Schaeffler Group

Code on Prohibition of Insider Trading

FAG Bearings India Limited

Board of Directors

‘2015

Version 1_Approved in BM_HZA_16-July-2015

Purpose & Summary

This Code of Conduct on Prohibition of Insider Trading has been adopted by FAG Bearings India Limited (hereinafter referred to as the "Company") to ensure compliance of legal requirements in alignment with the business philosophy and ethics of the Company. With rapid change in global economic scenario, a move towards enhanced corporate governance culture is inevitable, as we are committed to continually reviewing and updating our policies and procedures. Securities and Exchange Board of India [SEBI] has *vide* Notification No. LAD-NRO/GN/2014-15/21/85 dated January 15, 2015 issued Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. This Code of Conduct may be modified by resolution of the Board of Directors to keep pace with any changes in law or ethical requirements.

Scope

Primarily the scope of this Code of Conduct applies to unpublished price sensitive information pertaining to the Company.

Governing Regulations

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred as "SEBI (Prohibition of Insider Trading) Regulations, 2015")

The Companies Act, 2013

Any other regulations or laws as may be applicable from time to time including any amendments therein.

Basic Principles

The duties under relevant laws, in particular the transparency obligations, are intended to prevent any information advantage for individual market participants and are thereby expected to ensure at all times the best possible transparency and the development of prices of the Company´s financial instruments or securities traded on the stock exchange. Thus, both the capital markets as institutions as well as the individual investors are protected in terms of their investment decisions.

Commencement

This Code shall be effective from May 14, 2015 or any other date as may be notified by SEBI.

Definition:

"Connected Person" means-

'A person who is defined as such in Regulation No. 2(1)(d) of SEBI (Prohibition on Insider Trading) Regulations, 2015. A copy of this definition is attached to this Code for ease of reference.

"Designated Persons" means-

Employees and connected persons designated by the Company on the basis of their functional role, which shall include :

(i) directors of the Company

(ii) officers comprising tiers of the Company management (General Managers & above) and

(iii) the employees designated by the Company to whom these trading restrictions shall be applicable, keeping in mind the objectives of this Code of Conduct.

"Immediate Relative" means-

Spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities.

"Insider" means-

'Any person who is:

(i) a connected person or

(ii) in possession of or having access to unpublished price sensitive information.

"Insider Trading" means—

(i) An act of subscribing, buying, selling, dealing or agreeing to subscribe, buy, sell or deal in any securities by any director or key managerial personnel or any other officer of the Company either as principal or agent if such director or key managerial personnel or any other officer of the Company or connected person or any person, is reasonably expected to have access to any non-public price sensitive information in respect of the Company or its securities; or

(ii) An act of counselling about procuring or communicating directly or indirectly any unpublished price-sensitive information to any person.

"Unpublished Price-sensitive Information" means-

Any information which relates, directly or indirectly, to the Company or its securities, that is not generally available and which if published is likely to materially affect the price of securities of the Company, for example, information relating to financial results, dividends, change in capital structure, mergers, demergers, acquisitions, delisting, disposal and expansion of business, changes in Key Managerial Personnel and any material event in accordance with the listing agreements.

The term "Securities" as used in this Code includes shares, stocks, bonds, debenture stock or any other marketable security of a like nature, by whatever name so called, listed with a Stock Exchange in India and belonging to the Company.

[A] Code of Conduct to Regulate, Monitor and Report Trading by Insiders

1. Prohibition of Insider Trading or Dealing

Elements of Prohibition;

Insider trading or dealing in the securities is prohibited by law for all employees, directors and all persons worldwide having access to unpublished price sensitive information of the Company whether directly or indirectly. This prohibition includes trading, disclosure and the giving of recommendations.

a) Prohibition on Trading
to use inside information to directly or indirectly acquire or dispose of or attempt to acquire or dispose of securities for own account or for the account or on behalf of a third party,

b) Prohibition on disclosure
to disclose or make available inside information to a third party without the authority to do so in the ordinary course of the performance of duties for the Company; this shall apply regardless of whether or not the inside information is disclosed within the Company or passed on to an external third party.

c) Prohibition on Recommendation
to recommend, on the basis of inside information, that a third party acquires or disposes of securities, or to otherwise induce a third party to do so.

