's report.

As we move forward, we aim to set measurable, science-aligned ESG targets, strengthen our climate action initiatives, and consistently raise the bar to become the most sustainable automotive gear manufacturer in the industry.

Energy Conservation

The Company is dedicated to fulfilling its sustainability objectives, with a particular focus on energy conservation through the reduction of energy intensity in manufacturing processes and infrastructure. Bharat Gears Limited (BGL) plants have implemented a range of initiatives, including regular audits to enhance energy performance and ensure energy-efficient operations. These initiatives include:

- The installation of in-house automatic power factor correction (APFC) panels in the Low Tension (LT) Room to effectively manage the power factor
- The cleaning of all transparent roof sheets at the Mumbra and Lonand Plants to increase natural light on the shop floor, thereby reducing power consumption
- The maintenance of a unity power factor throughout the year

During FY 2023-24, the Lonand Plant undertook several energy efficiency measures. These included the installation of a 1,300 kilowatt peak (Kwp) solar plant and vertical transparent sheets in the heat treatment plant to maximise the use of daylight. BGL also replaced older High-Pressure Mercury Vapour (HPMV) lamps with Light Emitting Diodes (LEDs), improving Lux levels and conserving energy. The cleaning of all transparent sheets following the monsoon season further enhanced daylight utilisation and power savings. Additionally, preheating and tempering times for low-weight components were reduced significantly, leading to further power savings. Electrostatic precipitators were installed on four hobbing machines to eliminate oil fumes from cutting operations.

At the Faridabad Plant, various energy-saving measures have been implemented. These include motor optimisation, the installation of motion sensors on office lights in various departments to conserve electricity, and energy conservation through drive optimisation.

Safety Management

Bharat Gears prioritises the safety of its staff and the continuity of its operations through a comprehensive safety management system implemented across all manufacturing locations. This includes stringent measures such as the elimination of dangerous materials like kerosene and asbestos, and the provision of protective gear and uniforms to all employees. The Company ensures a safe working environment through regular employee awareness programmes, careful machine selection based on '5S System' compatibility, and the application of Kaizen principles. Regular monthly safety committee meetings and audits, quarterly fire and mock drills, and monthly firefighting and first aid training are conducted.

An emergency preparedness plan is kept up to date, and the commitment of senior management to Environmental, Health, and Safety (EHS) is integral to all systems. Unsafe conditions have been identified and remedied, and strict discipline is maintained in the handling of hazardous materials.

The Lonand Plant has successfully completed ISO 45001 re-certification audit. A separate Safety Department, led by a qualified safety officer and assisted by Safety Marshals, has been established to further strengthen safety measures.

Operational Support System

To support its operational activities, Bharat Gears relies on strong IT systems, including a tailored Enterprise Resource Planning (ERP) system, to manage core and support functions. IT is also used extensively in engineering and manufacturing to improve products, manage knowledge, maintain customer relationships for reporting, and resolve problems.

The Company's Human Resources team supports the workforce involved in manufacturing, ensuring the availability of skilled personnel to achieve business goals related to industry leadership, process efficiency, product quality, and customer satisfaction. The Company's HR policy promotes competitiveness, work-life balance, and a positive work culture. Regular training and engagement programmes are held to improve employee skills. As of 31 March, 2025, the Company employed 1,104 permanent staff members.

Financial Highlights (₹ In Lakhs)

Particulars	FY 2024-25	FY 2023-24	Variance (%)
Operating revenue	64,753.19	66,304.74	(2.34)%
Other income	251.33	362.42	(30.65)%
EBITDA	2,780.84	2,715.89	2.39%
Finance costs	1,708.07	1,748.41	(2.31)%
Depreciation and amortisation expense	2,363.14	2,255.07	4.79%
Exceptional items	1,683.77	-	-
Profit/(Loss) before tax	393.40	(1,287.59)	(130.55)%
Tax expense/(credit)	74.59	(313.81)	(123.77)%
Profit/(Loss) for the year	318.81	(973.78)	(132.74)%

Key Financial Ratios

Particulars	FY 2024-25	FY 2023-24	Variance (%)
Debtors Turnover Ratio	6.08	5.56	9.35%
Inventory Turnover Ratio	7.39	7.29	1.37%
Interest Coverage Ratio	1.63	1.55	5.16%
Current Ratio	1.22	1.26	(3.17)%
Debt Equity Ratio	0.54	0.84	(35.71)%
Operating Margin (%)	0.64%	0.69%	(7.25)%
Net Profit Margin (%)	1.00	(1.00)%	(200)%
Return on Net Worth (%)	3.00	(8.00)%	(137.50)%

Global headwinds, including the ongoing Russia-Ukraine and Israel-Hamas conflicts and rising inflation in the USA and Europe, led to a significant slowdown in export demand, adversely impacting offtake from export customers.

The Company's profitability metrics, including interest coverage, operating profit margin, net profit margin, and return on net worth, have shown improvement, primarily driven by enhanced operational margins and supported by gains from the sale of land. However, operational losses have led to a deterioration in the working capital position, resulting in a decline in the current ratio. The debt-equity ratio has improved due to scheduled debt repayments and the prepayment of debt.

Key Operational highlights FY 2024-25

- The Company implemented several energy conservation initiatives, including lighting upgrades, process optimisation, and equipment automation, resulting in notable reductions in power consumption and improved sustainability performance
- Manufacturing operations were streamlined through the adoption of lean practices and the reorganisation of equipment, leading to improved efficiency, reduced inventory, and enhanced throughput
- Cost reduction efforts across energy, manpower, maintenance, raw materials, and packaging yielded significant savings, with overall cost efficiencies exceeding set targets for the year
- Quality performance improved through regular audits, employee awareness programmes, and structured quality initiatives, resulting in a sharp decline in defect rates and overall product rejections
- Workforce efficiency was strengthened by optimising manpower deployment, closely monitoring overtime, and driving resource rationalisation without compromising productivity
- Upgrades in tooling and automation enhanced production capability and consistency, supporting increased output volumes and reduced dependence on manual intervention
- Process innovations across key operations contributed to lower carbon emissions and more sustainable production practices, reinforcing the Company's commitment to environmental responsibility
- Enhanced packaging solutions and supply chain improvements helped reduce logistics costs while improving handling efficiency for both domestic and export markets
- In-house maintenance and retrofitting of machinery improved equipment availability and extended asset life, reducing the need for external support and cutting down capital expenditure
- A strong culture of continuous improvement was fostered through increased employee participation in Kaizen and other structured problem-solving activities, driving operational excellence across the board

Key Strategies and Outlook

Our strategic focus for the upcoming three years centres on several key areas designed to ensure sustainable growth and market leadership:

- **Growing Sales and Revenue:** We aim for strong and consistent growth in our sales, targeting a double digit CAGR. This aggressive target reflects our confidence in market opportunities and our ability to expand our reach
- **Achieving Cost Leadership:** We are committed to being the best at managing our costs. This means a focussed effort on actively reducing expenses related to raw materials, employee wages (manpower costs), and the overall cost of manufacturing our products
- **Continuous New Product Development:** Innovation is crucial to our future. Our strategy involves launching 100+ new products every year. These new developments will help us replace older or less popular models, ensuring our product lineup remains fresh, relevant, and competitive in the market
- **Building a Skilled and Motivated Team:** We believe our people are our greatest asset. We are dedicated to creating a team that is highly capable, inspired, and knowledgeable. This will be achieved by fostering a strong performance-driven culture where individual and collective efforts contribute directly to our company's success.
- **Maintaining and Expanding Technology Leadership:** We aim to continue being the leader in technology for our Bevel gear products. Furthermore, we are investing significantly to establish a similar leading position in the Transmission gear range, broadening our technological advantage across our core offerings

Risk and Concerns

The Company places significant emphasis on effective risk management, meticulously monitoring both internal and external factors for potential threats. This constant vigilance allows for the early identification of emerging risks, enabling the swift implementation of appropriate mitigation strategies. Through this proactive risk reduction approach, the Company aims to maintain a secure and stable operating environment.

RISK	IMPACT	MITIGATION
Macro Environment Risk	Economic downturns can negatively affect business operations. Declines or recessions may significantly reduce the demand for industrial and automotive components, potentially disrupting the Company's operational activities.	To develop effective growth strategies, the Company conducts regular assessments of its order book, execution plans, market opportunities, and shifts in the business environment across various markets. This analysis enables the Company to refine its sector and geographic diversification strategy, allowing it to capitalise on emerging opportunities and adapt its approach to address new challenges.
Technological Risk	The implementation of novel manufacturing technologies, such as automation and digitalisation, presents challenges that could impact both production efficiency and product quality. Furthermore, failure to adopt cutting-edge technology may impede the Company’s capacity to satisfy changing global market requirements, potentially resulting in the loss of business opportunities.	The Company places a high priority on proactive investment in modern and sustainable technologies, aiming to maintain product quality and expand its product range. Additionally, research and development efforts are directed towards emerging technologies, applications, and market trends, with the goal of improving manufacturing processes, quality control, and product enhancements.
Financial Risk	The Company's global operations expose it to risks stemming from foreign exchange fluctuations, increasing interest rates, and changes in credit availability and liquidity. These factors can adversely affect the Company's profit margins and overall profitability. Furthermore, unexpected inventory write-offs, resulting from insufficient protection or obsolescence, could damage the Company's reputation and lead to financial losses.	The Company diligently monitors exchange rate fluctuations and utilises a hedging strategy to minimise the effects of adverse currency movements. Its robust credit policies, effective collection procedures, and established banking relationships assist in mitigating risks related to liquidity and credit access. The Company conducts regular evaluations of inventory targets and policies concerning slow-moving items. Furthermore, it has established appropriate storage facilities and material handling systems to improve material storage practices.
Supply Chain Risk	Disruptions within the supply chain could result in material or component shortages, leading to loss of sale or increased costs. Additionally, recent geopolitical tensions have exerted pressure on the supply chain network.	The Company has strengthened its supply chain network and developed strong relationships with suppliers and vendors to ensure uninterrupted operations. Wherever feasible, dual sourcing has been put in place to reduce potential risks.

RISK	IMPACT	MITIGATION
Raw Material & Inflation Risk	Increase in the prices of essential inputs, including steel, energy, and other raw materials, can significantly affect the Company's overall cost structure. This rise in input costs presents a risk to the Company's profitability and its capacity to deliver finished products on time, within budget, and to the required quality standards. Fluctuations in raw material prices, such as alloy steel, further intensify this risk, potentially impacting the Company's profit margins.	The Company employs a comprehensive strategy to mitigate the risks associated with inflation and raw material price fluctuations. Inflation is monitored, and export contract prices are adjusted accordingly. Contracts are established with clients to pass on variations in raw material costs, thereby protecting profit margins. Cost-saving initiatives include the implementation of process automation, a shift towards renewable energy sources, and improvements in supply chain efficiency. Furthermore, the Company maintains strong relationships with vendors and implements rigorous inventory control to procure materials at competitive prices. These combined efforts are designed to protect the Company's profitability and maintain operational efficiency.
Regulatory Risk	The Company's products are essential in many critical industrial and commercial applications where failures can cause substantial losses. Consequently, it is vital that these products comply with strict regulatory requirements, quality standards, and technical specifications set by Original Equipment Manufacturers (OEMs) or regulatory authorities. Non-compliance with these standards could lead to business losses and harm the Company's reputation.	To uphold precision, quality, and productivity standards, the Company consistently invests in the modernisation of its manufacturing facilities and the development of its workforce's skills. Beyond the quality control tests performed by the Inspection and Quality Assurance team, the Company regularly seeks client feedback on product quality. Furthermore, the Company secures product liability insurance to safeguard itself from potential financial losses.
Natural Calamities & Crisis Risk	Natural disasters and global or national crises, including pandemics, earthquakes, geopolitical instability, and wars, pose a risk to the Company. These events have the potential to cause operational disruptions, facility shutdowns, production reductions, project delays, supply chain obstacles, and increased construction expenses.	The Company prioritises the safety of its stakeholder community and the maintenance of business continuity during unforeseen crises. It concentrates on strategies such as delaying capital expenditures, managing liquidity, establishing alternative supply and manufacturing options, and implementing cost-reduction measures to insulate business operations in such challenging circumstances.
People Risk	Excessive manpower can create issues such as industrial relations problems, decreased gross margins, lower productivity standards, and negative impacts on support systems. Furthermore, a lack of qualified personnel for key business positions can impede the organisation's growth potential. Inadequate leadership team development and succession planning can also present significant challenges for the Company.	The Company conducts benchmarking studies across all its plants to adopt best practices and improve manpower utilisation. Measures such as enhancing machine maintenance to increase productivity and implementing lean layouts are prioritised. Furthermore, a structured process is used to identify critical positions requiring succession planning.

Internal Control Systems & Their Adequacy

Bharat Gears Limited is an organisation driven by systematic processes. Its effective internal control system is essential for maintaining efficient daily operations. The Company employs a structured approach to financial reporting across various transactions, operational efficiency, asset protection, and adherence to relevant laws and regulations. Our systematic audit process is continuous, providing a foundation for evaluating the effectiveness of internal control systems. Our internal controls are appropriately designed to ensure the reliability and accuracy of financial and other records necessary for the preparation of financial information and related data.

Internal audits are conducted by appointed external auditors, with support from the Company's functional teams. Internal Auditor reports are reviewed during Audit Committee meetings. Recommendations for improving internal controls are proposed and carefully considered. Furthermore, the Board's Audit Committee reviews and deliberates on suggestions from the Internal Auditors on a quarterly basis. The overall objective is to achieve continuous improvement in the Company's internal controls and systems.

Cautionary Statement

The statements made in the Management Discussion and Analysis describing the Company's objectives, projections, estimates, and expectations may be 'forward-looking' statements within the meaning of applicable securities laws & regulations. Actual results could differ from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand, supply, and price conditions in the domestic & overseas markets in which the Company operates, changes in Government regulations, tax laws & other statutes, and other incidental factors. The Company assumes no responsibility in respect of forward-looking statements, which may be amended or modified in the future.

Board's Report

(Section 134 of the Companies Act, 2013)

To The Members

The Directors are pleased to present the 53rd Annual Report and the Audited Financial Statements for the year ended 31 March, 2025.

(₹ in Lakhs)

Financial Results	Year ended 31 March, 2025	Year ended 31 March, 2024
Revenue from operations and other income (gross)	**65004.52**	66667.16
Profit before finance costs and depreciation and amortisation expense	**2780.84**	2715.89
Finance costs	**1708.07**	1748.41
Depreciation and amortisation expense	**2363.14**	2255.07
Profit/(loss) before exceptional items and tax	**(1290.37)**	(1287.59)
Exceptional items	**1683.77**	-
Profit/(loss) before tax	**393.40**	(1287.59)
Less: Tax expense/(benefit)	**74.59**	(313.81)
Profit/(Loss) after tax	**318.81**	(973.78)
Other comprehensive income	**(89.84)**	(22.28)
Total comprehensive income	**228.97**	(996.06)
Statement of other equity		
Opening balance	**9524.42**	10520.48
Add: Profit/(Loss) for the year	**228.97**	(996.06)
Add: Equity component of Liability	**-**	-
Add: Premium on rights issue of equity shares	**-**	-
Less: capitalization of Capital redemption reserve on bonus issue of equity shares	**-**	-
Less: Dividend	**-**	-
Closing balance	**9753.39**	**9524.42**

DIVIDEND

With a view to conserve the resources for future growth, the directors of the Company have decided not to recommend any dividend on equity shares of the Company for the year ended 31 March, 2025.

FINANCIAL PERFORMANCE

Global headwinds, including the ongoing Russia-Ukraine and Israel-Hamas conflicts and rising inflation in the USA and Europe, led to a significant slowdown in export demand, adversely impacting offtake from export customers.

Despite a contraction in revenue, EBITDA margins saw marginal improvement due to effective cost-saving measures in material and overhead expenses.

During the year, the Company has sold a part of land situated at Mumbra plant for a consideration of ₹ 1,710.00 lakhs resulting in a net gain of ₹ 1,683.77 lakhs, after adjusting cost of acquisition and sales related expenses, which has been disclosed as an exceptional item.

The proceeds from this transaction were strategically allocated towards the part prepayment of FY26 debt obligations and funding capital expenditure, strengthening the Company's financial position.

INDIAN ACCOUNTING STANDARDS ("IND AS")

The financial statements for the year ended 31 March, 2025 have been prepared in accordance with the Indian Accounting Standards ("Ind AS") as required under the provisions of Section 133 of the Companies Act, 2013 read with rules made there under, as amended.

MANAGEMENT DISCUSSION AND ANALYSIS

A detailed analysis of the Company's operations in terms of performance in markets, manufacturing activities, business outlook, risks and concerns forms part of the Management Discussion and Analysis, a separate section of this report.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(3)(c) read with 134(5) of the Companies Act, 2013, your Directors confirm that:-

(a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

(b) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31 March, 2025 and of the profit and loss of the Company for the period ended on that date;

(c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

(d) the Directors had prepared the annual accounts on a going concern basis;

(e) the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and

(f) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

RELATED PARTY CONTRACTS AND ARRANGEMENTS

The contracts or arrangements of the Company with related parties during the period under review referred to in Section 188(1) of the Companies Act, 2013 were in the ordinary course of business and on arm's length basis. During the year, the Company had not entered into the contract/arrangement/transaction with related parties which could be considered 'material' in accordance with the related party transaction policy of the Company. Thus, there are no transactions which are required to be reported in the prescribed Form AOC-2 of the Companies (Accounts) Rules, 2014.

Further, during the Financial Year 2024-25, there were no materially significant related party transactions entered into by your Company with the Promoters, Directors, Key Managerial Personnel or other designated persons, which might have potential conflict with the interest of the Company at large.

As all the related party transactions are at arm's length price and in the ordinary course of business, the same are placed before the Audit Committee for its approval. There was no related party transaction which requires approval of the Board. During the Financial Year under review, the Audit Committee has approved the related party transactions through the omnibus mode in accordance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Regulations"). Related party transactions were disclosed to the Board on regular basis as per Ind AS-24. Details of related party transactions as per Ind AS-24 may be referred to in the Notes forming part of the Financial Statements.

The policy on Related Party transactions as approved by the Board in terms of the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Regulations") is available on the official website of the Company i.e. www.bharatgears.com under the link: https://www.bharatgears.com/pdf/related_party_transaction_policy.pdf

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENT

During the period under review, the Company has not made any loan, guarantee or investment in terms of the provisions of Section 186 of the Companies Act, 2013.

DIRECTORS

During the Financial Year 2024-25, the members of the Company vide their special resolution(s) passed at the Annual General Meeting held on 12 August, 2024 approved the:

- Re-appointment of Mr. Sameer Kanwar as Joint Managing Director of the Company for a further period of 2 (Two) years with effect from 01 June, 2024 along with proposed remuneration to look after the Non Fossil business of the Company;

- Re-appointment of Mr. Nagar Venkatraman Srinivasan as a Non-Executive Director on the Board of the Company liable to retire by rotation upto the conclusion of the 53rd AGM of the Company in the Calendar year 2025 in terms of the provisions of Section 152 of the Companies Act, 2013;

  in terms of the applicable provisions of the Companies Act, 2013 and the Regulations, in read with Regulation 17 of the Regulations as amended, the age of Mr. Nagar Venkatraman Srinivasan being more than seventy five years at the commencement of his tenure.

The Board of Directors vide its resolution passed through circulation on 24 September, 2024 appointed Ms. Kavita Jha as Woman Additional Director in the capacity of Non-Executive Independent Director with effect from 24 September, 2024 till the conclusion of next Annual General Meeting of the Company pursuant to the recommendation of the Nomination and Remuneration

Committee of the Board of Directors of the Company in its meeting held on 23 September, 2024.

Subsequently, in terms of the provisions of Regulation 17 of the Regulations, pursuant to the recommendation of the Nomination and Remuneration Committee and further approval of the Board of Directors of the Company on 14 November, 2024, Ms. Kavita Jha had been appointed as a Non-Executive Independent Director of the Company for a period of 3 (Three) years by the members of the Company vide a special resolution passed through Postal Ballot dated 20 December, 2024, effective date of appointment being 20 December, 2024 i.e. the last date of receipt of consent from the members through Postal Ballot in terms of the Secretarial Standards issued by the Institute of Company Secretaries of India.

Further, the Board of Directors of the Company in its meeting held on 14 November, 2024 considered and approved the re-appointment of Mr. Surinder Paul Kanwar as Chairman and Managing Director of the Company for a further period of 5 (Five) years with effect from 01 April, 2025 along with the proposed remuneration for a period of 2 (Two) years with effect from 01 April, 2025, in read with the provisions of Section 196(3) of the Companies Act, 2013, the age of Mr. Surinder Paul Kanwar being more than seventy years at the commencement of his proposed tenure, which had been further approved by the members of the Company vide a special resolution passed through Postal Ballot dated 20 December, 2024.

During the Financial Year 2024-25, Ms. Hiroo Suresh Advani ceased to be a Non-Executive Independent Director of the Company with effect from 12 August, 2024, due to completion of her tenure in terms of the provisions of the Companies Act, 2013 and the Regulations.

Ms. Hiroo Suresh Advani had been an integral part of the Board, contributing her extensive expertise and valuable insights, particularly in the field of finance. Since her appointment, the Company has consistently benefited from her sound financial acumen and strategic guidance. Her ability to identify and develop viable avenues for financing has played a crucial role in the Company's ability to secure funding feasibly and sustainably.

The Board of Directors and Management of the Company place on record their sincere appreciation for the valuable contributions and guidance provided by Ms. Hiroo Suresh Advani throughout her tenure.

In terms of the provisions of Section 149 of the Companies Act, 2013, Mr. Virendra Kumar Pargal and Mr. Rakesh Chopra were re-appointed as Non-Executive Independent Directors at the Annual General Meeting (AGM) of the Company held on 16 September, 2020 for second consecutive term for a further period of 5 (Five) Years upto the conclusion of the 53rd AGM of the Company in the Calendar year 2025.

In purview of the same, the tenure of Mr. Virendra Kumar Pargal and Mr. Rakesh Chopra as Non-Executive Independent Director of the Company shall conclude at the ensuing Annual General Meeting (AGM).

The Board of Directors of the Company appointed Mr. Satya Prakash Mangal and Mr. Bharat Dev Singh Kanwar as an Additional Director in the capacity of Non-Executive Independent Directors on 22 May, 2025 till the conclusion of ensuing Annual General Meeting.

Therefore, in terms of the provisions of Section 149 of the Companies Act, 2013, it has been proposed to appoint Mr. Satya Prakash Mangal and Mr. Bharat Dev Singh Kanwar as Non-Executive Independent Director for a period of 5 (Five) Years at the ensuing Annual General Meeting.

Further, in terms of the provisions of Section 149 of the Companies Act, 2013, it has been proposed to appoint Mr. N.V. Srinivasan, Non-Executive Director of the Company as a Non-Executive Independent Director for a period of 5 (Five) Years at the ensuing Annual General Meeting of the Company by way of special resolution pursuant to the applicable provisions of the Companies Act, 2013 and the Regulations, in read with Regulation 17 of the Regulations as amended, the age of Mr. N.V. Srinivasan being more than seventy five years at the commencement of his proposed tenure.

The Company has received notice under Section 160 of the Companies Act, 2013 from the member of the Company proposing the candidature of Mr. Satya Prakash Mangal, Mr. Bharat Dev Singh Kanwar and Mr. Nagar Venkatraman Srinivasan for the office of Non-Executive Independent Director.

BOARD'S OPINION REGARDING INTEGRITY, EXPERTISE AND EXPERIENCE (INCLUDING THE PROFICIENCY) OF THE INDEPENDENT DIRECTORS APPOINTED/RE-APPOINTED DURING THE YEAR

The Board is of the opinion that the Independent Directors appointed/re-appointed during the year under review are person(s) of integrity and possess core skills/expertise/competencies (including the proficiency) as identified by the Board of Directors as required in the context of Company's business(es) and sector(s) for the Company to function effectively.

NUMBER OF MEETINGS OF THE BOARD

During the financial year 2024-25, 5 (Five) Board Meetings were held on the following dates:-

- 09 April, 2024;
- 29 May, 2024;
- 08 August, 2024;
- 14 November, 2024; and
- 24 January, 2025

The gap between any two meetings was not more than one hundred twenty days as mandated under the provisions of Section 173 of the Companies Act, 2013 and Regulation 17(2) of the Regulations.

INDEPENDENT DIRECTORS

In terms of the provisions of Section 149(7) of the Companies Act, 2013 read with Regulation 25(8) of the Regulations, all the Independent Directors of the Company have furnished a declaration to the Compliance Officer of the Company at the meeting of the Board of Directors held on 22 May, 2025 stating that they fulfill the criteria of Independent Director as prescribed under Section 149(6) of the Companies Act, 2013 read with Regulation 16(1)(b) of the Regulations, and are not being disqualified to act as an Independent Director. Further, they have declared that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence.

In the opinion of the Board, all the Independent Directors fulfill the conditions specified in the Companies Act, 2013 read with the Rules made there under and the Regulations, and are independent of the management.

In terms of Regulation 25(7) of the Regulations, the Company has adopted a familiarization programme for the Independent Directors to familiarize them with working of the Company, nature of the industry in which the Company operates, business model of the Company, their roles, rights, responsibilities and other relevant details. The details of familiarization programme during the Financial Year 2024-25 are available on the official website of the Company i.e. www.bharatgears.com under the link: https://bharatgears.com/pdf/details-of-familiarization-programme-for-independent-directors-fy24-25.pdf

POLICY ON APPOINTMENT AND REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL (KMP) AND SENIOR MANAGEMENT PERSONNEL

In terms of the provisions of Section 178 of the Companies Act, 2013 read with Regulation 19 of the Regulations, the Nomination and Remuneration Committee ('NRC') has formulated a policy relating to appointment and determination of the remuneration for the Directors, Key Managerial Personnel and Senior Management Personnel which has been adopted by the Board of Directors of the Company. The NRC has also developed the criteria for determining the qualifications, competencies, positive attributes and independence of Directors and for making payments to the Executive/Non-Executive/Independent Directors of the Company.

Your Directors affirm that the remuneration paid to the Directors, Key Managerial Personnel, Senior Management Personnel and other employees is as per the Nomination and Remuneration Policy of your Company.

The salient features of the Nomination and Remuneration Policy are as under:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a Director.
    - ➢ For every appointment of an Independent Director, the Nomination and Remuneration Committee evaluates the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an Independent Director. The person recommended to the Board for appointment as an Independent Director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
        - a. use the services of an external agencies, if required;
        - b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
        - c. consider the time commitments of the candidates.
- Identification of persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in the Nomination and Remuneration policy.
- Recommendation to the Board for appointment and removal of Director, KMP and Senior Management Personnel.
- Formulation of the criteria for devising a policy on diversity of Board of Directors.
- Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors.
- Deciding that whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.
- Recommendation to the Board, all remuneration, in whatever form, payable to Senior Management.

The said policy is available on the official website of the Company i.e. www.bharatgears.com under the link: https://www.bharatgears.com/pdf/nomination_and_remuneration_policy_BGL.pdf

EVALUATION PROCESS

The Nomination and Remuneration Committee has established a framework for the evaluation process of performance of the Board, its Committees and Individual Directors and the same was adopted by the Board.

During the period under review, the Board of Directors at its meeting held on 22 May, 2025 have carried out the evaluation of the performance of Independent Directors and their independence criteria and the Independent Directors in their meeting held on 28 March, 2025 have evaluated the performance of the Chairman, Non-Independent Directors and the Board as a whole and also assessed the quality, quantity and timeliness of flow of information between the Board and Company management.

KEY MANAGERIAL PERSONNEL

The following Directors/Officials of the Company have been designated as Key Managerial Personnel (KMP) of the Company by the Board of Directors in terms of the provisions of Section 203 of the Companies Act, 2013 and the Regulations:

1. Mr. Surinder Paul Kanwar, Chairman and Managing Director
2. Mr. Sameer Kanwar, Joint Managing Director
3. Mr. Milind Pujari, Chief Financial Officer
4. Mr. Prashant Khattry, Corporate Head (Legal) and Company Secretary

During the period under review, Mr. Hitendra Narain Mishra resigned from the post of Chief Executive Officer, (CEO) of the Company, with effect from 30 April, 2025.

DISCLOSURES UNDER THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

Details pertaining to remuneration as required under Section 197(12) of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are enclosed as **Annexure -"A"** to this report.

PARTICULARS OF EMPLOYEES

Information regarding employees in accordance with the provisions of Rule 5(2) and Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 containing particulars of top ten employees in terms of the remuneration drawn and employees drawing remuneration in excess of the limits set out in Rule 5(2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, are provided as part of the Board' Report. However, in terms of provisions of Section 136 of the Companies Act, 2013, the Annual Report is being sent to all the members of the Company and others entitled thereto, excluding the said statement. Any member interested in obtaining such particulars may write at investor@bglindia.com. The said information is also available for inspection at the Registered Office of the Company during working hours till the date of Annual General Meeting.

RISK MANAGEMENT

A robust and integrated enterprise risk management framework is in existence under which the common prevailing risks in the Company are identified, the risks so identified are reviewed on periodic basis by the Audit Committee and the management's actions to mitigate the risk exposure in a timely manner are assessed.

A risk management policy under the above said enterprise risk management framework as approved by the Board has been adopted by the Company.

CORPORATE SOCIAL RESPONSIBILITY

In terms of the provisions of Section 135 of the Companies Act, 2013, the Corporate Social Responsibility Committee ("CSR Committee") is in existence to monitor the Corporate Social Responsibility Policy of the Company as approved by the Board and the said policy is available on the official website of the Company i.e. www.bharatgears.com under the link: https://www.bharatgears.com/pdf/corporate-social-responsibility-policy.pdf

The CSR Committee comprises of Mr. Surinder Paul Kanwar, Mr. Sameer Kanwar and Mr. Rakesh Chopra.

The role of the Corporate Social Responsibility Committee includes:

(a) Formulation and recommendation to the Board, Corporate Social Responsibility Policy (CSR Policy) and Annual Action Plan in pursuance of CSR Policy consisting of list of approved projects or programs to be undertaken within the purview of Schedule VII of the Companies Act, 2013, manner of execution of such projects, modalities of fund utilization and implementation schedules, monitoring and reporting mechanism for the projects, and details of need and impact assessment, if any, for the projects to be undertaken.

(b) Monitoring the Corporate Social Responsibility Policy and Annual Action Plan of the Company from time to time.

(c) Recommendation of the amount of expenditure to be incurred on the activities referred to in clause (a) above.

(d) Instituting a transparent monitoring mechanism for implementation of the CSR projects, programs or activities undertaken by the Company.

During the Financial Year 2024-25, the Company was required to spend ₹ 23,24,000/- (Rupees Twenty Three Lakhs Twenty Four Thousand Only) on the Corporate Social Responsibility (CSR) projects or programmes undertaken in areas or subjects specified in Schedule VII of the Companies Act, 2013 in terms of the provisions of Section 135 of the Companies Act, 2013.

Further, the Board of Directors of the Company in its meeting held on 09 April, 2024 based on the recommendation of CSR Committee approved an Annual Action Plan for the Financial Year 2024-25 in pursuance of CSR policy of the Company wherein the Board approved the spending of upto ₹ 25,00,000/- (Rupees Twenty Five Lakhs Only) during the Financial Year 2024-25 further taking into account additionally the surplus amount of ₹ 2,00,843/- (Rupees Two Lakhs Eight Hundred Forty Three Only) as summarized below already spent during the previous years on the Corporate Social Responsibility (CSR) projects or programmes undertaken in areas or subjects specified in Schedule VII of the Companies Act, 2013.

Financial Year	Amount Required to be Spent (₹)	Cumulative Unspent Amount of Previous Years (₹)	Amount Actually Spent (₹)	Surplus Amount Set Off (₹)	Surplus Amount Spent (₹)	Cumulative Balance Amount Available for Set Off (₹)
2018-19	1,54,250.00	0.00	0.00	0.00	0.00	**0.00**
2019-20	17,97,000.00	1,54,250.00	0.00	0.00	0.00	**0.00**
2020-21	2,75,000.00	19,51,250.00	24,23,083.00	0.00	1,96,833.00	**1,96,833.00**
2021-22	0.00	0.00	0.00	0.00	0.00	**0.00**
2022-23	0.00	0.00	8,91,010.00	0.00	8,91,010.00	**10,87,843.00**
2023-24	25,87,000.00	0.00	17,00,000.00	10,87,843.00	2,00,843.00	**2,00,843.00**
	48,13,250.00		**50,14,093.00**			

In purview of the above, the Company was required to spend the following actual amount during the Financial Year 2024-25 on the Corporate Social Responsibility (CSR) projects or programmes undertaken in areas or subjects specified in Schedule VII of the Companies Act, 2013:

Financial Year	Amount Required to be Spent (₹)	Surplus Amount of Previous Years (₹)	Balance Amount required to be Spent (₹)
2024-25	23,24,000.00	2,00,843.00	21,23,157.00
	23,24,000.00	**2,00,843.00**	**21,23,157.00**

Therefore, in pursuance of the above, the Company had spent ₹ 22,99,907/- (Rupees Twenty Two Lakhs Ninety Nine Thousand Nine Hundred Seven Only) in the Financial Year 2024-25 on CSR activities in terms of the provisions of Section 135 read with Schedule VII of the Companies Act, 2013 on following CSR activities:

AMOUNT SPENT ON CSR ACTIVITIES IN THE FINANCIAL YEAR 2024-25	
Particulars	**Amount (₹)**
Donation to "The Association of Parents of Mentally Retarded Children ("Adhar")" which provides life time care, training, treatment & rehabilitation to the special children	2,50,000.00
Donation to "Myra Foundation, Faridabad" for education of underprivileged children	1,00,000.00
Donating food grains viz. Wheat Flour, Rice, Pulses etc. and shoes to "Robin Hood Army, Faridabad" for distribution to needy people in local areas	2,99,907.00
Donation to "Aaddit Charitable Trust" which extends support to individuals with Autism and related Disabilities through various programs	1,00,000.00
Donation to "Earth Saviours Foundation" which extends support to senior citizens and disabled individuals through its Old Age Home and Rescue Centre	1,00,000.00

AMOUNT SPENT ON CSR ACTIVITIES IN THE FINANCIAL YEAR 2024-25	
Particulars	**Amount (₹)**
Donation to "Yatharth Foundation for Development" for initiatives in preventive healthcare for needy people in local areas	5,00,000.00
Donation to "Vidya Jagat Cancer Foundation" (Asian Hospital, Faridabad) for the initiatives towards Preventive Health Care	7,50,000.00
Donation to "Save Aravali Trust" for the initiatives towards environment sustainability	2,00,000.00
TOTAL	**22,99,907.00**

Now therefore, the surplus amount spent on CSR activities during the Financial Year 2024-25 is as summarized below:

Financial Year	Amount Required to be Spent (₹)	Surplus Amount of Previous Years (₹)	Balance Amount required to be Spent (₹)	Actual Amount Spent (₹)	Surplus Amount Spent (₹)
2024-25	23,24,000.00	2,00,843.00	21,23,157.00	22,99,907.00	1,76,750.00
	23,24,000.00	**2,00,843.00**	**21,23,157.00**	**22,99,907.00**	**1,76,750.00**

The report on CSR activities with other details in terms of the provisions of Rule 8 of the Companies (Corporate Social Responsibility) Rules, 2014 for the Financial Year 2024-25 is enclosed as **Annexure-"B"** to this report.

Further, a Certificate issued by Mr. Milind Pujari, Chief Financial Officer of the Company certifying that the funds of CSR have been utilized for the purposes and in the manner as recommended by the CSR Committee and approved by the Board is enclosed as **Annexure-"C"** to this report.

AUDIT COMMITTEE

The Audit Committee comprises of Mr. Rakesh Chopra, Mr. Virendra Kumar Pargal and Mr. Raman Nanda.

During the year under review, Ms. Hiroo Suresh Advani ceased to be a member of the Audit Committee on 12 August, 2024 due to completion of her tenure as Non-Executive Independent Director of the Company and Mr. Raman Nanda had been inducted as a member of the Audit Committee on 08 August, 2024. Accordingly, the Audit Committee had been reconstituted.

Further, the details on the Audit Committee and its terms of reference etc. have been furnished in the Corporate Governance Report forming part of this Report. During the year under review, all recommendations of the Audit Committee were accepted by the Board of Directors of the Company unanimously.