Any infringement of the prohibition on insider dealing generally results not only in far-reaching negative effects on the reputation of the Company in the capital markets but can also result in imprisonment, fines or monetary penalties for any employee involved. In addition, other criminal law sanctions come into consideration such as court orders to counter any pecuniary advantage.

Moreover, steps can also be taken against the respective employee involved in any infringement under employment law up to the level of an immediate termination from employment.

2. Duty of Confidentiality

In order to avoid any infringement of the prohibition on insider trading or dealing it should be ensured in particular that confidentiality on (possibly) sensitive information with respect to the stock market price of the securities is maintained. This includes, amongst other matters, the following measures:

a) Unauthorised persons should not receive any access to or knowledge of confidential information.
b) Internally, confidential information should only be passed on if such confidential information is required for the performance of a respective professional task ("need-to-know principle"); in case information is passed on reference should be made to the fact that it is confidential.
c) Confidential information should not be passed on to third parties or discussed with third parties unless the third party requires the information to fulfil obligations for the Company and is obliged by law or by contract to treat such information as confidential and to use such information exclusively for the intended purpose.

d) Confidential information should not be discussed in public or in any place where unauthorised parties can listen it. In this regard special attention must be paid to conversations or discussions outside of the office.

3. Compliance Officer

A. The Company has, in accordance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015, designated a senior level employee as Compliance Officer who shall report to the board of directors of the Company and in particular shall provide reports to the Chairman of the Audit Committee at such frequency as may be stipulated by the board of directors of the Company.

B. The Compliance Officer shall be responsible, *inter alia*, for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information and the implementation of this Code of Conduct under the overall supervision of the board of directors of the Company.

C. The Compliance Officer shall maintain a record of the designated persons and any changes made in the list of designated persons.

D. The Compliance Officer shall assist all the employees in addressing any clarifications regarding the SEBI (Prohibition of Insider Trading) Regulations, 2015 and this Code of Conduct.

4. Preservation of "unpublished price sensitive information"

A. Insider shall maintain the confidentiality of all unpublished price sensitive information and he shall not communicate, provide or allow access to any such information to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations. Insider shall not pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities.

B. Need to know
Unpublished price sensitive information is to be handled on a "need to know" basis, i.e., should be disclosed only to those within the Company who need the information to discharge their duty.

C. Limited access to confidential information
Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password etc.

5. Prevention of misuse of "unpublished price sensitive information"

A. All insiders and designated persons and their immediate relatives shall be subject to trading restrictions as enumerated below.

B. Trading window
   a. A period prior to thirty days of publication / filing of intimation in prescribed manner to the stock exchange and after the expiry of 48 hours thereafter, to be called "trading window", for trading in the Company's securities. The trading

window shall be closed during the time the information referred to in para 5.B.c is unpublished.

b. When the trading window is closed, insiders and the designated persons and their immediate relatives of designate persons shall not trade in the Company's securities during such period.

c. The trading window shall be, *inter alia*, closed at the time of :—
   i. Declaration of financial results (quarterly, half-yearly and annually).
   ii. Declaration of dividends (interim and final).
   iii. Issue of securities by way of public/rights/bonus etc.
   iv. Any major expansion plans or execution of new projects.
   v. Amalgamation, mergers, takeovers and buy-back.
   vi. Disposal of whole or substantially whole of the undertaking.
   vii. Any changes in policies, plans or operations of the Company.
   viii. Changes in Key Managerial Personnel
   ix. Occurrence and cessation of material events in accordance with the Listing Agreement

d. All insiders and designated persons of the Company shall conduct trading in the securities of the Company only in a valid trading window and shall not deal in any transaction involving the purchase or sale of the Company's securities during the periods when trading window is closed, as referred to in para 5.B.c or during any other period as may be specified by the Company from time to time.