INTERNAL COMPLAINTS COMMITTEE FOR PREVENTION OF SEXUAL HARASSMENT

Pursuant to Section 21 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 read with Rule 14 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Rules, 2013, the Company has constituted Internal Complaints Committee (ICC) at all its Units (i.e. Faridabad, Mumbra and Lonand) where any grievance of sexual harassment at workplace can be reported.

The Company has also adopted a policy on Prevention of Sexual Harassment at workplace. The objective of the policy is to provide its women employees, a workplace free from harassment/discrimination and every employee is treated with dignity and respect. The said policy is available on the official website of the Company i.e. www.bharatgears.com under the link: https://www.bharatgears.com/pdf/policy-for-prevention-of-sexual-harassment.pdf

During the year under review, ICC of all units of the Company has not received any complaint pertaining to sexual harassment of women at workplace.

SUBSIDIARIES/JOINT VENTURES/ASSOCIATE COMPANIES

During the year under review, no Company has become or ceased to be subsidiary, joint venture or associate of the Company.

DEPOSITS

During the year under review, the Company did not accept any deposits.

INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

In terms of the provisions of Section 124(5) of the Companies Act, 2013 read with the Investor Education and Protection Fund (IEPF) Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 and further amendments thereto, no unclaimed dividend was required to be transferred to the Investor Education and Protection Fund (IEPF) during the Financial Year 2024-25, and there were no equity shares liable to be transferred into IEPF during the Financial Year 2024-25.

AUDITORS

The Statutory Auditors, M/s Deloitte Haskins & Sells LLP, Chartered Accountants (ICAI Registration No. 117366W/W-100018) had been appointed as Statutory Auditors of the Company in the 50th Annual General Meeting held on 20 September, 2022 for a period of 5 (Five) years in terms of the provisions of Section 139 of the Companies Act, 2013 to hold office from the 50th AGM to 55th AGM in the calendar year 2027.

REPORT ON FINANCIAL STATEMENTS

The report of M/s Deloitte Haskins & Sells LLP, Chartered Accountants (ICAI Registration No. 117366W/W-100018), the Statutory Auditors of the Company on the financial statements of the Company for the year ended 31 March, 2025 is annexed to the financial statements in terms of the provisions of Section 134(2) of the Companies Act, 2013. The observations of the Auditors in their report are self-explanatory and/or explained suitably in the Notes forming part of the Financial Statements. The report of the Statutory Auditors does not contain any qualification, reservation or adverse remark which needs any explanation or comment of the Board.

SECRETARIAL AUDIT

The Board has appointed M/s TVA & Co. LLP, Practicing Company Secretaries as Secretarial Auditor for the Financial Year 2024-25 in terms of the provisions of Section 204 of the Companies Act, 2013. The Secretarial Audit Report of the Company for the Financial Year ended 31 March, 2025 in the prescribed Form MR-3 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is enclosed as **Annexure -"D"** to this report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark which needs any explanation or comment of the Board.

INTERNAL FINANCIAL CONTROLS AND THEIR ADEQUACY

The Company has a proper and adequate system of internal financial controls which includes the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information. During the year, such controls were tested and no material weakness in the design or operations were observed.

COST RECORDS AND AUDIT

During the year under review, the Company had been mandatorily required to maintain the cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 and accordingly such accounts and records have been made and maintained.

In terms of the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014 as amended, M/s M.K. Kulshrestha & Associates, Cost Accountants, Ghaziabad has conducted the audit of the cost records of all the 3 (Three) plants of the Company viz. Mumbra (Maharashtra), Lonand (Maharashtra) and Faridabad (Haryana) for the year ended 31 March, 2024 and submitted their report thereon within the prescribed time limits. Subsequently, M/s M.K. Kulshrestha & Associates, Cost Accountants, Ghaziabad shall conduct the audit of the cost records of all the 3 (Three) plants of the Company viz. Mumbra (Maharashtra), Lonand (Maharashtra) and Faridabad (Haryana) for the year ended 31 March, 2025 and shall submit their report thereon within the prescribed time limits during the Financial Year 2025-26.

Further, on recommendation of the Audit Committee, the Board of Directors of the Company in its meeting held on 22 May, 2025 has approved the appointment and remuneration of M/s M.K. Kulshrestha & Associates, Cost Accountants, Ghaziabad as Cost Auditors of the Company to conduct the audit of the cost records of all the 3 (Three) plants of the Company viz. Mumbra (Maharashtra), Lonand (Maharashtra) and Faridabad (Haryana) for the Financial Year ending 31 March, 2026 subject to ratification of Remuneration by the Shareholders in the ensuing Annual General Meeting.

CORPORATE GOVERNANCE

The Company is committed to maintain the quality standards of Corporate Governance. The Report on Corporate Governance as stipulated under Schedule V(C) of the Regulations forms part of this Report.

The requisite Certificate of Compliance from Statutory Auditors, M/s Deloitte Haskins & Sells LLP, confirming compliance with the conditions of Corporate Governance is attached to this Report.

VIGIL MECHANISM/WHISTLE BLOWER MECHANISM

In terms of the provisions of Section 177 of the Companies Act, 2013 and the Regulations, the Company has established an effective mechanism called Vigil Mechanism (Whistle Blower Mechanism). The mechanism under the Policy has been appropriately communicated within the organisation. The purpose of this policy is to provide a framework to promote responsible whistle blowing by employees or by any other person who avails such mechanism. It protects employees or any other person who avails such mechanism wishing to raise a concern about serious irregularities, unethical behavior, actual or suspected fraud within the Company by reporting the same to the Audit Committee.

Protected disclosure can be made by the whistle blower in a closed and secured envelope or sent through e-mail to the Compliance Officer.

During the year under review, no complaint has been received and no employee was denied access to the Audit Committee.

The functioning of the Whistle Blower Mechanism/Vigil Mechanism existing in the Company is reviewed by the Audit Committee on Annual basis.

The policy on vigil mechanism is available on the official website of the Company i.e. www.bharatgears.com under the link: https://www.bharatgears.com/pdf/policy_on_vigil_mechanism.pdf

RECONCILIATION OF SHARE CAPITAL AUDIT

In terms of Regulation 76 of the SEBI (Depositories and Participants) Regulations, 2018, the Reconciliation of Share Capital Audit is undertaken by a firm of Practicing Company Secretaries on quarterly basis. The audit is aimed at reconciliation of total shares held in CDSL, NSDL and in physical form with the admitted, issued and listed capital of the Company.

The Reconciliation of Share Capital Audit Report(s) as submitted by the Auditor on quarterly basis were filed with the National Stock Exchange of India Limited (NSE) through NSE Electronic Application Processing System (NEAPS) and with BSE Limited (BSE) through BSE Listing Centre, where the original shares of the Company are listed.

LISTING OF SHARES

The Equity Shares of the Company are listed on the BSE Limited, Mumbai and the National Stock Exchange of India Limited, Mumbai.

DISCLOSURES UNDER SECTION 134 OF THE COMPANIES ACT, 2013

Except as disclosed elsewhere in the Annual Report, there have been no material changes and commitments, which can affect the financial position of the Company between the end of financial year and the date of this report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS & OUTGO

The information in accordance with the provisions of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 is given in **Annexure-"E"** to this Report.

ANNUAL RETURN

In terms of the provisions of Section 134(3)(a) read with Section 92(3) of the Companies Act, 2013 and the relevant rules made thereunder, a copy of the Annual return as prescribed under Section 92 of the Companies Act, 2013, as amended shall be made available on the official website of the Company www.bharatgears.com under the link: https://www.bharatgears.com/pdf/annual-return-for-2024-25.pdf.

COMPLIANCE OF SECRETARIAL STANDARDS

During the period under review, the Company has duly complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

COURT/TRIBUNAL ORDERS

There were no instances of any significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

DETAILS OF APPLICATION/PROCEEDING UNDER THE INSOLVENCY AND BANCRUPTCY CODE, 2016

Neither any application has been made nor any proceeding is pending against the Company under the Insolvency and Bankruptcy Code, 2016 during the year under review.

INSTANCES OF DIFFERENCE IN VALUATION

There is no such instance where there is difference between amount of the valuation done at the time of one time settlement and the valuation done while taking loan from the Banks or Financial Institutions.

INDUSTRIAL RELATIONS

During the year under review, industrial relations in the Company continued to be cordial and peaceful.

ACKNOWLEDGEMENTS

The Board of Directors thank the shareholders for their continued support and they would like to place on record their appreciation for the dedicated services rendered by the Employees at all levels.

The Directors wish to convey their gratitude to the Financial Institutions, Banks, Customers, Suppliers and Collaborators for the assistance and confidence reposed by them in the Company.

For and on behalf of the Board of Directors

Surinder Paul Kanwar
Chairman and Managing Director
DIN: 00033524

Dated: 22 May, 2025
Place: Mumbai

Annexure-"A"

Details pertaining to remuneration as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

1. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year 2024-25:

S.No.	Name of the Director	Ratio of Remuneration of each Director/ to median remuneration of employees
1.	Mr. Surinder Paul Kanwar Chairman and Managing Director	45.78
2.	Mr. Sameer Kanwar Joint Managing Director	31.12

Other directors have been paid sitting fees only, details of which are mentioned in the Corporate Governance Report.

2. The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:

S.No.	Name of the Director/KMP	% increase in Remuneration in the Financial Year 2024-25
1.	Mr. Surinder Paul Kanwar Chairman and Managing Director	-1.00%
2.	Mr. Sameer Kanwar Joint Managing Director	0.00%
3.	Mr. Milind Pujari Chief Financial Officer	6.00%
4.	Mr. Prashant Khattry Corporate Head (Legal) and Company Secretary	12.00%

3. Percentage increase in the remuneration of the median employee is 9.00% in the Financial Year 2024-25.

4. There were 1104 permanent employees on the roll of the Company as on 31 March, 2025.

5. The average percentage increase made in the salaries of employees other than the managerial personnel in the last financial year 2024-25 was 10.00% whereas percentage increase in the managerial remuneration was 1.00% for the same financial year.

6. It is affirmed that the remuneration paid is as per the Remuneration policy for Directors, Key Managerial Personnel and other Employees.

For and on behalf of the Board of Directors

Surinder Paul Kanwar
Chairman and Managing Director
DIN: 00033524

Dated: 22 May, 2025
Place: Mumbai

Annexure-"B"

ANNUAL REPORT ON CSR ACTIVITIES FOR THE FINANCIAL YEAR 2024-25

1. Brief outline on CSR policy of the Company

   A brief outline of the Company's CSR policy has been provided in the "Corporate Social Responsibility" section under the Annual Report.

2. Composition of the CSR Committee:-

Sl. No.	Name of Director	Designation/Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mr. Surinder Paul Kanwar	Chairman/Chairman and Managing Director	1	1
2.	Mr. Sameer Kanwar	Member/Joint Managing Director	1	1
3.	Mr. Rakesh Chopra	Member/Non-Executive Independent Director	1	1

3. Web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the Company:-

   https://www.bharatgears.com/pdf/corporate-social-responsibility-policy.pdf

4. Details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable

   NOT APPLICABLE

5. (a) Average net profit of the Company as per section 135(5) - ₹ 1162.14 lakhs

   (b) Two percent of average net profit of the Company as per section 135(5) - ₹ 23.24 lakhs

   (c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years. – (₹ 2.01) lakhs

   (d) Amount required to be set-off for the financial year, if any – Nil

   (e) Total CSR obligation for the financial year (5b+5c-5d) - ₹ 21.23 lakhs

6. (a) Amount spent on CSR Projects (both Ongoing Projects and other than Ongoing Projects) - ₹ 23.00 lakhs

   (b) Amount spent in Administrative overheads – Nil

   (c) Amount spent on Impact Assessment – Nil

   (d) Total amount spent for the Financial Year (6a+6b+6c) - ₹ 23.00 lakhs

   (e) CSR Amount spent or unspent for the Financial Year - ₹ 23.00 lakhs

Total Amount Spent for the Financial Year (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
23.00	-	-	-	-	-

(f) Excess amount for set off, if any

Sl.No.	Particulars	Amount (₹/Lakhs)
i.	Two percentage of average net profit of the company as per section 135(5)	23.24
ii.	Total amount spent for the Financial Year	23.00
iii.	Shortfall/(surplus) for the Financial Year [i-ii]	0.24
iv.	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	(2.01)
v.	Amount available for set-off in succeeding Financial Years [iii+iv]	(1.77)

7. Details of Unspent CSR amount for the preceding three financial years:

Sl. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under section 135(6) (in Rs.)	Balance Amount in Unspent CSR Account under Section 135(6) (in Rs.)	Amount spent in the reporting Financial Year (in Rs.)	Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(6), if any			Amount remaining to be spent in succeeding financial years (in Rs.)	Deficiency, if any
					Name of the Fund	Amount (in Rs.)	Date of transfer		
-	-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-	-

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

NO

If Yes, enter the number of Capital assets created/acquired

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

Sl. No.	Short particulars of the property or assets(s) [including complete address and location of the property]	Pincode of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/Authority/beneficiary of the registered owner		
(1)	(2)	(3)	(4)	(5)	(6)		
					CSR Registration Number, if applicable	Name	Registered address
-	-	-	-	-	-	-	-
-	TOTAL	-	-	-	-	-	-

(All the fields should be captured as appearing in the revenue record, flat no, house no, Municipal Office/Municipal Corporation/ Gram panchayat are to be specified and also the area of the immovable property as well as boundaries)

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per sub-section (5) of section 135

NOT APPLICABLE

Surinder Paul Kanwar
Chairman of CSR Committee
DIN: 00033524

Sameer Kanwar
Joint Managing Director
DIN:00033622

Dated: 22 May, 2025
Place: Mumbai

Annexure-“C”

CERTIFICATE AS PER RULE 4 OF THE
COMPANIES (CORPORATE SOCIAL RESPONSIBILITY POLICY) RULES, 2014, AS AMENDED

This is to certify that funds of Rs. 22,99,907/- (Rupees Twenty Two Lakhs Ninety Nine Thousand Nine Hundred Seven Only) so disbursed for Corporate Social Responsibility (CSR) activity for Financial Year 2024-25 has been utilized for the purpose and in the manner as recommended by the CSR Committee in its meeting held on 29 March, 2024 and approved by the Board of Directors of the Company in its meeting held on 09 April, 2024 as per Rule 4 of Companies (CSR) Rules, 2014, as amended and Schedule VII of the Companies Act, 2013.

Details of CSR expenditure are as follows:

Particulars	(₹)
Amount Outlay (Budgeted)	21,23,157.00
Amount spent on the projects	22,99,907.00
Amount unspent	0.00
Excess amount spent	1,76,750.00

For **Bharat Gears Limited**

Milind Pujari
Chief Financial Officer

Dated: 22 May, 2025
Place: Mumbai

Annexure-"D"

Form No. MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31 MARCH, 2025

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members
Bharat Gears Limited
CIN: L29130HR1971PLC034365
20 K.M. Mathura Road
P.O. Amar Nagar
Faridabad - 121003
Haryana

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Bharat Gears Limited** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's Books, Papers, Minute Books, Forms and Returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31 March, 2025 complied with the statutory provisions listed hereunder and also that the Company has proper board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the Books, Papers, Minutes Book, Forms and Returns filed and other records maintained by the Company for the financial year ended on 31 March, 2025 according to the provisions of:

(i) The Companies Act, 2013 ('the Act') and the rules made thereunder;

(ii) The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-Laws framed thereunder;

(iv) The Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

  (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

  (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

  (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

  (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

  (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;

  (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, 2013 and dealing with the client;

  (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;

  (h) The Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018;

  (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and

  (j) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

We have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by the Institute of Company Secretaries of India.

(ii) The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited (NSE).

(iii) Codes and Policies adopted by the Company.

We report that during the period under review, the following Regulations and Guidelines were not applicable to the Company:

(i) The Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder with respect to the Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(ii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

(iii) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;

(iv) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; and

(v) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018.

We further report that during the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act. During the period under review, Ms. Hiroo Suresh Advani ceased to be the Non-Executive Woman Independent Director of the Company with effect from 12 August, 2024 due to expiry of her tenure and subsequently, Ms. Kavita Jha was appointed as a Non-Executive Woman Independent Director of the Company with effect from 24 September, 2024 with a delay of forty two days.

We further report that adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Decisions carried through by the Board do not have any dissenting views and hence no relevant recordings were made in the minutes book maintained for the purpose.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with the applicable Laws, Rules, Regulations and Guidelines.

We further report that the Nomination and Remuneration Committee, in its meeting held on 29 April, 2024, approved and recommended the re-appointment of Mr. Sameer Kanwar as Joint Managing Director of the Company for a further period of 2 (two) years with effect from 01 June, 2024 which was further approved by the Board in its meeting held on 29 May, 2024 and the same was also approved by the members of the Company by way of special resolution passed at the Annual General Meeting held on 12 August, 2024. The Company has duly filed necessary intimations in this regard with the stock exchanges and Registrar of Companies.

We further report that the Audit Committee, in its meeting held on 28 May, 2024, approved and recommended the appointment of M/s M.K. Kulshrestha & Associates, Cost Accountants, as the Cost Auditors of the Company for the financial year 2024-25 which was further approved by the Board in its meeting held on 29 May, 2024 and subsequently their remuneration was ratified and approved by the members of the Company in the Annual General Meeting held on 12 August, 2024. The Company has duly filed necessary intimations in this regard with the stock exchanges and Registrar of Companies.

We further report that the Audit Committee, in its meeting held on 28 May, 2024, approved and recommended the appointment of M/s KPMG Assurance and Consulting Services LLP as the Internal Auditors of the Company for the financial year 2024-25 which was further approved by the Board in its meeting held on 29 May, 2024. The Company has duly filed necessary intimations in this regard with the stock exchanges and Registrar of Companies.

We further report that the Nomination and Remuneration Committee, in its meeting held on 23 September, 2024, approved and recommended the appointment of Ms. Kavita Jha as an Additional Director in the capacity of Non-Executive Independent Director of the Company which was further approved by the Board vide its resolution passed through circulation on 24 September, 2024 and the same was also approved by the members of the Company for a period of 3 (three) years by way of special resolution passed through the postal ballot on 20 December, 2024. The Company has duly filed necessary intimations in this regard with the stock exchanges and Registrar of Companies.

We further report that the Nomination and Remuneration Committee, in its meeting held on 13 November, 2024, approved and recommended the re-appointment of Mr. Surinder Paul Kanwar as Chairman and Managing Director of the Company for a further period of 5 (five) years with effect from 01 April, 2025 which was further approved by the Board in its meeting held on 14 November, 2024 and the same was also approved by the members of the Company by way of special resolution passed through the postal ballot on 20 December, 2024. The Company has duly filed necessary intimations in this regard with the stock exchanges and Registrar of Companies.

We further report that during the audit period, there were no events/actions in pursuance of the above referred Laws, Rules, Regulations, Guidelines, Standards, etc. having a major bearing on the Company's affairs.

For TVA & Co. LLP
Company Secretaries

Tanuj Vohra
Partner
M.No.: F5621, C.P. No.: 5253
UDIN: F005621G000392832
PR No - 6544/2025
UC: L2015UP000900

Dated: 22 May, 2025
Place: Delhi

Note: This report is to be read with our letter of even date which is annexed as 'Annexure A' and forms an integral part of our report.

Annexure-A

To,
The Members
Bharat Gears Limited
CIN: L29130HR1971PLC034365
20 K.M. Mathura Road
P.O. Amar Nagar
Faridabad-121003
Haryana

1. Our examination was limited to procedures and implementation thereof adopted by the Company for ensuring the various compliances but the maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion and the compliance of the provisions of Corporate and other applicable Laws, Rules and Regulations is the responsibility of the management of the Company. Our examination was limited to the verification of procedures on test basis.

3. We have not verified the correctness and appropriateness of the financial records and Books of accounts of the Company.

4. We have obtained necessary management representation about the compliance of various laws, correctness of information shared and happening of events, wherever required.

5. Compliance with respect to the filings of various Reports, Returns, Forms, Certificates and Documents under the various statutes as mentioned in our report is the responsibility of the management of the Company. Our examination was limited to checking the execution and timeliness of filing and we have not verified the contents of such Reports, Returns, Forms, Certificates etc.

6. Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Annexure-"E"

Report on Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo and forming part of Board's Report for the year ended 31 March, 2025

(A) Conservation of energy:

(i) the steps taken or impact on conservation of energy:

- Reduced air consumption through identifying and plugging air leakage, cleaning air pressure reduced to 3bar, flashing compressed air pressure reduction, and saved power of compressor.
- PVC transparent sheets placed at the shed roof for better lux level less usage of electricity, reducing the need for artificial lighting and Vertical transparent sheets installed in Heat treatment plant resulting into increase day light & saving in energy cost.
- Motion sensors installed on office lights at various departments to save on electricity.
- Auto timer installed at various Machines/Motors for switching off during breaks and Implementation of switching of lights/fans/ac during lunch time.
- Reduced electricity consumption by implementation of various projects as below:
    1. Reduction in machines, ceiling fans, wall fans by layout changes.
    2. Utilizing optimum capacity of CGC and batch type furnaces by proper planning.
    3. In Batch type furnaces, washing heater temperature reduced from 70 to 50 degree centigrade.
    4. Two Endo gas generators reconditioned and reduced the generation from 10000 to 4500 CFH.
- As a regular practice we have now replaced all HPMV Lamps with LED which has improved illumination levels (Lux levels) and street/solar lights converted in auto ON/OFF, while conserving energy.
- Reduction in power consumption by optimizing heat treatment cycles along with Preheating and tempering times for low-weight components in heat treatment have been reduced, resulted in reduction in Power consumption.
- Installation of electrostatic precipitators on 10 hobbers has effectively eliminated oil fumes from cutting machines, enhancing the working environment.
- The power factor is maintained at unity throughout the year, ensuring efficient energy usage.

(ii) the steps taken by the company for utilizing alternate sources of energy:

- 1300 KWP Solar power is installed with the help from TATA Power Renewable Energy at Mumbra Plant and installation of 500 KW Solar power on roof of Faridabad plant with the target of completion in F26 has been initiated.
- Installation and ongoing cleaning of transparent sheets on the plant roofing to use natural day light.
- Old furnaces run on LPG fuel shall be replaced by Electric furnaces. One furnace set is removed and 3 will be removed next year.

(iii) the capital investment on energy conservation equipment's:

Planning solar green energy next year and is under discussions.

Impact of the measures of above for reduction of energy consumption and consequent impact on the cost of production of goods

The result of above initiatives is reduction in the energy costs and these initiatives reflect BGL's proactive approach to energy efficiency and environmental responsibility.

(B) Technology Absorption:

1.	The efforts made towards technology absorption	1.	Successful implementation of Rotex (BRV) layouts in bevel hard line.
		2.	Retrofitting/reconditioning of Hobber machine PA 180 to direct drive CNC.
		3.	Retrofitting/reconditioning of shaper machine Loranz424 to direct drive CNC.
		4.	Retrofitting/reconditioning of old skl machines to CNC with upgrade Siemens system.
		5.	Retrofitting/reconditioning of old Phoenix machines HC250 to CNC with upgraded Siemens system.
		6.	Reconditioning of old conventional hobber machines to plc.
		7.	KLINGELNBERG T-60 Tester old Rotex(MT) software upgrade to new latest software GA3.
		8.	Successful implementation of multi-machine layouts in Bevel, straight bevel and Transmission.
		9.	Deep hole drilling machine retrofitting done with new CNC System.
		10.	Old Kanzaki gear Chamfering machine successfully installed and tooled up and operations started, which has resulted in elimination of chamfering in hard section.
2.	The benefits derived like product improvement, cost reduction, product development or import substitution	1.	Increase in production, improved quality, improved throughput and machine utilization.
		2.	Reduction in PPM levels and reduction in manufacturing costs and release of capacity for addition of new business.
		3.	Improvement in quality of ring gears by introducing plug quenching.

3.	In case of imported technology (imported during the last three years reckoned from the beginning of the financial year):				
	a)	The details of technology imported	**KLINGELNBERG CNC-C30 Bevel Gear Cutting Machine is made operational**	-	➢ **1-KLINGELNBERG G27 BEVEL GEAR GRINDER 1st** ➢ **1-KLINGELNBERG G27 BEVEL GEAR GRINDER 2nd** ➢ **3-ZEISS MAKE CMM (Tester)** ➢ **2-KLINGELNBERG P-40 Lead Profile Tester** ➢ **4-CREST Ultrasonic Washing Machine**
	b)	the year of import	**2022-23**	**2023-24**	**2024-25**
	c)	whether the technology been fully absorbed	YES	YES	YES
	d)	If not fully absorbed, areas where absorption has not taken place, and the reasons thereof	N.A.	N.A.	N.A.

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4.	The expenditure incurred on Research and Development	The Company is in the business of manufacturing and supplying automotive gears to OEMs and for aftermarket sales both for domestic and overseas markets. The nature of business activity carried on by the Company at present does not entail any Research and Development as such.

(C) Foreign Exchange Earnings and Outgo:

(₹ In Lakhs)

	2024-2025	2023-2024
Foreign Exchange earned	**19074.11**	23747.71
Foreign Exchange used	**918.17**	804.94
Net Foreign Exchange earnings	**18155.94**	22942.77

For and on behalf of the Board of Directors

Surinder Paul Kanwar
Chairman and Managing Director
DIN: 00033524

Dated: 22 May, 2025
Place: Mumbai

CORPORATE GOVERNANCE REPORT

FOR THE YEAR ENDED 31 MARCH, 2025

[Pursuant to Schedule V(C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("The Regulations")]

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Corporate Governance at Bharat Gears Limited takes care of overall well-being, sustainability and transparency of the system and takes into account the stakeholders' interest in every business decision. Corporate Governance is a combination of voluntary practices and compliances of laws and regulations leading to effective control and management of the Organization and its valuable resources through effective and transparent business conduct, integrating communication, integrity and accountability towards its stakeholders.

The following three pillars of Corporate Governance are followed by the Company, that are critical in successful running of a Company and forming solid professional relationships among its stakeholders' viz. the Board of Directors, employees, suppliers, creditors, and most importantly, shareholders:

The Company is committed to pursue growth by adhering to the highest national standards of Corporate Governance. Company's philosophy on Corporate Governance is based on the following principles:

- Lay solid foundations for management.
- Promote ethical and responsible decision-making.
- Structure the Board to add value.
- Encourage enhanced performance.
- Safeguard integrity in financial reporting.
- Respect the rights of the shareholders.
- Recognise the legitimate interest of shareholders.
- Remunerate fairly and responsibly.
- Recognise and manage business risks.
- Make timely and balanced disclosures.
- Legal and statutory compliances in its true spirit.

The Board of Directors ("the Board") is committed to sound principles of Corporate Governance in the Company. The Board plays a crucial role in overseeing how the management serves the short and long term interests of shareholders and other stakeholders. This belief is reflected in our corporate governance practices, under which we strive to maintain an effective, informed and Independent Board. We keep our governance practices under continuous review and benchmark ourselves to the best practices.

Your Company is following transparent and fair practices of good Corporate Governance and its constant endeavor is to continually improve upon those practices. The Company recognizes communication as key element in the overall Corporate Governance framework and therefore, emphasizes on keeping abreast its stakeholders including investors, lenders, vendors and customers on continuous basis by effective and relevant communication through Annual Reports, quarterly results, corporate announcements and reflecting the same on the Company's official website i.e. www.bharatgears.com.

2. GOVERNANCE STRUCTURE

The Company's Governance comprises a twofold layer, the Board of Directors and the Committees of the Board at the apex level and the Management of the Company at an operational level. This brings about a homogenous blend in governance as the Board lays down the overall corporate objectives and provides direction and independence to the Management to achieve these objectives within a given framework. This professionally managed process results in building a conducive environment for sustainable business operations and value creation for all stakeholders.

3. BOARD OF DIRECTORS

The Board of Directors is entrusted with the ultimate responsibility of the management, general affairs, direction and performance of the Company and has been vested with requisite powers, authorities and duties.

The Board of the Company comprises highly experienced persons of repute having expertise in their respective areas. Your Company has an optimum combination of Executive and Non-Executive Directors on the Board which includes one Woman Director in compliance of Regulation 17(1) of the Regulations. As on 31 March, 2025, the Board consists of 8 (Eight) members, the Chairman of the Board is an Executive Director and more than half of the strength of the Board consists of Non-Executive Independent Directors. The composition of the Board represents an optimal mix of professionalism, knowledge, expertise and experience that enables the Board to discharge its responsibilities efficiently and provide effective leadership to the business in line with the Company's present requirements.

There is no Nominee Director in the Company.

A brief profile of the members of the Board is also available on the Company's website i.e. www.bharatgears.com.

A. Board's definition of Independent Director

Independent Director shall mean a Non-Executive Director, other than a Nominee Director of the Company:

a. who, in the opinion of the Board of Directors, is a person of integrity and possesses relevant expertise and experience;

b. (i) who is or was not a promoter of the Company or its holding, subsidiary or associate Company or member of the promoter group of the Company;

   (ii) who is not related to Promoters or Directors in the Company, its holding, subsidiary or associate Company;

c. who, apart from receiving Director's remuneration has or had no pecuniary relationship with the Company, its holding, subsidiary or associate Company, or their Promoters, or Directors, during the three immediately preceding financial years or during the current financial year;

d. none of whose relatives—

   (i) is holding any security of or interest in the Company, its holding, subsidiary or associate Company during the three immediately preceding financial years or during the current financial year of face value in excess of fifty lakh rupees or two per cent of the paid-up capital of the Company, its holding, subsidiary or associate Company or such higher sum as may be prescribed;

   (ii) is indebted to the Company, its holding, subsidiary or associate Company or their Promoters or Directors, in excess of such amount as may be specified during the three immediately preceding financial years or during the current financial year;

   (iii) has given a guarantee or provided any security in connection with the indebtedness of any third person to the Company, its holding, subsidiary or associate Company or their Promoters or Directors, for such amount as may be specified during the three immediately preceding financial years or during the current financial year; or

   (iv) has any other pecuniary transaction or relationship with the Company, or holding, subsidiary or associate Company amounting to two per cent or more of its gross turnover or total income singly or in combination with the transactions referred to in sub-clause (i), (ii) or (iii).

   Provided that the pecuniary relationship or transaction with the Company, its holding, subsidiary or associate Company or their promoters or directors in relation to points (i) to (iii) above shall not exceed two per cent of its gross turnover or total income or fifty lakhs rupees or such higher amount as may be specified from time to time, whichever is lower;

e. who, neither himself/herself nor whose relative(s) —

   (i) holds or has held the position of a Key Managerial Personnel or is or has been employee of the Company or its holding, subsidiary or associate Company or any Company belonging to the promoter group of the Company in any of the three financial years immediately preceding the current financial year;

Provided that in case of a relative, who is an employee other than Key Managerial Personnel, the restriction under this clause shall not apply for his/her employment.

(ii) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of —

(A) a firm of Auditors or Company Secretaries in Practice or Cost Auditors of the Company or its holding, subsidiary or associate Company; or

(B) any legal or a consulting firm that has or had any transaction with the Company, its holding, subsidiary or associate Company amounting to ten per cent or more of the gross turnover of such firm;

(iii) holds together with his relatives two per cent or more of the total voting power of the Company; or

(iv) is a Chief Executive or Director, by whatever name called, of any non-profit organization that receives twenty-five per cent or more of its receipts or corpus from the Company, any of its Promoters, Directors or its holding, subsidiary or associate Company or that holds two per cent or more of the total voting power of the Company;

(v) is a material supplier, service provider or customer or a lessor or lessee of the Company;

f. who is not less than 21 years of age.

g. who is not a Non-Independent Director of another Company on the Board of which any Non-Independent Director of the Company is an Independent Director.

It has been confirmed by all the Independent Directors of the Company that as on 31 March, 2025, they fulfill the criteria of being "Independent Director" as stipulated under Regulation 16 of the Regulations and Section 149(6) of the Companies Act, 2013 and the rules framed thereunder that they are independent of the management. Further, the Independent Director(s) have declared that he/she is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his/her ability to discharge his/her duties with an objective independent judgment and without any external influence. Based on the disclosure received from the Independent Directors, the Board is of the opinion that the Independent Directors fulfill the conditions of Independence as specified in the Companies Act, 2013 and the regulations. During the Financial Year ended 31 March, 2025, no Independent Director has resigned from the directorship of the Company.

During the Financial Year 2024-25, Ms. Hiroo Suresh Advani (DIN: 00265233) ceased to be a Non-Executive Independent Director of the Company with effect from 12 August, 2024, due to the completion of her tenure in terms of the provisions of the Companies Act, 2013 and the Regulations.

Subsequently, the Board of Directors of the Company vide its resolution passed through circulation on 24 September, 2024, based on the recommendation of the Nomination and Remuneration Committee, considered and approved the appointment of Ms. Kavita Jha (DIN: 10780777) as an Additional Director (Woman) of the Company in the capacity of Non-Executive Independent Director in accordance with the provisions of Section 161 of the Companies Act, 2013 and Article 164 of the Articles of Association (AOA) of the Company.

In terms of the provisions of Regulation 17 of the Regulations, the approval of members, for appointment/re-appointment of Directors on the Board shall be taken either at the next General Meeting or within a time period of three months from the date of appointment, whichever is earlier. In terms of the said provisions and 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), Ms. Kavita Jha had been appointed as a Non-Executive Independent Director of the Company for a period of 3 (Three) years by the members of the Company vide a special resolution passed through Postal Ballot dated 20 December, 2024, effective date of appointment being 20 December, 2024 i.e. the last date of receipt of consent from the members through Postal Ballot in terms of the Secretarial Standards issued by the Institute of Company Secretaries of India.

Ms. Hiroo Suresh Advani had been an integral part of the Board, contributing her extensive expertise and valuable insights, particularly in the field of finance. Since her appointment, the Company has consistently benefited from her sound financial acumen and strategic guidance. Her ability to identify and develop viable avenues for financing has played a crucial role in the Company's ability to secure funding feasibly and sustainably.

The Board of Directors and Management of the Company place on record their sincere appreciation for the valuable contributions and guidance provided by Ms. Hiroo Suresh Advani throughout her tenure.

The Table-1 gives the Composition of the Board, the Attendance record of the Directors at the Board Meetings and the last Annual General Meeting (AGM); Number of their outside Directorships and their Memberships/Chairmanships in Board Committees.

Table-1

S.No.	Name of Director(s)	Category	No. of Board Meetings held/ attended	Attendance at last AGM	No. of outside Directorships held[A]	No. of Memberships/ Chairmanships in Board Committees[B]	
						Member	Chairman
1.	[C]Mr. Surinder Paul Kanwar	Chairman and Managing Director	5/5	Present	1	2	-
2.	[C]Mr. Sameer Kanwar	Joint Managing Director	5/5	Present	1	2	-
3.	Mr. W.R. Schilha	Non-Executive Independent Director	5/5	Present	-	-	-
4.	[D]Mr. V.K. Pargal	Non-Executive Independent Director	5/4	Present	-	1	-
5.	Mr. N.V. Srinivasan	Non-Executive Non-Independent Director	5/5	Present	-	1	-
6.	Mr. Rakesh Chopra	Non-Executive Independent Director	5/5	Present	-	-	2
7.	Mr. Raman Nanda	Non-Executive Independent Director	5/5	Present	2	1	-
8.	Ms. Kavita Jha[E]	Non-Executive Independent Director	5/2	N.A.	-	-	-

The Table-2 gives the details of Directorships of the aforesaid Directors in other listed Companies and the category of directorship.

Table-2

S.No.	Name of Director(s)	Category	Name of other Listed Company	Category of directorship in other Listed Company
1.	Mr. Surinder Paul Kanwar	Chairman and Managing Director	Raunaq International Limited	Chairman and Managing Director
2.	Mr. Sameer Kanwar	Joint Managing Director	NIL	N.A.
3.	Mr. W.R. Schilha	Non-Executive Independent Director	NIL	N.A.
4.	Mr. V.K. Pargal	Non-Executive Independent Director	NIL	N.A.
5.	Mr. N.V. Srinivasan	Non-Executive Non-Independent Director	NIL	N.A.
6.	Mr. Rakesh Chopra	Non-Executive Independent Director	NIL	N.A.
7.	Mr. Raman Nanda	Non-Executive Independent Director	NIL	N.A.
8.	Ms. Kavita Jha	Non-Executive Independent Director	NIL	N.A.

[A]excluding directorship in Private Limited Companies, alternate directorship, Companies registered under Section 8 of the Companies Act, 2013 and Foreign Companies and high value debt listed Companies.