C. Pre-clearance of trades

a. All insiders and designated persons and their immediate relatives who intend to deal in the securities of the Company above a minimum threshold limit i.e. 5000 Equity Shares should pre-clear the transaction as per the pre-dealing procedure as described hereunder.

b. An application may be made in form "F" as notified by the Company in this regard, to the Compliance Officer indicating the estimated number of securities that the insiders and designated persons intend to trade in, the details as to the depository with which he has a security account, the details as to the securities in such depository mode and such other details as may be required by any rule made by the Company in this behalf.

c. An undertaking shall be executed in favour of the Company by such insiders and designated persons incorporating, *inter alia*, the following clauses, as may be applicable:

   i. That the insider and designated person does not have any access to or has not received any information that could be construed as "unpublished price sensitive information" as defined in the Code, up to the time of signing the undertaking.
   ii. That in case the insider and designated person has access to or receives any information that could be construed as "unpublished price sensitive information" as defined in this Code, after the signing of the

undertaking but before the execution of the transaction he/she shall inform the Compliance Officer of the same and that he/she would completely refrain from trading in the securities of the Company till the time such information becomes public.

iii. That he/she has not contravened the provisions of the Code of Conduct for Prevention of Insider Trading as notified by the Company from time to time.

iv. That he/she has made a full and true disclosure in the matter.

v. That he/she shall execute his/her order in respect of securities of the Company within seven trading days after the approval of pre-clearance is given. If the order is not executed within seven trading days after the approval is given, he/she undertakes to obtain pre-clearance for the transaction again.

D. Procedure on receipt of application for pre-clearance of trades

The Compliance Officer shall on receiving an application, provide the insider and designated person with an acknowledgement on the duplicate of the application.

i. The Compliance Officer shall grant approval within 2 working days from the date of acknowledgement.

ii. The Compliance Officer shall retain copies of all applications and acknowledgements.

iii. In exceptional circumstances consent may not be given if the Compliance Officer is of the opinion that the proposed deal is on the basis of possession of any unpublished price sensitive information. There shall be no obligation to give reasons for any withholding of consent.

6. Other restrictions

A. All insiders and designated persons and their immediate relatives shall execute their order in respect of securities of the Company within seven trading days after the approval of pre-clearance is given. If the order is not executed within seven trading days after the approval is given, the directors/officers/designated persons must pre-clear the transaction again.

B. All insiders and designated persons who buy or sell any number of shares of the Company shall not enter into an opposite transaction i.e. sell or buy any number of shares during the next six months following the prior transaction. All designated persons shall also not take positions in derivative transactions in the shares of the Company at any time.

C. The Compliance Officer may grant relaxation from strict application of restriction referred in para no. 6B after recording reasons in writing in this regard provided that such relaxation does not violate SEBI (Prohibition of Insider Trading) Regulations, 2015.

D. In case of contra trade being executed, inadvertently or otherwise, in violation of restriction referred in para 6B or / and 6A, the profits from such trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund.

7. Reporting Requirements for transactions in securities

A. All insiders and designated persons of the Company shall be required to forward following details of their securities transactions including the statement of immediate relatives to the Compliance Officer:
   i. all holdings in securities of the Company by insiders and designated persons at the time of joining the Company;
   ii. Periodic statement of any transactions in securities (the periodicity of reporting may be defined by the Company). The Company may also be free to decide whether reporting is required for trades where pre-clearance is also required; and
   iii. annual statement of all holdings in securities. [Form E]
   iv. reporting of trades executed pursuance to pre-clearance [Form G]
   v. reporting of decisions not to trade after securing pre-clearance
   vi. recording the reasons for decisions not to trade after securing pre-clearance

B. The Compliance Officer shall maintain records of all the declarations in the appropriate form given by the insiders and designated persons for a minimum period of five years.

C. The Compliance Officer shall place before the Managing Director /Chief Executive Officer and Chairperson of the Audit Committee, on a quarterly basis, all the details of the dealing in the securities by insiders and designated persons of the Company and the accompanying documents that such persons had executed under the pre-dealing procedure as envisaged in this Code.

8. Penalty for contravention of Code of Conduct

A. Any insider or designated employee who trades in securities or communicates any information for trading in securities in contravention of this Code of Conduct may be penalised and appropriate action may be taken by the Company.

B. Insiders and designated persons of the Company who violate this Code of Conduct shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, immediate termination from the employment, ineligible for future participation in employee stock option plans, etc.

C. The action by the Company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015.

9. Information to SEBI in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015

In case it is observed by the Company/Compliance Officer that there has been a violation of SEBI (Prohibition of Insider Trading) Regulations, 2015, SEBI shall be informed by the Company.

[B] Code of Fair Corporate Disclosure

To ensure timely and adequate disclosure of unpublished price sensitive information, the Company will ensure the following:

1. Prompt public disclosure of unpublished price sensitive information
   a) Unpublished price sensitive information shall be disclosed by the Company to stock exchanges and disseminated on a continual and immediate basis.
   b) The Company may improve Investor access to the public announcements by other supplemental means.

2. Overseeing and co-ordinating disclosure: The Compliance Officer shall be responsible;
   a) to oversee corporate disclosure,
   b) for ensuring that the Company complies with continual disclosure requirements.
   c) overseeing and co-ordinating disclosure of unpublished price sensitive information to stock exchanges, analysts, shareholders and media and educating staff on disclosure policies and procedure.

3. Responding to market rumours
   a) The Company shall have clearly laid down procedures for responding to any queries or requests for verification of market rumours by exchanges.
   b) The official designated as Chief Investor Relation Officer shall be responsible for deciding whether a public announcement is necessary for verifying or denying rumours and then making the disclosure.

4. Timely Reporting of shareholdings/ownership and changes in ownership
   Disclosure of shareholdings/ownership by major shareholders and disclosure of changes in ownership as provided under any Regulations made under the Securities Exchange Board of India Act, 1992 and the listing agreement shall be made in a timely and adequate manner.

5. Disclosure/dissemination of unpublished price sensitive information with special reference to analysts, research personnel and institutional investors. The Company shall follow the guidelines given hereunder while dealing with analysts and institutional investors:—
   a. Only generally available information (i.e., information that is accessible to the public on a non-discriminatory basis) to be provided; alternatively, the information given to the analyst should be simultaneously made public at the earliest.

   b. Recording of discussion - In order to avoid misquoting or misrepresentation, it is desirable that at least two company representatives be present at meetings with analysts, brokers or institutional investors and discussion should preferably be recorded.

   c. Handling of unanticipated questions – The Company should be careful when dealing with analysts' questions that raise issues outside the intended scope of discussion.

d. Unanticipated questions may be taken on notice and a considered response given later. If the answer includes unpublished price sensitive information, a public announcement should be made before responding.

e. Simultaneous release of Information - When the Company organises meetings with analysts, it shall make a press release or post relevant information on its website after every such meet. The Company may also consider live webcasting of analyst meets.

6. Uniform and Universal Medium of disclosure/dissemination:

a) Disclosure/dissemination of information may be done through various media so as to achieve maximum reach and quick dissemination.
b) The Company shall ensure that disclosure to stock exchanges is made promptly.
c) The Company may also facilitate disclosure through the use of their dedicated Internet website.
d) The Company's websites may provide a means of giving investors a direct access to analyst briefing material, significant background information and questions and answers.
e) The information filed by the Company with exchanges under continual disclosure requirement may be made available on its website.

7. Dissemination by stock exchanges

a) The disclosures made to stock exchanges may be disseminated by the exchanges to investors in a quick and efficient manner through the stock exchange network as well as through stock exchange websites.

b) Information furnished by the Company under continual disclosure requirements, should be published on the website of the exchange instantly.

8. Disclosure of Interest / holding in the Company by certain person:

Initial Disclosure

a) Every promoter, Key Managerial Personnel and director of the Company shall disclose to the Company in Form A, the number of shares or voting rights held and positions taken in derivatives by such person and his immediate relatives as on the effective date of SEBI (Prohibition on Insider Trading) Regulations, 2015, within thirty days from that effective date.

b) Every promoter, Key Managerial Personnel and director of the Company shall disclose to the Company in Form B, the number of shares or voting rights held and positions taken in derivatives by such person and his immediate relatives as on the date of appointment as Director or KMP or becoming promoter, within seven days of becoming a promoter or key managerial personnel or director of the Company.

Continual Disclosure

c) Every promoter, employee and director of the company shall disclose to the Company in Form C, the number of shares or voting rights acquired or disposed of and positions taken in derivatives by such person , within two trading days of transactions, if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of
   - Rs. 10 lakh or
   - such other value as may be specified.

Disclosures by other connected persons

d) Any connected person or class of connected persons shall make disclosures to the Company in Form D, of holdings and trading in securities as and when required by the the Company in order to monitor compliance.