[B]For the purpose of considering the limit of the Committees on which a Director can serve, all Public Limited Companies, whether listed or not, are included and all other Companies including Private Limited Companies, Foreign Companies, high value debt listed Companies and the Companies under Section 8 of the Companies Act, 2013 are excluded and further, it includes Membership/ Chairmanship of Audit Committee and Stakeholders' Relationship Committee only in terms of Regulation 26(1) of the Regulations. None of the Directors of your Company is a Member of more than 10 (Ten) Committees or is the Chairman of more than 5 (Five) Committees across all Public Limited Companies in which he/she is a Director. The Membership/Chairmanship also includes Membership/ Chairmanship in Bharat Gears Limited.

[C]Mr. Surinder Paul Kanwar is the father of Mr. Sameer Kanwar.

[D]Mr. V.K. Pargal holds 150 Equity Shares of the Company. No other Non-Executive Independent Director holds any shares and convertible instruments.

[E]Ms. Kavita Jha appointed as a Non-Executive Independent Director of the Company with effect from 24 September, 2024.

Apart from this, no other Non-Executive Director is related to any other Director inter-se and has any material pecuniary relationships/transactions via-a-vis the Company (other than the sitting fees for attending the Board/ Committee meetings).

As on 31 March, 2025, None of the Directors of the Company is a Director in more than 7 (seven) listed Companies. Further, None of the Whole time Director(s) of the Company is serving as an Independent Director in more than 3 (three) listed Companies.

The terms of appointment of the Directors appointed at the Annual General Meeting of the Company held on 12 August, 2024/through Postal Ballot Process on 20 December, 2024 are available on the official website of the Company i.e. www.bharatgears.com.

In terms of Regulation 17(1A) of the Regulations, the consent of the members has been obtained vide special resolution(s) for the appointment and continuation of Non-Executive Directors who have attained the age of Seventy Five Years, upto their respective present tenure.

The necessary compliance with the relevant clause regarding the appointment or re-appointment of Non-Executive Directors during the Financial Year 2024-25 has been ensured. Specifically, the requirement that such confirmation is obtained at the time of appointment or re-appointment or at any time prior to the Non-Executive Director reaching the age of seventy five years has been duly complied with.

In terms of Regulation 25(7) of the Regulations, the Company has adopted a familiarization programme for the Directors that covers familiarizing the Directors about the nature of the industry in which the Company operates, business model of the Company, their roles, rights, responsibilities, and other relevant details by way of:

- *Convening of meetings of the Board of Directors of the Company at regular intervals and providing therein a brief idea to the Directors of the production processes and operations of the Company.*

- *Circulation of an elaborated note on business operations with regard to the operations and financial position of the Company as at the end of each quarter with the Agenda of each Board Meeting.*

- *Updating the Directors of any amendments in laws, rules and regulations as applicable on the Company through various presentations at the Board Meeting(s) in consultation with the Statutory Auditors, Internal Auditors and the Secretarial Auditors of the Company likewise the Companies Act, SEBI Laws, Listing Regulations and such other laws and regulations as may be applicable.*

- *Various presentations are conducted at meetings of the Board/Committees of the Board periodically to familiarize the Directors with the business performance, business strategy, operations and functions of the Company. Such presentations help Directors to understand the Company's Strategy, Operations, Market Competition, Organization Structure, Risk Analysis and such other areas.*

The details of familiarization programme during the Financial Year 2024-25 are available on the official website of the Company i.e. www.bharatgears.com under the link i.e. https://bharatgears.com/pdf/details-of-familiarization-programme-for-independent-directors-fy24-25.pdf

The Table-3 gives the details of core skills/expertise/ competencies identified by the Board of Directors as required in the context of Company's business(es) and sector(s) for Company to function effectively and those actually available with the Board.

Table-3

S.No.	Core skills/ expertise/ competencies	Available with the Board (YES/NO)	Name of Directors who have such Core skills/ expertise/competencies
1.	Knowledge of Core Business i.e. Automotive Gears	YES	Mr. Surinder Paul Kanwar Mr. Sameer Kanwar Mr. W.R. Schilha Mr. N.V. Srinivasan Mr. Raman Nanda
2.	Plant Management	YES	Mr. Surinder Paul Kanwar Mr. Sameer Kanwar Mr. V.K. Pargal Mr. N.V. Srinivasan Mr. Rakesh Chopra Mr. Raman Nanda
3.	Strategic Planning	YES	Mr. Surinder Paul Kanwar Mr. Sameer Kanwar Mr. W.R. Schilha Mr. V.K. Pargal Mr. N.V. Srinivasan Mr. Rakesh Chopra Mr. Raman Nanda
4.	Product Development and Marketing	YES	Mr. Surinder Paul Kanwar Mr. Sameer Kanwar Mr. W.R. Schilha Mr. N.V. Srinivasan Mr. Rakesh Chopra Mr. Raman Nanda
5.	Knowledge of Macro Environment vis-à-vis Industry	YES	Mr. Surinder Paul Kanwar Mr. Sameer Kanwar Mr. W.R. Schilha Mr. V.K. Pargal Mr. N.V. Srinivasan Mr. Rakesh Chopra Mr. Raman Nanda Ms. Kavita Jha
6.	Financial Literacy	YES	Mr. Surinder Paul Kanwar Mr. Sameer Kanwar Mr. V.K. Pargal Mr. N.V. Srinivasan Mr. Rakesh Chopra Mr. Raman Nanda Ms. Kavita Jha
7.	Ability to read Financial Statements	YES	Mr. Surinder Paul Kanwar Mr. Sameer Kanwar Mr. W.R. Schilha Mr. V.K. Pargal Mr. N.V. Srinivasan Mr. Rakesh Chopra Mr. Raman Nanda Ms. Kavita Jha

B. Board Meetings

During the Financial Year 2024-25, 5 (Five) Board Meetings were held on the following dates. The gap between any two meetings was not more than 120 (one hundred and twenty) days as mandated in Regulation 17(2) of the Regulations:-

- 09 April, 2024;
- 29 May, 2024;
- 08 August, 2024;
- 14 November, 2024; and
- 24 January, 2025.

The Company Secretary prepares the agenda and explanatory notes, in consultation with the Chairman and Managing Director, Joint Managing Director, Chief Executive Officer and Chief Financial Officer and circulates the same in advance to the Directors. The Board meets at least once every quarter inter alia to review the quarterly results. Additional meetings are held, when necessary. Wherever it is not possible to convene a Board Meeting, resolutions are passed by circulation in order to meet the business exigencies. Presentations are made to the Board on the business operations and performance of the Company. The minutes of the proceedings of the meetings of the Board of Directors are noted and the draft minutes are circulated amongst the members of the Board for their perusal in terms of the Secretarial Standards issued by the Institute of Company Secretaries of India. Comments, if any received from the Directors are also incorporated in the minutes, in consultation with the Chairman and Managing Director. The Minutes are signed by Chairman of the Board at the next meeting and signed minutes are circulated amongst the members of the Board for their perusal in terms of the Secretarial Standards issued by the Institute of Company Secretaries of India. Senior management personnel are invited to provide additional inputs for the items being discussed by the Board of Directors as and when considered necessary.

Post Meeting Follow Up System: The Company has an effective post Board Meeting follow up procedure. Action Taken Report on the decisions taken in a meeting is placed at the immediately succeeding meeting for information of the Board.

C. Information supplied to the Board

The Board has complete access to all information with the Company. The information is provided to the Board on regular basis and the agenda papers for the meetings are circulated in advance of each meeting. The information supplied to the Board includes the following, extent to the applicability during the year as per Regulation 17(7) read with Schedule II to the Regulations.

- Annual Operating Plans and Budgets and any updates;
- Capital budgets and any updates;
- Quarterly, Half Yearly and Yearly Results of the Company;
- Minutes of the Meetings of Audit Committee and other Committees of the Board of Directors.

The Board periodically reviews the compliance reports of all laws applicable to the Company prepared by the Company along with the declaration made by all the respective departmental heads and by the Chairman and Managing Director regarding compliance with all applicable laws.

4. BOARD COMMITTEES

The Board Committees play a crucial role in the Governance Structure of the Company and have been constituted to deal with specific areas/activities as mandated by applicable regulations, which concern the Company and need a closer review. The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles. The Chairperson of the respective Committee informs the Board about the summary of the discussions at the Committee Meetings. The proceedings of the Meetings of all Committees are placed before the Board for review.

A. Audit Committee

I. *Constitution and Composition*

In terms of the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the Regulations, the "Audit Committee" comprises the following Independent Directors, who have financial/accounting acumen to specifically look into internal controls and audit procedures. All the members are financially literate and have accounting and financial management expertise. The Table-4 gives the composition of the Audit Committee and attendance record of members of the Committee:

Table-4

S.No.	Name of Member	Designation	No. of meetings Held/ Attended
1.	Mr. Rakesh Chopra	Chairman	4/4
2.	Mr. V.K. Pargal	Member	4/3
3.	* Mr. Raman Nanda	Member	4/2
4.	@Ms. Hiroo Suresh Advani	Member	4/2

* Mr. Raman Nanda had been inducted as member of the Committee on 08 August, 2024.

@ During the year, Ms. Hiroo Suresh Advani ceased to be a member of the Audit Committee on 12 August, 2024 due to completion of her tenure as a Non-Executive Independent Director of the Company.

In addition to the Members of the Audit Committee, the Chief Executive Officer, Chief Financial Officer, Internal Auditors and the Statutory Auditors attended the meetings of the Committee as invitees. Members held discussions with the Statutory Auditors during the meetings of the Committee. The Audit Committee reviewed the quarterly, half-yearly and year to date un-audited and annual audited financials of the Company before submission to the Board of Directors for its consideration and approval. The Committee also reviewed and evaluated the internal control systems, Enterprise Risk Management system, internal audit reports, internal controls for prevention of insider trading and functioning of whistle blower mechanism.

Mr. Prashant Khattry, Corporate Head (Legal) and Company Secretary of the Company acted as Secretary to the Audit Committee Meetings as aforesaid.

The Chairman of the Audit Committee was present at the last Annual General Meeting to answer the queries of the shareholders to their satisfaction.

II. *Audit Committee Meetings*

During the Financial Year 2024-25, 4 (Four) meetings of the Audit Committee were held on the following dates. The gap between any two meetings was not more than 120 (one hundred and twenty) days as mandated in Regulation 18(2) of the Regulations:-

- 28 May, 2024;
- 08 August, 2024;
- 13 November, 2024; and
- 23 January, 2025

III. *Powers of Audit Committee*

The Audit Committee has been empowered with the adequate powers as mandated in Regulation 18 of the Regulations which includes the following:

1. To investigate any activity within its terms of reference.

2. To seek information from any employee.

3. To obtain outside legal or other professional advice.

4. To secure attendance of outsiders with relevant expertise, if it considers necessary.

IV. *Role of Audit Committee*

The role of the Audit Committee in terms of Regulation 18 of the Regulations includes the following:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;

2. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;

3. Approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors;

4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:

    a. matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013.

    b. changes, if any, in accounting policies and practices and reasons for the same.

    c. major accounting entries involving estimates based on the exercise of judgment by management.

    d. significant adjustments made in the financial statements arising out of audit findings.

    e. compliance with listing and other legal requirements relating to financial statements.

    f. disclosure of any related party transactions.

    g. modified opinion(s) in the draft audit report.

5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;

6. Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public issue or rights issue or preferential issue or qualified institutional placement, and making appropriate recommendations to the Board to take up steps in this matter;

7. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;

8. Approval or any subsequent modification of transactions of the Company with related parties;

9. Scrutiny of inter-corporate loans and investments;

10. Valuation of undertakings or assets of the Company, wherever it is necessary;

11. Evaluation of internal financial controls and risk management systems;

12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

14. Discussion with internal auditors of any significant findings and follow up there on;

15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;

16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders,

shareholders (in case of non-payment of declared dividends) and creditors;

18. To review the functioning of the whistle blower mechanism;

19. Approval of appointment of Chief Financial Officer (CFO) after assessing the qualifications, experience and background, etc. of the candidate;

20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

21. In case of a subsidiary Company, reviewing the utilization of loans and/or advances from/investment by the holding Company in the subsidiary exceeding rupees 100 crores or 10% of the asset size of the subsidiary, whichever is lower including existing loans/advances/investments existing as on the date of coming into force of this provision.

22. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders.

The Audit Committee may also review such matters as may be referred to it by the Board or which may be specified as role of the Audit Committee under amendments, if any, from time to time, to the Regulations, the Companies Act, 2013 and other Statutes.

V. *Review of Information by Audit Committee*

The Audit Committee reviews the following information:

1. Management Discussion and Analysis of financial condition and results of operations;

2. Management letters/letters of internal control weaknesses issued by the Statutory Auditors;

3. Internal Audit Reports relating to internal control weaknesses;

4. The appointment, removal and terms of remuneration of the Chief Internal Auditor shall be subject to review by the Audit Committee; and

5. Statement of deviations, if required.

B. Nomination and Remuneration Committee

I. *Constitution and Composition*

In terms of the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the Regulations, the Nomination and Remuneration Committee constitutes of following 4 (Four) Directors as members. Table-5 gives the composition of the Nomination and Remuneration Committee and the attendance record of the members of the Committee.

Table-5

S.No.	Name of Member	Designation	No. of meetings Held/ Attended
1.	Mr. V.K. Pargal	Chairman	5/5
2.	Mr. Rakesh Chopra	Member	5/5
3.	Mr. W.R. Schilha	Member	5/5
4.	Mr. Surinder Paul Kanwar	Member	5/5

Mr. V.K. Pargal, Mr. Rakesh Chopra and Mr. W.R. Schilha are Non-Executive Independent Directors and Mr. Surinder Paul Kanwar is Chairman and Managing Director of the Company.

II. *Nomination and Remuneration Committee Meetings*

In terms of Regulation 19 of the Regulations, at least 1 (One) meeting of the Nomination and Remuneration Committee is held in each Financial Year.

During the Financial Year 2024-25, 5 (Five) meetings of the Nomination and Remuneration Committee were held. Table-6 gives the details of the date and purpose of the meetings of Nomination and Remuneration Committee:-

Table-6

S.No.	Date of Meeting	Purpose
1.	09 April, 2024	Considered and recommended the re-appointment of Mr. Sameer Kanwar as Joint Managing Director of the Company for a further period of 2 (Two) years w.e.f. 01 June, 2024 along with proposed remuneration
		Evaluation of the performance of the Nomination and Remuneration Committee of the Company
2.	29 April, 2024	Considered and recommended the re-appointment of Mr. Sameer Kanwar as Joint Managing Director of the Company for a further period upto 2 (Two) years w.e.f. 01 June, 2024 along with proposed remuneration
3.	28 May, 2024	Considered and recommended the revision in the sitting fees payable to the Non-Executive Directors (including Independent Directors) of the Company for attending the meetings of the Board and its Committees

S.No.	Date of Meeting	Purpose
		Considered and recommended the re-appointment 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
		Considered and recommended the Remuneration of Key Managerial Personnel (KMP) and Senior Management Personnel of the Company
4.	23 September, 2024	Considered and recommended the appointment of an Additional Director (Woman) of the Company in the capacity of Non-Executive Independent Director
5.	13 November, 2024	Considered and recommended the appointment of Ms. Kavita Jha as a Non-Executive Independent Director of the Company for a period of 3 (Three) years in terms of the provisions of Section 149 of the Companies Act, 2013
		Considered and recommended the re-appointment of Mr. Surinder Paul Kanwar as Chairman and Managing Director of the Company for a further period of 5 (Five) years w.e.f. 01 April, 2025 along with the proposed remuneration

Mr. Prashant Khattry, Corporate Head (Legal) and Company Secretary of the Company acted as Secretary to the Nomination and Remuneration Committee meeting as aforesaid.

The Chairman of the Nomination and Remuneration Committee was present at the last Annual General Meeting and replied to the queries of the shareholders to their satisfaction.

III. *Role of Nomination and Remuneration Committee*

The role of the Nomination and Remuneration Committee in terms of the Regulations includes the following:

1. formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy relating to, the remuneration of the Directors, Key Managerial Personnel and other employees;

   For every appointment of an Independent Director, the Nomination and Remuneration Committee evaluates the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an Independent Director and ensures that the person recommended to the Board for appointment as an Independent Director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee, if required:

   a. uses the services of an external agency;

   b. considers candidates from a wide range of backgrounds, having due regard to diversity; and

   c. considers the time commitments of the candidates.

2. formulation of criteria for evaluation of performance of Independent Directors and the Board;

3. devising a policy on Board diversity;

4. identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal;

5. deciding whether to extend or continue the term of appointment of the Independent Directors, on the basis of the report of performance evaluation of Independent Directors.

6. recommend to the Board, all remuneration, in whatever form, payable to Senior Management.

Pursuant to Schedule V to the Companies Act, 2013, in case of no profits or inadequate profits, the Nomination and Remuneration Committee has been empowered to consider, approve and recommend the remuneration of Whole Time Director/Managing Director.

IV. *Nomination and Remuneration Policy*

Pursuant to the provisions of the Companies Act, 2013 read with Regulation 19 of the Regulations, the policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management as approved by the Board is available on the official website of the Company i.e. www.bharatgears.com.

The objectives and purpose of the said policy are:

- To formulate the criteria for determining qualifications, competencies, positive attributes and independence for appointment of a Director (Executive/Non-Executive/Independent) of the Company;
- To ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully and to ensure long term sustainability of talented managerial persons and create competitive advantage;
- To ensure that relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- To ensure remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the Company's operations and its goals.

While deciding the remuneration for Directors, Key Managerial Personnel and other employees, the Board and the Nomination and Remuneration Committee takes into consideration the performance of the Company, the current trends in the industry, the qualification of the appointee(s), positive attributes, their independence, expertise, past performance and other relevant factors. The Board/Committee regularly keeps track of the market trends in terms of compensation levels and practices in relevant industries. This information is used to review the Company's remuneration policy from time to time.

V. *Policy on Board Diversity*

In terms of Regulation 19 of the Regulations, the Nomination and Remuneration Committee has formed the policy on Board Diversity to provide for having a broad experience and diversity on the Board. The said policy is a part of Nomination and Remuneration Policy.

VI. *Succession Plans for Board, KMPs and Senior Management*

The Nomination and Remuneration Committee has a diligence process to determine the suitability of every person who is being considered for appointment or re-appointment as a Director, KMP or Senior Management Personnel of the Company as the case may be based on his/her educational qualifications, experience and track record.

The Committee has formed a Nomination and Remuneration Policy in accordance with the applicable provisions of the Companies Act, the Regulations and other laws as applicable to the Company to guide the Board in relation to the appointment, re-appointment or removal of the person at the Board, KMP and Senior Management level.

The Committee carries out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval.

Further, the Audit Committee under the Risk Management frame work evaluates and reviews the succession planning, skill development process and training requirements for the Senior Management Personnel and KMPs on half yearly basis.

VII. *Performance Evaluation*

In terms of Regulation 17 of the Regulations, the Board of Directors in its meeting held on 29 April, 2025 evaluated the performance of Independent Directors in terms of criteria of performance evaluation as laid down by Nomination and Remuneration Committee which covers the area relevant to their role as Independent Director in the Company, including but not limited to:

(a) Performance of the Directors; and

(b) Fulfillment of the independence criteria as specified in the Regulations and their independence from the management.

In the above evaluation, the Director(s) who were subject to evaluation did not participated respectively.

During the Financial Year 2024-25, a separate meeting of the Independent Directors of the Company was held on 28 March, 2025 in terms of Regulation 25 of the Regulations.

The Independent Directors in their separate meeting:

i. reviewed the performance of Non-Independent Directors and the Board as a whole;

ii. reviewed the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors;

iii. assessed the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The Committee Members evaluated performance of their respective Committees in the meeting of respective Committees.

VIII. *Remuneration of Directors for 2024-25*

Table-7

(₹ In Lakhs)

NON-EXECUTIVE DIRECTORS				
Name of Director	Sitting Fees#		Salaries and Perquisites	Total
	Board Meetings	Committee Meetings		
Mr. V.K. Pargal	4.00	4.50	Nil	8.50
Mr. W.R. Schilha	5.00	1.50	Nil	6.50
Mr. Rakesh Chopra	5.00	5.90	Nil	10.90
Mr. N.V. Srinivasan	5.00	0.15	Nil	5.15
Ms. Hiroo Suresh Advani^	3.00	2.00	Nil	5.00
Mr. Raman Nanda	5.00	2.25	Nil	7.25
Ms. Kavita Jha^^	2.00	0.25	Nil	2.25
			Sub-Total (A)	45.55

EXECUTIVE DIRECTORS			
Mr. Surinder Paul Kanwar($)	• Salary	200.00	
	• Contribution to provident and other funds (*)	24.00	
	• Monetary value of perquisites (**)	37.86	261.86
Mr. Sameer Kanwar($)	• Salary	140.00	
	• Contribution to provident and other funds (*)	18.30	
	• Monetary value of perquisites (**)	19.73	178.03
		Sub-Total (B)	439.89
		Grand Total	485.44

#GST as applicable paid directly by the Company.

^Ceased to be a Director with effect from 12 August, 2024 due to completion of her tenure.

^^Appointed with effect from 24 September, 2024.

*Excludes provision for gratuity which is determined on the basis of actuarial valuation done on an overall basis for the Company.

**Excludes provision for compensated absences which is made based on the actuarial valuation done on an overall basis for the Company.

There is no notice period or severance fee in respect of appointment of any of the above Managerial Personnel. Neither Mr. Surinder Paul Kanwar nor Mr. Sameer Kanwar is entitled for any performance linked incentives and the "Bharat Gears Limited - Employee Stock Option Scheme – 2021".

The Company has paid remuneration to the Non-Executive Directors by way of sitting fees at the following rate for attending each meeting of the Board and its Committees respectively:

Table-8

S.No.	Particulars of Meeting	Sitting Fees per Meeting (₹)
1.	Board Meeting	1,00,000/-
2.	Audit Committee	1,00,000/-
3.	Nomination and Remuneration Committee	25,000/-
4.	Finance Committee	25,000/-
5.	Corporate Social Responsibility Committee	25,000/-*
6.	Stakeholders' Relationship Committee	15,000/-*
7.	Separate Meeting of Independent Directors	25,000/-**

*Revised from Rs. 15,000/- to Rs. 25,000/- w.e.f. 28 March, 2025.

** Paid w.e.f. 28 March, 2025.

$The remuneration payable to Mr. Surinder Paul Kanwar, Chairman and Managing Director and Mr. Sameer Kanwar, Joint Managing Director is subject to the approval of the shareholders by special resolution in general meeting, if the aggregate remuneration payable to them exceeds 10% of the net profits of the Company calculated as per

Section 198 of the Companies Act, 2013 and fresh approval of the shareholders is sought at the beginning of each tenure of their appointment.

C. Stakeholders' Relationship Committee

I. *Constitution and Composition*

In terms of the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of the Regulations, the "Stakeholders' Relationship Committee" constitutes of following 4 (Four) Directors as members. The Table-9 gives the composition of the Stakeholders' Relationship Committee and the attendance record of Members of the Stakeholders' Relationship Committee:

Table-9

S.No.	Name of Member	Designation	No. of meetings Held/ Attended
1.	Mr. Rakesh Chopra	Chairman	1/1
2.	Mr. Surinder Paul Kanwar	Member	1/1
3.	Mr. Sameer Kanwar	Member	1/1
4.	Mr. N.V. Srinivasan	Member	1/1

Mr. Rakesh Chopra is a Non-Executive Independent Director, Mr. N.V. Srinivasan is a Non-Executive Director, Mr. Surinder Paul Kanwar is Chairman and Managing Director of the Company and Mr. Sameer Kanwar is Joint Managing Director of the Company.

II. *Role of Stakeholders' Relationship Committee*

The role of the Stakeholders' Relationship Committee in terms of the Regulations includes the following:

1. Resolving the grievances of the security holders of the Company including complaints related to transfer/ transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/ duplicate certificates, general meetings etc.

2. Review of measures taken for effective exercise of voting rights by shareholders.

3. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar and Share Transfer Agent.

4. Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.

III. *Stakeholders' Relationship Committee Meetings*

In terms of Regulation 20 of the Regulations, at least 1 (One) meeting of the Stakeholders' Relationship Committee is held in each Financial Year.

During the Financial Year 2024-25, 1 (One) meeting of the Stakeholders' Relationship Committee was held.

Table-10 gives the details of the date and purpose of the meeting of Stakeholders' Relationship Committee:-

Table-10

S.No.	Date of Meeting	Purpose
1.	29 May, 2024	Noting of status of grievances of the Shareholders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc. during the Financial Year 2023-24.
		Review of measures taken for effective exercise of voting rights by shareholders.
		Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar and Share Transfer Agent i.e MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited).
		Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/ annual reports/statutory notices by the shareholders of the Company.

Mr. Prashant Khattry, Corporate Head (Legal) and Company Secretary of the Company acted as Secretary to the Stakeholders' Relationship Committee Meeting as aforesaid.

The Chairman of the Stakeholders' Relationship Committee was present at the last Annual General Meeting and replied to the queries of the shareholders to their satisfaction.

IV. *Sub-Committee*

In order to have speedy disposal of the Shareholders'/ Investors' requests for transfers and transmissions, a Sub-Committee consisting of the following Directors/ Officers of the Company is in place for effecting transfer/ transmission/split/consolidation of shares:

a. Mr. Surinder Paul Kanwar, Chairman and Managing Director

b. Mr. Sameer Kanwar, Joint Managing Director

c. Mr. Prashant Khattry, Corporate Head (Legal) and Company Secretary

Any two of the above are authorized to consider and approve the transfer/transmission/split/consolidation of shares. The Sub-Committee is attending to Share Transfer formalities as and when required.

However, the Securities and Exchange Board of India (SEBI) has prohibited the transfer of shares in physical form w.e.f. 01 April, 2019 except in case of transmission or transposition of securities. Therefore, the Sub-Committee addresses and disposes the aforesaid requests other than those prohibited by SEBI.

V. *Status of Investor Complaints/Requests*

No. of Complaints received during the Financial Year 2024-25	0
No. of Complaints resolved to the satisfaction of stakeholders during the Financial Year 2024-25	N.A.

No. of pending requests for share transfers, transmissions (under permissible mode(s)), dematerialisations and rematerialisations as on 31 March, 2025.

Particulars	No. of Requests	No. of Securities
Transfers and Transmissions(Under Permissible Mode(s))	NIL	NIL
Dematerialisations and Rematerialisations	NIL	NIL

In terms of Regulation 13 of the Regulations, the Company has filed the status of investor complaints upto 31 December, 2024 at the end of each quarter with the National Stock Exchange of India Limited (NSE) through NSE Electronic Application Processing System (NEAPS) and with the BSE Limited (BSE) through BSE Listing Centre duly signed by Mr. Prashant Khattry, Compliance Officer of the Company.

Further, the status of investor complaints with effect from 01 January, 2025 at the end of each quarter has been filed under the integrated filing module introduced by the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) in the NSE Electronic Application Processing System (NEAPS) and BSE Listing Centre respectively.

D. Corporate Social Responsibility Committee ("CSR Committee")

I. *Constitution and Composition*

In terms of the provisions of Section 135 of the Companies Act, 2013, the Corporate Social Responsibility Committee ("CSR Committee") constitutes of following 3 (Three) Directors as members to monitor the Corporate Social Responsibility Policy of the Company as approved by the Board and the said policy is available on the official website of the Company i.e. www.bharatgears.com.

The Table-11 gives the composition and the attendance record of Members of the CSR Committee:

Table-11

S.No.	Name of Member	Designation	No. of meetings Held/ Attended
1.	Mr. Surinder Paul Kanwar	Chairman	1/1
2.	Mr. Sameer Kanwar	Member	1/1
3.	Mr. Rakesh Chopra	Member	1/1

Mr. Surinder Paul Kanwar is Chairman and Managing Director, Mr. Sameer Kanwar is Joint Managing Director and Mr. Rakesh Chopra is a Non-Executive Independent Director of the Company.

II. *Role of Corporate Social Responsibility Committee*

The role of the Corporate Social Responsibility Committee in terms of the Companies Act, 2013 includes the following:

(a) Formulate and recommend to the Board, a Corporate Social Responsibility Policy (CSR Policy) which shall indicate the activities to be undertaken by the Company in the area or subject, specified in Schedule VII to the Companies Act, 2013 ("the Act").

(b) Recommend the amount of expenditure to be incurred on the activities referred to in clause (a) above;

(c) Monitor the Corporate Social Responsibility Policy of the Company from time to time, and.

(d) Institute a transparent monitoring mechanism for implementation of the CSR projects or programs or activities undertaken by the Company.

III. *CSR Committee Meetings*

During the Financial Year 2024-25, (One) meeting of CSR Committee was held. Table-12 gives the details of the date and purpose of the meeting of CSR Committee:-

Table-12

S. No.	Date of Meeting	Purpose
1.	28 March, 2025	Considered and recommended spending on Corporate Social Responsibility (CSR) activities in terms of the provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility) Rules, 2014 during the Financial Year 2024-25 as per the Annual Action Plan approved by the Board of Directors.
		Considered and recommended the Annual Action Plan for spending on Corporate Social Responsibility (CSR) activities for the Financial Year 2025-26 to the Board of Directors.

E. Finance Committee

The "Finance Committee" of the Board of Directors of the Company is in existence which has been empowered to take care of the financing and other day to day requirements of the Company. The said Committee is authorised to borrow monies, make loans, issue shares, etc. and matters related or incidental thereto.

The Table-13 gives the composition of the Finance Committee:

Table-13

S.No.	Name of Member	Designation
1.	Mr. Rakesh Chopra	Chairman
2.	Mr. Surinder Paul Kanwar	Member
3.	Mr. Sameer Kanwar	Member
4.	Mr. V.K. Pargal	Member

Mr. Rakesh Chopra and Mr. V.K. Pargal are the Non-Executive Independent Directors, Mr. Surinder Paul Kanwar is Chairman and Managing Director and Mr. Sameer Kanwar is Joint Managing Director of the Company.

No Meeting of Finance Committee was held during the Financial Year ended 31 March, 2025.

Each of these Committees of the Board have requisite expertise to handle the issues relevant to their field and spend considerable time and give focused attention to the various issues placed before it and guidance by these Committees lend immense values and enhances the decision making process of the Board. The Board reviews the functioning of these Committees from time to time. The Meetings of each of the Committee are convened by the respective Chairman, who also informs the Board about the summary of discussion held in the Committee Meetings. The Minutes of the Committee Meetings are sent to all the Directors individually and tabled at the respective Board/Committee Meeting.

5. SENIOR MANAGEMENT

In terms of the provisions of Section 178 of the Companies Act, 2013 and the Regulations, the "Senior Management" of the Company includes the officers and personnel of the Company who are members of its core management team, excluding the Board of Directors, and also comprise all the members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer and Manager, in case they are not part of the Board of Directors) and specifically includes the functional heads, by whatever name called and the persons identified and designated as Key Managerial Personnel, other than the Board of Directors of the Company.

The Table-14 gives the details of persons covered under the Senior Management of the Company as on 31 March, 2025:

S.No.	Name of Senior Management Personnel	Designation
1.	Mr. Hitendra Narain Mishra*	Chief Executive Officer (CEO)
2.	Mr. Naresh Verma	Corporate Business Head
3.	Mr. Jagdeep Singh Sachdeva	Business Head (After Market)
4.	Mr. Milind Pujari	Chief Financial Officer (CFO)
5.	Mr. Prashant Khattry	Corporate Head (Legal) and Company Secretary (CS)
6.	Mr. Kiran Rai	Process Head-OE Marketing and Business Development

During the Financial Year 2024-25, there was no change in the "Senior Management Personnel" of the Company since the closure of the previous financial year 2023-24.

*Resigned w.e.f. 30 April, 2025.

6. COMPLIANCE OFFICER

Mr. Prashant Khattry, Corporate Head (Legal) and Company Secretary is the Compliance Officer of the Company.

7. DIRECTORS

Appointment/Re-appointment of existing Executive Director/Non-Executive Director

During the Financial Year 2024-25, the members of the Company vide their special resolution passed at the Annual General Meeting held on 12 August, 2024 approved the:

- Re-appointment of Mr. Sameer Kanwar as Joint Managing Director of the Company for a further period of 2 (Two) years with effect from 01 June, 2024 along with the proposed remuneration;

- Re-appointment of Mr. Nagar Venkatraman Srinivasan as a Non-Executive Director on the Board of the Company liable to retire by rotation upto the conclusion of the 53rd AGM of the Company in the Calendar year 2025 in terms of the provisions of Section 152 of the Companies Act, 2013;

  in terms of the applicable provisions of the Companies Act, 2013 and the Regulations, in read with Regulation 17 of the Regulations as amended, the age of Mr. N.V. Srinivasan being more than seventy five years at the commencement of his tenure.

The Board of Directors vide its resolution passed through circulation on 24 September, 2024 appointed Ms. Kavita Jha as an Additional Director (Woman) in the capacity of Non-Executive Independent Director with effect from 24 September, 2024 till the conclusion of next Annual General Meeting of the Company pursuant to the recommendation of the Nomination and Remuneration Committee of the Board of Directors of the Company in its meeting held on 23 September, 2024.

Subsequently, in terms of the provisions of Regulation 17 of the Regulations, pursuant to the recommendation of the Nomination and Remuneration Committee and further approval of the Board of Directors of the Company, Ms. Kavita Jha had been appointed as a Non-Executive Independent Director of the Company for a period of 3 (Three) years by the members of the Company vide a special resolution passed through Postal Ballot dated 20 December, 2024, effective date of appointment being 20 December, 2024 i.e. the last date of receipt of consent from the members through Postal Ballot in terms of the Secretarial Standards issued by the Institute of Company Secretaries of India.

Further, the Board of Directors of the Company in its meeting held on 14 November, 2024 considered and approved the re-appointment of Mr. Surinder Paul Kanwar as Chairman and Managing Director of the Company for a further period of 5 (Five) years with effect from 01 April, 2025 along with the proposed remuneration for a period of 2 (Two) years with effect from 01 April, 2025, in read with the provisions of Section 196(3) of the Companies Act, 2013, the age of Mr. Surinder Paul Kanwar being more than seventy years at the commencement of his proposed tenure, which had been further approved by the members of the Company vide a special resolution passed through Postal Ballot dated 20 December, 2024.

In terms of the provisions of Section 149 of the Companies Act, 2013, Mr. Virendra Kumar Pargal and Mr. Rakesh Chopra were re-appointed as Non-Executive Independent Directors at the Annual General Meeting (AGM) of the Company held on 16 September, 2020 for second consecutive term for a further period of 5 (Five) Years upto the conclusion of the 53rd AGM of the Company in the Calendar year 2025.

In purview of the same, the tenure of Mr. Virendra Kumar Pargal and Mr. Rakesh Chopra as Non-Executive Independent Director of the Company shall conclude at the ensuing Annual General Meeting (AGM).

The Board of Directors of the Company appointed Mr. Satya Prakash Mangal and Mr. Bharat Dev Singh Kanwar as Additional Director in the capacity of Non-Executive Independent Directors on 22 May, 2025 till the conclusion of ensuing Annual General Meeting.

Therefore, in terms of the provisions of Section 149 of the Companies Act, 2013, it has been proposed to appoint Mr. Satya Prakash Mangal and Mr. Bharat Dev Singh Kanwar as Non-Executive Independent Director for a period of 5 (Five) Years.

Further, in terms of the applicable provisions of the Companies Act, 2013 and the Regulations, Mr. N.V. Srinivasan does not have any pecuniary relation with the Company or its Promoters, or Directors, during the three immediately preceding financial years or during the current financial year and is independent of the management in terms of the said provisions of the Companies Act, 2013 and the Regulations.

Further, in terms of the provisions of Section 149 of the Companies Act, 2013, it has been proposed to appoint Mr. N.V. Srinivasan, Non-Executive Director of the Company as a Non-Executive Independent Director for a period of 5 (Five) Years at the ensuing Annual General Meeting of the Company by way of special resolution pursuant to the applicable provisions of the Companies Act, 2013 and the Regulations, in read with Regulation 17 of the Regulations as amended, the age of Mr. N.V. Srinivasan being more than seventy five years at the commencement of his proposed tenure.

The Company has received notice under Section 160 of the Companies Act, 2013 from the members of the Company proposing the candidature of Mr. Satya Prakash Mangal, Mr. Bharat Dev Singh Kanwar and Mr. N.V. Srinivasan for the office of Non-Executive Independent Director.

As required under Regulation 36 of the Regulations, the information or details pertaining to the Directors seeking appointment/re-appointment in the ensuing Annual General Meeting has been furnished in the Explanatory Statement to the Notice of the ensuing Annual General Meeting.

8. GENERAL BODY MEETINGS

The last three Annual General Meetings of the Company were held as detailed below:

Annual General Meetings

Table-15

Financial Year	Venue	Date & Time	Special Resolution(s) Passed
2023-24	Video Conference (VC)/ Other Audio Visual Means (OAVM) ("Instameet" platform of MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited))	12 August, 2024 11:30 A.M.	Yes 1. Consideration and approval of the re-appointment of Mr. Nagar Venkatraman Srinivasan as a Non-Executive Director on the Board of the Company. 2. Consideration and approval of the re-appointment of Mr. Sameer Kanwar as Joint Managing Director of the Company.
2022-23	Video Conference (VC)/ Other Audio Visual Means (OAVM) ("Instameet" platform of MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited))	20 September, 2023 11:30 A.M	Yes 1. Consideration and approval of the re-appointment of Mr. Nagar Venkatraman Srinivasan as a Non-Executive Director on the Board of the Company.
2021-22	Video Conference (VC)/ Other Audio Visual Means (OAVM) ("Instameet" platform of MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited))	20 September, 2022 11:30 A.M.	Yes 1. Consideration and approval of the appointment of Mr. Raman Nanda, Additional Director of the Company, as a Non-Executive Independent Director on the Board of the Company. 2. Consideration and approval of the payment of remuneration to Mr. Surinder Paul Kanwar, Chairman and Managing Director of the Company for a further period of 3 (Three) years w.e.f. 01 April, 2022 of his present tenure. 3. Consideration and approval of the payment of remuneration to Mr. Sameer Kanwar, Joint Managing Director of the Company for a period of 2 (Two) years w.e.f. 01 June, 2022 of his present tenure. 4. Consideration and approval of the re-appointment of Mr. Nagar Venkatraman Srinivasan as a Non-Executive Director on the Board of the Company. 5. Consideration and approval of the issue of Bonus Shares to the Members of the Company by way of capitalisation of reserves.

Extra-ordinary General Meetings

No Extraordinary General Meeting of the Company was held during the Financial Year ended 31 March, 2025.

Postal Ballot

During the Financial Year 2024-25, the Company has obtained the approval of its members through Postal Ballot only by voting through electronic means (remote e-voting) in accordance with the procedure prescribed in terms of Section 110 read with Section 108 of the Companies Act, 2013 read with the Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended and MCA Circulars issued in this regard and Regulation 44 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for:

- Re-appointment of Mr. Surinder Paul Kanwar as Chairman and Managing Director of the Company for a further period of 5 (Five) years along with the proposed remuneration for a period of 2 (Two) years with effect from 01 April, 2025; and
- Appointment of Ms. Kavita Jha as a Non-Executive Independent Director of the Company for a period of 3 (Three) years with effect from the date of approval of members of the Company by way of special resolution i.e. 20 December, 2024.

The Company engaged the services of MUFG Intime India Private Limited (Formerly Known as Link Intime India Private Limited (LIIPL)), Registrar and Share Transfer Agent (RTA) of the Company for facilitating e-voting to enable the Members to cast their votes electronically.

The Board of Directors of your Company at its meeting held on 14 November, 2024 had appointed M/s TVA & Co. LLP, Company Secretaries, New Delhi as the Scrutinizer, to conduct the said Postal Ballot through remote e-voting process in fair and transparent manner.

The Scrutiniser, after the completion of scrutiny, submitted his report to Mr. Prashant Khattry, Corporate Head (Legal) and Company Secretary, who was duly authorised by the Chairperson to accept, acknowledge and countersign the Scrutiniser's Report as well as declare the voting results in accordance with the provisions of the Act, the Rules framed thereunder and the Secretarial Standard - 2 issued by the Institute of Company Secretaries of India.

The results were submitted with Stock Exchanges i.e. BSE Limited at www.bseindia.com and the National Stock Exchange of India Limited at www.nseindia.com and were displayed on the website of the Company and MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited), the Registrar and Share Transfer Agent of the Company.

Resolution No. 01: To consider the re-appointment of Mr. Surinder Paul Kanwar as Chairman and Managing Director of the Company.

Type of Resolution: (Special)

Table-16

Category	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
Promoter and Promoter Group	84,94,410	84,93,503	99.99	84,93,503	0	100.00	0
Public - Institutions	1,93,618	1,88,941	97.58	0	1,88,941	0	100
Public - Non Institutions	66,67,030	47,406	0.71	46,157	1,249	97.37	2.63
Total	1,53,55,058	87,29,850	56.85	85,39,660	1,90,190	97.82	2.18

Resolution No. 02: To consider the appointment of Ms. Kavita Jha, Additional Director of the Company, as a Non-Executive Independent Director on the Board of the Company:

Type of Resolution: (Special)

Table-17

Category	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
Promoter and Promoter Group	84,94,410	84,93,503	99.99	84,93,503	0	100.00	0
Public - Institutions	1,93,618	1,88,941	97.58	1,88,941	0	100.00	0
Public - Non Institutions	66,67,030	47,406	0.71	46,182	1,224	97.42	2.58
Total	1,53,55,058	87,29,850	56.85	87,28,626	1,224	99.96	0.01

The above special resolutions were passed with requisite majority.

As on date, no special resolution is proposed to be conducted through postal ballot.

9. MEANS OF COMMUNICATION

The Quarterly, Half Yearly and Annual Financial Results during the year were duly furnished to both the stock exchanges i.e. the National Stock Exchange of India Limited (NSE) and the BSE Limited (BSE) and the same were published by the Company as under:

Table-18

Financial Results	Name(s) of Newspapers	Date(s) of Publication
Quarter/Year ended 31 March, 2024	Financial Express# Jansatta (Hindi)##	30 May, 2024
Quarter ended 30 June, 2024	Financial Express# Jansatta (Hindi)##	09 August, 2024
Quarter/Half Year ended 30 September, 2024	Financial Express# Jansatta (Hindi)##	15 November, 2024
Quarter/Nine Months ended 31 December, 2024	Financial Express# Jansatta (Hindi)##	25 January, 2025

#Financial Express - Delhi, Mumbai, Ahmedabad, Bengaluru, Chandigarh, Chennai, Hyderabad, Kochi, Kolkata, Lucknow, Pune Editions.

Jansatta (Hindi) - Delhi Edition.

COMPANY'S WEBSITE

Pursuant to Regulation 46 of the Regulations, the Company's official website i.e. www.bharatgears.com contains a dedicated functional segment, named 'INVESTORS' where all the information meant for the shareholders is available, including information on Directors, shareholding pattern, quarterly reports, financial results, annual reports, press releases, details of unpaid/unclaimed dividends and various policies of the Company.

NSE ELECTRONIC APPLICATION PROCESSING SYSTEM ('NEAPS')

NEAPS is a web-based application designed by the National Stock Exchange of India Limited (NSE) for corporate filings. All periodical compliance related filings, like shareholding pattern, corporate governance report, media releases and corporate actions are filed electronically on NEAPS.

BSE CORPORATE COMPLIANCE AND LISTING CENTRE ('LISTING CENTRE')

The Listing Centre of BSE Limited is a web-based application designed for corporate filings. All periodical compliance filings like shareholding pattern, corporate governance report, media releases, among others are filed electronically on the Listing Centre.

Further, any interviews given by Company Executives/ Management during the year are also displayed on the Company's official website i.e. www.bharatgears.com.

ANNUAL REPORT

The Annual Report containing, inter-alia, the Audited Financial Statements, Board's Report, Auditors' Report, the Management Discussion and Analysis (MDA) Report and other important information is circulated to the shareholders and other stakeholders and is also available on the Company's official website i.e. www.bharatgears.com.

Green Initiative:

In support of the "Green Initiative" undertaken by the Ministry of Corporate Affairs (MCA), the Company had sent soft copies of the Annual Report for the Financial Year 2023-24 to all those shareholders whose email addresses were made available to the depositories or the Registrar and Transfer Agent (RTA). Further, physical copies were not sent to any shareholder in view of the relaxations provided by the Securities and Exchange Board of India (SEBI).

Further, the Company shall send soft copies of the Annual Report for the Financial Year 2024-25 to all those shareholders whose email addresses are registered with the depositories or the Registrar and Transfer Agent (RTA) and a letter providing the web-link, including the exact path, where complete details of the Annual Report are available to all those shareholders who have not so registered. Further, physical copy of the Annual Report shall be sent only to those Members who specifically request for the same. Accordingly, Members who wish to obtain a physical copy of the Annual Report for the Financial Year 2024-25, may write to the Company at investor@bglindia.com, requesting for the same by providing their holding details.

Besides the above, no other presentations were made to any institutional investor or to the analysts.

10. GENERAL SHAREHOLDERS' INFORMATION

A. Company Registration Details:

The Company is registered under the Registrar of Companies, NCT of Delhi and Haryana.

The Corporate Identification Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L29130HR1971PLC034365.

B. Annual General Meeting Details:

The forthcoming AGM of the Company shall be held at 04:00 P.M. on Wednesday, 30 July, 2025 through Video Conference ("VC")/Other Audio Visual Means ("OAVM").

C. Financial Year:

Financial year of the Company commences on 01 April and ends on 31 March. The four Quarters of the Company ends on 30 June, 30 September, 31 December and 31 March respectively.

D. Listing on Stock Exchanges and Stock Code:

The Shares of the Company are listed on the following Stock Exchanges:

1. BSE Limited [BSE]
   [Stock Code: 505688]
   Phiroze Jeejeebhoy Towers
   Dalal Street
   Mumbai - 400 001

2. National Stock Exchange of India Limited [NSE]
   [Symbol: BHARATGEAR]
   Exchange Plaza, C-1, Block G
   Bandra Kurla Complex
   Bandra (E)
   Mumbai – 400 051

The Annual Listing Fees for the year 2024-25 has been paid in advance to the aforesaid Stock Exchanges.

E. Registrar and Transfer Agent:

MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) is the Registrar and Transfer agent for handling both the share registry work relating to shares held in physical and electronic form at single point. The Share Transfers were duly registered and returned in the normal course within stipulated period, if the documents were clear in all respects.

The Shareholders are therefore advised to send all their correspondences directly to the Registrar and Transfer Agent of the Company at the address mentioned below:

MUFG Intime India Private Limited
(Formerly known as Link Intime India Private Limited)
Noble Heights, 1st Floor,
Plot No NH-2, LSC, C-1 Block,
Near Savitri Market,
Janakpuri,
New Delhi – 110058
Tel Nos.: 011-49411000
Fax No.: 011-41410591
Email: delhi@linkintime.co.in

However, for the convenience of Shareholders, correspondence relating to Shares received by the Company are forwarded to the Registrar and Transfer Agent for action thereon.

F. Share Transfer System:

The Securities and Exchange Board of India (SEBI) has prohibited the transfer of shares in physical form w.e.f. 01 April, 2019 except in case of transmission or transposition of securities.

The requests for the transfers of Shares under the aforesaid permissible mode(s) are accepted for registration at the Registered Office of the Company in addition to the office of Registrar and Transfer Agent (RTA), MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited). MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) is fully equipped to undertake the activities of Share Transfers and redressal of Shareholders grievances.

In order to have speedy disposal of the shareholders'/investors' requests for transfers and transmissions, a sub-committee consisting of the following directors/officers of the Company is in place for effecting Transfer/Transmission/ Split/Consolidation of Shares.

a. Mr. Surinder Paul Kanwar, Chairman and Managing Director

b. Mr. Sameer Kanwar, Joint Managing Director

c. Mr. Prashant Khattry, Corporate Head (Legal) and Company Secretary

Any two of the above are authorized to consider and approve the Transfer/Transmission/Split/Consolidation of

Shares. The Sub-Committee is attending to Share Transfer formalities as and when required.

After approved by the Sub-Committee, the Share Transfers are affected by the Registrar and Transfer Agent of the Company.

The Sub-Committee addresses and disposes the aforesaid requests other than those prohibited by SEBI within the statutory time limit from the date of receipt, provided the documents meet the stipulated requirement of statutory provisions in all respects. However, pursuant to the proviso of Regulation 40(1) of the Listing Regulations, the requests for effecting transfer of securities in physical mode shall not be processed by the Company unless the securities are held in the dematerialized form with a depository which now includes transmission or transposition of securities also. Further, in terms of the circular reference no. SEBI/HO/MIRSD/MIRSD_RTAMB P/CIR/2022/8 dated 25 January, 2022 issued by the Securities and Exchange Board of India (SEBI), the securities for the aforesaid requests are issued in dematerialized form only as per the procedure prescribed under the said circular.

G. Shareholding pattern of the Company as per category of shareholders as on 31 March, 2025:

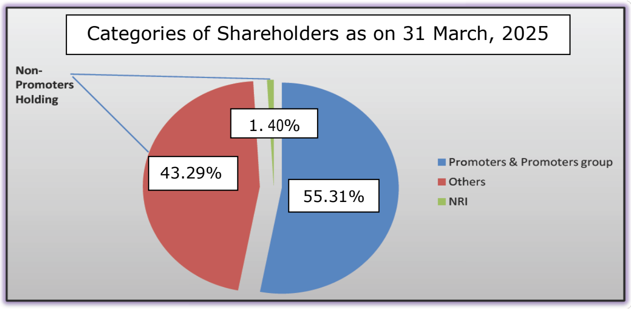


Table-19

			Category	No. of Shares Held	% age of Share Holding
A.	Promoters' holding				
	1.	Promoters			
		-	Indian Promoters*	56,80,989*	37.00*
		-	Foreign Promoters	0	0.00
	2.	Persons acting in Concert		28,12,514	18.31
B.	Non-Promoters' Holding				
	3.	Institutional Investors			
		a.	Mutual Funds and Unit Trust of India	300	0.00
		b.	Banks, Financial Institutions, Insurance Companies (Central/State Govt. Institutions/Non-Govt. Institutions)	4,377	0.03
		c.	Foreign Institutional Investor	1,93,258	1.26
	4.	Others			
		a.	Private Corporate Bodies	2,21,231	1.44
		b.	Indian Public	60,56,158	39.45
		c.	Non Resident Indians/Overseas	2,15,027	1.40
		d.	Any Other		
			(Investor Education and Protection Fund)	1,70,953	1.11
			(Clearing Members)	251	0.00
			Total	1,53,55,058	100.00

* In accordance with Regulation 31A(6)(c) of the Regulations, the name of Late Dr. Raunaq Singh, the erstwhile Promoter of the Company has been removed from the 'Promoter' category pursuant to his demise on 30 September, 2002. Further, 907 (Nine Hundred Seven) equity shares of the Company held in the name of the Late Dr. Raunaq Singh will remain under the Public Category shareholding under his name until they are transferred to the ultimate beneficial owner. The intimation for said change has been duly furnished to the BSE Limited (BSE) and the National Stock Exchange India Limited (NSE) accordingly.

H. Distribution of Shareholding as on 31 March, 2025:

Table-20

No. of Equity shares held	Number of Shareholders	Number of Shares	%age to total shares
Up to 500	24,697	21,32,525	13.89
501 to 1000	1,189	9,10,148	5.93
1001 to 2000	557	8,01,588	5.22
2001 to 3000	165	4,15,298	2.70
3001 to 4000	72	2,54,688	1.66
4001 to 5000	50	2,37,498	1.55
5001 to 10000	60	4,37,061	2.85
10001 and above	61	1,01,66,252	66.20
Total	**26,851**	**1,53,55,058**	**100.00**

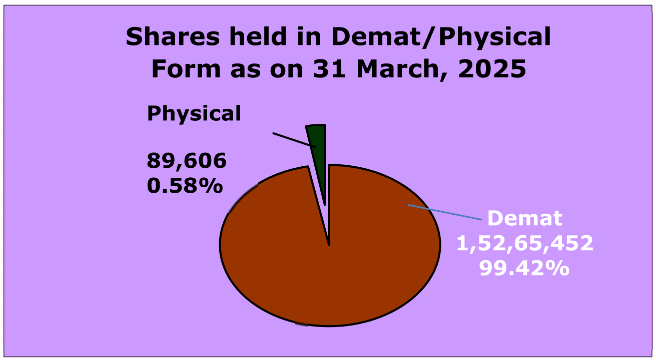
I. Share Dematerialisation System:

The requests for dematerialisation of shares are processed by the Registrar and Transfer Agent (RTA) expeditiously and the confirmation in respect of dematerialisation is entered by RTA in the depository system of the respective depositories, by way of electronic entries for dematerialisation of shares generally on weekly basis. In case of rejections, the documents are returned under objection to the Depository Participant with a copy to the shareholder and electronic entry for rejection is made by RTA in the Depository System.

In terms of Regulation 74(5) of the SEBI (Depositories and Participants) Regulations 2018, the Company has filed a compliance certificate with the National Stock Exchange of India Limited (NSE) through NSE Electronic Application Processing System (NEAPS), with the BSE Limited (BSE) through BSE Listing Centre and the Depositories concerned duly signed by the authorized representative of the Registrar and Transfer Agent of the Company confirming that the securities received from the depository participants for dematerialization were confirmed (accepted/rejected) to the depositories by them and that securities comprised in the said certificates have been listed on the stock exchanges where the earlier issued securities are listed and further confirming that the securities certificates received for dematerialization have been mutilated and cancelled after due verification by the depository participant and the name of the depositories have been substituted in register of members as the registered owner within the prescribed timelines.

J. Dematerialization of Shares and Liquidity:

The Company's Equity Shares are compulsorily traded in the Stock Exchanges in the dematerialized mode and are available for trading under both the Depository Systems in India i.e. National Securities Depository Limited and Central Depository Services (India) Limited.



As on 31 March, 2025, a total of 1,52,65,452 equity shares of the Company of ₹ 10/- each, which form 99.42% of the paid up Equity Share Capital, stand dematerialized.

Table-21

PARTICULARS					
DEMAT				PHYSICAL	
NSDL		CDSL			
No. of shares	%	No. of shares	%	No. of shares	%
1,20,59,361	78.54	32,06,091	20.88	89,606	0.58

Outstanding ADRs/GDRs/Warrants or any convertible instruments, conversion date and likely impact on equity: Not Applicable

K. Transfer of Unclaimed Shares to Investor Education and Protection Fund:

In terms of the provisions of Section 124(6) of the Companies Act, 2013 read with the Investor Education and Protection Fund (IEPF) Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the Rules") and further amendments thereto, 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 and a statement containing such details are required to be filed with the Ministry of Corporate Affairs (MCA).

During the Financial Year 2024-25, the Company was not required to transfer any equity share to the IEPF Account established by the Central Government in respect of which dividends have remained unclaimed for a period of seven consecutive years. Further, 4 (Four) valid request(s) covering 900 (Nine Hundred) Equity Shares have been received by the Company from the shareholders whose Equity Shares are held in the demat account of IEPF Authority. The verification report clear in all the aspects for the release of said Shares has been forwarded by the Nodal Officer of the Company to the IEPF Authority pursuant to the due verification of the claims(s) so received. The said claims are pending for approval by the IEPF Authority.

As on 31 March, 2025, 1,70,953 (One Lakh Seventy Thousand Nine Hundred Fifty Three) Equity Shares of the Company in aggregate are held in demat account of IEPF Authority.

Since no unclaimed dividend is required to be transferred to the Investor Education and Protection Fund (IEPF) during the Financial Year 2025-26, there are no equity shares liable to be transferred into IEPF during the Financial Year 2025-26.

Investor Education and Protection Fund claim Guidelines

With reference to Rule 7 of the Investor Education and Protection Fund (IEPF) Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended, the Investors/Depositors whose unpaid dividends and shares have been transferred to IEPF under the Companies Act, 2013 can claim the amounts and shares from the IEPF authority as per the procedures/guidelines stated below:

a. Download the Form IEPF-5 from the website of the IEPF Authority (http://www.iepf.gov.in) for filing the claim for the refund of dividend/shares. Read the instructions provided on the website/instruction kit alongwith the e-form carefully before filling the form.

b. After filling the form, save it on your computer and submit the duly filled form by following the instructions given in the upload link on the IEPF website. On successful uploading, an acknowledgement challan will be generated indicating the SRN. Please note down the SRN details for future tracking of the form.

c. Take a print out of the duly filled Form IEPF-5 and the acknowledgement challan issued after uploading the form.

d. Submit an indemnity bond in original, copy of the acknowledgement and self attested copy of e-form IEPF-5 alongwith other necessary documents as mentioned in the Form IEPF-5 to the Nodal Officer (IEPF) of the Company at its Registered Office in an envelope marked "Claim for refund from IEPF Authority"/"Claim for shares from IEPF" as the case maybe. Kindly note that submission of documents to the Company is necessary to initiate the refund process.

e. Claim form completed in all respects will be verified and submitted online by the Company along with the Verification Report and other necessary documents to the IEPF Authority. Subsequently, on the basis of Company's Verification Report and other documents submitted by the Company with the IEPF Authority, refund will be released by the IEPF Authority in favour of claimants' Aadhar linked bank account through electronic transfer and/or the shares shall be credited to the demat account of the claimant, as the case may be.

In terms of the Rule 2 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the details of Nodal Officer and Deputy Nodal Officer appointed by the Company for the purposes of verification of claims and coordination with Investor Education and Protection Fund Authority (IEPF Authority) as communicated to the IEPF Authority are as follows:

Nodal Officer:

Mr. Prashant Khattry, Corporate Head (Legal) and Company Secretary
Bharat Gears Limited
20 K.M. Mathura Road
Faridabad – 121003
Phone: 0129-4288888
Email: prashant.khattry@bglindia.com

Deputy Nodal Officer:

Mr. Kaushal Narula, Senior Manager (Secretarial)
Bharat Gears Limited
20 K.M. Mathura Road
Faridabad – 121003
Phone: 0129-4288888
Email: kaushal.narula@bglindia.com

Further, the necessary details of Nodal Officer and Deputy Nodal Officer are available on the official website of the Company i.e. www.bharatgears.com.

L. Corporate Benefits:

Dividend History:

Table-22

Financial Year	Rate (%)	Amount (₹ in Lakhs)
2024-25	**NIL**	**NIL**
2023-24	NIL	NIL
2022-23	NIL	NIL
2021-22	NIL	NIL
2020-21	NIL	NIL

M. Plant locations:

The Company's Plants are located at the addresses mentioned below:

- 20 K.M. Mathura Road, P.O. Amar Nagar, Faridabad, Haryana, Pin–121003
- Kausa Shil, Mumbra, District Thane, Maharashtra, Pin-400612
- Lonand, Taluka Khandala, District Satara, Maharashtra, Pin-415521

N. Addresses for Correspondence:

For Share transfer/demat/remat of shares or any other query relating to shares:-

MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited), Noble Heights, 1st Floor, Plot No NH-2, LSC, C-1 Block, Near Savitri Market, Janakpuri, New Delhi – 110058, Tel Nos.: 011-49411000, Email: delhi@linkintime.co.in.

For Investor Assistance:-

Mr. Prashant Khattry, Corporate Head (Legal) and Company Secretary, Bharat Gears Limited, 20 K.M. Mathura Road, P.O. Amar Nagar, Faridabad–121003, Phone: 0129-4288888, Fax No. 0129-4288822-23, Email: prashant.khattry@bglindia.com

O. Credit Ratings:

The details of the Credit Ratings assigned to the Company for its Banking Facilities by various rating agency(ies) as on 31 March, 2025 and changes thereof during the Financial Year 2024-25 are as per following details:

Table-23

Instrument Description	Rating Agency(ies)	Rating Assigned as on 31 March, 2024	Rating Assigned as on 31 March, 2025	Changes in Rating during the Financial Year 2024-25
Banking Facilities-Long-Term	CRISIL	BBB-/Stable	BBB-/Negative	Revision in Outlook from “Stable” to “Negative”
	CARE	BBB-; Stable (Triple B-; Outlook: Stable)	BBB-; Stable (Triple B-; Outlook: Stable)	Reaffirmed
Banking Facilities-Short-Term	CRISIL	A3	A3	Reaffirmed
	CARE	A3	A3	Reaffirmed

11. OTHER DISCLOSURES

A. Related Party Transactions:

During the year 2024-25, there were no material individual transactions with related parties, which are not in the normal course of business or are not on an Arm’s Length basis in terms of Regulation 23 of the Regulations. The statements in summary form of transactions with Related Parties in the ordinary course of business are placed periodically before the Audit Committee for its consideration and approval. All disclosures related to financial and commercial transactions where Directors are interested are provided to the Board and the interested Directors neither participated in the discussion nor did they vote on such matters. The details of the Related Party Transactions during the year are given in the Notes forming part of the financial statements.

Further, the Company has formulated a policy on materiality of Related Party Transactions in accordance with the Regulation 23 of the Regulations and the same is available on the official website of the Company i.e. www.bharatgears.com under the link: https://www.bharatgears.com/pdf/related_party_transaction_policy.pdf

In terms of Regulation 23(9) of the Regulations, the Company has filed the disclosures of related party transactions on a consolidated basis with the National Stock Exchange of India Limited (NSE) through NSE Electronic Application Processing System (NEAPS) and with the BSE Limited (BSE) through BSE Listing Centre on a half yearly basis upto 31 December, 2024.

Further, the disclosures of related party transactions on a consolidated basis with effect from 01 January, 2025 at the end of each quarter are being filed under the integrated filing module introduced by the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) in the NSE Electronic Application Processing System (NEAPS) and BSE Listing Centre respectively.

B. Disclosure of Accounting Treatment in preparation of Financial Statements:

Bharat Gears Limited has followed the guidelines of Accounting Standards as mandated by the Central Government in preparation of its financial statements.

C. Risk Management Framework:

In pursuance to the Companies Act, 2013 and Regulation 17(9) of the Regulations, the Board of Directors of the Company has adopted a comprehensive Enterprise Risk Management Framework wherein the risks faced by the Company have been identified and assessed and on the basis of the same, the various risks have been prioritized and further the procedures have been devised upon to mitigate such risks. The progress checks on all the risks are done at the Senior Management level and the summary of the same is placed before the Board on a quarterly basis.

The process of risk identification, assessment, prioritization and the devising of the procedures for mitigation of risks is repeated on an annual basis to make the risk management framework inline with the changing requirements of the Industry vis-à-vis the operations of the Company.

A detailed note on Risk Management is given in the Management Discussion and Analysis section forming part of the Board’s Report.

D. Management:

Management Discussion and Analysis forms part of the Annual Report to the Shareholders for the Financial Year 2024-25.

E. Compliance by the Company:

During the year 2024-25, Ms. Hiroo Suresh Advani ceased to be a Non-Executive Independent Director (Woman) of the Company with effect from 12 August, 2024 and Ms. Kavita Jha was appointed as a Non-Executive Independent Director (Woman) of the Company with effect from 24 September, 2024, resulting in a delay of 42 days for maintaining appropriate Board composition (having atleast one woman director) in terms of the provisions of Regulation 17(1E) of the Regulations. The Company had made a provision of Rs. 2,10,000/- (Rupees Two Lakhs Ten Thousand Only) i.e. Rs. 5,000/- (Rupees Five Thousand Only) per day as fine to be paid in terms of master circular issued by the Securities and Exchange Board of India for compliance with the provisions by listed entities. However, no demand for payment of said fine has been received by the Company from BSE Limited (BSE)/ National Stock Exchange of India Limited (NSE) till date. The Company will pay the said fine as and when any such demand is received by the Company from BSE/NSE.

During the year 2022-23, the Company had moved an application for waiver of fine thereby providing appropriate justifications upon payment of fine and due compliance in respect of the Non-Compliance with the Constitution of Nomination and Remuneration Committee, as per the intimation received from the BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) advising the Company to pay fine in terms of Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/12 dated 22 January, 2020 issued by Securities and Exchange Board of India (SEBI).

The waiver application filed by the Company is pending with the Stock Exchange(s) as on date. If the said application is considered by the Stock Exchange(s) favourably, the fine paid by the Company to NSE shall be refunded.

F. Whistle Blower Policy/Vigil Mechanism:

The Whistle Blower Policy/Vigil Mechanism of the Company has been formulated as per Regulation 22 of the Regulations and Section 177 of the Companies Act, 2013. The policy provides a channel to the employees, Directors and any other person who avails such mechanism to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Codes of Conduct or Policy. The mechanism of policy provides for adequate safeguards against victimization of employees, Directors and any other person who avails such mechanism and also provide for direct access to the Chairman of the Audit Committee in appropriate and exceptional cases. The said policy has been communicated to all the personnel of the Company and is available on the official website of the Company i.e. www.bharatgears.com. Protected disclosure can be made by the whistle blower in a closed and secured envelope or sent through email to the Compliance Officer.

During the year under review, no complaint has been received and no unethical behavior has been reported. Further, the Company has not denied any personnel access to the Audit Committee and it will provide protection to Whistle Blower, if any, from adverse personnel action.

Further, the Audit Committee, in its meeting held on 23 January, 2025 reviewed the functioning of the Whistle Blower Mechanism/Vigil Mechanism existing in the Company and found the same satisfactory.

G. Policy on Preservation of Documents/Archival Policy on Website Disclosure:

The Policy on Preservation of Documents/Archival Policy on Website Disclosure in accordance with Regulation 9 and Regulation 30(8) of the Regulations is in existence which provides the framework for preservation of documents and records of the Company for a specified period and the records of the Company which are no longer needed or are of no value are discarded after following the due process for discarding the same. This Policy aids the employees of the Company in understanding their obligations in retaining and preserving the documents and records which are required to be maintained as per the applicable statutory and regulatory requirements. The said policy is available on the official website of the Company i.e. www.bharatgears.com.

H. Policy on criteria for Determining Materiality of Events:

The Policy on criteria for determining Materiality of Events has been framed in accordance with Regulation 30 of the Regulations which defines the criteria for determining the materiality of events or information related to the Company, provides that such information should be adequately disseminated in pursuance with the Regulations and further provides for the overall governance framework for such determination of materiality. The said policy is available on the official website of the Company i.e. www.bharatgears.com.

I. CEO/CFO certification:

Certificate from Mr. Surinder Paul Kanwar, Chairman and Managing Director and Mr. Milind Pujari, Chief Financial Officer in terms of Regulation 17(8) of the Regulations for the Financial Year ended 31 March, 2025 was placed before the Board of Directors of the Company in its meeting held on 22 May, 2025.

J. Code of Conduct and Corporate Ethics:

Code of Business Conduct and Ethics

Bharat Gears Limited believes that Good Corporate Governance is the key to the Conduct of the Company's

Business in a transparent, reliable and vibrant manner. It is of paramount importance for any Company to create an atmosphere of faith, integrity, accountability, responsibility and financial stability by adhering to commitment, ethical business conduct, a high degree of transparency thereby unlocking the individual intellectual capabilities and enabling its Board of Directors to conduct its duties under a moral authority, which ultimately leads to enhance legitimate needs and value of the stakeholders. A copy of this code formulated in terms of Regulation 17 of the Regulations has been posted on the official website of the Company i.e. www.bharatgears.com.

Code of Conduct for Prevention of Insider Trading

The Company has a comprehensive Code of Conduct for its Management, Staff and Directors for prevention of Insider Trading in compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015. The code lays down the guidelines and procedures to be followed and disclosures to be made while dealing with the Shares of the Company and cautioning them on the consequences of non–compliances. The pieces of the price sensitive information are disseminated to the Stock Exchanges timely, adequately and promptly on a continuous basis for prevention of Insider Trading. The Company Secretary has been appointed as Compliance Officer and is responsible for adherence to Code for prevention of Insider Trading.

A copy of same has been posted on the official website of the Company i.e. www.bharatgears.com.

Further, in terms of the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has put in place adequate and effective system of internal controls to ensure compliance with the requirements as stipulated in the said regulations. During the year under review, the Audit Committee, in its meeting held on 23 January, 2025 reviewed the same and verified that the systems for internal control for prevention of Insider Trading are adequate and are operating effectively.

K. Legal Compliance Reporting:

The Board of Directors reviews in detail, on a quarterly basis, the reports of compliance to all applicable laws and regulations in terms of Regulation 17 of the Regulations. The Company has developed a very comprehensive Legal compliance manual, which drills down from the Senior Management Personnel to the executive-level person (who is primarily responsible for compliance) within the Company. The process of compliance reporting is fully automated, using the legal compliance software. System based alerts are generated till the user submits the compliance report, with provision for escalation to the higher-ups in the hierarchy. Any non-compliance is seriously taken up by the Board, with fixation of accountability and reporting of steps taken for rectification of non-compliance.

L. Disclosures in relation to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

Pursuant to Section 21 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 read with Rule 14 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Rules, 2013, the Company has constituted Internal Complaints Committee (ICC) at all its Units (i.e. Faridabad, Mumbra and Lonand) where any grievance of sexual harassment at workplace can be reported.

The Company has also adopted a policy on Prevention of Sexual Harassment at workplace. The objective of the policy is to provide its women employees, a workplace free from harassment/discrimination and every employee is treated with dignity and respect. The said policy is available on the official website of the Company i.e. www.bharatgears.com under the link https://www.bharatgears.com/pdf/policy-for-prevention-of-sexual-harassment.pdf

During the Financial Year 2024-25, ICC of all units of the Company has not received any complaint pertaining to sexual harassment of women at workplace.

Status of Complaints as on 31 March, 2025:

Table-24

No. of Complaints filed during Financial Year 2024-25	NIL
No. of Complaints disposed of during Financial Year 2024-25	NOT APPLICABLE
No. of Complaints pending as on 31 March, 2025	NOT APPLICABLE

M. Certificate on Non-disqualification of Directors:

Certificate from a Company Secretary in practice to the effect that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Companies by SEBI/Ministry of Corporate Affairs or any such statutory authority is annexed to this report.

N. Fees paid to Statutory Auditors:

The details of fees paid by the Company to the Statutory Auditors of the Company and all entities in the network firm/network entity of which the statutory auditors are a part for the Financial Year 2024-25 are as follows:

Table-25

(₹ lakhs)

Particulars	For the year ended 31 March, 2025
Fees for audit and related services paid to Deloitte Haskins & Sells LLP	42.58
Other fees paid to the network firm of which the statutory auditor is a part	-
Total	**42.58**

O. Mandatory Requirements:

The Company has complied with all the mandatory requirements of Regulation 17 to 27 and Clause (b) to (i) and (t) of sub-regulation (2) of Regulation 46 of the Regulations. Details of compliances are given below:

Table-26

I. Disclosure on website in terms of Listing Regulations	Compliance status (Yes/No/NA)
Item	
Details of business	Yes
Memorandum of Association and Articles of Association	Yes
Brief profile of board of directors including directorship and full-time positions in body corporates	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	NA
Details of familiarization programmes imparted to independent directors	Yes
Email address for grievance redressal and other relevant details	Yes
Contact information of the designated officials of the Company who are responsible for assisting and handling investor grievances	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	NA
Schedule of analyst or institutional investor meet	NA
Presentations prepared by the Company for analysts or institutional investors meet, post earnings or quarterly calls prior to beginning of such events	NA
Audio recordings, video recordings, if any and transcripts of post earnings or quarterly calls, by whatever name called, conducted physically or through digital means	NA
New name and the old name of the Company	NA
Advertisements as per regulation 47 (1)	Yes
Credit rating or revision in credit rating obtained	Yes
Separate audited financial statements of each subsidiary of the Company in respect of a relevant financial year	NA
Secretarial Compliance Report	Yes
Materiality Policy as per Regulation 30 (4)	Yes
Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes
Disclosures under regulation 30(8)	Yes
Statement of deviation(s) or variation(s) as specified in regulation 32	NA
Dividend Distribution policy as per Regulation 43A (1)	NA
Annual return as provided under section 92 of the Companies Act, 2013	Yes

Employee Benefit Scheme Documents framed in terms of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021		Yes
Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)		Yes
Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating		Yes

II. Annual Affirmations

Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b)	Yes
Board composition	17(1), 17(1A), 17(1C), 17(1D) & 17(1E) (refer point E of clause 11 of this report, titled **"Other Disclosures")**	Yes
Meeting of Board of directors	17(2)	Yes
Quorum of Board meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of Board under the Explanatory Statement of Proposed Resolutions	17(11)	Yes
Maximum number of Directorships	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Role of Audit Committee and information to be reviewed by the Audit Committee	18(3)	Yes
Composition of Nomination and Remuneration Committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination and Remuneration Committee	19(3A)	Yes
Role of Nomination and Remuneration Committee	19(4)	Yes
Composition of Stakeholders' Relationship Committee	20(1), 20(2) & 20(2A)	Yes
Meeting of Stakeholders' Relationship Committee	20(3A)	Yes
Role of Stakeholders' Relationship Committee	20(4)	Yes
Composition and role of Risk Management Committee	21(1), (2), (3), (4)	NA
Meeting of Risk Management Committee	21(3A)	NA
Quorum of Risk Management Committee Meeting	21(3B)	NA
Gap between the meetings of the Risk Management Committee	21(3C)	NA
Vigil Mechanism	22	Yes
Policy for Related Party Transaction	23(1),(1A),(5),(6)&(8)	Yes
Prior or Omnibus approval of Audit Committee for all Related Party Transactions	23(2),(3)	Yes
Approval for material Related Party transactions	23(4)	NA
Disclosure of related party transactions on consolidated basis	23(9)	Yes

Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of Company	24(2),(3),(4),(5) & (6)	NA
Alternate Director to Independent Director	25(1)	NA
Maximum Tenure	25(2)	Yes
Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes
Meeting of Independent Directors	25(3) & (4)	Yes
Familiarization of Independent Directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
Directors and Officers insurance	25(10)	Yes
Confirmation with respect to appointment of Independent Directors who resigned from the Company	25(11)	NA
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior Management Personnel	26(3)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
Approval of Board and shareholders for compensation or profit sharing in connection with dealing in securities of the Company	26(6)	NA
Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2), 26A(3)	NA

P. Non-Mandatory Requirements:

The Company has set up a Finance Committee, details whereof are given in the Board Committee section of this report.