Disclosures by the Company

e) The Company, within two trading days of receipt, shall disclose in prescribed format to the stock exchanges, the information received under paragraphs (a), (b) & (c) above.

f) The disclosures are required to be made in format as specified by the Company until and unless notified by the regulatory authority.

g) The disclosures required herein may also be made through electronic filing in accordance with the system devised by the stock exchange, if any.

Form A
SEBI (Prohibition of Insider Trading) Regulations, 2015
Regulation 7(1)(a) read with Regulation 6(2)
Details of Securities held by
Promoter / Director / Key Managerial Personnel (KMP) & such other persons as mentioned in Reg. 6(2)

To,
The Board of Directors,
FAG Bearings India Limited
Vadodara- 390 013

ISIN: INE513A01014

Name, PAN No., CIN/DIN & Address with contact nos.	Category of Person [Promoters / KMP/ Directors/ Immediate Relatives / Others, etc.]	Securities held as on the date of regulation coming into force		% of Shareholding	Open Interest of Future contracts held as on the date of regulation coming into force		Open Interest of Option contracts held as on the date of regulation coming into force	
		Type of Security [E.g. Shares, Warrants, Convertible Debentures etc.]	No.		Number of Units [contracts * lot size]	Notional value in Rupee terms	Number of Units [contracts * lot size]	Notional value in Rupee terms
[1]	[2]	[3]	[4]	[5]	[6]	[7]	[8]	[9]

Note: "Securities" shall have the meaning as defined under Regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Date :
Place:

Signature :
Name :
Designation :

Form B
SEBI (Prohibition of Insider Trading) Regulation, 2015
Regulation 7(1)(b) read with Regulation 6(2)
Details of Securities held on appointment of Director / Key Managerial Personnel (KMP) or becoming Promoter of a Listed Company & such other persons as mentioned in Regulation 6(2)

To,
The Board of Directors,
FAG Bearings India Limited
Vadodara- 390 013

ISIN: INE513A01014

Name, PAN No. CIN/DIN & Address with contact nos.	Category of Person [Promoters / KMP/ Directors/ Immediate Relatives / Others, etc.]	Date of Appointment of Director / KMP or Date of becoming Promoter	Securities held at the time of becoming Promoter / appointment of Director / KMP		% of Shareholding	Open Interest of the Future contracts held at the time of becoming Promoter / appointment of Director / KMP		Open Interest of Option contracts held as on the date of regulation coming into force	
			Type of Security [E.g. Shares, Warrants, Convertible Debentures etc.]	No.		Number of Units [contracts * lot size]	Notional value in Rupee terms	Number of Units [contracts * lot size]	Notional value in Rupee terms
[1]	[2]	[3]	[4]	[5]	[6]	[7]	[8]	[9]	[10]

Note: "Securities" shall have the meaning as defined under Regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Date :
Place:

Signature :
Name :
Designation :

Form C

SEBI (Prohibition of Insider Trading) Regulation, 2015

Regulation 7(2) read with Regulation 6(2)

Details of Change in holding of Securities of Promoter / Director / Employee of a Listed Company & such other persons as mentioned in Regulation 6(2)

To,
The Board of Directors,
FAG Bearings India Limited
Vadodara- 390 013

ISIN: INE513A01014

Name, PAN No., CIN/DIN & Address of Promoter / Director / Employee with contact nos.	Category of Person [Promoters / KMP/ Director/ immediate Relatives / Others, etc.]	Securities held prior to acquisition / disposal		Securities acquired / Disposed		% of shareholding		Date of allotment advice / acquisition of shares / sale of shares specify		Date of Intimation to Company	Mode of acquisition (market purchase / public rights / preferencial offer / off market / inter-se transfer etc.	Trading in derivatives [Specify type of contract, Futures or Options etc.]				Exchange on which the trade was executed
		Type of Security [E.g. Shares, Warrants, Convertible Debentures etc.]	No.	Type of Security [E.g. Shares, Warrants, Convertible Debentures etc.]	No.	Pre-transaction	Post-transaction	From	To			Buy		Sell		
												Value	No. of units [contracts * lot size]	Value	No. of units [contracts * lot size]	
[1]	[2]	[3]	[4]	[5]	[6]	[7]	[8]	[9]	[10]	[11]	[12]	[13]	[14]	[15]	[16]	[17]

Note: "Securities" shall have the meaning as defined under Regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Date :
Place:

Signature :
Name :
Designation :

Form D

SEBI (Prohibition of Insider Trading) Regulation, 2015

Regulation 7(3) - Transactions by other connected persons as identified by the Company

To,
The Board of Directors,
FAG Bearings India Limited
Vadodara- 390 013

ISIN: INE513A01014

Name, PAN No., CIN/DIN & Address of connected persons, as identified by the company, with contact nos.	Connection with Company	Securities held prior to acquisition / disposal		Securities acquired / Disposed		% of shareholding		Date of allotment advice / acquisition of shares / sale of shares specify		Date of intimation to Company	Mode of acquisition (market purchase / public rights / preferencial offer / off market / inter-se transfer etc.	Trading in derivatives [Specify type of contract, Futures or Options etc.]				Exchange on which the trade was executed
		Type of Security [E.g. Shares, Warrants, Convertible Debentures etc.]	No.	Type of Security [E.g. Shares, Warrants, Convertible Debentures etc.]	No.	Pre-transaction	Post-transaction	From	To			Buy		Sell		
												Value	No. of units [contracts * lot size]	Value	No. of units [contracts * lot size]	
[1]	[2]	[3]	[4]	[5]	[6]	[7]	[8]	[9]	[10]	[11]	[12]	[13]	[14]	[15]	[16]	[17]

Note: "Securities" shall have the meaning as defined under Regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Date :
Place:

Signature :
Name :
Designation :

Form E
Status of FAG Shareholding & Change therein during the year [Annual Statement]
Pursuant to SEBI (Prohibition of Insider Trading) Regulation, 2015
For the Period (01-April-YYYY to 31-March-YYYY)

To,
The Board of Directors,
FAG Bearings India Limited
Vadodara- 390 013

(a) Shares held as on 01.04.YYYY : _____

Name, PAN No., CIN/DIN & Address with contact nos.	No. & % of shares/ voting rights held by the Director/ Officer	Date of receipt of allotment advice/ acquisition/ sale of shares/ voting rights	Date of intimation to company	Mode of acquisition (market purchase/ public/rights/ preferential offer etc.)	No. & % of shares/ post acquisition/ voting rights sale	Trading member through whom the trade was executed with SEBI Registration No.of the TM	Exchange on which the trade was executed	Buy quantity (b)	Buy value	Sell quantity (c)	Sell value
[1]	[2]	[3]	[4]	[5]	[6]	[7]	[8]	[9]	[10]	[11]	[12]

(d) Shares held as on 31.03.YYYY : _____ [(a)+(b)-(c)] = _____

I hereby confirm that ;

1 The above list of transactions is complete and correct.
2 The Trasactions includes trasaction done by family member also.
3 All my/ our dealing in FAG Equity shares were conducted during open / valid period of trading window.
4 All investments in FAG Equity shares were held for a minimum period of 30 days.
There was no deal of more than 5000 or more FAG Shares.
5 (Deal of 5000 or more shares or deal by which total existing share holding equal or exceeds 5000 shares shall require pre-clearance)

Date : 31-March-YYYY
Place:

Signature : _____
Name : _____
Designation : Director

Form F
[To be submitted in duplicate]
Application for Pre-clearance of Trade under SEBI (Prohibition of Insider Trading) Regulation, 2015

To,
The Compliance Officer,
FAG Bearings India Limited
Vadodara- 390 013

1	Name of the applicant	:	
2	Designation	:	
3	Employee Pay Roll	:	
4	Number and value of securities in the Company held as on date (with folio / DP ID / Client ID No.)	:	
5	Nature of Securities held	:	* Equity Shares / Debentures / Other Securities
6	Mode in which securities are held	:	
7	The proposal is for	:	a) Acquisition in the open market b) Subscription to the securities c) Sale of securities
8	Proposed date of trading in securities	:	
9	Nature of proposed trading	:	
10	Estimated number of securities Proposed to be acquired / subscribed / sold	:	
11	Price at which transaction is proposed	:	
12	Current market price (as on the date of application)	:	
13	Whether the proposed transaction will be through stock exchange or off market deal	:	
14	Whether shares are held in physical / dematerialise	:	
15	If securities are held / proposed to be dealt in dematerialised forr	:	
	Name of the Depository	:	
	DP ID Number	:	
	Client ID Number	:	