Further, the internal Auditors of the Company report directly to the Audit Committee.

Q. Investor Relations:

The growing requirements of disclosure, transparency and corporate governance have made it imperative for companies to manage information flow and communicate more effectively with shareholders. Investor Relations at Bharat Gears Limited aim at seamless two way communication with the Investor Community. It is based on the tenets of transparency, accuracy and timeliness of disclosures. There is a conscious effort towards the effective dissemination of information to the shareholders to communicate the Company's long term vision and goals.

R. Email for investors:

The Company has designated investor@bglindia.com as email address especially for investors' grievances. Alternatively, the investors can send their complaints/ requests at info@bglindia.com.

SEBI has commenced processing of investor complaints in a centralised web based complaints redressal system i.e. SCORES. The Company has supported SCORES by using it as a platform for communication between SEBI and the Company.

Further, Online Dispute Resolution (ODR) in Indian Securities Market has been introduced by SEBI vide its circular dated 31 July, 2023 read with corrigendum-cum-amendment circular dated 04 August, 2023. As per SEBI Circulars issued from time to time, in case of any grievances, the Shareholders are advised to first approach the Company or its RTA. If the response is not received/not satisfactory, Shareholders can raise a complaint on SCORES/ with Stock Exchanges, and after exhausting all the above available options for resolution of the grievance, if the Shareholder is still not satisfied with the outcome, they can initiate dispute resolution through the ODR Portal at https://smartodr.in/login

As mentioned above, for effective use of the ODR process, shareholders are requested to initiate the Smart ODR process as the last resort after exhausting all available options for grievance redressal. The ODR serves as a platform for resolution of long pending disputes, which are otherwise difficult to be taken to a logical end.

Consequently, in addition to SCORES, Investors/clients and Market Participants (MPs) now have an additional mechanism available for dispute resolution with an objective of time bound online conciliation and online arbitration for resolution of disputes arising in the Indian Securities Market. The Company has registered itself on the ODR Portal.

S. Reminder to Investors:

Periodical reminders for unclaimed shares and unpaid dividends are sent to shareholders as per records of the

Company. These details are also uploaded on the official website of the Company at www.bharatgears.com.

KYC Updation of investors:

SEBI vide its circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181, dated 17 November, 2023 prescribed simplified norms for processing investor service requests by Registrars to an Issue and Share Transfer Agents (RTAs) and provided updates on PAN, KYC details, and Nomination processes.

The circular follows the earlier SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16 March, 2023 which has been rescinded due to the issuance of the Master Circular for Registrars to an Issue and Share Transfer Agents dated 17 May, 2023. The initial circular aimed to simplify norms for processing investor service requests by RTAs and furnishing PAN, KYC details and Nomination.

Amendments have been made to address challenges arising from the freezing of folios. Notably, references to 'freezing/frozen' have been removed, and the referral of folios to the administering authority under the Benami Transactions Act, 1988, and/or Prevention of Money Laundering Act, 2002, has been eliminated.

In compliance with the aforesaid SEBI circular dated 16 March, 2023, the Company on 13 May, 2023 had sent communication through speed post to furnish the requisite details. Through this exercise, the Company has tried to reach physical shareholders for the updation of records.

Therefore, the Shareholders holding Shares in physical form are requested to update their KYC with the Company.

The relevant formats for Nomination and Updation of KYC details viz; Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14 have been sent to the respective shareholders and are also available on the Company's official Website i.e. www.bharatgears.com.

Those holding shares in dematerialized form may contact their respective Depository Participant (DP) to avail the nomination facility or further change in nominations.

T. Circulars/notifications issued by SEBI in the interest of shareholders:

Members are requested to note that the following circulars/notifications were issued by SEBI during the Financial Year 2024-25 to enhance ease of dealing in securities markets and with a view to make the processes and procedures more efficient and investor friendly.

Table-27

S.No.	Date & Reference No.	Brief Particulars	Link
1.	29 May, 2024 SEBI/HO/MRD/MRD-PoD-2/P/CIR/2024/63	Investor Charter for Stock Exchanges	https://www.sebi.gov.in/legal/circulars/may-2024/investor-charter-for-stock-exchanges_83653.html
2.	10 June, 2024 SEBI/HO/MIRSD/POD-1/P/CIR/2024/81	(a) Ease of Doing Investments-Non-submission of 'Choice of Nomination' (i) Doing away with freezing of Demat Accounts and Mutual Fund Folios for existing investors; (ii) To remove freeze on payment of corporate benefits and service of physical folios; (b) Only 3 fields to be provided mandatorily for updating Nomination Details	https://www.sebi.gov.in/legal/circulars/jun-2024/-a-ease-of-doing-investments-non-submission-of-choice-of-nomination-_84053.html
3.	03 December, 2024 SEBI/HO/MIRSD/MIRSD-PoD1/P/CIR/2024/169	SMS and E-mail alerts to investors by stock exchanges	https://www.sebi.gov.in/legal/circulars/dec-2024/sms-and-e-mail-alerts-to-investors-by-stock-exchanges_89241.html
4.	11 March, 2025 SEBI/HO/CFD/CFD-PoD-1/P/CIR/2025/31	Faster Rights Issue with a flexibility of allotment to specific investor(s)	https://www.sebi.gov.in/legal/circulars/mar-2025/faster-rights-issue-with-a-flexibility-of-allotment-to-specific-investor-s-_92622.html

Note: Please note that the above-mentioned list is not exhaustive and members may refer to SEBI's website for further & more details.

U. Disclosures with respect to demat suspense account/unclaimed suspense account:

There are no unclaimed shares in the Company. However, 3,200 (Three Thousand Two Hundred) Equity Shares attached to undelivered Share Certificates in possession of the Company still remaining unclaimed have been transferred into the "Unclaimed Suspense Account" opened with Central Depository Services (India) Limited (CDSL) in compliance with Regulation 39(4) of the Regulations. The details of shares are as follows:

Table-28

Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year	50 (Fifty) Shareholders	3,200 Equity Shares
Number of shareholders who approached listed entity for transfer of shares from suspense account during the year;	NIL	
Number of shareholders to whom shares were transferred from suspense account during the year;	NIL	
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year;	50 (Fifty) Shareholders	3,200 Equity Shares

The voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.

V. Agreements binding the Company:

During the year under review, there are no Agreements entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the Company, among themselves or with the Company or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the listed entity or impose any restriction or create any liability upon the Company.

For and on behalf of the Board of Directors

Surinder Paul Kanwar
Chairman and Managing Director
DIN: 00033524

Dated: 22 May, 2025
Place: Mumbai

COMPLIANCE CERTIFICATE AS PER REGULATION 17(8) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

We have reviewed financial statements and the cash flow statement for the year 2024-25 and that to the best of our knowledge and belief:

1) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
2) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;
3) No transaction has been entered into by the Company during the above said period, which is fraudulent, illegal or violative of the Company's Code of Conduct.

Further, we accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial statements and we have disclosed to the Auditors and the Audit Committee, wherever applicable:

1) Deficiencies in the design or operation of internal controls, if any, which came to our notice and the steps we have taken or propose to take to rectify these deficiencies;
2) Significant changes in internal control over financial reporting during the year 2024-25;
3) Significant changes in accounting policies during the year 2024-25 and that the same have been disclosed in the notes to the financial statements;
4) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For Bharat Gears Limited

Surinder Paul Kanwar
Chairman and Managing Director

Milind Pujari
Chief Financial Officer

Dated: 22 May, 2025
Place: Mumbai

COMPLIANCE WITH CODE OF CONDUCT

The Company has adopted "Code of Business Conduct and Ethics" pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Regulations"). This code deals with the Good Governance and ethical Practices, which the Company, the Board members and the Senior Management of the Company are expected to follow.

In terms of the Regulations, it is hereby affirmed that during the year 2024-25, all the Directors and Senior Managerial personnel have complied with the Code of Conduct and have given a confirmation in this regard.

For Bharat Gears Limited

Prashant Khattry
Corporate Head (Legal) and
Company Secretary

Surinder Paul Kanwar
Chairman and Managing
Director

Dated: 22 May, 2025
Place: Mumbai

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V, Para C, clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
Bharat Gears Limited
CIN: L29130HR1971PLC034365
20 K.M. Mathura Road
P.O. Amar Nagar
Faridabad - 121003
Haryana

We have examined the relevant Registers, Records, Forms, Returns and Disclosures received from the Directors of Bharat Gears Limited having CIN L29130HR1971PLC034365 and having registered office at 20 K.M. Mathura Road, P.O. Amar Nagar, Faridabad-121003, Haryana (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V, Para C, clause (10)(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company and its officers and the representation given by the Management, we hereby certify that none of the Directors on the Board of the Company as stated below, for the Financial Year ended on 31st March, 2025, have been debarred or disqualified from being appointed or continuing as Director of Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority:

Sr.No.	Name of Director	DIN	Date of appointment in Company
1.	Mr. Surinder Paul Kanwar	00033524	29/09/1982
2.	Mr. Sameer Kanwar	00033622	01/02/2002
3.	Mr. Virendrakumar Pargal	00076639	24/01/2002
4.	Mr. Rakesh Chopra	00032818	25/01/2007
5.	Mr. Wolfgang Rudolf Schilha	00374415	26/07/2007
6.	Mr. Nagar Venkatraman Srinivasan	00879414	03/11/2017
7.	Mr. Raman Nanda	00078198	29/12/2021
8.	Ms. Kavita Jha	10780777	24/09/2024
9.	Ms. Hiroo Suresh Advani*	00265233	06/08/2019

* expiry of term w.e.f. 12/08/2024

It is solemnly the responsibility of Directors to submit relevant declarations and disclosures with complete and accurate information in compliance with the relevant provisions. Further, ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company and our responsibility is to express an opinion based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For TVA & Co. LLP
Company Secretaries

Tanuj Vohra
Partner
M. No.: F5621, C.P. No.: 5253

Date: 22 May, 2025
Place: Delhi

UDIN: F005621G000411983
PR No - 6544/2025
UC: L2015UP000900

INDEPENDENT AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

TO THE MEMBERS OF BHARAT GEARS LIMITED

1. This certificate is issued in accordance with the terms of our engagement letter dated 14 October, 2024.

2. We, Deloitte Haskins & Sells LLP, Chartered Accountants, the Statutory Auditors of Bharat Gears Limited ("the Company"), have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on 31 March, 2025, as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("the Listing Regulations").

Management's Responsibility

3. The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in the Listing Regulations.

Auditor's Responsibility

4. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

5. We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

6. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India ("the ICAI"), the Standards on Auditing specified under section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

8. Based on our examination of the relevant records and according to the information and explanations provided to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C and D of Schedule V of the Listing Regulations during the year ended 31 March, 2025.

9. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For **Deloitte Haskins & Sells LLP**
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

Sampada S Narvankar
(Partner)
(Membership No. - 102911)
UDIN: 25102911BMOQEN3387

Date: 22 May, 2025
Place: Mumbai

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF BHARAT GEARS LIMITED

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of **Bharat Gears Limited** (the "Company"), which comprise the Balance Sheet as at 31 March, 2025, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and notes to the financial statements, including a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March, 2025, and its profit, total comprehensive income, the changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing ("SA"s) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the *Auditor's Responsibility for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. We have determined that there are no key audit matters to communicate in our report.

Information Other than the Financial Statements and Auditor's Report Thereon

- The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's report including Annexures to Board Report, Report on Corporate Governance, but does not include the financial statements and our auditor's report thereon.
- Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
- In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.
- If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Board of Directors for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive loss, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including Ind AS specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intend to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Company's Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal financial controls that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:

    a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

    b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

    c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Loss, Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.

    d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act.

    e) On the basis of the written representations received from the directors as on 31 March, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2025 from being appointed as a director in terms of Section 164(2) of the Act.

    f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to financial statements.

    g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of Section 197 of the Act.

    h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

    i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements - Refer Note 32.1(i) to the financial statements.

    ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

    iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

    iv. (a) The Management has represented that, to the best of its knowledge and belief, as disclosed in the note 47 to the financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

    (b) The Management has represented that, to the best of its knowledge and belief, as disclosed in the note 47 to the financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v. The Company has not declared or paid any dividend during the year and has not proposed final dividend for the year.

vi. Based on our examination, which included test checks, the Company has used an accounting software for maintaining its books of account for the year ended 31 March, 2025, which has a feature of recording audit trail (edit log) facility and the audit trail has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, we did not come across any instance of the audit trail feature being tampered with.

Additionally, the audit trail has been preserved by the Company as per the statutory requirements for record retention.

2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For **Deloitte Haskins & Sells LLP**
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

Sampada S Narvankar
Partner
(Membership No. 102911)
UDIN: 25102911BMOQEM6888

Place: Mumbai
Date: 22 May, 2025

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls with reference to financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (the "Act")

We have audited the internal financial controls with reference to financial statements of **Bharat Gears Limited** (the "Company") as at 31 March, 2025 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management's and Board of Directors' Responsibilities for Internal Financial Controls

The Company's management and Board of Directors are responsible for establishing and maintaining internal financial controls with reference to financial statements based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with reference to Financial Statements

A Company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at 31 March, 2025, based on the criteria for internal financial control with reference to financial statements established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Deloitte Haskins & Sells LLP**
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

Sampada S Narvankar
Partner
(Membership No. 102911)
UDIN: 25102911BMOQEM6888

Place: Mumbai
Date: 22 May, 2025

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Bharat Gears Limited of even date)

In terms of the information and explanations sought by us and given by the Company, and the books of account and records examined by us in the normal course of audit, and to the best of our knowledge and belief, we state that -

(i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(B) The Company has maintained proper records showing full particulars of intangible assets.

(b) The Company has a program of verification of property, plant and equipment, capital work-in-progress and right-of-use assets so to cover all the items once every three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain Property, Plant and Equipment were due for verification during the year and were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

(c) With respect to immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the Company) disclosed in the financial statements included in (property, plant and equipment), according to the information and explanations given to us and based on the examination of the registered sale deed/transfer deed/conveyance deed provided to us, we report that, the title deeds of such immovable properties are held in the name of the Company as at the balance sheet date, except for the following:

Description of property	Gross carrying value (₹ in lakhs)	Held in Name of	Whether promoter, director or their relative or employee	Property held since which date	Reason for not being held in name of the Company
Land at Mumbra	124.34	Bharat Gears Limited*	Not Applicable	28 September, 1972	Not applicable *(Refer note below)
Land at Lonand	234.73	Bharat Gears Limited*	Not Applicable	07 February, 2011	
Land at Lonand	297.95	Bharat Gears Limited*	Not Applicable	23 December, 2011	

Note:

The name mentioned in the records of the Government (i.e. 7/12 extract in respect of certain part of Company's Land at Mumbra and Lonand, on account of certain mutation entries) does not match with the indenture of the conveyance available with the Company. The Company has initiated necessary legal actions which are pending with concerned statutory authorities.

(d) The Company has not revalued any of its Property, Plant and Equipment (including Right-of-Use assets) and intangible assets during the year.

(e) No proceedings have been initiated during the year or are pending against the Company as at 31 March, 2025 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

(ii) (a) The inventories except for stocks held with third parties, were physically verified during the year by the Management at reasonable intervals. In our opinion and based on information and explanations given to us, the coverage and procedure of such verification by the Management is appropriate having regard to the size of the Company and the nature of its operations. For stocks held with third parties at the year-end, written confirmations have been obtained. No discrepancies of 10% or more in the aggregate for each class of inventories were noticed on such physical verification of inventories/written confirmations obtained as applicable, when compared with the books of account.

(b) According to the information and explanations given to us, the Company has been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, from banks on the basis of security of current assets. In our opinion and according to the information and explanations given to us, the quarterly returns comprising stock statements filed by the Company with such banks are in agreement with the unaudited books of account of the Company of the respective quarters.

(iii) The Company has not made any investments in, provided any guarantee or security, and granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year, and hence reporting under clause (iii) of the Order is not applicable.

(iv) According to information and explanation given to us, the Company has not granted any loans, made investments or provided guarantees or securities that are covered under the provisions of Sections 185 or 186 of the Companies Act, 2013, and hence reporting under clause (iv) of the Order is not applicable.

(v) The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause (v) of the Order is not applicable.

(vi) The maintenance of cost records has been specified by the Central Government under Section 148(1) of the Companies Act, 2013. We have broadly reviewed the books of account maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended, prescribed by the Central Government for maintenance of cost records under Section 148(1) of the Companies Act, 2013, and are of the opinion that, prima facie, the prescribed cost records have been made and maintained by the Company. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

(vii) (a) In respect of statutory dues:

Undisputed statutory dues, including Goods and Service tax, Provident Fund, Employees' State Insurance, Income-tax, duty of Custom, Value Added Tax, cess and other material statutory dues applicable to the Company have been regularly deposited by it with the appropriate authorities.

There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income-tax, duty of Customs, Value Added Tax, cess and other material statutory dues in arrears as at 31 March, 2025 for a period of more than six months from the date they became payable.

(b) There are no statutory dues referred in sub-clause (a) above which have not been deposited on account of disputes as on 31 March, 2025.

(viii) There were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.

(ix) (a) In our opinion, the Company has not defaulted in the repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.

(b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.

(c) The Company has not taken any new term loan during the year and there are no unutilised term loans at the beginning of the year and hence, reporting under clause (ix)(c) of the Order is not applicable.

(d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.

(e) The Company did not have any subsidiary or associate or joint venture during the year and hence, reporting under clause (ix)(e) and (f) of the Order is not applicable.

(x) (a) The Company has not issued any of its securities (including debt instruments) during the year and hence reporting under clause (x)(a) of the Order is not applicable.

(b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause (x)(b) of the Order is not applicable to the Company.

(xi) (a) To the best of our knowledge, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

(b) To the best of our knowledge, no report under Sub-section (12) of Section 143 of the Companies

Act, 2013 has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.

(c) As represented to us by the Management, there were no whistle blower complaints received by the Company during the year.

(xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.

(xiii) In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.

(xiv) (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.

(b) We have considered, the internal audit reports issued to the Company during the year and covering the period upto December 2024 and the reports issued after the balance sheet date covering the period till March 2025 for the period under audit.

(xv) In our opinion during the year the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.

(xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause (xvi) (a), (b) and (c) of the Order is not applicable.

(b) There are no other Companies forming part of the Group, accordingly reporting under clause (xvi)(d) of the Order is not applicable.

(xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors of the Company during the year.

(xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) The Company has fully spent the required amount towards Corporate Social Responsibility (CSR) and there are no unspent CSR amount for the year requiring a transfer to a Fund specified in Schedule VII to the Companies Act, 2013 or special account in compliance with the provision of Sub-section (6) of Section 135 of the said Act. Accordingly, reporting under clause (xx) of the Order is not applicable for the year.

For **Deloitte Haskins & Sells LLP**
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

Sampada S Narvankar
Partner
(Membership No. 102911)
UDIN: 25102911BMOQEM6888

Place: Mumbai
Date: 22 May, 2025

Balance Sheet

as at 31 March, 2025

(₹ in Lakhs)

	Particulars	Notes	As at 31 March, 2025	As at 31 March, 2024
A.	**ASSETS**			
	1. Non-current assets			
	(a) Property, plant and equipment	5(A)	10976.74	11191.02
	(b) Capital work-in-progress	5(D)	233.77	520.10
	(c) Intangible assets	5(B)	117.16	66.07
	(d) Right-of-use assets	5(C)	1752.88	1998.05
	(e) Financial assets			
	(i) Investments	6	129.73	120.05
	(ii) Loans	7(A)	117.33	140.11
	(iii) Others	8(A)	300.23	276.21
	(f) Deferred tax assets (net)	33(C)	1034.74	1079.11
	(g) Other non-current assets	9	528.97	464.94
	Total non-current assets		**15191.55**	**15855.66**
	2. Current assets			
	(a) Inventories	10	9320.50	8202.33
	(b) Financial assets			
	(i) Trade receivables	11	9687.07	11618.87
	(ii) Cash and cash equivalents	12(A)	6.48	205.91
	(iii) Bank balances other than (ii) above	12(B)	927.77	702.27
	(iv) Loans	7(B)	55.50	52.41
	(v) Others	8(B)	107.04	436.53
	(c) Current tax assets	13	108.80	219.08
	(d) Other current assets	14	1036.05	1243.04
	Total current assets		**21249.21**	**22680.44**
	3. Non-current asset held for sale	15	-	12.30
			21249.21	**22692.74**
	Total assets		**36440.76**	**38548.40**
B.	**EQUITY AND LIABILITIES**			
	1. EQUITY			
	(a) Equity share capital	16(A)	1535.51	1535.51
	(b) Other equity	16(B)	9753.39	9524.42
	Total equity		**11288.90**	**11059.93**
	LIABILITIES			
	2. Non-current liabilities			
	(a) Financial liabilities			
	(i) Borrowings	17	3338.44	5088.09
	(ia) Lease liabilities	18(A)	1433.59	1677.51
	(b) Provisions	20(A)	2514.39	2364.65
	(c) Other non-current liabilities	21	376.76	420.73
	Total non-current liabilities		**7663.18**	**9550.98**
	3. Current liabilities			
	(a) Financial liabilities			
	(i) Borrowings	22	2795.06	4255.88
	(ia) Lease liabilities	18(B)	399.16	315.00
	(ii) Trade payables			
	(A) Total outstanding dues of micro enterprises and small enterprises	23	808.17	1064.21
	(B) Total outstanding dues of creditors other than micro enterprises and small enterprises	23	11903.37	11066.08
	(iii) Other financial liabilities	19	439.20	201.34
	(b) Provisions	20(B)	476.43	487.48
	(c) Other current liabilities	24	667.29	547.50
	Total current liabilities		**17488.68**	**17937.49**
	Total equity and liabilities		**36440.76**	**38548.40**

See accompanying notes to the Financial Statements

In terms of our report attached.
For **Deloitte Haskins & Sells LLP**
Chartered Accountants
Firm's Registration Number:- 117366W/W-100018

For and on behalf of the Board of Directors of Bharat Gears Limited

Sampada S. Narvankar
Partner
Membership No: 102911

Surinder Paul Kanwar
Chairman and Managing Director
(DIN : 00033524)

Sameer Kanwar
Joint Managing Director
(DIN : 00033622)

V.K. Pargal (DIN : 00076639)
Rakesh Chopra (DIN : 00032818)
N.V. Srinivasan (DIN : 00879414)
Raman Nanda (DIN : 00078198)
Kavita Jha (DIN : 10780777)
Directors

Place : Mumbai
Date : 22 May, 2025

Milind Pujari
Chief Financial Officer
(PAN : AAAPP3554C)

Prashant Khattry
Corporate Head (Legal) & Company Secretary
(PAN : AOQPK8734B)

Statement of Profit and Loss

for the year ended 31 March, 2025

(₹ in Lakhs)

	Particulars		Notes	For the year ended 31 March, 2025	For the year ended 31 March, 2024
1.	Revenue from operations		25	64753.19	66304.74
2.	Other income		26	251.33	362.42
3.	**Total income (1+2)**			**65004.52**	**66667.16**
4.	**Expenses**				
	(a)	Cost of materials and components consumed	27(A)	35447.91	34251.29
	(b)	Changes in inventories of finished goods and work-in-progress	27(B)	(1136.76)	1448.95
	(c)	Employee benefits expense	28	11939.31	11405.17
	(d)	Finance costs	29	1708.07	1748.41
	(e)	Depreciation and amortisation expense	30	2363.14	2255.07
	(f)	Other expenses	31	15973.22	16845.86
	Total expenses			**66294.89**	**67954.75**
5.	**Profit/(Loss) before exceptional items and tax (3-4)**			(1290.37)	(1287.59)
6.	**Exceptional items**		48	1683.77	-
7.	**Profit/(Loss) before tax (5+6)**			393.40	(1287.59)
8.	**Tax expense**		33		
	(a)	Current tax expense/(credit)		-	-
	(b)	Deferred tax charge/(credit)		74.59	(318.25)
	(c)	Short/(Excess) provision for tax relating to prior years (net)		-	4.44
9.	**Profit/(Loss) for the year (7-8)**			**318.81**	**(973.78)**
10.	**Other comprehensive income/(loss)**				
	Items that will not be reclassified to profit or loss				
	-	Re-measurement gain/(loss) on defined benefit obligations		(120.06)	(29.78)
	-	Income tax effect	33(C)	30.22	7.50
	Other comprehensive income/(loss) for the year (net of tax)			(89.84)	(22.28)
11.	**Total comprehensive income/(loss) for the year (9+10)**			228.97	(996.06)
12.	**Earnings per share (Face value of ₹ 10/- each):**				
	Basic and Diluted - in ₹		37	2.08	(6.34)

See accompanying notes to the Financial Statements

In terms of our report attached.
For **Deloitte Haskins & Sells LLP**
Chartered Accountants
Firm's Registration Number:- 117366W/W-100018

For and on behalf of the Board of Directors of Bharat Gears Limited

Sampada S. Narvankar
Partner
Membership No: 102911

Surinder Paul Kanwar
Chairman and Managing Director
(DIN : 00033524)

Sameer Kanwar
Joint Managing Director
(DIN : 00033622)

V.K. Pargal (DIN : 00076639)
Rakesh Chopra (DIN : 00032818)
N.V. Srinivasan (DIN : 00879414)
Raman Nanda (DIN : 00078198)
Kavita Jha (DIN : 10780777)
Directors

Place : Mumbai
Date : 22 May, 2025

Milind Pujari
Chief Financial Officer
(PAN : AAAPP3554C)

Prashant Khattry
Corporate Head (Legal) & Company Secretary
(PAN : AOQPK8734B)

STATEMENT OF CHANGES IN EQUITY

for the year ended 31 March, 2025

(A) Equity share capital

Particulars	(₹ in Lakhs)
Balance as at 01 April, 2023	1535.51
Changes in equity share capital due to prior period errors	-
Restated balance at the beginning of the current reporting period	1535.51
Change in equity during the year:	-
Balance as at 31 March, 2024	1535.51
Changes in equity share capital due to prior period errors	-
Restated balance at the beginning of the current reporting period	1535.51
Change in equity during the year:	-
Balance as at 31 March, 2025	**1535.51**

(B) Other equity

(₹ in Lakhs)

Particulars	Reserve and Surplus				Other comprehensive income/loss	Total
	Capital redemption reserve	Securities premium	General reserve	Retained earnings	Remeasurements of the defined benefit obligations	
Balance as at 01 April, 2023	76.66	3284.69	1756.45	5629.24	(226.56)	10520.48
Profit/(Loss) for the year	-	-	-	(973.78)	-	(973.78)
Other comprehensive income/(loss) (net of tax)	-	-	-	-	(22.28)	(22.28)
Balance as at 31 March, 2024	**76.66**	**3284.69**	**1756.45**	**4655.46**	**(248.84)**	**9524.42**
Profit/(Loss) for the year	-	-	-	318.81	-	318.81
Other comprehensive income/(loss) (net of tax)	-	-	-	-	(89.84)	(89.84)
Balance as at 31 March, 2025	**76.66**	**3284.69**	**1756.45**	**4974.27**	**(338.68)**	**9753.39**

See accompanying notes to the Financial Statements

In terms of our report attached.
For **Deloitte Haskins & Sells LLP**
Chartered Accountants
Firm's Registration Number:- 117366W/W-100018

For and on behalf of the Board of Directors of Bharat Gears Limited

Sampada S. Narvankar
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Membership No: 102911

Surinder Paul Kanwar
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Directors

Milind Pujari
Chief Financial Officer
(PAN : AAAPP3554C)

Prashant Khattry
Corporate Head (Legal) & Company Secretary
(PAN : AOQPK8734B)

Place : Mumbai
Date : 22 May, 2025

STATEMENT OF CASH FLOWS

for the year ended 31 March, 2025

(₹ in Lakhs)

	Particulars	For the year ended 31 March, 2025	For the year ended 31 March, 2024
A.	**Cash flows from operating activities:**		
	Net profit/(loss) before tax	393.40	(1287.59)
	Adjustments to reconcile profit/(loss) before tax to net cash flows:		
	Depreciation and amortisation expense	2363.14	2255.07
	(Gain)/Loss on disposal of property, plant and equipment (net)	(17.75)	(72.12)
	Exceptional items (Refer Note 48)	(1683.77)	-
	Finance costs	1708.07	1748.41
	Interest income	(105.86)	(76.82)
	Rent expenses	2.24	3.29
	Employee benefits expense	6.44	3.67
	Liabilities/provisions no longer required written back	(32.08)	(267.48)
	Bad debts written off	-	0.62
	Other amounts written off	44.88	45.00
	Gain on valuation of mutual funds measured at fair value through profit or loss	(9.68)	(8.62)
	Unrealised exchange (gain)/loss (net)	(15.74)	(70.66)
	Operating profit before working capital changes	**2653.29**	**2272.77**
	Changes in working capital		
	Adjustments for (increase)/decrease in operating assets:		
	Inventories	(1163.05)	1749.29
	Trade receivables	1953.27	707.41
	Financial assets - loans	24.11	24.74
	Financial assets - others	286.27	(301.55)
	Other assets	230.13	1026.49
	Adjustments for increase/(decrease) in operating liabilities:		
	Trade payables	616.12	(807.11)
	Other financial liabilities	92.48	(216.10)
	Other current and non-current liabilities	75.82	262.60
	Provisions	18.63	85.59
	Cash generated from operations	**4787.07**	**4804.13**
	Income tax (paid)/refund (net)	110.28	(144.58)
	Net cash flows from operating activities (A)	**4897.35**	**4659.55**
B.	**Cash flows from investing activities:**		
	Purchase of property, plant and equipment and intangible assets (including capital work-in-progress, capital advances)	(1394.80)	(1449.15)
	Proceeds from sale of property, plant and equipment	39.84	124.10
	Proceeds from sale of land (net of sales related expenses) (Refer Note 48)	1693.00	-
	Bank balances not considered as cash and cash equivalents (net)	(225.51)	(48.09)
	Interest received	117.41	58.33
	Net cash flows from/(used in) investing activities (B)	**229.94**	**(1314.81)**

STATEMENT OF CASH FLOWS

for the year ended 31 March, 2025 ... Contd.

(₹ in Lakhs)

Particulars		For the year ended 31 March, 2025	For the year ended 31 March, 2024
C.	**Cash flows from financing activities:**		
	Repayment of long-term borrowings	(3052.20)	(1629.99)
	Interest paid	(1434.26)	(1535.68)
	Dividend paid	(0.01)	-
	Payment of lease liabilities	(603.95)	(441.23)
	Transaction cost for lease liabilities	(13.96)	(138.55)
	Net cash flows from/(used in) financing activities (C)	**(5104.38)**	**(3745.45)**
	Net (decrease)/increase in cash and cash equivalents (A+B+C)	**22.91**	**(400.71)**
	Cash and cash equivalents at the beginning of the year	(2047.17)	(1638.92)
	Add: Effect of exchange differences on restatement of foreign currency Cash and cash equivalents	(8.52)	(7.54)
	Cash and cash equivalents at the end of the year (Refer Note 12(C))	**(2032.78)**	**(2047.17)**

See accompanying notes to the Financial Statements

In terms of our report attached.
For **Deloitte Haskins & Sells LLP**
Chartered Accountants
Firm's Registration Number:- 117366W/W-100018

For and on behalf of the Board of Directors of Bharat Gears Limited

Sampada S. Narvankar
Partner
Membership No: 102911

Surinder Paul Kanwar
Chairman and Managing Director
(DIN : 00033524)

Sameer Kanwar
Joint Managing Director
(DIN : 00033622)

V.K. Pargal (DIN : 00076639)
Rakesh Chopra (DIN : 00032818)
N.V. Srinivasan (DIN : 00879414)
Raman Nanda (DIN : 00078198)
Kavita Jha (DIN : 10780777)
Directors

Place : Mumbai
Date : 22 May, 2025

Milind Pujari
Chief Financial Officer
(PAN : AAAPP3554C)

Prashant Khattry
Corporate Head (Legal) & Company Secretary
(PAN : AOQPK8734B)

Notes to the Financial Statements

for the year ended 31 March, 2025

Note 1 : Corporate information

Bharat Gears Limited (CIN - L29130HR1971PLC034365) is a public limited company domiciled in India and is incorporated under the provisions of Companies Act, 1956 on 23 December, 1971. The registered office of the Company is located at 20 K.M. Mathura Road, P.O. Amar Nagar, Faridabad, Haryana-121003. The Company has three manufacturing locations; two in the state of Maharashtra at Mumbra, Thane and Lonand, Satara and one in the state of Haryana at Faridabad. Its shares are listed on two recognised stock exchanges in India. The Company is primarily engaged in the Automotive Gears business and all other activities revolving around the same.

The financial statements were approved by the Board of Directors and authorised for issue on 22 May, 2025.

Note 2 : Material accounting policies

2.1 Basis of preparation:

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013, read together with the Companies (Indian Accounting Standards) Rules, 2015 (as amended) and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III), as applicable to the financial statements.

The financial statements have been prepared on a historical cost basis. Certain financial assets and liabilities are measured at fair value as explained in accounting policy of fair value measurement and financial instruments below.

The accounting policies adopted for preparation and presentation of financial statement have been consistently applied.

The financial statements are presented in Indian Rupees (₹) which is also the Company's functional currency. All values are rounded to nearest lakhs with two decimals except when otherwise indicated. Amounts below rounding off are not disclosed by the Company.

2.2 Current versus non-current classification:

Based on the nature of products/activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as twelve months for the purpose of classification of its assets and liabilities as current and non-current.

The terms of the liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Deferred tax assets and liabilities are classified as non-current assets and liabilities respectively.

2.3 Foreign currencies:

Transactions in currencies other than the Company's functional currency (i.e. foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions.

At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Exchange differences on monetary items are recognised in the Statement of Profit and Loss in the period in which they arise.

Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

In determining the spot exchange rate to use on initial recognition of the related asset, expense or income (or part of it) on the derecognition of a non-monetary asset or non-monetary liability relating to advance consideration, the date of the transaction is the date on which the Company initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Company determines the transaction date for each payment or receipt of advance consideration.

2.4 Fair value measurement:

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value for measurement and/or disclosure in these financial statements is determined on such a basis.

Note 2 : Material accounting policies .... contd.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, which are described as follows:

Level 1 inputs:

Level 1 inputs are quoted prices in active markets for identical assets or liabilities that the entity can access at the measurement date. A quoted market price in an active market provides the most reliable evidence of fair value and is used without adjustment to measure fair value whenever available, with limited exceptions. If an entity holds a position in a single asset or liability and the asset or liability is traded in an active market, the fair value of the asset or liability is measured within Level 1 as the product of the quoted price for the individual asset or liability and the quantity held by the entity, even if the market's normal daily trading volume is not sufficient to absorb the quantity held and placing orders to sell the position in a single transaction might affect the quoted price.