(d) Shares held as on DD-MM-YYYY : _____ [(a)+(b)-(c)] = _____

In relation to the above trading, I undertake that ;

a	I have neither access to nor do I have any information that could be construed as "Price Sensitive Information" as defined in the code upto the time of signing this undertaking;
b	In the event that I have access to or received any information that could be construed as "Price Sensitive Information" as defined in the code, after signing of this undertaking but before execution of transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company untill such information becomes public;
c	I have not contravened the provisions of the Codes on Prohibition of Insider Trading as notified by the Company from time to time;
d	I have made full and true disclosure in the matter;
e	I hereby declare that I shall execute my order in respect of securities of the Company within seven trading days after the approval of pre-clearance is given. If the order is not executed within sevent trading days after the approval is given, I undertake to obtain pre-clearnace for the transaction again.

Date : **Signature :**
Place: **Name :**

* Strike whichever is not applicable.

Form G
SEBI (Prohibition of Insider Trading) Regulation, 2015
Regulation 9(1) & 9(2)
Details of trading in Shares or Positions taken in Derivatives pursuant to pre-clearance by Designated Person & his Immediate Relatives

To,
The Board of Directors,
FAG Bearings India Limited
Vadodara- 390 013

(a) Details of shares held on : DD-MM-YYYY

Name, PAN No. & Address	Connection with the Company	No. & % of shares/ voting rights held	Date of receipt of allotment advice / acquisition / sale of shares / voting rights	Date of intimation to company	Mode of acquisition (market purchase/ public/rights/ preferential offer etc.)	No. & % of shares/ voting rights post acquisition/ sale	Trading member through whom the trade was executed with SEBI Registration No.of the TM	Exchange on which the trade was executed	Buy quantity	Buy value (b)	Sell quantity	Sell value (c)
[1]	[2]	[3]	[4]	[5]	[6]	[7]	[8]	[9]	[10]	[11]	[12]	[13]

(d) Shares held as on DD-MM-YYYY : _____ [(a)+(b)-(c)] =

I hereby confirm that ;

1 The above list of transactions is complete and correct.
2 The Trasactions includes trasaction done by immediate relatives also.
3 All my/ our trading in FAG Equity shares were conducted during open / valid period of trading window.
4 All investments in FAG Equity shares were held for a minimum period of 30 days.
5 There was no deal of more than 5000 or more FAG Shares.
(Deal of 5000 or more shares or deal by which total existing share holding equal or exceeds 5000 shares shall require pre-clearance)

Date :
Place:

Signature : _____
Name : _____
Designation : _____

Definition of "Connected Person"

[As per Regulation No. 2(1)(d) of SEBI (Prohibition of Insider Trading) Regulations, 2015]

"Connected Person" means,-

(i) any person who is or has during the six months prior to the concerned act been associated with a company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the company or holds any position including a professional or business relationship between himself and the company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.

(ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established,

(a) an immediate relative of connected persons specified in clause (i); or

(b) a holding company or associate company or subsidiary company; or

(c) an intermediary as specified in section 12 of the Act or an employee or director thereof; or

(d) an investment company, trustee company, asset management company or an employee or director thereof; or

(e) an official of a stock exchange or of clearing house or corporation; or

(f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or

(g) a member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or

(h) an official or an employee of a self-regulatory organization recognised or authorized by the Board; or

(i) a banker of the company; or

(j) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his immediate relative or banker of the company, has more than ten per cent. of the holding or interest;

NOTE:

It is intended that a connected person is one who has a connection with the company that is expected to put him in possession of unpublished price sensitive information. Immediate relatives and other categories of persons specified above are also presumed to be connected persons but such a presumption is a deeming legal fiction and is rebuttable. This definition is also intended to bring into its ambit persons who may not seemingly occupy any position in a company but are in regular touch with the company and its officers and are involved in the know of the company's operations. It is intended to bring within its ambit those who would have access to or could access unpublished price sensitive information about any company or class of companies by virtue of any connection that would put them in possession of unpublished price sensitive information.