Level 2 inputs:

Level 2 inputs are inputs other than quoted market prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 2 inputs include:

- quoted prices for similar assets or liabilities in active markets
- quoted prices for identical or similar assets or liabilities in markets that are not active
- inputs other than quoted prices that are observable for the asset or liability, for example- interest rates and yield curves observable at commonly quoted interval
- implied volatilities
- credit spreads
- inputs that are derived principally from or corroborated by observable market data by correlation or other means ('market-corroborated inputs')

Level 3 inputs:

Level 3 inputs are unobservable inputs for the asset or liability. Unobservable inputs are used to measure fair value to the extent that relevant observable inputs are not available, thereby allowing for situations in which there is little, if any, market activity for the asset or liability at the measurement date. An entity develops unobservable inputs using the best information available in the circumstances, which might include the entity's own data, taking into account all information about market participant assumptions that is reasonably available.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

2.5 Property, plant and equipment:

Property, plant and equipment is stated at cost of acquisition or construction, net of accumulated depreciation and accumulated impairment losses, if any. Cost includes financing cost relating to borrowed funds attributable to the construction or acquisition of qualifying tangible assets upto the date the assets are ready for use.

Capital work in progress is stated at cost of acquisition or construction, net of accumulated impairment losses, if any.

When an item of property, plant and equipment is scrapped or otherwise disposed off, the cost and related depreciation are removed from the books of account and resultant gain or loss, if any, is reflected in the Statement of Profit and Loss.

Depreciation on property, plant and equipment has been provided on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013.

Estimated useful lives of the assets are as follows:

Buildings	:	3 - 60 years
Plant and equipment (owned/on lease)	:	10 - 15 years
Office equipment	:	3 - 6 years
Furniture and fixtures	:	8 -10 years
Vehicles	:	8 years

Land - Freehold is not depreciated

Note 2 : Material accounting policies .... contd.

The residual values, estimated useful lives and methods of depreciation of property, plant and equipment are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

2.6 Intangible assets:

Intangible assets (i.e. computer software) are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any.

Computer software are amortised on straight line basis over the estimated useful life of 6 years.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

The residual values, estimated useful lives and methods of amortisation of intangible assets are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

2.7 Inventories:

Inventories are valued at the lower of cost and net realisable value, except for scrap which is valued at net realisable value.

Cost comprises material cost and expenditure incurred in normal course of business in bringing inventories to its location and includes, where applicable, appropriate overheads.

Material cost is arrived at on weighted average basis.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

2.8 Impairment of non-financial assets:

At the end of each reporting period, the Company assesses whether there is any indication that an asset or a group of assets (cash generating unit) may be impaired. If any such indication exists, the recoverable amount of the asset or cash generating unit is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing the value in use, the estimated future cash flows are discounted at their present value using the pre-tax discount rate that reflects current market assessment of time value of money and the risks specific to the assets for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in the Statement of Profit and Loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised in the Statement of Profit and Loss.

2.9 Non-current assets held for sale:

Non-current assets are classified as held for sale if their carrying amounts will be recovered principally through a sale rather than through continuing use. The criteria for held for sale classification is regarded met only when the asset is available for immediate sale in its present condition, subject only to terms that are usual and customary for such sale and its sale is highly probable.

Non-current assets held for sale are measured at the lower of their carrying amount and the fair value less costs to sell. Assets and liabilities classified as held for sale are presented separately in the Balance Sheet.

Property, plant and equipment and intangible assets once classified as held for sale are not depreciated or amortised.

Note 2 : Material accounting policies .... contd.

2.10 Cash and cash equivalents:

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, that are readily convertible to a known amount of cash and subject to an insignificant risk of changes in value.

For the purpose of the Statement of Cash Flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

2.11 Financial instruments:

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets and financial liabilities are recognized when a Company becomes a party to the contractual provisions of the instruments.

Financial assets mainly consist of (a) Investment in Mutual funds (b) trade receivables (c) cash and bank balances (d) fixed deposits with bank, etc.

(i) Initial recognition and measurement:

Financial assets and financial liabilities are recognized when a Company becomes a party to the contractual provisions of the instruments. Financial assets and financial liabilities are initially measured at fair value. However, trade receivables that do not contain a significant financing component are measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss (FVTPL)) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in the Statement of Profit and Loss.

(ii) Subsequent measurement of financial assets:

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace. All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

(iii) Derecognition of financial assets:

The Company derecognises a financial asset when and only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in the Statement of Profit and Loss if such gain or loss would have otherwise been recognised in the Statement of Profit and Loss on disposal of that financial asset.

(iv) Impairment of financial assets:

The Company applies the expected credit loss model for recognising impairment loss on financial assets. The Company follows 'simplified approach' for recognition of impairment loss allowance. The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

(v) Subsequent measurement of financial liabilities:

All the financial liabilities are subsequently measured at amortised cost using the effective interest rate method or at fair value through profit or loss. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the effective interest rate (EIR) amortisation process.

Note 2 : Material accounting policies .... contd.

(vi) Derecognition of financial liabilities:

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

2.12 Provisions and contingencies:

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of past event; it is probable that an outflow of resources embodying economic benefit will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are based on best estimate of the expenditure required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimate. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

Provisions for warranty-related costs are recognised when the product is sold or service provided to the customer. Initial recognition is based on historical experience. The initial estimate of warranty-related costs is revised annually.

Contingent liability is disclosed in the case of:

- a present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation;
- a present obligation arising from past events, when no reliable estimate is possible;
- a possible obligation arising from past events, unless the probability of outflow of resources is remote.

A contingent asset is disclosed where an inflow of economic benefits is probable.

Provisions, contingent liabilities and contingent assets are reviewed at each Balance Sheet date.

2.13 Revenue recognition:

(i) Revenue from contracts with customers:

The Company derives revenues primarily from sale of automotive gears, automotive components, construction of industrial furnaces and tooling development.

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration the Company expects to receive in exchange for those goods or services (i.e., transaction price).

(a) Sale of goods and rendering of services:

Revenue from sale of goods and rendering of services are recognised at the point in time when control of the goods or services are transferred to the customer, in accordance with terms of contract (i.e., on delivery/dispatch of goods, as applicable) or rendering of services.

(b) Construction contracts:

Revenue from contracts for construction of furnaces, where performance obligation is satisfied over a period of time, is recognised on the percentage of completion method based on the stage of completion determined with reference to the contract costs incurred up to the year end and the estimated total costs of the contracts. When it is probable that total contract costs will exceed total contract revenue, the expected loss is recognised as an expense immediately.

(c) Tooling development income:

Net income, if any, from development of tools is recognised at the point of time when performance obligation i.e. development of tool, is complete.

(d) Export incentives:

Export incentives receivable are accrued for, when the right to receive the credit is established and there is no significant uncertainty regarding the realisability of the incentive.

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, price concessions and incentives, if any.

Note 2 : Material accounting policies .... contd.

The Company disaggregates revenues from contracts with customers based on the type of goods or services provided to customers, the geographical region and the timing of transfer of goods and services.

(ii) Contract balances:

The Company classifies the right to consideration in exchange for deliverables as either a receivable or as contract asset. Revenues in excess of invoicing are classified as contract assets while invoicing in excess of revenue are classified as contract liabilities. A receivable is a right to consideration that is unconditional upon passage of time.

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised.

Trade receivables and contract assets are presented net of impairment.

(iii) Interest income:

Interest income is recorded on time proportion basis using EIR.

2.14 Retirement and other employee benefits:

(i) Retirement benefit costs and long term compensated absences:

Payment to defined contribution retirement benefit plans i.e. recognised provident fund and superannuation fund are recognised as an expense when employees have rendered service entitling them to the contributions.

Company's liability towards gratuity, compensated absences and terminal ex-gratia is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Remeasurement, comprising actuarial gains and losses, the effect of the changes to the return on plan assets (excluding net interest), is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income (OCI) in the period in which they occur. Remeasurement recognised in the other comprehensive income is reflected immediately in retained earnings and is not reclassified to profit or loss. Past service cost is recognised in profit or loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the defined benefit liability or asset. Defined benefit costs are categorised as follows:

- service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- net interest expense or income; and
- remeasurement

The Company presents the first two components of defined benefit costs in the Statement of Profit and Loss in the line item "Employee benefits expense". Curtailment gains and losses are accounted for as past service cost.

The retirement benefit obligation recognised in the balance sheet represents the actual deficit or surplus in the Company's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

Provision for compensated expenses which are expected to be utilised within the next twelve months are treated as current compensated absences and beyond next twelve months as non-current compensated absences. For the purpose of presentation, the allocation between current & non-current provision has been disclosed as determined in actuary report.

(ii) Other employee benefits:

A liability is recognized for benefits accruing to the employees in respect of wages and salaries and annual leave in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange of that service.

Note 2 : Material accounting policies .... contd.

Liabilities recognized in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange of related service.

Voluntary retirement scheme payouts are recognised as an expense in the period in which they are incurred.

2.15 Borrowing costs:

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale, are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs incurred in connection with the borrowing of funds. Borrowing costs also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

2.16 Leases:

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as a Lessee:

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

i) Right-of-use Assets:

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

If ownership of the leased asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

The right-of-use assets are also subject to impairment. Refer to the accounting policies in section 2.8 Impairment of non-financial assets.

ii) Lease Liabilities:

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used

Note 2 : Material accounting policies .... contd.

to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

iii) Short-term leases and leases of low-value assets:

The Company applies the short-term lease recognition exemption to its short-term leases of property, plant & equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the low-value assets recognition exemption to leases of office equipment that are considered to be of low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

2.17 Taxes on income:

Income tax expense represents the sum of the tax currently payable and deferred tax.

(a) Current income tax:

Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India. Current income tax relating to items recognised outside the Statement of Profit or Loss are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate. Advance taxes and provisions for current income taxes are presented in the balance sheet after off-setting advance tax paid and income tax provision arising in the same tax jurisdiction and where the relevant taxpaying units intend to settle the asset and liability on a net basis.

(b) Deferred tax:

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to the taxes on income levied by same governing taxation laws.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit and loss (either in other comprehensive income or in equity).

2.18 Earnings per share:

Basic earnings per share is calculated by dividing the net profit/(loss) for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The weighted average number of shares outstanding during the year is adjusted for events such as bonus issue that have changed the number of shares outstanding, without a corresponding change in resources.

Note 2 : Material accounting policies .... contd.

For the purpose of calculating diluted earnings per share, the net profit/(loss) for the year attributable to equity shareholders and the weighted average number of equity shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

Note 3 : Use of estimates and judgements

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which results are known/materialised.

In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements are included in the following notes:

(i) Property, plant and equipment - Refer Notes 2.5 & 5(A)

(ii) Intangible assets - Refer Notes 2.6 & 5(B)

(iii) Other equity - Refer Note 16(B)

(iv) Non-current borrowings - Refer Note 17

(v) Revenue from contracts with customers - Refer Notes 2.13 & 25

(vi) Retirement and other employee benefits - Refer Notes 2.14 & 35

(vii) Taxes on income - Refer Notes 2.17 & 33

(viii) Leases - Refer Notes 2.16 & 34

Note 4 : Changes in accounting policies and disclosure

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. MCA vide notification G.S.R. 291(E) dated 07 May, 2025, has amended Ind AS 21 "The Effects of Changes in Foreign Exchange Rates" to provide guidance on accounting for situations where exchangeability between currencies is lacking. The amendment is applicable for annual reporting periods beginning on or after 01 April, 2025.

The amendment sets out criteria for assessing whether a currency is exchangeable and, where it is not, prescribes how an entity should estimate the spot exchange rate. The amendment also requires disclosures to enable users of the financial statements to understand the impact of any such lack of exchangeability on the entity's financial position, performance, and cash flows.

The Company does not expect these amendments to have a material impact on its financial statements.

Note 5(A) : Property, plant and equipment

(₹ in Lakhs)

	Description of assets	Land - freehold @	Buildings **	Plant and equipment - owned	Plant and equipment - on lease $	Office equipment $$	Furniture and fixtures	Vehicles	Total
I.	At Cost:								
	Balance as at 01 April, 2023	659.81	3957.38	19576.55	176.18	563.71	486.46	0.86	25420.95
	Additions	-	46.43	1035.97	-	50.17	62.29	-	1194.86
	Disposals	-	(2.66)	(87.18)	-	(52.11)	(53.71)	-	(195.66)
	Balance as at 31 March, 2024	**659.81**	**4001.15**	**20525.34**	**176.18**	**561.77**	**495.04**	**0.86**	**26420.15**
	Additions	-	6.69	1656.99	-	23.91	4.27	-	1691.86
	Disposals	(7.47)	-	(47.83)	-	(2.14)	-	-	(57.44)
	Adjustments	4.68	-	-	-	-	-	-	4.68
	Balance as at 31 March, 2025	**657.02**	**4007.84**	**22134.50**	**176.18**	**583.54**	**499.31**	**0.86**	**28059.25**
II.	Depreciation/impairment								
	Balance as at 01 April, 2023	-	969.22	11619.62	167.97	384.15	342.18	0.75	13483.89
	Depreciation charge for the year	-	149.77	1657.61	-	50.19	32.15	-	1889.72
	Eliminated on disposal of assets	-	(1.10)	(52.18)	-	(43.71)	(47.49)	-	(144.48)
	Balance as at 31 March, 2024	**-**	**1117.89**	**13225.05**	**167.97**	**390.63**	**326.84**	**0.75**	**15229.13**
	Depreciation charge for the year	-	138.07	1667.89	-	47.65	25.89	-	1879.50
	Eliminated on disposal of assets	-	-	(24.16)	-	(1.96)	-	-	(26.12)
	Balance as at 31 March, 2025	**-**	**1255.96**	**14868.78**	**167.97**	**436.32**	**352.73**	**0.75**	**17082.51**
	Net book value (I-II)								
	Balance as at 31 March, 2025	**657.02**	**2751.88**	**7265.72**	**8.21**	**147.22**	**146.58**	**0.11**	**10976.74**
	Balance as at 31 March, 2024	659.81	2883.26	7300.29	8.21	171.14	168.20	0.11	11191.02

(@) For information regarding title deeds of immovable property Refer Note 44

** Buildings include 10 shares of ₹ 50/- each in Venkatesh Premises Co-operative Society Ltd. - Total ₹ 500/- (As at 31 March, 2024: ₹ 500/-).

($) Includes items of Plant and equipment having Net book value of ₹ 8.21 lakhs (As at 31 March, 2024: ₹ 8.21 lakhs) in respect of which lease periods have expired, the transfer in the name of the Company is under process.

($$) Includes Computers and miscellaneous equipment.

Note 5(B) : Intangible Assets

(₹ in Lakhs)

	Description of assets	Computer software
I.	At Cost:	
	Balance as on 01 April, 2023	313.01
	Additions	17.36
	Disposals	(3.00)
	Balance as at 31 March, 2024	**327.37**
	Additions	67.94
	Disposals	-
	Balance as at 31 March, 2025	**395.31**
II.	Amortisation	
	Balance as on 01 April, 2023	236.40
	Amortisation expense for the year	27.10
	Eliminated on disposal of assets	(2.20)
	Balance as at 31 March, 2024	**261.30**
	Amortisation expense for the year	16.85
	Eliminated on disposal of assets	-
	Balance as at 31 March, 2025	**278.15**
	Net book value (I-II)	
	Balance as at 31 March, 2025	**117.16**
	Balance as at 31 March, 2024	66.07

Note 5(C) : Right-of-use assets

(₹ in Lakhs)

	Description of assets	Land	Buildings	Plant and equipment	Office equipment	Vehicles	Total
I.	**Gross carrying value**						
	Balance as at 01 April, 2023	2.91	836.24	-	63.21	763.14	1665.50
	Additions	-	150.54	1016.27	-	-	1166.81
	Termination	-	-	-	-	(12.79)	(12.79)
	Eliminated due to expiry of lease tenure	-	(204.92)	-	(55.74)	(44.79)	(305.45)
	Balance as at 31 March, 2024	**2.91**	**781.86**	**1016.27**	**7.47**	**705.56**	**2514.07**
	Additions	-	103.00	118.62	-	-	221.62
	Termination	-	-	-	-	-	-
	Eliminated due to expiry of lease tenure	-	(93.41)	-	-	-	(93.41)
	Balance as at 31 March, 2025	**2.91**	**791.45**	**1134.89**	**7.47**	**705.56**	**2642.28**
II.	**Depreciation**						
	Balance as at 01 April, 2023	0.24	353.89	-	44.12	84.97	483.22
	Depreciation charge for the year	0.06	164.37	12.10	14.21	147.51	338.25
	Eliminated due to expiry of lease tenure	-	(204.92)	-	(55.74)	(44.79)	(305.45)
	Balance as at 31 March, 2024	**0.30**	**313.34**	**12.10**	**2.59**	**187.69**	**516.02**
	Depreciation charge for the year	0.06	165.42	158.48	1.72	141.11	466.79
	Eliminated due to expiry of lease tenure	-	(93.41)	-	-	-	(93.41)
	Balance as at 31 March, 2025	**0.36**	**385.35**	**170.58**	**4.31**	**328.80**	**889.40**
	Net book value (I-II)						
	Balance as at 31 March, 2025	**2.55**	**406.10**	**964.31**	**3.16**	**376.76**	**1752.88**
	Balance as at 31 March, 2024	2.61	468.52	1004.17	4.88	517.87	1998.05

Footnotes:

(i) For details of Property, plant and equipment & Intangible assets charged as security for borrowings Refer Note 17 & Note 22.

(ii) For details of Right-of-use assets Refer Note 34.

(iii) None of the Company's Property, plant and equipment, Intangible asset & Right-of-use asset was revalued during the year.

Note 5(D) Capital work-in-progress

(i) Ageing

As at 31 March, 2024: (₹ in Lakhs)

Particulars	Amount in Capital work-in-progress for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	496.08	24.02	-	-	520.10
Projects temporarily suspended	-	-	-	-	-

As at 31 March, 2025: (₹ in Lakhs)

Particulars	Amount in Capital work-in-progress for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	233.77	-	-	-	233.77
Projects temporarily suspended	-	-	-	-	-

(ii) Completion schedule in respect of projects where completion is overdue or has exceeded its cost compared to its original plan:

(a) Projects where completion is overdue:

As at 31 March, 2024: (₹ in Lakhs)

Particulars	To be completed in				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Plant and equipment	24.02	-	-	-	24.02

As at 31 March, 2025: (₹ in Lakhs)

Particulars	To be completed in				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Plant and equipment	136.51	-	-	-	136.51

(b) Projects where cost has exceeded as compared to its original plan: Nil

Note 6 : Investments

(₹ in Lakhs)

Particulars	As at 31 March, 2025	As at 31 March, 2024
Investment carried at fair value through profit or loss		
In mutual funds		
Quoted:		
2,20,518 units (As at 31 March, 2024: 2,20,518) of ICICI Prudential Short Term Fund - Growth Option (Refer Footnote below)	129.73	120.05
Total	**129.73**	**120.05**

Footnote:

Lien has been marked towards Debt Service Reserve Account (DSRA) for availing term loan facility from Tata Capital Limited (formerly known as Tata Capital Financial Services Limited) (Refer Footnote (ii)(B) of Note 17).

Note 7 : Financial assets - Loans

(A) Non-current

(₹ in Lakhs)

Particulars	As at 31 March, 2025	As at 31 March, 2024
Loans and advances to employees Unsecured, considered good	117.33	140.11
Total	**117.33**	**140.11**

Footnote:

Loans and advances to Key Managerial Personnel have specific terms and period of repayment.

(B) Current

(₹ in Lakhs)

Particulars	As at 31 March, 2025	As at 31 March, 2024
Loans and advances to employees Unsecured, considered good	55.50	52.41
Total	**55.50**	**52.41**

Footnote:

Loans and advances to Key Managerial Personnel have specific terms and period of repayment.

Note 8 : Financial assets - Others

(A) Non-current

(₹ in Lakhs)

Particulars	As at 31 March, 2025	As at 31 March, 2024
Security deposits (Refer Footnote below) Unsecured, considered good	300.23	276.21
Total	**300.23**	**276.21**

Footnote:

Security deposits include ₹ 52.01 lakhs (As at 31 March, 2024: ₹ 38.39 lakhs) due from directors.

Note 8 : Financial assets - Others .... Contd.

(B) Current (₹ in Lakhs)

	Particulars	As at 31 March, 2025	As at 31 March, 2024
Unsecured, considered good			
(a)	Security deposits (Refer Footnote (i) below)	14.36	23.48
(b)	Interest accrued on deposits	9.20	10.62
(c)	Contract assets (Refer Note 38(A))	55.18	257.52
(d)	Others (Refer Footnote (ii) below)	28.30	144.91
	Total	**107.04**	**436.53**

Footnote:

(i) Security deposits include ₹ Nil (As at 31 March, 2024: ₹ 9.83 lakhs) due from a director and ₹ 5.00 lakhs (As at 31 March, 2024: ₹ 4.52 lakhs) due from a private limited company, in which a director of the Company is a director.

(ii) Others include ₹ 0.07 lakh (As at 31 March 2024: ₹ Nil) due from a related party (Refer Note 36(C)(ii)(c)).

Note 9 : Other non-current assets

(₹ in Lakhs)

	Particulars	As at 31 March, 2025	As at 31 March, 2024
Unsecured, considered good			
(a)	Capital advances	132.70	44.47
(b)	Prepaid expenses	65.25	66.15
(c)	Contract assets - Prepaid tooling expenses (Refer Note 38(A))	278.46	307.62
(d)	Others	52.56	46.70
	Total	**528.97**	**464.94**

Note 10 : Inventories

(₹ in Lakhs)

	Particulars	As at 31 March, 2025	As at 31 March, 2024
(a)	Raw materials and components:		
	- Automotive gears	1074.44	900.78
	- Automotive components	178.52	193.19
		1252.96	**1093.97**
(b)	Work-in-progress:		
	- Automotive gears	2093.71	1924.34
(c)	Finished goods:		
	- Automotive gears	3993.57	3046.63
	- Automotive components	158.34	137.89
		4151.91	**3184.52**
(d)	Stores and spares	553.61	670.49
(e)	Loose tools	1238.36	1295.53
(f)	Scrap	29.95	33.48
	Total	**9320.50**	**8202.33**

Footnotes:

(i) The cost of inventories recognized as an expense includes ₹ 107.75 lakhs (Year ended 31 March, 2024: net of ₹ 100.41 lakhs) in respect of write-down (net) of inventory to net realisable value and provision for slow and non moving inventory.

(ii) The mode of valuation of inventories has been stated in Note 2.7

(iii) For details of inventories provided as security for borrowings, refer footnote (i) and (ii) of Note 17 and Note 22.

Note 11 : Trade receivables

(₹ in Lakhs)

Particulars	As at 31 March, 2025	As at 31 March, 2024
Unsecured, considered good	9688.78	11623.99
Less: Allowance for impairment of receivables	1.71	5.12
Total	**9687.07**	**11618.87**

Footnotes:

(i) The Company is primarily engaged in manufacturing and selling of Automotive Gears and Components. Credit period varies from customer to customer. Average credit period is 30 - 90 days in respect of export customers and 30 - 60 days in respect of domestic customers. No interest has been recovered on trade receivables for payments received after due date.

(ii) As at 31 March, 2025, the Company had 5 customers that owed the Company more than ₹ 500 lakhs each and accounted for approximately 36.62% of all the receivables outstanding (As at 31 March, 2024: 51.17% comprising of 7 customers).

(iii) The Company maintains an allowance for impairment of receivables accounts based on ageing of customer receivables, overdues and historical experience of collections from customer(s).

Movement of impairment of trade receivable (including allowance for impairment of receivables):

Particulars	(₹ in Lakhs)
Balance as at 31 March, 2023	**8.96**
Add: Created during the year	-
Less: Released during the year	3.84
Balance as at 31 March, 2024	**5.12**
Add: Created during the year	0.22
Less: Released during the year	3.63
Balance as at 31 March, 2025	**1.71**

(iv) Trade receivables ageing:

As at 31 March, 2024:

(₹ in Lakhs)

	Particulars	Outstanding for following periods from due date of payment						
		Not due	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i)	Undisputed Trade receivables – considered good	9264.69	2303.21	53.76	2.33	-	-	11623.99
(ii)	Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii)	Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
(iv)	Disputed Trade Receivables – considered good	-	-	-	-	-	-	-
(v)	Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi)	Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
	Total	**9264.69**	**2303.21**	**53.76**	**2.33**	**-**	**-**	**11623.99**

Note 11 : Trade receivables .... Contd.

As at 31 March, 2025:

(₹ in Lakhs)

	Particulars	Outstanding for following periods from due date of payment						
		Not due	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i)	Undisputed Trade receivables – considered good	7841.72	1825.25	21.81	-	-	-	9688.78
(ii)	Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii)	Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
(iv)	Disputed Trade Receivables – considered good	-	-	-	-	-	-	-
(v)	Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi)	Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
	Total	**7841.72**	**1825.25**	**21.81**	**-**	**-**	**-**	**9688.78**

Note 12 : Cash and cash equivalents and other bank balances

(A) Cash and cash equivalents

(₹ in Lakhs)

	Particulars	As at 31 March, 2025	As at 31 March, 2024
(a)	Cash on hand	5.73	5.72
(b)	Balances with banks:		
	- In current accounts	0.75	0.19
	- Deposit with original maturity of less than three months	-	200.00
	Total	**6.48**	**205.91**

(B) Other bank balances

(₹ in Lakhs)

	Particulars	As at 31 March, 2025	As at 31 March, 2024
(a)	In earmarked accounts (Refer Footnote (i) below)		
	- Unpaid dividend accounts	0.84	0.85
	- Unpaid fraction shares account	0.26	0.26
(b)	Balances held as margin money or security against borrowings, guarantees and other commitments (Refer Footnote (ii) below)	926.67	701.16
	Total	**927.77**	**702.27**

Footnotes:

(i) Balances with banks which have restrictions on utilisation.

(ii) Includes deposits of ₹ 65.13 lakhs (As at 31 March, 2024: ₹ 61.28 lakhs), on which lien has been marked by IDBI Bank Limited, towards Debt Service Reserve Account (DSRA) for availing term loan facility from Aditya Birla Capital Limited (formerly known as Aditya Birla Finance Limited) (Refer Footnote (ii)(A) of Note 17).

Note 12 : Cash and cash equivalents and other bank balances .... Contd.

(C) For the purpose of Statement of Cash flows, cash and cash equivalents comprise of the following:

(₹ in Lakhs)

Particulars	As at 31 March, 2025	As at 31 March, 2024
Cash and cash equivalents as above	6.48	205.91
Loans repayable on demand - from banks (Refer Note 22(a))	(2039.26)	(2253.08)
Total	**(2032.78)**	**(2047.17)**

(D) Changes in liabilities arising from financing activities:

(₹ in Lakhs)

Particulars	Lease liabilities (Refer Note 18)	Borrowing - Non-current (Refer Note 17)
Balance as at 01 April, 2023	1290.18	8656.45
Acquisition	986.52	-
Cash Flow (net)	(441.23)	(1629.99)
Others	157.04	64.43
Balance as at 31 March, 2024	**1992.51**	**7090.89**
Acquisition (net)	204.43	-
Cash Flow (net)	(603.95)	(3052.20)
Others	239.76	55.55
Balance as at 31 March, 2025	**1832.75**	**4094.24**

Note 13 : Current tax assets

(₹ in Lakhs)

Particulars	As at 31 March, 2025	As at 31 March, 2024
Advance income tax Unsecured, considered good	108.80	219.08
Total	**108.80**	**219.08**

Note 14 : Other current assets

(₹ in Lakhs)

Particulars	As at 31 March, 2025	As at 31 March, 2024
Unsecured, considered good		
(a) Prepaid expenses	153.27	147.58
(b) Advances to suppliers (Refer Footnote below)	160.29	151.31
(c) Balances with government authorities:		
- Goods and Services Tax receivable	428.54	684.96
(d) Export incentives receivable	268.27	241.76
(e) Others	25.68	17.43
Total	**1036.05**	**1243.04**

Footnote:

Advances to suppliers includes ₹ Nil (As at 31 March, 2024: ₹ 7.06 lakhs) paid to a private limited company, in which a director of the Company is a director (Refer Note 36(C)(ii)(b)).

Note 15 : Non-current asset held for sale

(₹ in Lakhs)

Particulars	As at 31 March, 2025	As at 31 March, 2024
Freehold Land (Refer Note 43)	-	12.30
Total	**-**	**12.30**

Note 16 (A) : Equity share capital

	Particulars	As at 31 March, 2025		As at 31 March, 2024	
		Number of shares	₹ lakhs	Number of shares	₹ lakhs
(a)	**Authorised**				
	Equity shares of ₹ 10 each	20000000	2000.00	20000000	2000.00
	Cumulative redeemable convertible or non convertible preference shares of ₹ 100 each	1500000	1500.00	1500000	1500.00
	Total	**21500000**	**3500.00**	**21500000**	**3500.00**
(b)	**Issued, Subscribed and paid up**				
	Equity shares of ₹ 10 each, fully paid up, outstanding at the end of the year	15355058	1535.51	15355058	1535.51
	Total	**15355058**	**1535.51**	**15355058**	**1535.51**
(c)	**Reconciliation of the equity shares outstanding at the beginning and at the end of the reporting period:**				
	Opening balance	15355058	1535.51	15355058	1535.51
	Add/(Less): Change in equity during the year	-	-	-	-
	Closing balance	**15355058**	**1535.51**	**15355058**	**1535.51**

Footnotes:

(i) The Company has only one class of Equity shares having a face value of ₹ 10/- each. Every member shall be entitled to be present, and to speak and vote and upon a poll the voting right of every member present in person or by proxy shall be in proportion to his share of the paid-up equity share capital of the Company. The Company in General Meeting may declare dividends to be paid to members according to their respective rights. While no dividends shall exceed the amount recommended by the Board, the Company in General Meeting may declare a smaller dividend.

(ii) In the event of liquidation of the Company, the holders of Equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts.

(iii) The Company had allotted 51,18,353 equity shares of Rs. 10 each as fully paid bonus equity shares to the eligible shareholders on 03 October, 2022 by way of capitalization of reserves.

(iv) Details of shares held by each shareholder holding more than 5% shares:

Class of Shares/Name of Shareholder	As at 31 March, 2025		As at 31 March, 2024	
	Number of shares	Percentage of shares held	Number of shares	Percentage of shares held
Equity shares				
Surinder Paul Kanwar	5680989	37.00	5680989	37.00
Ultra Consultants Private Limited	2163193	14.09	2163193	14.09

Note 16 (A) : Equity share capital .... Contd.

(v) Details of shares held by Promoters:

Shares held by promoters as at 31 March, 2024:

Promoter name	Number of shares held at the beginning of the year	Change during the year	Number of shares held at the end of the year	Percentage of shares held	% Change during the year
Surinder Paul Kanwar	5680989	-	5680989	37.00	-
Late Dr. Raunaq Singh	907	-	907	0.01	-
Ultra Consultants Private Limited	2163193	-	2163193	14.09	-
Raunaq International Limited	259206	-	259206	1.69	-
Vibrant Reality Infra Private Limited	221800	-	221800	1.44	-
Clip-Lok Simpak(India) Private Limited	168315	-	168315	1.10	-
Total	**8494410**	**-**	**8494410**	**55.33**	**-**

Shares held by promoters as at 31 March, 2025:

Promoter name	Number of shares held at the beginning of the year	Change during the year	Number of shares held at the end of the year	Percentage of shares held	% Change during the year
Surinder Paul Kanwar	5680989	-	5680989	37.00	-
Late Dr. Raunaq Singh (*)	907	(907)	-	-	(0.01)
Ultra Consultants Private Limited	2163193	-	2163193	14.09	-
Raunaq International Limited	259206	-	259206	1.69	-
Vibrant Reality Infra Private Limited	221800	-	221800	1.44	-
Clip-Lok Simpak(India) Private Limited	168315	-	168315	1.10	-
Total	**8494410**	**-**	**8493503**	**55.32**	**(0.01)**

(*) 907 (Nine Hundred Seven) Equity shares of the Company being held in the name of Late Dr. Raunaq Singh have been shifted under the Public Category till the time the said Equity shares are transmitted in the name of the ultimate beneficial owner.

Note 16 (B) : Other equity

(₹ in Lakhs)

Particulars	As at 31 March, 2025	As at 31 March, 2024
(a) Capital redemption reserve	76.66	76.66
(b) Securities premium	3284.69	3284.69
(c) General reserve	1756.45	1756.45
(d) Retained earnings	4974.27	4655.46
(e) Other comprehensive income/(loss)	(338.68)	(248.84)
Total	**9753.39**	**9524.42**

Footnotes:

(i) Description of nature and purpose of reserve

(a) Capital redemption reserve:

Capital redemption reserve was created pursuant to the redemption of preference shares issued in earlier years. The capital redemption reserve may be applied by the Company, in paying up unissued shares of the Company to be issued to shareholders of the Company as fully paid bonus shares.

(b) Securities premium:

Where the Company issues shares at a premium, whether for cash or otherwise, a sum equal to the aggregate amount of the premium received on those shares shall be transferred to "Securities premium". The Company may issue fully paid-up bonus shares to its members out of balance lying in securities premium and the Company can also use this reserve for buy-back of shares. Further, the balance in securities premium can be used for writing off the preliminary expenses, expenses incurred in relation to any issue of shares or debentures of the Company and in providing for the premium payable on the redemption of any redeemable preference shares or of any debentures of the Company.

(c) General reserve:

General reserve is created out of the profits earned by the Company by way of transfer from surplus in the Statement of Profit and Loss. The Company can use this reserve for payment of dividend and issue of fully paid-up shares.

(ii) The disaggregation of changes in each type of reserve, retained earnings and other comprehensive income are disclosed in Statement of Changes in Equity.

Note 17 : Non-current borrowings

(₹ in Lakhs)

	Particulars	As at 31 March, 2025	As at 31 March, 2024
(a)	Term loans - Secured		
	From banks (Refer Footnote (i) and (iii) below)	176.27	308.48
	Less: Current maturities of long-term debts (Refer Note 22(b))	131.68	131.68
		44.59	**176.80**
	From others (Refer Footnote (ii) below)	3917.97	6362.41
	Less: Current maturities of long-term debts (Refer Note 22(b))	624.12	1511.12
		3293.85	**4851.29**
(b)	Term loans - Unsecured	-	420.00
	Less: Current maturities of long-term debts (Refer Note 22(b))	-	360.00
		-	**60.00**
	Total	**3338.44**	**5088.09**

Footnotes:

(i) Term loans from banks:

A. Rupee loan from State Bank of India:

₹ 130.77 lakhs (As at 31 March, 2024: ₹ 223.98 lakhs): Emergency credit line guarantee scheme (ECLGS 2.0) - Secured by second pari passu charge created on fixed assets of the Company located at Mumbra plant, Faridabad plant and Satara plant (ranking pari passu with charges created in respect of loans referred in Footnote (i)(B) and Note 22(a)), which shall rank second subject and subservient to charges created in respect of loans referred to in Footnote (ii), and by second pari passu charge over the current assets of the Company (ranking pari passu with charges created in respect of loans referred in Footnote (i)(B) and (ii)), which shall rank second subject and subservient to charges created in favour of borrowings referred to in Footnote of Note 22(a). Repayable in monthly installments commencing from 31 October, 2022 and carries an interest rate of 9.25% p.a.

B. Rupee loan from IDBI Bank Limited:

₹ 45.50 lakhs (As at 31 March, 2024: ₹ 84.50 lakhs): ECLGS 2.0 - Secured by second pari passu charge created on fixed assets of the Company located at Mumbra plant, Faridabad plant and Satara plant (ranking pari passu with charges created in respect of loans referred in Footnote (i)(A) and Note 22(a)), which shall rank second subject and subservient to charges created in respect of loans referred to in Footnote (ii), and by second pari passu charge over the current assets of the Company (ranking pari passu with charges created in respect of loans referred in Footnote (i)(A) and (ii)), which shall rank second subject and subservient to charges created in favour of borrowings referred to in Footnote of Note 22(a). Repayable in monthly installments commencing from 30 June, 2022 and carries an interest rate of 8.80% p.a.

(ii) Term loans from others:

A. Rupee loan from Aditya Birla Capital Limited (formerly known as Aditya Birla Finance Limited):

₹ 1897.14 lakhs (As at 31 March, 2024: ₹ 3138.40 lakhs): Secured by first pari passu charge over movable and immovable fixed assets of the Company located at Mumbra plant, Faridabad plant and Satara plant (ranking pari passu with charge created in respect of loan referred to in Footnote (ii)(B)), and by second pari passu charge over current assets of the Company (ranking pari passu with charges created in respect of loan referred to in Footnote (i) and (ii)(B)), which shall rank second subject and subservient to charges created in favour of borrowings referred to in Footnote of Note 22(a). Repayable in monthly installments commencing from 01 April, 2022 and carries an interest rate of 12.25% p.a.

For details of Debt Service Reserve Account (DSRA) refer Footnote (ii) to Note 12(B).

B. Rupee loan from Tata Capital Limited (formerly known as Tata Capital Financial Services Limited):

₹ 2020.83 lakhs (As at 31 March, 2024: ₹ 3224.01 lakhs): Secured by first pari passu charge over movable and immovable fixed assets of the Company located at Mumbra plant, Faridabad plant and Satara plant (ranking pari passu with charge created in respect of loan referred to in Footnote (ii)(A)), and by second pari passu charge over current assets of the Company (ranking pari passu with charges created in respect of loan referred to in Footnote (i) and (ii)(A)), which shall rank second subject and subservient to charges created in favour of borrowings referred to in Footnote of Note 22(a). Repayable in monthly installments commencing from 10 June, 2022 and carries an interest rate of 12.00% p.a.

For details of Debt Service Reserve Account (DSRA) refer Footnote to Note 6.

(iii) ECLGS 2.0 rupee loan(s) referred in footnote (i) above, are also guaranteed by National Credit Guarantee Trustee Company as per guidelines issued by Ministry of Finance for ECLGS 2.0 scheme.

Note 18 : Lease liabilities

(A) Non-current

(₹ in Lakhs)

Particulars	As at 31 March, 2025	As at 31 March, 2024
(a) Land	2.90	2.90
(b) Buildings	396.02	482.32
(c) Plant and equipment	749.76	760.72
(d) Office equipment	1.75	3.64
(e) Vehicles	283.16	427.93
Total	**1433.59**	**1677.51**

(B) Current

(₹ in Lakhs)

Particulars	As at 31 March, 2025	As at 31 March, 2024
(a) Land	-	-
(b) Buildings	147.74	101.47
(c) Plant and equipment	104.77	83.38
(d) Office equipment	1.88	1.67
(e) Vehicles	144.77	128.48
Total	**399.16**	**315.00**

Footnote

For details on lease agreements Refer Note 34.

Note 19 : Other current financial liabilities

(₹ in Lakhs)

Particulars	As at 31 March, 2025	As at 31 March, 2024
(a) Interest accrued but not due on borrowings	41.98	63.48
(b) Unpaid dividends (Refer Footnote below)	0.84	0.85
(c) Unpaid fraction shares (Refer Footnote below)	0.26	0.26
(d) Other payables:		
(i) Payables on purchase of property, plant and equipment (Includes ₹ 55.63 lakhs (As at 31 March, 2024: ₹ 27.75 lakhs) payable to micro enterprises and small enterprises (MSE)) (Refer Note 32.2)	226.20	59.30
(ii) Others	169.92	77.45
Total	**439.20**	**201.34**

Footnote:

The figures reflect the position as at the year end. The actual amount to be transferred to the Investor Education and Protection Fund in this respect shall be determined on the due date.

Note 20 : Provisions

(A) Non-current

(₹ in Lakhs)

Particulars	As at 31 March, 2025	As at 31 March, 2024
Employee benefits:		
(i) Gratuity (net) (Refer Note 35(B)(b))	2027.14	1889.50
(ii) Compensated absences	471.45	457.67
(iii) Other employee benefits (Terminal Ex-gratia) (Refer Note 35(B)(b))	15.80	17.48
Total	**2514.39**	**2364.65**

Note 20 : Provisions .... Contd.

(B) Current

(₹ in Lakhs)

Particulars			As at 31 March, 2025	As at 31 March, 2024
(a)	Employee benefits:			
	(i)	Gratuity (net) (Refer Note 35(B)(b))	340.23	360.38
	(ii)	Compensated absences	105.26	115.74
	(iii)	Other employee benefits (Terminal Ex-gratia) (Refer Note 35(B)(b))	5.45	6.43
			450.94	**482.55**
(b)	Provision for warranty (Refer Note 38(B))		25.49	4.93
			25.49	**4.93**
		Total	**476.43**	**487.48**

Note 21 : Other non-current liabilities

(₹ in Lakhs)

Particulars	As at 31 March, 2025	As at 31 March, 2024
Contract liabilities (Refer Note 38(A))	376.76	420.73
Total	**376.76**	**420.73**

Note 22 : Current borrowings

(₹ in Lakhs)

Particulars		As at 31 March, 2025	As at 31 March, 2024
(a)	Loans repayable on demand:		
	From banks - Secured (Refer Footnote below)	2039.26	2253.08
(b)	Current maturities of long-term debts (Refer Note 17):		
	From banks - Secured	131.68	131.68
	From others - Secured	624.12	1511.12
	From others - Unsecured	-	360.00
	Total	**2795.06**	**4255.88**

Footnote:

Loans repayable on demand from banks are secured by hypothecation of stocks of raw materials, stock in process, semi finished and finished goods, loose tools, general stores and book debts and all other moveables, both present and future, and by joint mortgage created for all immoveable properties of the Company located at Mumbra, Faridabad and Satara plants together with all buildings, plant and machinery thereon which shall rank second subject and subservient to charges created in favour of loans referred to in Footnote (ii) of Note 17 and shall rank pari passu with loans referred to in Footnote (i) of Note 17.

Note 23 : Trade payables

(₹ in Lakhs)

Particulars	As at 31 March, 2025	As at 31 March, 2024
Total outstanding dues of micro enterprises and small enterprises (MSE) (including acceptances) (Refer Note 32.2)	808.17	1064.21
Total outstanding dues of trade payables other than micro enterprises and small enterprises (MSE) (including acceptances):		
Others (Refer Footnote (ii) below)	11903.37	11066.08
Total	**12711.54**	**12130.29**

Footnotes:

(i)	Trade payables are non-interest bearing and generally have a payment terms of 30 to 120 days.
(ii)	Others include ₹ 27.42 lakhs (As at 31 March 2024: ₹ 27.97 lakh) due to related parties.

Note 23 : Trade payables .... Contd.

(iii) Trade payables ageing:

As at 31 March, 2024:

(₹ in Lakhs)

	Particulars	Outstanding for following periods from due date of payment						Total
		Not due	Unbilled (accrued expenses)	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i)	MSE	679.73	-	382.92	1.56	-	-	1064.21
(ii)	Others	6170.50	1890.65	2971.60	33.33	-	-	11066.08
(iii)	Disputed dues - MSE	-	-	-	-	-	-	-
(iv)	Disputed dues - Others	-	-	-	-	-	-	-
	Total	**6850.23**	**1890.65**	**3354.52**	**34.89**	**-**	**-**	**12130.29**

As at 31 March, 2025:

(₹ in Lakhs)

	Particulars	Outstanding for following periods from due date of payment						Total
		Not due	Unbilled (accrued expenses)	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i)	MSE	652.34	-	155.83	-	-	-	808.17
(ii)	Others	7185.50	1765.60	2944.05	8.22	-	-	11903.37
(iii)	Disputed dues - MSE	-	-	-	-	-	-	-
(iv)	Disputed dues - Others	-	-	-	-	-	-	-
	Total	**7837.84**	**1765.60**	**3099.88**	**8.22**	**-**	**-**	**12711.54**

Note 24 : Other current liabilities

(₹ in Lakhs)

	Particulars	As at 31 March, 2025	As at 31 March, 2024
(a)	Statutory remittances (Contributions to PF and ESIC, Withholding Taxes, Goods and Services Tax, etc.)	211.12	211.99
(b)	Contract liabilities (Refer Note 38(A))	452.73	332.07
(c)	Trade/security deposits (Refer Footnote below)	3.44	3.44
	Total	**667.29**	**547.50**

Footnotes:

Trade/security deposits includes ₹ 0.19 lakh (As at 31 March, 2024: ₹ 0.19 lakh) received from a private limited company, in which a director of the Company is a director (Refer Note 36(C)(ii)(c)).

Note 25 : Revenue from operations

(₹ in Lakhs)

Particulars	For the year ended 31 March, 2025	For the year ended 31 March, 2024
I. Revenue from contracts with customers:		
(a) Sale of products (Refer Footnotes (i)(a), (ii)(a) & (v) below)	63206.38	64360.74
(b) Services rendered (Refer Footnotes (i)(b) & (ii)(b) & (v) below)	100.95	129.37
Total - Revenue from contracts with customers	**63307.33**	**64490.11**
II. Other operating revenues (Refer Footnote (iii) below)	**1445.86**	**1814.63**
Revenue from operations (I+II)	**64753.19**	**66304.74**

Note 25 : Revenue from operations .... Contd.

Footnotes:

(₹ in Lakhs)

	Particulars	For the year ended 31 March, 2025	For the year ended 31 March, 2024
(i)	**Goods and services transferred at a point in time**		
	(a) Sale of products comprises:		
	Manufactured goods:		
	- Automotive gears (Includes processing charges ₹ 927.21 lakhs (Year ended 31 March, 2024: ₹ 1150.89 lakhs))	58305.62	60887.07
	- Automotive components	2649.02	2515.13
	- Tooling development	1118.86	718.04
	(b) Services rendered	34.00	33.29
(ii)	**Goods and services transferred over time (Refer Footnote (iv) below)**		
	(a) Sale of products comprises:		
	- Industrial furnaces	1132.88	240.50
	(b) Services rendered	66.95	96.08
	Total - Revenue from contracts with customers	**63307.33**	**64490.11**
(iii)	**Other operating revenues comprises:**		
	- Sale of scrap	712.30	724.45
	- Export incentives	515.86	628.74
	- Liabilities/provisions no longer required written back	35.49	271.32
	- Miscellaneous income	182.21	190.12
	Total - Other operating revenues	**1445.86**	**1814.63**

(iv) Revenue from construction contracts is recognized as stated in Note 2.13(i)(b)

(v) For disaggregation of revenue by geography Refer Note 39(b) - Segment information

(vi) Reconciliation of revenue recognised with contracted price:

(₹ in Lakhs)

Particulars	For the year ended 31 March, 2025	For the year ended 31 March, 2024
Revenue as per contracted price	64340.41	64863.29
Adjustments for:		
Sales return, volume discount, price incentive, price variation, others	1033.08	373.18
Revenue from contracts with customers	**63307.33**	**64490.11**

Note 26 : Other income

(₹ in Lakhs)

	Particulars	For the year ended 31 March, 2025	For the year ended 31 March, 2024
(a)	Interest income (Refer Footnote (i) below)	105.86	76.82
(b)	Net gain on foreign currency transactions and translation	114.30	188.66
(c)	Other non-operating income (Refer Footnote (ii) below)	31.17	96.94
	Total	**251.33**	**362.42**

Note 26 : Other income .... Contd.

Footnotes:

(₹ in Lakhs)

Particulars	For the year ended 31 March, 2025	For the year ended 31 March, 2024
(i) Interest income comprises:		
Interest on financial assets at amortised cost:		
- On bank deposits	34.02	4.46
- On margin money with banks	39.23	46.38
- On security deposits and loans to employees	22.11	24.78
Interest on income tax refund	10.50	1.20
Total - Interest income	**105.86**	**76.82**
(ii) Other non-operating income comprises:		
Rent	2.03	2.03
Gain on disposal of property, plant and equipment	19.46	86.29
Gain on valuation of mutual funds measured at FVTPL	9.68	8.62
Total - Other non-operating income	**31.17**	**96.94**

Note 27(A) : Cost of material and components consumed

(₹ in Lakhs)

Particulars	For the year ended 31 March, 2025	For the year ended 31 March, 2024
Opening stock	1093.97	1176.08
Add: Purchases	35606.90	34169.18
	36700.87	**35345.26**
Less: Closing stock	1252.96	1093.97
Cost of materials and components consumed	**35447.91**	**34251.29**
Material and components consumed comprises:		
Forgings	32653.73	32299.62
Automotive components	1913.20	1738.49
Others	880.98	213.18
Total	**35447.91**	**34251.29**

Note 27(B) : Changes in inventories of finished goods and work-in-progress

(₹ in Lakhs)

Particulars	For the year ended 31 March, 2025	For the year ended 31 March, 2024
Inventories at the end of the year:		
Finished goods	4151.91	3184.52
Work-in-progress	2093.71	1924.34
	6245.62	**5108.86**
Inventories at the beginning of the year:		
Finished goods	3184.52	3634.55
Work-in-progress	1924.34	2923.26
	5108.86	**6557.81**
Net decrease/(increase)	**(1136.76)**	**1448.95**

Note 28 : Employee benefits expense

(₹ in Lakhs)

Particulars	For the year ended 31 March, 2025	For the year ended 31 March, 2024
Salaries and wages	10087.77	9601.90
Contributions to provident and other funds	581.06	585.87
Gratuity expenses (Refer Note 35(B)(a)(i))	303.34	296.66
Staff welfare expenses	967.14	920.74
Total	**11939.31**	**11405.17**

Note 29 : Finance costs

(₹ in Lakhs)

Particulars		For the year ended 31 March, 2025	For the year ended 31 March, 2024
(a)	Interest expense on:		
	(i) Borrowings	1137.82	1240.81
	(ii) Others		
	- Discounting charges	74.56	49.50
	- Lease liabilities	239.76	157.04
	- Others	-	6.09
(b)	Other borrowing costs (Bank and other financing charges)	255.93	294.97
	Total	**1708.07**	**1748.41**

Note 30 : Depreciation and amortisation expense

(₹ in Lakhs)

Particulars	For the year ended 31 March, 2025	For the year ended 31 March, 2024
Depreciation on Property, plant and equipment assets	1879.50	1889.72
Amortisation of Intangible assets	16.85	27.10
Depreciation on Right-of-use assets	466.79	338.25
Total	**2363.14**	**2255.07**

Note 31 : Other expenses

(₹ in Lakhs)

Particulars	For the year ended 31 March, 2025	For the year ended 31 March, 2024
Consumption of stores and spare parts	1612.92	1967.69
Consumption of loose tools	1819.33	1990.84
Consumption of packing materials	1032.31	1249.03
Processing charges	1976.80	2051.47
Power and fuel	4768.76	4805.23
Rent (Refer Note 34(C))	233.59	198.61
Repairs and maintenance:		
- Buildings	74.69	113.59
- Machinery	481.21	662.78
- Others	1118.28	1089.85
Travelling, conveyance and car expenses	535.25	527.04
Freight, forwarding and other charges (net)	1000.64	727.67
Auditors' remuneration (Refer Footnote (i) below)	42.58	42.93
Bad debts written off	-	0.62
Loss on disposal of property, plant and equipment	1.71	14.17
Miscellaneous expenses (Refer Footnote (ii) below)	1275.15	1404.34
Total	**15973.22**	**16845.86**

Note 31 : Other expenses .... Contd.

Footnotes:

(i) Auditors' remuneration (net of GST):

(₹ in Lakhs)

Particulars	For the year ended 31 March, 2025	For the year ended 31 March, 2024
As auditors:		
- Statutory audit	25.75	23.75
- Limited review	12.50	15.25
- Corporate governance	1.75	1.75
In other capacity:		
- For certification	0.50	0.50
Reimbursement of expenses	2.08	1.68
Total	**42.58**	**42.93**

(ii) Includes ₹ 23.00 lakhs (for the year ended 31 March, 2024: ₹ 17.00 lakhs) incurred on Corporate Social Responsibility expenditure (Refer Note 42).

Note 32 : Additional information to the financial statements

(₹ in Lakhs)

Particulars	As at 31 March, 2025	As at 31 March, 2024
32.1 Contingent liabilities and commitments (to the extent not provided for)		
(i) Contingent liabilities:		
Claims against the Company not acknowledged as debt:		
1. In respect of Employees:		
(i) The Company has filed an appeal in the Bombay High Court against the order passed by Third Labour Court on issue of back wages and reinstatement of 11 employees.	40.26	40.26
(ii) In respect of claim of permanency of services and/or back wages (less subsistence allowance paid, if any) filed by set of temporary/permanent workmen before the Industrial Court/Labour Court/Bombay High Court.	Not ascertainable	Not ascertainable
2. Others:		
(i) The Company's appeal is pending before the Bombay High Court against the order passed by Central Government Industrial Tribunal, on issue of provident fund dues on subsistence allowance.	1.27	1.27
(ii) The Company's appeal is pending before Central Government Industrial Tribunal against the order passed by Regional Provident Fund Commissioner, on issue of provident fund dues on difference of wages of certain employees.	0.86	0.86
(iii) The Company has filed a civil suit in Faridabad Civil Court for recovery of damages.	4.91	4.91
Future ultimate outflow of resources embodying economic benefits in respect of these matters is uncertain as it depends on financial outcome of judgements/decisions on the matters involved.		
(ii) Commitments:		
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of capital advances):		
Property, plant and equipment	273.86	313.50
Intangible assets	4.47	-
	278.33	**313.50**

Note 32 : Additional information to the financial statements .... Contd.

32.2 Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

(₹ in Lakhs)

	Particulars	As at 31 March, 2025	As at 31 March, 2024
(i)	Principal amount remaining unpaid to any supplier as at the end of the accounting year	863.80	1091.96
(ii)	Principal amount remaining unpaid beyond 45 days to any supplier as at the end of the accounting year	38.46	78.19
(iii)	Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	-	-
(iv)	The amount of principal paid beyond the appointed day	832.49	319.93
(v)	The amount of interest due and payable for the year	-	-
(vi)	The amount of interest accrued and remaining unpaid at the end of the accounting year	2.37	2.37
(vii)	The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	-	-

The information disclosed above in respect of principal and/or interest due to Micro and Small Enterprises has been determined on the basis of information available with the Company and confirmations/informations received from the suppliers for registration under the Micro, Small and Medium Enterprises Development Act, 2006. This has been relied upon by the auditors.

Note 33 : Income Tax

(A) Major components of income tax expense:

(₹ in Lakhs)

Particulars	For the year ended 31 March, 2025	For the year ended 31 March, 2024
(a) Statement of Profit and Loss:		
(i) Current tax expense/(credit):		
- In respect of current year	-	-
- In respect of prior years	-	75.40
(ii) Deferred tax charge/(credit):		
Relating to origination and reversal of temporary differences:		
- In respect of current year	74.59	(318.25)
- In respect of prior years	-	(70.96)
Total tax expense recognised in Statement of Profit and Loss	**74.59**	**(313.81)**
(b) Other comprehensive income (OCI):		
Deferred tax - Remeasurement of the defined benefits obligations	(30.22)	(7.50)
Total tax expense recognised in other comprehensive income	**(30.22)**	**(7.50)**

(B) Reconciliation of income tax expense and the accounting profit/loss multiplied by Company's domestic tax rate:

(₹ in Lakhs)

Particulars	For the year ended 31 March, 2025	For the year ended 31 March, 2024
Profit/(Loss) before tax	393.40	(1287.59)
Applicable tax rate (Refer footnote (i) below)	25.168%	25.168%
Computed tax expense	99.01	(324.06)
Effect of expenses that is non-deductible in determining taxable profit	6.32	4.28
Adjustments in respect of current/deferred income tax of prior years	-	5.97
On account of difference between fair market value as per books & Income Tax	(36.65)	-
Others	5.91	-
Income tax expense recognised in Statement of Profit or Loss	**74.59**	**(313.81)**
Effective tax rate (Refer footnote (ii) below)	**18.961%**	**24.372%**

Footnotes:

(i)	The Company has elected to exercise option permitted under section 115BAA of the Income Tax Act, 1961 as introduced by the Taxation Laws (Amendment) Ordinance, 2019.
(ii)	Effective tax rate for the year is lower on account of adjustment of unabsorbed depreciation against long-term capital gain from sale of land.

Note 33 : Income Tax .... Contd.

(C) Deferred tax

(₹ in Lakhs)

Particulars	For the year ended 31 March, 2025			
	Balance as at 31 March, 2024	Recognised in		Balance as at 31 March, 2025
		Profit and loss	OCI	
Tax effect of items constituting deferred tax liabilities:				
Property, plant and equipment & intangible assets	52.36	(55.61)	-	(3.25)
Others	34.93	(13.98)	-	20.95
(A)	**87.29**	**(69.59)**	**-**	**17.70**
Tax effect of items constituting deferred tax assets:				
Provision for compensated absences, gratuity and other employee benefits	634.29	(1.65)	-	632.64
Other disallowances under Section 43B of the Income-tax Act, 1961	76.82	(4.95)	-	71.87
Unabsorbed depreciation	284.14	(144.94)	-	139.20
Payments made under Voluntary Retirement Scheme	67.83	(18.47)	-	49.36
Remeasurement of defined benefits obligations	83.45	-	30.22	113.67
Lease	6.47	25.83	-	32.30
Others	13.40	-	-	13.40
(B)	**1166.40**	**(144.18)**	**30.22**	**1052.44**
Deferred tax assets (net)	**(1079.11)**	**74.59**	**(30.22)**	**(1034.74)**

Particulars	For the year ended 31 March, 2024			
	Balance as at 31 March, 2023	Recognised in		Balance as at 31 March, 2024
		Profit and loss	OCI	
Tax effect of items constituting deferred tax liabilities:				
Property, plant and equipment & intangible assets	168.25	(115.89)	-	52.36
Others	51.15	(16.22)	-	34.93
(A)	**219.40**	**(132.11)**	**-**	**87.29**
Tax effect of items constituting deferred tax assets:				
Provision for compensated absences, gratuity and other employee benefits	612.23	22.06	-	634.29
Other disallowances under Section 43B of the Income-tax Act, 1961	73.94	2.88	-	76.82
Unabsorbed depreciation	-	284.14	-	284.14
Payments made under Voluntary Retirement Scheme	87.05	(19.22)	-	67.83
Remeasurement of defined benefits obligations	75.95	-	7.50	83.45
Lease	27.73	(21.26)	-	6.47
Others	24.90	(11.50)	-	13.40
(B)	**901.80**	**257.10**	**7.50**	**1166.40**
Deferred tax assets (net)	**(682.40)**	**(389.21)**	**(7.50)**	**(1079.11)**

Footnote:

Recognition of deferred tax assets is based on the Company's present estimates and business plans as per which the future taxable profits will be generated against which deferred tax will be realized.

Note 34 : Leases

A. Following are the carrying amounts of right-of-use assets recognised and the movements during the year:

		Description of assets	(₹ in Lakhs)
	I.	**Right-of-use assets**	
		Balance as at 01 April, 2023	1665.50
		Additions	1166.81
		Termination	(12.79)
		Eliminated due to expiry of lease tenure	(305.45)
		Balance as at 31 March, 2024	**2514.07**
		Additions	221.62
		Termination	-
		Eliminated due to expiry of lease tenure	(93.41)
		Balance as at 31 March, 2025	**2642.28**
	II.	**Depreciation/impairment**	
		Balance as at 01 April, 2023	483.22
		Depreciation charge for the year	338.25
		Eliminated due to expiry of lease tenure	(305.45)
		Balance as at 31 March, 2024	**516.02**
		Depreciation charge for the year	466.79
		Eliminated due to expiry of lease tenure	(93.41)
		Balance as at 31 March, 2025	**889.40**
		Net book value (I-II)	
		Balance as at 31 March, 2025	**1752.88**
		Balance as at 31 March, 2024	1998.05

B. Following are the carrying amounts of lease liabilities recognised and the movements during the year:

		Description of liabilities	(₹ in Lakhs)
	I.	**Lease liabilities**	
		Balance as at 01 April, 2023	2089.25
		Additions	1001.15
		Termination	(14.63)
		Eliminated due to expiry of lease tenure	(727.38)
		Balance as at 31 March, 2024	**2348.39**
		Additions	204.43
		Termination	-
		Eliminated due to expiry of lease tenure	(93.41)
		Balance as at 31 March, 2025	**2459.41**
	II.	**Accretion of interest & lease payments**	
		Balance as at 01 April, 2023	(799.07)
		Accretion of interest for the year	157.04
		Lease payments for the year	(441.23)
		Eliminated due to expiry of lease tenure	727.38
		Balance as at 31 March, 2024	**(355.88)**
		Accretion of interest for the year	239.76
		Lease payments for the year	(603.95)
		Eliminated due to expiry of lease tenure	93.41
		Balance as at 31 March, 2025	**(626.66)**
		Net book value (I-II)	
		Balance as at 31 March, 2025	**1832.75**
		Current	**399.16**
		Non-Current	**1433.59**
		Balance as at 31 March, 2024	1992.51
		Current	315.00
		Non-Current	1677.51

Note 34 : Leases .... Contd.

C. Following are the amounts recognised in Statement of Profit & Loss:

Particulars	(₹ in Lakhs)
For the year ended 31 March, 2024:	
Depreciation expense of right-of-use assets	338.25
Interest expense on lease liabilities	157.04
Lease payments of short-term leases and low-value assets (included in other expenses) (Refer Note 31)	198.61
Total amount recognised in Statement of Profit and Loss	**693.90**
For the year ended 31 March, 2025:	
Depreciation expense of right-of-use assets	466.79
Interest expense on lease liabilities	239.76
Lease payments of short-term leases and low-value assets (included in other expenses) (Refer Note 31)	233.59
Total amount recognised in Statement of Profit and Loss	**940.14**

D. Total cash outflow for leases

Particulars	(₹ in Lakhs)
Cash outflow for the year ended 31 March, 2024	441.23
Cash outflow for the year ended 31 March, 2025	**603.95**

E. The maturity analysis of lease liabilities is disclosed in Note 40.

F. General description of the agreements:

(i) The agreements pertain to Land, Buildings, Plant and equipment, Office equipment & Vehicles.

(ii) The lease term ranges from three to ninety-nine years.

(iii) The agreements does not provide for transfer of assets to the Company on expiry of lease term, except in case of Plant and equipment & Office equipment.

(iv) There are no restrictions such as those concerning dividends, additional debt and further leasing imposed by the lease agreements entered into by the Company.

(v) Some of the agreements contain renewal clause and provide for escalation of rent on renewal. Some of the agreements provide for escalation of rent during the tenure of the agreement.

Note 35 : Employee benefits

(A) Defined Contribution Plans

The Company has recognised the following amounts in the Statement of Profit and Loss:

(₹ in Lakhs)

Particulars	For the year ended 31 March, 2025	For the year ended 31 March, 2024
- Employers' contribution to Provident Fund and Family Pension Fund	441.42	425.78
- Employers' contribution to Superannuation Fund	108.09	122.55

The above amounts are included in Contributions to provident and other funds under Note 28 Employee benefits expense.

(B) Defined Benefit Plans

A general description of the Employee Benefit Plans:

(i) Gratuity (Funded)

The Company operates a defined benefit final salary gratuity plan which covers qualifying employees. The benefit payable is the amount calculated as per the Payment of Gratuity Act, 1972 or maximum gratuity payable under the said Act, whichever is lower. The benefit vests upon completion of five years of continuous

Note 35 : Employee benefits .... Contd.

service and once vested it is payable to employees on retirement or on termination of employment. In case of death while in service, the gratuity is payable irrespective of vesting. The gratuity benefits payable to the employees are based on the employee's service and last drawn salary at the time of leaving. The employees do not contribute towards this plan and the full cost of providing these benefits is met by the Company.

The Company has set up an income tax approved irrevocable trust fund to finance the plan liability. The trustees of the trust fund are responsible for the overall governance of the plan. The plan is funded under Group Gratuity Scheme which is administered by Life Insurance Corporation of India (LIC). The Company makes annual contribution to the plan. There are no minimum funding requirements. The trustees of the gratuity fund have a fiduciary responsibility to act according to the provisions of the trust deed and rules. Since the fund is income tax approved, the Company and the trustees have to ensure that they are at all times fully compliant with the relevant provisions of the Income Tax Act and Rules.

The plan is of a final salary defined benefit in nature which is sponsored by the Company and hence it underwrites all the risks pertaining to the plan. In particular, there is a risk for the Company that any adverse salary growth or demographic experience or inadequate returns on underlying plan assets can result in an increase in cost of providing these benefits to employees in future. Since the benefits are lump sum in nature, the plan is not subject to any longevity risks.

(ii) Terminal Ex-gratia (Unfunded)

The Company has an obligation towards Terminal Ex-gratia, an unfunded defined benefit retirement plan covering eligible employees. The plan provides for lump sum payment which varies depending upon the number of completed years of service to vested employees on completion of employment. Vesting occurs upon the completion of 15 years of service. Since the benefits are lump sum in nature, the plan is not subject to any longevity risks.

The following tables summarise the components of net benefit expense recognised in the Statement of Profit and Loss and the funded status and amounts recognised in the Balance Sheet:

(a) Expense recognised in the Statement of Profit and Loss:

(₹ in Lakhs)

	Particulars	Year ended 31 March, 2025		Year ended 31 March, 2024	
		Gratuity	Terminal Ex-gratia	Gratuity	Terminal Ex-gratia
(i)	**Under Statement of Profit and Loss**				
	Current service cost	142.59	1.20	136.49	1.01
	Interest on net defined benefit liability/(asset)	160.75	1.71	160.17	1.90
	Past service cost	-	-	-	-
	Total expense recognised in the Statement of Profit and Loss	***303.34**	****2.91**	***296.66**	****2.91**
(ii)	**Under other comprehensive income**				
	Actuarial (gains)/losses				
	Due to change in demographic assumptions	-	-	-	-
	Due to change in financial assumptions	76.48	0.34	58.70	0.31
	Due to change in experience adjustments	44.05	(0.81)	(29.11)	(0.12)
	Actual return on plan assets	-	-	-	-
	Sub-total - Included in Other comprehensive income	**120.53**	**(0.47)**	**29.59**	**0.19**
	Total expense	**423.87**	**2.44**	**326.25**	**3.10**

(* Represented by Gratuity expenses under Employee benefits expense in Note 28).
(** Included in 'Salaries and wages' under Employee benefits expense in Note 28).

Note 35 : Employee benefits .... Contd.

(₹ in Lakhs)

Particulars	As at 31 March, 2025		As at 31 March, 2024	
	Gratuity	Terminal Ex-gratia	Gratuity	Terminal Ex-gratia
(b) Net liability recognised in the Balance Sheet:				
Present value of defined benefit obligation	2424.36	21.25	2314.90	23.91
Fair value of plan assets	56.99	-	65.02	-
Funded status (deficit)	(2367.37)	(21.25)	(2249.88)	(23.91)
Net liability recognised in the Balance Sheet accounted as below:	(2367.37)	(21.25)	(2249.88)	(23.91)
- Provisions non-current (Refer Note 20(A)(i))	(2027.14)	-	(1889.50)	-
- Provisions current (Refer Note 20(B)(a)(i))	(340.23)	-	(360.38)	-
- Provisions non-current (Refer Note 20(A)(iii))	-	(15.80)	-	(17.48)
- Provisions current (Refer Note 20(B)(a)(iii))	-	(5.45)	-	(6.43)
(c) Present value of defined benefit obligation:				
Present value of defined benefit obligation at beginning of the year	2314.90	23.91	2177.61	25.42
Current service cost	142.59	1.20	136.49	1.01
Interest on defined benefit obligation	165.40	1.71	162.57	1.90
Remeasurements due to:				
Actuarial loss/(gain) arising from change in demographic assumptions	-	-	-	-
Actuarial loss/(gain) arising from change in financial assumptions	76.48	0.34	58.70	0.31
Actuarial loss/(gain) arising on account of experience changes	44.05	(0.81)	(29.11)	(0.12)
Past service cost	-	-	-	-
Benefits paid	(319.06)	(5.10)	(191.36)	(4.61)
Present value of defined benefit obligation at the end of the year	2424.36	21.25	2314.90	23.91
(d) Fair value of plan assets:				
Opening fair value of plan assets	65.02	-	32.13	-
Employer contributions	306.38	-	221.85	-
Interest on plan assets	4.65	-	2.40	-
Actual return on plan assets	-	-	-	-
Benefits paid	(319.06)	-	(191.36)	-
Closing fair value of plan assets	56.99	-	65.02	-
(e) Movement of net liability recognised in the Balance Sheet:				
Opening net defined benefit liability/(asset)	2249.88	23.91	2145.48	25.42
Expense charged to Statement of Profit and Loss	303.34	2.91	296.66	2.91
Amount recognised in other comprehensive income	120.53	(0.47)	29.59	0.19
Employer contributions	(306.38)	(5.10)	(221.85)	(4.61)
Closing net defined benefit liability/(asset)	2367.37	21.25	2249.88	23.91
(f) The major categories of plan assets as a percentage of the fair value of total plan assets:	As at 31 March, 2025		As at 31 March, 2024	
Insurer managed funds	100%	-	100%	-

The plan does not invest directly in any property occupied by the Company nor in any financial securities issued by the Company.

Note 35 : Employee benefits .... Contd.

(₹ in Lakhs)

	Particulars	As at 31 March, 2025		As at 31 March, 2024	
		Gratuity	Terminal Ex-gratia	Gratuity	Terminal Ex-gratia
(g)	**The principal assumptions used in determining defined benefit obligations:**				
	Financial assumptions:				
	Discount rate	6.80%	6.80%	7.15%	7.15%
	Salary escalation	7.00%		7.00%	
	Demographic assumptions:				
	Retirement age:				
	For Mumbra employees	60 years		60 years	
	For Faridabad and Lonand employees	58 years		58 years	
	Attrition rate:				
	Age Banks - 21 - 44	2.00%		2.00%	
	Age Banks - 44 & above	1.00%		1.00%	
	Mortality tables	Indian Assured Lives Mortality (2012-14) Ult table		Indian Assured Lives Mortality (2012-14) Ult table	

The discount rate is based on the prevailing market yields of Government of India securities as at the Balance Sheet date for the estimated term of the obligations.

The estimate of future salary increases considered, takes into account the inflation, seniority, promotion, increments and other relevant factors.

(h) Sensitivity analysis:

Gratuity is a lump sum plan and the cost of providing these benefits is typically less sensitive to small changes in demographic assumptions. The key actuarial assumptions to which the benefit obligation results are particularly sensitive to are discount rate and future salary escalation rate. The following table summarizes the impact in percentage terms on the reported defined benefit obligation at the end of the reporting period arising on account of an increase or decrease in the reported assumption by 50 basis points.

	As at 31 March, 2025		As at 31 March, 2024	
	Gratuity	Terminal Ex-gratia	Gratuity	Terminal Ex-gratia
Discount rate				
Impact of increase in 50 bps on defined benefits obligations	-4.45%	-3.88%	-4.16%	-2.18%
Impact of decrease in 50 bps on defined benefits obligations	4.86%	0.76%	4.53%	2.32%
Salary escalation				
Impact of increase in 50 bps on defined benefits obligations	4.59%	-	4.33%	-
Impact of decrease in 50 bps on defined benefits obligations	-4.28%	-	-4.03%	-

These sensitivities have been calculated to show the movement in defined benefit obligation in isolation and assuming there are no other changes in market conditions at the accounting date. There have been no changes from the previous periods in the methods and assumptions used in preparing the sensitivity analysis.

Note 35 : Employee benefits .... Contd.

(i) Funding arrangements & policy:

The money contributed by the Company to the fund to finance the liabilities of the plan has to be invested. The trustees of the plan have outsourced the investment management of the fund to an insurance company. The insurance company in turn manages these funds as per the mandate provided to them by the trustees and the asset allocation which is within the permissible limits prescribed in the insurance regulations. Due to the restrictions in the type of investments that can be held by the fund, it is not possible to explicitly follow an asset-liability matching strategy to manage risk actively.

There is no compulsion on the part of the Company to fully pre fund the liability of the Plan. The Company's philosophy is to fund the benefits based on its own liquidity and tax position as well as level of under funding of the plan.

The expected contribution payable to the plan next year is ₹ 340.23 lakhs.

(j) Maturity profile

	As at 31 March, 2025		As at 31 March, 2024	
	Gratuity	Terminal Ex-gratia	Gratuity	Terminal Ex-gratia
Expected benefits for year 1	397.23	5.45	425.41	6.43
Expected benefits for year 2	259.50	5.01	215.40	4.01
Expected benefits for year 3	156.75	2.29	250.53	4.85
Expected benefits for year 4	244.00	3.80	149.78	2.21
Expected benefits for year 5	224.38	2.88	234.20	3.67
Expected benefits for year 6	129.62	0.99	214.17	2.78
Expected benefits for year 7	78.79	0.43	121.29	0.95
Expected benefits for year 8	172.72	1.03	74.14	0.42
Expected benefits for year 9	126.75	0.65	161.46	1.01
Expected benefits for year 10 and above	3805.11	10.16	3542.22	10.77
The weighted average duration to the payment (years)	9.42	4.43	8.77	4.25

Note 36 : Related party transactions

Note	Particulars

(A) As per Ind AS 24, the disclosures of transactions with the Related Parties are given below:

Description of relationship		Names of related parties
Key Management Personnel (KMP)	(i)	Mr. Surinder Paul Kanwar - Chairman and Managing Director (who also has ability to exercise 'significant influence' over the Company)
	(ii)	Mr. Sameer Kanwar – Joint Managing Director (Son of Chairman and Managing Director of the Company)
	(iii)	Mr. Rakesh Chopra - Non Executive Independent Director
	(iv)	Mr. Virendra Kumar Pargal - Non Executive Independent Director
	(v)	Mr. Wolfgang Rudolf Schilha - Non Executive Independent Director
	(vi)	Mrs. Hiroo Suresh Advani - Non Executive Independent Director (upto 12 August, 2024)
	(vii)	Mr. N.V. Srinivasan - Non Executive Director
	(viii)	Mr. Raman Nanda - Non Executive Independent Director
	(ix)	Ms. Kavita Jha - Non Executive Independent Director (w.e.f. 24 September, 2024)
Enterprises over which KMP is able to exercise significant influence	(i)	Clip-Lok Simpak (India) Private Limited (CSIPL)
	(ii)	Raunaq International Limited (RIL)
	(iii)	Vibrant Reality Infra Private Limited (VRIPL)

Note 36 : Related party transactions .... Contd.

(B) Details of related party transactions during the year ended 31 March, 2025:

(i) Key Management Personnel (KMP):

(₹ in Lakhs)

Particulars		For the year ended 31 March, 2025	For the year ended 31 March, 2024
(a)	**Mr. Surinder Paul Kanwar**		
	- Compensation - Short term employee benefits	261.86	263.97
	- Rent paid for premises taken on lease	60.00	60.00
	- Reimbursement of maintenance charges paid for premises taken on lease	3.11	2.96
(b)	**Mr. Sameer Kanwar**		
	- Compensation - Short term employee benefits	178.03	177.97
	- Rent paid for premises taken on lease	36.00	36.00
	- Reimbursement of maintenance charges paid for premises taken on lease	5.02	5.01
(c)	**Mr. N.V. Srinivasan**		
	- Director's sitting fees	5.15	2.15
(d)	**Mr. Rakesh Chopra**		
	- Director's sitting fees	10.90	4.40
(e)	**Mr. Virendra Kumar Pargal**		
	- Director's sitting fees	8.50	4.30
(f)	**Mr. Wolfgang Rudolf Schilha**		
	- Director's sitting fees	6.50	2.30
(g)	**Mrs. Hiroo Suresh Advani**		
	- Director's sitting fees	5.00	4.00
(h)	**Mr. Raman Nanda**		
	- Director's sitting fees	7.25	2.00
(i)	**Ms. Kavita Jha**		
	- Director's sitting fees	2.25	-

(ii) Enterprises over which KMP is able to exercise significant influence:

(₹ in Lakhs)

Particulars		For the year ended 31 March, 2025	For the year ended 31 March, 2024
(a)	**Clip-Lok Simpak (India) Private Limited**		
	- Purchase of packing material	30.40	42.98
	- Rent income	0.63	0.63
(b)	**Vibrant Reality Infra Private Limited**		
	- Rent expense	22.49	26.53
(c)	**Raunaq International Limited**		
	- Rent income	1.40	1.40

(C) Outstanding balances (excluding Ind AS fair value adjustments):

(i) Key Management Personnel (KMP):

(₹ in Lakhs)

Particulars		As at 31 March, 2025	As at 31 March, 2024
(a)	**Mr. Surinder Paul Kanwar**		
	Receivable	50.00	50.00
	Payable	21.36	16.39
(b)	**Mr. Sameer Kanwar**		
	Receivable	10.00	10.00
	Payable	4.75	11.58

Note 36 : Related party transactions .... Contd.

(₹ in Lakhs)

Particulars		As at 31 March, 2025	As at 31 March, 2024
(c)	**Mr. Rakesh Chopra**		
	Payable	0.45	-
(d)	**Mr. Virendra Kumar Pargal**		
	Payable	0.23	-
(e)	**Mr. Wolfgang Rudolf Schilha**		
	Payable	0.17	-
(f)	**Mr. Raman Nanda**		
	Payable	0.23	-
(g)	**Ms. Kavita Jha**		
	Payable	0.23	-

(ii) Enterprises over which KMP is able to exercise significant influence: (₹ in Lakhs)

Particulars		As at 31 March, 2025	As at 31 March, 2024
(a)	**Vibrant Reality Infra Private Limited**		
	Receivable	5.00	5.00
(b)	**Clip-Lok Simpak (India) Private Limited**		
	Receivable	-	7.06
(c)	**Raunaq International Limited**		
	Receivable	0.07	-
	Payable	0.19	0.19

(D) Note:

Key Management Personnel compensation does not include provision for gratuity and leave encashment, which is determined for the Company as a whole.

Note 37 : Earnings per share

(₹ in Lakhs)

Particulars	For the year ended 31 March, 2025	For the year ended 31 March, 2024
Basic and diluted:		
Net profit/(loss) after tax for the year attributable to the equity shareholders	318.81	(973.78)
Weighted average number of equity shares (Nos.)	15355058	15355058
Face value per share (In ₹)	10.00	10.00
Earnings per share - Basic and diluted (In ₹)	**2.08**	**(6.34)**

Note 38(A) : Disclosure under Ind AS 115 "Revenue from Contracts with Customers"

(₹ in Lakhs)

Particulars	As at 31 March, 2025	As at 31 March, 2024
Contract Balances:		
Contract assets balance at the beginning of the year	565.14	442.19
Revenue recognised during the year	55.18	257.52
Invoices raised during the year	(257.52)	(102.85)
Created/(consumed) during the year	(29.16)	(31.72)
Contract assets balance at the end of the year (Refer Note 8(B)(c) and Note 9(c))	**333.64**	**565.14**

Note 38(A) : Disclosure under Ind AS 115 "Revenue from Contracts with Customers" .... Contd.

(₹ in Lakhs)

Particulars	As at 31 March, 2025	As at 31 March, 2024
Contract liabilities balance at the beginning of the year	752.80	495.80
Revenue recognised that was included in the unearned and deferred revenue at the beginning of the year	-	-
Billed in advance in terms of contract	66.82	16.32
Advance received during the year	847.56	457.18
Adjusted against invoices during the year	(837.69)	(216.50)
Contract liabilities balance at the end of the year (Refer Note 21 and Note 24(b))	**829.49**	**752.80**

Note 38(B) : Disclosures in pursuance of the Ind AS 37 "Provisions, Contingent Liabilities and Contingent Assets":

(₹ in Lakhs)

Provision for warranties	As at 31 March, 2025	As at 31 March, 2024
Opening balance	4.93	2.41
Additional provision	20.56	4.37
Amount utilized	-	-
Unutilized amount reversed	-	(1.85)
Closing balance (Refer Note 20(B)(b))	**25.49**	**4.93**

Provision for warranty is made for the estimated amount of expenditure, which may be incurred during the warranty period after successful commissioning of the furnace.

Note 39 : Segment information

Particulars

(a) The Company is primarily engaged in the Automotive Gears business and all other activities revolving around the same. Information reported to and evaluated regularly by the Chief Operational Decision Maker (CODM) i.e. Chairman and Managing Director for the purpose of resource allocation and assessing performance focuses on the business as a whole. Accordingly, there is no other separate reportable segment as defined by Ind AS 108 "Operating Segments".

(b) Disaggregation of revenue by geography:

The revenue of the Company from the external customers are attributed to (i) the Company's country of domicile i.e. India and (ii) all foreign countries in total from which the Company derives revenue. Details are as follows:

(i) Revenue from contracts with customers:

(₹ in Lakhs)

Particulars	For the year ended 31 March, 2025	For the year ended 31 March, 2024
India	44346.08	40948.39
Outside India:		
USA	10034.03	12405.47
Mexico	1578.32	3154.61
Spain	3709.97	3516.68
Other countries	3638.93	4464.96
Total	**63307.33**	**64490.11**

(ii) Other operating revenue:

(₹ in Lakhs)

Particulars	For the year ended 31 March, 2025	For the year ended 31 March, 2024
India	1445.86	1803.32
Outside India	-	11.31
Total	**1445.86**	**1814.63**

Note 39 : Segment information ..... Contd.

(c) All the non-current assets of the Company are located in India.

(d) Information about major customers having revenue amounting to 10% or more of the Company's revenue from contracts with customers:

(₹ in Lakhs)

Particulars	For the year ended 31 March, 2025	For the year ended 31 March, 2024
Customer A	**17541.42**	**16052.41**

No other customer individually contributed 10% or more to the Company's revenue from contracts with customers for the current year ended 31 March, 2025 and previous year ended 31 March, 2024.

Note 40 : Financial instruments

I. Capital management

The Company manages its capital to ensure that the Company will be able to continue as going concern while maximising the return to shareholders through the optimisation of the debt and equity.

The Company manages its capital structure and makes adjustments in the light of changes in economic conditions and the requirements of the financials covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payments to shareholders, return capital to shareholders or issue new shares. The capital structure is monitored on the basis of net debt to equity and maturity profile of the overall debt portfolio of the Company.

(₹ in Lakhs)

Particulars		31 March, 2025	31 March, 2024
Short term borrowing and current portion of long term borrowing		2795.06	4255.88
Long term borrowing		3338.44	5088.09
Total borrowing		**6133.50**	**9343.97**
Less:- Cash and cash equivalents including other bank balances and earmarked investments		1062.88	1027.12
Net debt	**A**	**5070.62**	**8316.85**
Total shareholders' equity as reported in Balance Sheet	**B**	11288.90	11059.93
Total capital and debt	**(A+B)**	**16359.52**	**19376.78**

In order to achieve the overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest bearing loans and borrowings that define capital structure requirements.

No changes were made in the objectives, policies and processes for managing capital during the year(s) ended 31 March, 2025 and 31 March, 2024.

II. Financial Risk Management Framework

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk. In order to manage the aforementioned risks, the Company operates a risk management policy and a program that performs close monitoring of and responding to each risk factors.

(A) Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks, foreign exchange transactions and other financial instruments.

(i) Trade receivables

Customer credit risk is managed by the Company subject to the Company's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on payment performance over the period of time and wherever required a detailed financial analysis. Outstanding

Note 40 : Financial instruments .... Contd.

customer receivables are regularly monitored. As at 31 March, 2025, the Company had 5 customers that owed the Company more than ₹ 500 lakhs each and accounted for approximately 36.62% of all the receivables outstanding (As at 31 March, 2024: 51.17% comprising of 7 customers).

An impairment analysis is performed at each reporting date. The Company does not hold collateral as security.

(ii) Financial instruments and cash deposits

Investment in mutual funds is carried at FVTPL. Carrying value of investment as at 31 March, 2025 is ₹ 129.73 lakhs (As at 31 March, 2024: ₹ 120.05 lakhs). The carrying value represents the Company's maximum exposure to credit risk for investment in mutual funds.

Credit risk from balances with banks and financial institutions is managed by the Company in accordance with the Company's policy. The credit risk is limited because counter parties are banks/institutions with high credit ratings.

(B) Liquidity risk

(i) Liquidity risk management

The Company manages liquidity risk by maintaining adequate reserves, banking facilities/borrowings and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

(ii) Maturities of financial liabilities

The following table detail the Company's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The amount disclosed in the table have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. The table include both interest and principal cash flows.

(₹ in Lakhs)

Particulars	Less than 1 Year	1-3 Years	3-5 Years	5 Years and above	Total	Carrying amount
Non-derivative financial liabilities						
31 March, 2025						
Fixed interest rate instruments	-	-	-	-	-	-
Variable interest rate instruments	3687.76	3244.59	133.33	-	7065.68	6983.64
Lease liabilities	597.68	930.82	612.29	345.29	2486.08	1832.75
Non-interest bearing	12300.59	-	-	-	12300.59	12300.59
Total	**16586.03**	**4175.41**	**745.62**	**345.29**	**21852.35**	**21116.98**
31 March, 2024						
Fixed interest rate instruments	360.00	60.00	-	-	420.00	420.00
Variable interest rate instruments	4812.95	3376.80	1600.00	133.33	9923.08	9785.49
Lease liabilities	536.77	1001.65	680.42	604.43	2823.27	1992.51
Non-interest bearing	11203.94	-	-	-	11203.94	11203.94
Total	**16913.66**	**4438.45**	**2280.42**	**737.76**	**24370.29**	**23401.94**

Interest rate sensitivity:

The sensitivity analysis below have been determined based on the exposure to interest rates for non-derivative instruments at the end of the reporting period. For floating variable rate liabilities, the analysis is prepared assuming the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year. A 100 basis point increase or decrease is used for the purpose of sensitivity analysis.

Note 40 : Financial instruments .... Contd.

If interest rates had been 100 basis points higher/lower and all other variables held constant, the Company's profit for the year ended 31 March, 2025 would decrease/increase by ₹ 87.92 lakhs (loss for the year ended 31 March, 2024: increase/decrease by ₹ 102.05 lakhs). This is mainly attributable to the Company's exposure to interest rate on its variable rate borrowings.

The amounts included above for variable interest rate instruments for both non-derivative financial liabilities is subject to change if changes in variable interest rates differ to those estimates of interest rates determined at the end of the reporting period.

(iii) Financing arrangements

The Company had access to following undrawn borrowing facilities at the end of the reporting period:

(₹ in Lakhs)

Particulars	As at 31 March, 2025	As at 31 March, 2024
From banks:		
Fund based:		
Cash credit/packing credit	2460.74	2246.92
- Expiring within one year	2460.74	2246.92
- Expiring beyond one year	-	-
Non-fund based - letter of credit/bank guarantees:	1936.95	2158.26
- Expiring within one year	1936.95	2158.26
- Expiring beyond one year	-	-
From equipment leasing company:		
Fund based:	-	382.39
- Expiring within one year	-	382.39
- Expiring beyond one year	-	-

(C) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency risk, interest rate risk and other price risk. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

(i) Currency risk

The Company undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. The Company's exposure to currency risk relates primarily to the Company's operating activities and borrowings when transactions are denominated in a different currency from the Company's functional currency.

The Company manages its foreign currency risk by effective monitoring movement in foreign currency rates and seeks to minimize the effect of currency risk by using non derivative financing instrument to hedge risk exposures.

The carrying amounts of the Company’s unhedged foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

Particulars	Currency	In foreign currency		₹ lakhs	
		As at 31 March, 2025	As at 31 March, 2024	As at 31 March, 2025	As at 31 March, 2024
Receivable	USD	35,83,828.45	47,41,775.86	3063.10	3954.64
	EURO	11,93,618.77	20,23,046.15	1098.64	1817.62
	JPY	-	17,15,000.00	-	9.44
Payables	USD	5,92,340.10	16,30,844.06	506.33	1360.29
	EURO	33,680.40	-	31.04	-
	CHF	598.00	-	0.58	-

Note 40 : Financial instruments .... Contd.

Foreign currency sensitivity

The following table demonstrates the sensitivity in the USD, Euro and other currencies to the functional currency of the Company, with all other variables held constant. The impact on the Company's profit before tax is due to changes in the fair value of the monetary assets and liabilities including currency derivatives.

(₹ in Lakhs)

Particulars	Change in currency exchange rate	Effect on profit before tax		Effect on equity	
		For the year ended 31 March, 2025	For the year ended 31 March, 2024	For the year ended 31 March, 2025	For the year ended 31 March, 2024
USD	+ 5%	127.84	129.72	95.67	97.07
	- 5%	(127.84)	(129.72)	(95.67)	(97.07)
EURO	+ 5%	53.38	90.88	39.95	68.01
	- 5%	(53.38)	(90.88)	(39.95)	(68.01)
JPY	+ 5%	-	0.47	-	0.35
	- 5%	-	(0.47)	-	(0.35)
CHF	+ 5%	(0.03)	-	(0.02)	-
	- 5%	0.03	-	0.02	-

(ii) Interest rate risk

Refer comment given above in maturities of financial liabilities under liquidity risk.

(iii) Raw material price risk

The Company does not have significant risk in raw material price variations. In case of any variation in price, the same is passed on to customers through appropriate adjustment to selling prices.

Note 41 : Fair value

Particulars

A. Fair value measurement:

All the financial assets (other than investments) and financial liabilities of the Company are carried at amortised cost. Investments are carried at fair value through profit or loss.

The management assessed that the fair value of financial instruments such as trade receivables, cash and cash equivalents, other bank balances, other financial assets (except security deposits and loans and advances to employees), trade payables and other current financial liabilities (except current maturities of long term debts) approximate their carrying value largely due to the short-term maturities of these instruments.

B. Fair value hierarchy:

Quantitative disclosure fair value measurement hierarchy:

(₹ in Lakhs)

Particulars	As at 31 March, 2025		As at 31 March, 2024		Fair value hierarchy
	Carrying value	Fair value	Carrying value	Fair value	
Assets for which fair values are disclosed:					
Investments	129.73	129.73	120.05	120.05	Level 1
Loans and advances to employees	172.83	172.83	192.52	192.52	Level 2
Security deposits	314.59	314.59	299.69	299.69	Level 2
Liabilities for which fair values are disclosed:					
Borrowings	4094.24	4094.24	7090.89	7090.89	Level 2

Fair value of loans and advances to employees, security deposits and borrowings are estimated by discounting future cash flows using rates currently available for debt on similar terms, credit risk and maturities.

Note 42 : Corporate social responsibility

(₹ in Lakhs)

	Particulars	For the year ended 31 March, 2025	For the year ended 31 March, 2024
(i)	Amount required to be spent during the year	23.24	25.87
(ii)	Amount of expenditure incurred (Refer Footnote (i) below)	23.00	17.00
(iii)	Shortfall/(surplus) at the end of the year	0.24	8.87
(iv)	Total of previous years shortfall/(surplus)	(2.01)	(10.88)
(v)	Total shortfall/(surplus) at the end of current year carried forward (iii + iv) (Refer Footnote (iii) below)	(1.77)	(2.01)
(vi)	Reason for shortfall	Not applicable	Not applicable
(vii)	Nature of CSR activities	Refer Footnote (ii) below	Refer Footnote (ii) below
(viii)	Details of Related Party Transactions	Not applicable	Not applicable
(ix)	Provision made in respect of liability incurred	-	-

Footnotes:

(i) Details of amount of expenditure incurred:

(₹ in Lakhs)

	Particulars	For the year ended 31 March, 2025			For the year ended 31 March, 2024		
		In Cash	Yet to be paid in cash	Total	In Cash	Yet to be paid in cash	Total
(i)	Construction/acquisition of any asset	-	-	-	-	-	-
(ii)	On purposes other than (i) above	23.00	-	23.00	17.00	-	17.00

(ii) Nature of CSR activities include promoting education, including special education, distribution of food and food grains, contribution towards art and craft awareness programme, health and rural development, promotion of gender equality, empowering women and environmental sustainability.

(iii) In accordance with rule 7(3) of the Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021, amount spent in excess of requirement provided under sub-section (5) of section 135 of the Companies Act, 2013, may be set off against the amount required to be spent in immediately succeeding three financial years. Accordingly, this surplus amount spent is eligible for set off.

Note 43 : Acquisition of land by Government authorities

Particulars
Thane Municipal Corporation (TMC) has acquired certain portion of Company's land at Mumbra plant for proposed road widening project(s). The exact area of such acquisition shall be determined after actual survey of land; which is still pending. The said acquisition does not impact the operations of the Company adversely. Meanwhile, the Company has taken up the matter with TMC for suitable compensation in lieu of such acquisition. The impacted land had been classified as non-current asset held for sale in the earlier years.

Note 44 : Title deeds of Immovable Properties

Relevant line item in the Balance sheet	Description of item of property	Gross carrying value (₹ in lakhs)	Title deeds held in the name of	Whether title deed holder is a promoter, director or relative of promoter/director or employee of promoter/director	Property held since which date	Reason for not being held in the name of the company
Property, plant and equipment	Land at Mumbra	124.34	Bharat Gears Limited (Refer Footnote below)	Not applicable	28 September, 1972	Not applicable (Refer Footnote below)
	Land at Lonand	234.73			07 February, 2011	
		297.95			23 December, 2011	

Footnotes:

The name mentioned in the records of the Government (i.e. 7/12 extract in respect of certain part of Company's Land at Mumbra and Lonand, on account of certain mutation entries) does not match with the indenture of the conveyance available with the Company. The Company has initiated necessary legal actions which are pending with concerned statutory authorities.

Note 45 : Ratios

Sr.no.	Particulars	Numerator	Denominator	Unit	31 March, 2025	31 March, 2024	% Change	Reason for variance
(i)	Current ratio	Current assets	Current liabilities	Times	1.22	1.26	3%	
(ii)	Debt-equity ratio	Non-current borrowings + Current borrowings	Total equity	Times	0.54	0.84	36%	Improvement because of decrease in debt on account of scheduled repayment & pre-payment.
(iii)	Debt service coverage ratio	Profit/(Loss) for the year + Finance costs + Depreciation and amortisation expense + Loss on disposal of property, plant and equipment - Gain on disposal of property, plant and equipment - Exceptional items	Finance costs + Current maturities of long-term debts + Current lease liabilities	Times	0.94	0.73	29%	Increase because of profit during the current year and decrease in Current maturities of long-term debts.
(iv)	Return on equity ratio	Profit/(Loss) for the year	Average total equity	%	3%	-8%	138%	Increase because of profit during the current year.
(v)	Inventory turnover ratio	Revenue from operations	Average inventory	Times	7.39	7.29	1%	
(vi)	Trade receivables turnover ratio	Revenue from operations	Average trade receivables	Times	6.08	5.56	9%	
(vii)	Trade payables turnover ratio	Purchases + Consumption of stores and spare parts + Consumption of loose tools + Consumption of packing materials + Processing charges	Average trade payables	Times	3.39	3.27	4%	

Note 45 : Ratios .... Contd.

Sr.no.	Particulars	Numerator	Denominator	Unit	31 March, 2025	31 March, 2024	% Change	Reason for variance
(viii)	Net capital turnover ratio	Revenue from operations	Current assets - Current liabilities	Times	17	14	21%	
(ix)	Net profit ratio	Profit/(Loss) for the year	Revenue from operations	%	1%	-1%	200%	Increase because of profit during the current year.
(x)	Return on capital employed	Profit/(Loss) before exceptional items and tax + Finance costs	Non-current borrowings + Current borrowings + Total Equity	%	12%	2%	500%	Increase because of profit during the current year.
(xi)	Return on investment	Gain on valuation of mutual funds measured at FVTPL	Cost of investment	%	9%	8%	12%	

Note 46 : Relationship with struck off companies

(₹ in Lakhs)

Name of struck off company	Nature of transaction	Transaction during the year ended 31 March, 2025	Balance outstanding as at ended 31 March, 2025	Relationship with the struck off company
New Age Aqua Private Limited	**Trade payable**	**23.95**	**4.10**	**Vendor**

(₹ in Lakhs)

Name of struck off company	Nature of transaction	Transaction during the year ended 31 March, 2024	Balance outstanding as at ended 31 March, 2024	Relationship with the struck off company
New Age Aqua Private Limited	**Trade payable**	**21.58**	**3.51**	**Vendor**

Note 47 : Other statutory information

Particulars

(i) The Company does not have any Benami property. No proceedings have been initiated or pending against the Company for holding any Benami property.

(ii) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

(iii) The Company has not traded or invested in Crypto currency or Virtual currency during the financial year.

(iv) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(v) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

Note 47 : Other statutory information .... Contd.

(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(vi) The Company does not have any such transaction which is not recorded in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

(vii) The Company is in compliance with the number of layers prescribed under clause (87) of section 2 of the Companies Act, 2013, read with Companies (restriction on number of layers) Rules, 2017.

(viii) The Company has not been declared wilful defaulter by any bank or financial institution or other lender.

Note 48 : Sale of land

Particulars

During the year, the Company has sold a part of land situated at Mumbra plant for a consideration of ₹1,710.00 lakhs resulting in a net gain of ₹1,683.77 lakhs, after adjusting cost of acquisition and sales related expenses, which has been disclosed as an exceptional item.

For and on behalf of the Board of Directors of Bharat Gears Limited

Surinder Paul Kanwar
Chairman and Managing Director
(DIN : 00033524)

Sameer Kanwar
Joint Managing Director
(DIN : 00033622)

V.K. Pargal (DIN : 00076639)
Rakesh Chopra (DIN : 00032818)
N.V. Srinivasan (DIN : 00879414)
Raman Nanda (DIN : 00078198)
Kavita Jha (DIN : 10780777)
Directors

Place : Mumbai
Date : 22 May, 2025

Milind Pujari
Chief Financial Officer
(PAN : AAAPP3554C)

Prashant Khattry
Corporate Head (Legal) & Company Secretary
(PAN : AOQPK8734B)

NOTES

BHARAT GEARS LIMITED
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Form ISR – 1

(see SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 on Common and Simplified Norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC details and Nomination)

REQUEST FOR REGISTERING PAN, KYC DETAILS OR CHANGES/UPDATION THEREOF

[For Securities (Shares/Debentures/Bonds, etc.) of the Company held in physical form]

Date: ______/______ / ______

A. I/We request you to Register/Change/Update the following (Tick ✓ relevant box)

☐ PAN	☐ Bank details	☐ Signature
☐ Mobile number	☐ E-mail ID	☐ Address

B. Security Details:

Name of the Issuer Company	BHARAT GEARS LIMITED	Folio No.:
Name(s) of the Security holder(s) as per the Certificate(s)	1. 2. 3.	
Number & Face value of securities		
Distinctive number of securities		From To

C. I/We are submitting documents as per Table below (tick ✓as relevant, refer to the instructions):

	✓	Document/Information/ Details	Instruction/Remark
1.	PAN of (all) the (joint) holder(s)		
		PAN Whether it is Valid (linked to Aadhaar): ☐ Yes ☐ No	☐☐☐☐☐☐☐☐☐☐, ☐☐☐☐☐☐☐☐☐☐ ☐☐☐☐☐☐☐☐☐☐ PAN shall be valid only if it is linked to Aadhaar by March 31, 2023* For Exemptions/Clarifications on PAN, please refer to Objection Memo in **Page 6 & 7**
2.		Demat Account Number (Optional)	☐☐☐☐☐☐☐☐ ☐☐☐☐☐☐☐☐ Also provide Client Master List (**CML**) of your Demat Account, provided by the Depository Participant.
3.		Proof of Address of the first holder	Any one of the documents, only if there is change in the address; ☐ Unique Identification Number (UID) (Aadhaar) ☐ Valid Passport/ Registered Lease or Sale Agreement of Residence / Driving License ☐ Flat Maintenance bill accompanied with additional self-attested copy of Identity Proof of the holder/claimant. ☐ Utility bills like Telephone Bill (only land line)/ Electricity bill / Gas bill - Not more than 3 months old. ☐ Identity card / document with address, issued by any of the following: Central/State Government and its Departments, Statutory / Regulatory Authorities, Public Sector Undertakings, Scheduled Commercial Banks, Public Financial Institutions duly attested by the employer with date and organisation stamp ☐ For FII / sub account, Power of Attorney given by FII / sub-account to the Custodians (which are duly notarized and / or apostilled or consularised) that gives the registered address should be taken. ☐ Proof of address in the name of the spouse accompanied with self- attested copy of Identity Proof of the spouse. ☐ Client Master List (CML) of the Demat Account of the holder / claimant, provided by the Depository Participant.

4.		Bank details *(to be updated for first holder in case of joint holding)*	Account Number: ______________________ # Bank Name: ______________________ Branch Name: ______________________ IFS Code: ______________________ Provide the following: ☐ Original cancelled cheque bearing the name of the security holder; **OR** ☐ Bank passbook/statement attested by the Bank;
5.		E-mail address	______________________ #
6.		Mobile	______________________ #

* or any date as may be specified by the CBDT *(DP: Depository Participant)*

In case it is not provided, the details available in the CML will be updated in the folio

Authorization: I/ We authorise you (RTA) to update the above PAN and KYC details in following additional folio(s) held in my / our name (use Separate Annexure if extra space is required):

S. No.	Name of the Issuer Company	Folio No.	Quantity of securities	Face value of securities	Distinctive number of securities (Optional)

in which I / We are the holder(s) (strike off what is not applicable).

Declaration: All the above facts stated are true and correct.

	Holder 1	Holder 2	Holder 3
Signature	✓		
Name	✓		
Full address	✓		
PIN	☐☐☐☐☐☐	☐☐☐☐☐☐	☐☐☐☐☐☐

Mode of submission of documents to the RTA

Please use any one of the following mode:

1. **Through 'In Person Verification' (IPV):** The authorized person of the RTA shall verify the original documents furnished by the investor and retain copy (ies) with IPV stamping with date and initials.
2. **Through Post:** Hard copies of the documents which are self-attested.
3. **Through electronic mode with e-sign:** The holder(s)/ claimant(s) may furnish the documents to RTAs electronically including by way of email or through service portal of the RTA provided the documents furnished shall have e-sign* of the holder(s)/ claimant(s).

   *E-Sign is an integrated service which facilitates issuing a Digital Signature Certificate and performing signing of requested data by e-Sign user. The holder/claimant may approach any of the empanelled e-Sign Service Providers, details of which are available on the website of Controller of Certifying Authorities (CCA), Ministry of Communications and Information Technology (https://cca.gov.in/) for the purpose of obtaining an e-sign.

Note

•	Holders of physical securities in listed company are mandatorily required to furnish PAN, KYC details (Contact details, Bank Account Details, Signature) and Nomination (for all the eligible folios) to enable RTA to process any service request or complaints received from the security holder(s)/ Claimants.	
•	Upon receipt or up-dation of bank details, the RTA shall, suo-moto, generate request to the company's bankers to pay electronically all the moneys of / payments to the holder that were previous unclaimed / unsuccessful.	
•	RTA shall update the folio with PAN, KYC details and Nominee, within timelines as mentioned in the circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/670 dated November 26, 2021. However, cancellation of nomination, shall take effect from the date on which this intimation is received by the company / RTA.	
•	RTA shall not insist on Affidavits or Attestation / Notarization or indemnity for registering / up-dating / changing PAN, KYC details and Nomination.	
•	Specimen Signature	**Option A** i Security holder shall provide the following documents: (a) Original cancelled cheque with name of the security holder printed on it; or (b) Self-attested copy of Bank Passbook/ Bank Statement; **and** ii Banker's attestation of the signature of the same bank account as mentioned in (i) above as per **Form ISR - 2**. **OR** **Option B** • The investor may get his or her signature changed or updated by visiting the Office of the RTA in person. In such a case, the investor shall sign before the authorized personnel of the RTA, along with PAN card and any one additional document mentioned at Serial Nos. 1-4 of Annexure – E of SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, in original for verification by the RTA, and submit self- attested copies of the same.
•	Nomination**	• Providing Nomination: Please submit the duly filled up Nomination Form (SH-13) or 'Declaration to Opt out of Nomination' as per Form ISR–3, in SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 • Variation in Existing Nomination: Please use Form SH-14 • Cancellation of Existing Nomination and opting out: use Form SH- 14 & Form ISR – 3

** Nomination **(Form SH-13 or SH-14)** / 'Declaration to Opt-Out of nomination' **(Form ISR – 3)**, has to be furnished by the holder(s) separately for each listed company.

BHARAT GEARS LIMITED
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Form ISR – 2

(see circular No. SEBI/HO/MIRSD/MIRSD-POD-1/P/CIR/2023/37 dated March 16, 2023 on Common and Simplified Norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC details and Nomination)

Confirmation of Signature of securities holder by the Banker

1.	Bank Name and Branch	
2.	Bank contact details	
	Postal Address	
	Phone number	
	E-mail address	
3.	Bank Account number	
4.	Account opening date	
5.	Account holder(s) name(s)	1) 2) 3)
6.	Latest photograph of the account holder(s)	
	1st Holder	2nd Holder	3rd Holder
7.	Account holder(s) details as per Bank Records	
	a) Address	
	b) Phone number	
	c) Email address	
	d) Signature(s)	
	1)	2)	3)
	Seal of the Bank	Signature verified as recorded with the Bank (Signature)

Place:	Name of the Bank Manager:
	Employee Code:
Date:	E-mail address:

BHARAT GEARS LIMITED
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Form No. SH-13 Nomination Form

[Pursuant to section 72 of the Companies Act, 2013 and rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014]

To
Name of the company: **BHARAT GEARS LIMITED**
Address of the company: 20 K.M. Mathura Road, P.O. Amar Nagar, Faridabad - 121003

I/We ……………………………………………………………………. the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)

Nature of securities	Folio No.	No. of securities	Certificate No.	Distinctive No.

(2) PARTICULARS OF NOMINEE/S —

(a) Name:
(b) Date of Birth:
(c) Father's/Mother's/Spouse's name:
(d) Occupation:
(e) Nationality:
(f) Address:
(g) E-mail id:
(h) Relationship with the security holder:

(3) IN CASE NOMINEE IS A MINOR--

(a) Date of birth:
(b) Date of attaining majority
(c) Name of guardian:
(d) Address of guardian:

Name(s) and Address of Security holders(s) Signature(s)

Sole / First Holder Name: ____________________________________

Address: ____________________________________

____________________________________ ____________________

Second Holder Name: ____________________________________

Address: ____________________________________

____________________________________ ____________________

Third Holder Name: ____________________________________

Address: ____________________________________

____________________________________ ____________________

Name and Address of Witness	Signature

Form No. SH-14 Cancellation or Variation of Nomination

[Pursuant to sub-section (3) of section 72 of the Companies Act, 2013 and rule 19(9) of the Companies (Share Capital and Debentures) Rules 2014]

Name of the company: **BHARAT GEARS LIMITED**

I/We hereby cancel the nomination(s) made by me/us in favor of (name and address of the nominee) in respect of the below mentioned securities.

or

I/We hereby nominate the following person in place of …………………………………………………………………. as nominee in respect of the below mentioned securities in whom shall vest all rights in respect of such securities in the event of my/our death.

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being cancelled / varied)

Nature of securities	Folio No.	No. of securities	Certificate No.	Distinctive No.

(2) (a) PARTICULARS OF THE NEW NOMINEE::

i. Name:
ii. Date of Birth:
iii. Father's/Mother's/Spouse's name:
iv. Nationality:
v. Address:
vi. E-mail id:
vii. Relationship with the Security holder:

(b) IN CASE NEW NOMINEE IS A MINOR--

(i) Date of birth:
(ii) Date of attaining majority
(iii) Name of guardian:
(iv) Address of guardian:

Name(s) and Address of Security holders(s) Signature(s)

Sole / First Holder Name: ____________________________________

Address:____

____ ________________________

Second Holder Name: ____

Address:____

____ ________________________

Third Holder Name: ____

Address:____

____ ________________________

Name and Address of Witness	Signature

Form ISR - 3

Declaration Form for Opting-out of Nomination by holders of physical securities in Listed Companies

(see SEBI circular No. SEBI/HO/MIRSD/MIRSD-POD-1/P/CIR/2023/37 dated March 16, 2023 on Common and Simplified Norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC details and Nomination)

[Under Section 72 r/w Section 24 (1) (a) of Companies Act, 2013 r/w Section 11(1) and 11B of SEBI Act, 1992 and Clause C in Schedule VII and Regulation 101 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)]

BHARAT GEARS LIMITED
20 K.M. Mathura Road, P.O. Amar Nagar, Faridabad - 121003

I / we ………………………………………………………………………… the holder(s) of the securities particulars of which are given hereunder, ***do not wish to nominate*** any person(s) in whom shall vest, all the rights in respect of such securities in the event of my /our death.

PARTICULARS OF THE SECURITIES (in respect of which nomination is being opted out)

Nature of securities	Folio No.	No. of securities	Certificate No.	Distinctive No.

I/ we understand the issues involved in non-appointment of nominee(s) and further are aware that in case of my/our death, my / our legal heir(s) / representative(s) are required to furnish the requisite documents/details, including, Will or documents issued by the Court like Decree or Succession Certificate or Letter of Administration/Probate of Will or any other document as may be prescribed by the competent authority, for claiming my / our aforesaid securities.

Name(s) and Address of Security holders(s) Signature(s)

Sole/First Holder Name: ___________________________________

Address: ____

____ ______________________

Second Holder Name: ______________________________________

Address: ____

____ ______________________

Third Holder Name: ____

Address: ____

____ ______________________

Name and Address of Witness	Signature

BHARAT GEARS LIMITED
Geared for Life

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